

ORIGINAL

MARION COUNTY
AEROSPACE FOUNDATION, INC.

C O N S T I T U T I O N

N38861

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

Article I

EFFECTIVE DATE
JUL 1 - 1990

Name and Location

Section 1 - Name. The name of the corporation shall be the Marion County Aerospace Foundation Inc., hereinafter known as MCAF.

Section 2 - Principal Office. The principal office of MCAF shall be as established in the BY-LAWS of the corporation.

Section 3 - Incorporation. The Marion County Aerospace Foundation Inc. shall be incorporated under the Laws of the State of Florida. The period of the duration of this corporation is perpetual unless dissolved according to law.

Section 4 - Non-Profit Status. The MCAF shall be established as a non-profit, tax exempt corporation meeting the definition of Federal IRS Rules under 501(C)3.

Section 5 - This corporation is organized under a non-stock basis.

Section 6 - In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

Article II

Definitions and Expressions

Section 1 - Expressions

a) "Aerospace; Aviation; Astronautics; Aeronautics" - these expressions, for purposes as they may be used herein, are to be considered interchangeable.

b) "and/or other aerospace organizations" - this expression is intended to mean any form of aerospace, aviation, astronautics, aeronautics organization approved by the MCAF Board of Directors.

Section 2 - Definitions

a) Executive Committee - shall consist of the Chief Executive Officer, President, Vice-President, Secretary and Treasurer. The Executive Committee shall be the operational body of the Foundation.

b) Chief Executive Officer - is the principal founder and charter member of the MCAF who holds and/or once held the rank of Colonel in Civil Air Patrol. The founding Chief Executive Officer is a life member of the Executive Committee and holds this position in perpetuity. The founding Chief Executive Officer reserves the option to resign. Once vacated, the Senior Executive position may be filled by another career aerospace individual who has demonstrated a minimum of 20 years involvement in aviation and aerospace. Action to fill the Chief Executive Officer position will require unanimous approval of the Board of Directors.

c) Board of Directors - Shall consist of the Chief Executive Officer, President, Vice President, Secretary and Treasurer elected from and by the general membership and three other members from the general membership appointed by the president and approved by the Chief Executive Officer as further established in Article V (f).

Article III

Purpose

Section 1. The motivating purposes of the MCAF are the collective desires of pilots, aircraft owners, airport owners/managers, fixed base operator(s) and others also interested in promoting aerospace education and aerospace goals primarily among the youth in Marion County, Florida.

Section 2. The thrust of the MCAF shall be through support to aerospace organizations such as the Young Astronauts, the USAF auxiliary (Civil Air Patrol), Air Explorer Scouts, et al.

Section 3. Additional purpose of MCAF shall be:

a). Function as a non-partisan, non-sectarian and non-profit organization.

b). Promote aviation skills and sponsor programs relating to improved airport knowledge, aircraft operation and weather.

c). Promote aviation and aerospace education.

d). Co-operate with organizations in the solution of aviation and aerospace concerns and challenges.

e) To raise money via various methods consistent with the Laws of the State of Florida and the IRS; such funds to be used to support aviation and aerospace oriented organizations as further established in the By-Laws.

f) To develop an aviation center in the Ocala area to preserve local aviation history and further promote aviation/aerospace interests as a center of learning.

Article IV

Membership

Section 1. There shall be three classes of membership in MCAF; Associate Membership, General Membership and Honorary Membership.

a). Associate Membership. An Associate Member is one who joins the MCAF for the sole purpose of demonstrating his/her financial support of the goals and objectives of the society. An Associate Member has no voting privilege nor, does an Associate Member, wish an active role in the society. The Associate Member will receive a membership card and a periodic newsletter relating to the accomplishments, goals and objectives of MCAF.

b). General Membership. A General Member is one who joins the MCAF for the purpose of demonstrating his/her support and objectives of the society through active participation. In addition, the General Member is a voting member of MCAF and is eligible to be elected to the board of directors. The General Member shall be an active participant in an aerospace organization and other requirements which may be detailed in the MCAF BY-LAWS.

c). Honorary Member. A class of membership bestowed upon individuals of our aerospace community who are proved benefactors to aerospace education of our youth.

Section 2. Term of Membership. Associate and General Membership shall be for one or multiple years as established in the MCAF BY-LAWS.

