

N99 000007254

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: U.S. AIRLINE INDUSTRY MUSEUM FOUNDATION
(Proposed corporate name - must include suffix)

100003065461-9
-12/09/99--01054--021
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy

☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: ROBERT W. PATTON
Name (Printed or typed)

2 PARK PLACE CT.
Address

DOTHAN, AL 36301
City, State & Zip

(334) 702-1010
Daytime Telephone number

EFFECTIVE DATE
1-1-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -9 PM 12:30

APPROVED
AND
FILED

(C)

NOTE: Please provide the original and one copy of the articles.

LS / RV
12/9

U.S. AIRLINE INDUSTRY MUSEUM FOUNDATION, INC.



ARTICLES OF INCORPORATION

A NOT FOR PROFIT CORPORATION

ARTICLE I NAME

EFFECTIVE DATE
1-1-00

Section 1- Name The name of this corporation shall be the U.S. Airline Industry Museum Foundation, Inc., which may also be referred to as USAIMF for brevity.

ARTICLE II LOCATION

Section 1- Location The initial address shall be - 2 Parkplace Court, Dothan, Alabama, 36301 USA, or as may be designated by the Board of Directors. The address for the purpose of communicating and continuing business matters shall be the address of the current president of the corporation.

ARTICLE III INCORPORATION

Section 1- Operation This corporation will operate within the limits of the Florida Not For Profit Act, Chapter 617, Florida Statutes as amended through October 1, 1997.

Section 2- Commencement Date The effective date for commencement of operation of the corporation shall be **January 1, 2000**.

Section 3- Disclaimer No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 4 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4- Goals This corporation's avowed goals are to encourage the conception and nurture the development of a museum dedicated to the whole or major segments of the airline industry of the United States and to advance that goal by developing a donated or pledged property and monetary base to expedite development and help sustain a museum, which may or may not contain part of the name of this foundation. The corporation is organized exclusively for eleemosynary, charitable, and benevolent purposes, the receiving of historical properties or pledges of their deliverance when appropriate and the preservation of these donated properties, receiving pledges of monetary donations or actual monetary donations from the public, philanthropic and/or exempt institutions and making distributions when appropriate to a museum or an organization that qualifies as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). The Corporation's duration shall be in perpetuity, or until it is dissolved as provided in the Articles of Incorporation and the By-Laws.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -9 PM 12:30

APPROVED
AND
FILED

U.S. AIRLINE INDUSTRY MUSEUM FOUNDATION, INC.

ARTICLE VII OFFICERS

- Section 1- General** The officers of the organization shall be the President, Vice President and the Secretary/Treasurer. The Secretary/Treasurer position may be divided into two separate positions at the discretion of the Board of Directors. These officers shall constitute the Executive Committee and shall act under the direction of the policies expounded by the Board of Directors.
- Section 2- President** The President shall be the Chief Executive Officer and supervise all activities of the Foundation. The President shall be responsible for carrying out the directives and policies of the Board of Directors and other duties as outlined in the By-Laws.
- Section 3- Vice President** The Vice President will assume the duties of the President in the President's absence or when he is physically unable to perform his duties or by resignation. The Vice President shall also perform such other duties as may be assigned by the President or additionally assigned to his position in the By-Laws.
- Section 4- Secretary** The Secretary shall be a corresponding and recording Secretary whose duties shall include but not limited to the duties assigned by the President and as outlined in the By-Laws.
- Section 5- Treasurer** The Treasurer shall be responsible for the financial affairs of the Foundation. The Treasurer shall also carry out all duties as assigned by the President and those delineated in the By-Laws.

ARTICLE VIII MEETINGS

- Section 1- Eminent Advisory Council** The Eminent Advisors have no obligation for any formal meetings. They are however encouraged to converse by any means or by any forum as long as the best interests of the Foundation is paramount. Any matter of communication by an Advisor, if thought helpful, may be brought to the attention of the Board of Directors by any one or group of the Advisors in a timely manner. A notice of a Board meeting will be sent to all Advisors who wish to receive one.
- Section 2- Board Of Directors** The Board of Directors shall meet at the call of the President annually and as may be necessary. It is encouraged that they shall meet quarterly. Other meetings may be called as outlined in the By-Laws. A special meeting of the Executive Committee portion of the Board of Directors should meet the day prior to the convening of any annual meeting of the membership.
- Section 3- Annual Meeting** An annual meeting of the Foundation Membership is advisable and encouraged. This meeting should be arranged at such place and time as selected by the Board of Directors of the Foundation. An agenda shall be provided and business shall include a state of the Foundation report and any other business from the floor or as outlined in the By-Laws.

