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ACCOUNT NO. : 072100000032

REFERENCE : 398570 81219A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 5, 1999

ORDER TIME : 2:36 PM

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-10/06/99--01001--004

ORDER NO. : 398570-015

\*\*\*\*243.75 \*\*\*\*78.75

CUSTOMER NO: 81219A

CUSTOMER: Jodie Hamm, Legal Asst  
W. WADE WALLACE, ESQUIRE  
W. WADE WALLACE, ESQUIRE  
Suite 26  
10221 Emerald Coast Parkway  
Destin, FL 32541

DOMESTIC FILING

NAME: DESTIN FLYING CLUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT -5 PM 1:45

RECEIVED  
10/16/99  
99 OCT -5 PM 3:50  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF DESTIN FLYING CLUB, INC.**  
**A FLORIDA NOT FOR PROFIT CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
OCT -5 PM 1:45

The undersigned, acting as the incorporator of a corporation organized pursuant to Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

**Article I**  
**Name**

The name of the corporation shall be **Destin Flying Club, Inc..**

The principal/mailling address of the corporation at the time of incorporation is 320 Highway 98 East, #1203, Destin, FL 32541.

**Article II**  
**Duration**

The duration of this corporation shall be perpetual unless dissolved according to law.

Corporate existence shall commence on the date these articles of incorporation are filed by the Department of State of the State of Florida.

**Article III**  
**Purpose**

(a) The specific and primary purpose for which this corporation is organized is to provide social and recreational opportunities for its members.

(b) The general purposes for which this corporation is organized are: to operate a flying club for recreational and social purposes and in connection therewith to provide aircrafts and associated equipment for the use and enjoyment of its members.

(c) This corporation is formed and shall be operated exclusively for pleasure, recreation, social and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, officer or director of the corporation, except as provided by law.

(d) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.0302 of the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (a) through (c) of this Article III.

**Article IV**  
**Qualifications and Admission of Members**

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the Bylaws of this corporation.

**Article V**  
**Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 10221 West Emerald Coast Parkway, Suite 26, Destin, FL 32541, and the name of the corporation's initial registered agent at that address is W. Wade Wallace.

**Article VI**  
**First Board of Directors**

The following three (3) persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

<u>Name</u>	<u>Address</u>
R.L. Nunn	320 Highway 98 East, #1203 Destin, FL 32541
Don A. Keener	11 Cahaba Lane Destin, FL 32541
Allan R. Wallinder	320 Highway 98 East, #401 Destin, FL 32541

**Article VII**  
**Basis Under Which Corporation Organized**

The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, the corporation is not organized for the pecuniary gain or profit, and no part of its net earnings are distributable to its members, directors, officers, or other private persons, except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

**Article VIII**  
**Management of Corporate Affairs**

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of three directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw duly adopted by the members entitled to vote.

(b) Election of Directors. The method of electing directors shall be as set forth in the Bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer, which shall be elected by the Board of Directors. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the Bylaws.

(d) Standing Committees. This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, an executive committee of three persons and an admission committee of three persons. The powers and duties of these committees shall be as

specified in the Bylaws. Other committees, and their powers and duties, may be specified in the Bylaws or may be appointed by the Board of Directors.

Article IX  
Incorporators

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
R.L. Nunn	320 Highway 98 East, #1203 Destin, FL 32541

Article X  
Bylaws

Bylaws will be adopted at the first meeting of the Board of Directors. The Bylaws may be amended, repealed, in whole or in part, by the members in the manner provided in the Bylaws. Any amendments to the Bylaws shall be binding on all members of this corporation.

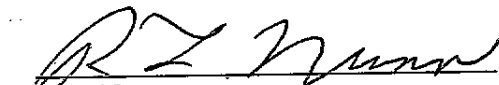
Article XI  
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of the voting members of the corporation.

Article XII  
Distribution on Dissolution

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code or corresponding sections of that code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

In witness, the undersigned incorporator has executed these Articles of Incorporation on this the 24 day of September, 1999.

  
R.L. Nunn

STATE OF FLORIDA  
COUNTY OF WALTON

The forgoing instrument was acknowledged before me this 24<sup>th</sup> day of September, 1999 by R.L. Nunn, (✓) who is personally known to me/(      ) who produced the following as identification:

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WITNESS my hand and seal this 24<sup>th</sup> day of September, 1999.

Affix Seal:

Jodie L. Hamm  
Type Name: \_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:



Jodie L. Hamm  
MY COMMISSION # CC670711 EXPIRES  
September 21, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 OCT -5 PM 1:45

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING  
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the corporation is: Destin Flying Club, Inc.
- 2) The name and address of the registered agent and office is:

W. Wade Wallace  
10221 West Emerald Coast Parkway, Suite 26  
Destin, FL 32541

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Date: September 30, 1999

  
\_\_\_\_\_  
W. Wade Wallace