Section 3. Approval of Membership. All members of MCAF shall be approved by the Board of Directors or as such approval may be delegated.

a). Associate Members. Authority to approve associate membership shall be delegated as may be detailed in the BY-LAWS.

b). General Members. Authority to approve general membership shall be by a majority vote of the executive committee of MCAF.

Article IV (continued)

c). Honorary Member. This membership is bestowed only by unanimous approval of the MCAF Board of Directors. An honorary member has no voting privileges.

d). Fellowship. A fellowship is an honorary recognition bestowed upon a person or corporation by another individual or corporation. A plaque and/or other such recognition shall be presented to the fellowship recipient and donor in recognition of the honorarium.

Section 4. Membership Dues shall be as established in the BY-LAWS.

Section 5. Membership Termination. Membership termination shall follow these guidelines:

a) Associate Membership will terminate at the end of the period for which the dues are paid.

b) General Membership will terminate at the end of the period for which the dues are paid. In addition, the Board of Directors may terminate general membership for anyone declared persona non grata for the following reasons:

- Conduct detrimental to MCAF.
- Convicted of a felony.
- Moral turpitude

c) Honorary Membership may be terminated by action of the Executive Committee.

Article V
Administration

The officers shall consist of a Chief Executive Officer, President, Vice-President, Secretary and Treasurer, with all the usual duties and privileges pertaining to such offices.

a). The CEO shall preside over all meetings of the Board of Directors.

b) The President will preside over all meetings of the Board of Directors in the absence of the CEO.

c). The Vice-President shall serve in the capacity of President whenever the president is absent or unable to act.

d). The Secretary shall be the custodian of the books (excepting those of the Treasurer), records and seal of the Foundation; shall keep and record the minutes of all meetings of the Foundation and of the Board of Directors. Minutes shall be available prior to any regular meeting.

e). The Treasurer shall have charge and custody of all monetary funds of the Foundation and shall establish and maintain a bank account with accurate records of all income and disbursements.

1. No bills shall be paid or any disbursements made from monetary funds of this Foundation by the Treasurer, the Officers, or any members of this Foundation unless specifically authorized by the Executive Committee.
2. Disbursement checks drawing upon monetary funds of this Foundation shall be signed by the Treasurer and co-signed by any other Officer of this Association.
3. The Treasurer shall be required to show proof of balance and proper accountability for all monetary funds of this Foundation at every meeting of the Board of Directors and as requested by the Executive Committee
4. Shall maintain a record of all members in good standing.

Article V - Administration (continued)

5. No funds shall be encumbered nor disbursed in excess of \$300 without the approval of a quorum of the Board of Directors present at any Board meeting.

e). The Chief Executive Officer shall preside at all meetings of the Executive Committee.

f). All officers of the Foundation including the succceeding CEO shall be elected by the membership at the regular June meeting. Officers may succeed themselves, once, without a break in tenure.

1. The term of office shall be for a period of two years beginning on 1 July.
2. Formal installation of officers will take place at a general membership meeting held in June.

g). The Board of Directors shall consist of 8 including the officers and shall have areas of responsibility as designated in the By-Laws.

1. Prospective directors shall be nominated and elected by the membership. The 3 directors at large must be confirmed by the Board of Dirctors.
2. Directors at large terms shall be for one year. Directors at large may succeed themselves but no more than twice without a break in tenure.
3. In the event a director is absent for more than 50% of any of four "rolling" regular monthly meetings, he (she) will be subject to replacement. Such action will be instituted by the Board of Directors, requiring a simple majority vote.

Article V - Administration (continued)

4. In the event vacancies in the Board of Directors should occur during the normal term of the Board of Directors, the remaining members of the Board shall nominate a member to fill the vacancy of the unexpired term. The Executive Committee shall approve nominations.

h. The governing powers of the Foundation shall be vested in the members of the Board of Directors and as further defined in this Constitution.

1. All committees shall be appointed by the President, subject to approval by the Executive Committee.
 - a. Such committees shall have no authority to act for this Foundation unless granted specific authority by the Executive Committee.
 - b. Standing and Special Committees will be as spelled out in the By-Laws.
2. Each Director shall have the right of one (1) vote at all Board of Directors meetings at which he (or she) is actually present.
3. The Chief Executive Officer shall have the right to veto all actions of the Executive Committee and Board of Directors. Any such veto can be over-ridden only by an unanimous vote of the Board of Directors, the CEO is excluded in this vote.