ARTICLE IX INITIAL OFFICERS AND DIRECTORS

- Section 1- Initial Directors** The following persons have agreed to steer the Foundation as Directors during its formative period:
- Robert W. Patton, (President), 2 Parkplace Court, Dothan, AL 36301-2100
LeRoy M. Brown, P.O. Box 144, Zellwood, FL 32798-0144
G. Maynard Watkins, 690 Solano Prado, Coral Gables, FL 33156-2372
Forrester A. Quick, 12 Stebbins Drive, Winter Haven, FL 33884-2725

U.S. AIRLINE INDUSTRY MUSEUM FOUNDATION, INC.

ARTICLE IV FOUNDATION MEMBERS

- Section 1- General** All members of the organization shall be called Foundation Members. They shall be governed by the specifics of the By-Laws. The categories of membership shall be; Foundation Valued Member, Foundation Honored Member, and Foundation Eminent Member. Other categories may be established by the Board of Directors as deemed applicable.
- Section 2- Eligibility** Eligibility for Foundation Valued Membership shall not be limited by number but shall consist of those persons who have a desire to see that the goals of the organization are advanced in any way that they are capable, by desire, prestige, manual or monetary assistance. Foundation Honored Membership will be bestowed upon individuals or corporations who have made an extraordinary pledge or contribution to the Foundation.
- Section 3- Rewards** The rewards of membership should outweigh the eligibility requirements. It is believed that the satisfaction that will come with the final fruition of the goals and the dedication of the initial establishment, at which all will be invited to be present, will be gratification beyond expectation in the minds and hearts of all its members.

ARTICLE V EMINENT ADVISORY COUNCIL

- Section 1- General** The members of the Eminent Advisory Council shall consist of distinguished persons, eminent in their field and shall be called Foundation Eminent Members. The Council will solidify the basis of trust expected of a prestigious organization and their position shall be the stalwart force that generates the power to move the organization forthrightly to its objectives.
- Section 2- Duties** The Council members will individually act as advisors to the Board of Directors and provide pertinent information regarding improvement in the operation, organization and the financing of the organization at their expedience and convenience.
- Section 3- Selection** Eminent Advisory Council members will be selected by the Foundation President and approved by the Board of Directors. This selection shall be based on nominations received from any member source with full justification by that source in writing for the consideration of that nomination

ARTICLE VI THE BOARD OF DIRECTORS

- Section 1- General** The Board of Directors shall be vested with the control of the organization's general management and business affairs. The Board will direct and advise the Executive Committee on matters of policy and assist in the details of the activities. The Board shall be the de facto trustees and act as guardians of all properties donated or pledged and maintain a fiduciary relationship with all parties relative to these properties.
- Section 2- Directors** There shall be no less than three (3) Directors and no more than twelve (12). The President of the Foundation shall preside. Other Directors shall include the Vice President, and the Secretary/Treasurer. The balance will be at large Directors, and shall be selected and serve as per Article XIV of the By-Laws. The number of directors can be increased at the request of the President and approved by the Board of Directors
- Section 3- Executive Committee** The Executive Committee shall consist of the Officers of the organization, who will receive direction from the Board of Directors who will make the policy decisions.

U.S. AIRLINE INDUSTRY MUSEUM FOUNDATION, INC.

ARTICLE X REGISTERED AGENT AND INCORPORATOR

Selection of Registered Agent- The Chair of the board, the president, any vice president, the secretary, the treasurer or the registered agent shall be the registered agent in the case the corporation is named as the registered agent (Chap. 617.0501 (1)(b)2 and 617.0504 (1)(2)(3),FS). In any other instance, the registered agent must be a resident of Florida. The address of the registered agent may be that person's street address or the registered corporate office of the foundation.

2. **Duties of the Registered Agent-** (FS Chap. 617.0503) (a).

3. **Applicable Florida Statutes-** The statutes applicable to the registered agent are covered under FS Chapter 617.0501 through 617.0504.

Section 1- The initial Registered Agent for the Foundation shall be:

Notary Seal

Name and Address:

Business Address:

This instrument was acknowledged before me this Dec. 8, 1999, by Thomas E. Heisler, who is personally known to me.

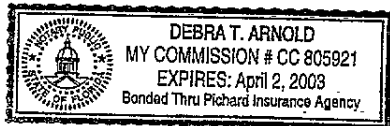
Thomas E. Heisler
5676 Highway 77
Graceville, Florida 32440

Thomas E. Heisler, V.P.
Bank of Jackson County
5381 Cliff Street
Graceville, Florida 32440

Phone: (850) 263-4410

Phone: (850) 263-3225

Debra T. Arnold
Debra T. Arnold, Notary Public



Thomas E. Heisler
Signature Thomas E. Heisler

Date 12/08/99

Section 2- The Incorporator of the Foundation is:

Robert W. Patton
Notary Seal

Name and Address

Robert W. Patton
2 Parkplace Court
Dothan, Alabama 36301
Phone: (334) 702-1010

EFFECTIVE DATE
1-1-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -9 PM 12:30

APPROVED
AND
FILED

Subscribed and affirmed
before me this 8 day of
December, 1999.
My commission expires 3/08/03

Robert W. Patton
Signature

Date 12-8-99