Article VI

Finance Activity

It is imperative that all fund raising, fund allocation, fund disbursement shall be in total concert with Florida State Laws as they may apply to non-profit, educational organizations. In addition, U.S. Government Law as they apply to 501C3 corporations shall also be inviolate.

Section 1. Fund Raising. Fund raising in strict accordance with State of Florida Law shall take on a number of forms. These shall be further defined in the MCAF BY-LAWS and/or specifically approved by the Board of Directors.

Section 2. Fund Disbursement. Fund disbursement shall be as authorized through action of the Executive Committee of MCAF and other budget constraints established by the Board of Directors.

a). Distribution may be considered for the USAF Auxiliary, known as Civil Air Patrol.

b). Distribution may also be considered for other aerospace organizations dedicated to the purposes of MCAF as shown in Article III.

Section 3. Salaries of MCAF Officers, Directors or Members shall not be authorized.

Section 4. Expenses. Travel and/or other expenses directly related to and necessary for MCAF activity may be authorized as approved by appropriate action of the Executive Committee.

Section 5. Financial Reports - Financial Reports for the MCAF will be in strict accordance with State of Florida Law and IRS Regulations as they may apply.

Section 6. The Executive Committee has authority to approve expenditures not to exceed \$300. Any disbursements over this amount must be approved by the Board of Directors.

Article VII

Incorporating Directors/Executive Committee

The incorporating Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert J. Schaetzel	2439 S.E. 35th Street, Ocala, FL 32671
Dennis H. Brugman	14729 S.W. 39th Terrace, Ocala, FL 32673
Lanny W. Thompson	1022 N.E. 14th Street, Ocala, Florida 32670
Don Garn	1011 S.W. 23rd Place, Ocala, FL 32674
Kathleen DeWeese	2580 S.E. 80th Lane, Ocala, FL 32676

Article VIII

Meetings

Meetings of the membership shall be held at such times as may be directed by the By-Laws of this Foundation. Special meetings may be called by the CEO, President, the Board of Directors and/or by written petition signed by not less than 40 percent of all the Foundation members qualified to vote.

- a). Reasonable prior notice, but not less than 14 days, shall be extended by the Secretary to all members of this Foundation relative to all general and/or special meetings.
- b). A quorum of the Board of Directors shall exist when no less than a simple majority of the Board members are in attendance at any given Board meeting.

Article IX
Amendments

This constitution may be amended, except as noted in paragraph "c", below, by an 80% vote of the Foundation members present at any regular or specially called meeting or by a unanimous vote of the Board of Directors when all are present.

a). A proposed amendment must be submitted in writing at a previous meeting which was held not less than thirty (30) days prior to the meeting at which the amendment is to be considered.

b). For the purpose of amending this constitution, a quorum is considered as 100% of the Board of Directors or 75 percent of the membership of record, in good standing.

c). Any sections of articles relating to the position of CEO may not be amended.

Article X

Certification

Upon certification this Constitution will be effective July 1, 1990.

In Witness Whereof, we being all of the officers of the Marion County Aerospace Foundation Inc., have hereonto set our hands this 19 day of June, 1990.

Robert J. Schaetzel
Chief Executive Officer
Robert J. Schaetzel

W. Lanny Thompson
President
W. Lanny Thompson

Dennis H. Brugman
Vice-President
Dennis H. Brugman

Kathleen De Weese
Secretary
Kathleen De Weese

Don Garn
Treasurer
Don Garn

State of Florida
County of Marion

The foregoing instrument was acknowledged and sworn to before me this 19 day of June, 1990, by

Gene Shurt
Notary Public

My Commission Expires _____

Notary Public, State of Florida, Ltd.
My Commission Expires February 22, 1995
Bonded thru H. H. Berry & Associates

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CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

1990 JUN 25 PM 1:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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: MARION COUNTY AEROSPACE FOUNDATION INC.

2. The name and address of the registered agent and office is:

Robert J. Schaetzl

2439 S.E. 35th Street

(P. O. BOX NOT ACCEPTABLE)

Ocala, Florida 32671

(CITY/STATE/ZIP)

SIGNATURE

Lennis A. Bruyeman
(Corporate Officer)

TITLE VICE PRESIDENT

DATE 19 JUNE 90

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Robert J. Schaetzl
(Registered Agent)

DATE

19 June 90