

**Amendment 2
to the
ARTICLES OF INCORPORATION
OF**

WOMEN IN AVIATION, CENTRAL FLORIDA CHAPTER, INC.

(Executed by the undersigned for the purpose of forming a non-stock, not-for-profit corporation under Chapter 617, Florida Statutes) as amended on February 7, 2007.

ARTICLE I - NAME

The name of this corporation shall be: **Women in Aviation, Central Florida Chapter, Incorporated.**

ARTICLE II – REGISTERED OFFICE ADDRESS

The corporation's registered office is located at: 619 East Concord Street, Orlando, Florida 32803. The mailing address is the same address.

ARTICLE III - PURPOSE

This corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct, carry on or engage in any activities not permitted to be conducted, carried on or engaged in by (a) an organization exempt from federal income taxation under Code Section 501 (c)(3), or by (b) an organization contributions to which are deductible under Code Section 170(c).

Consistent with such limitations, the purposes of Chapter shall be to function as a chapter of Women in Aviation, International, West Alexandria, Ohio, U.S.A. In that regard, the Corporation shall:

- a. Foster, promote and engage in aviation education, particularly as it relates to women in aviation.
- b. Cultivate, foster and promote interest and understanding among the public in and accomplishments and contributions of women to the aviation industry.
- c. Promote, encourage and facilitate membership in Women in Aviation, International and this Chapter.
- d. Support and promote the mission, vision, goals and objectives of Women in Aviation, International.

ARTICLE IV - EXEMPTION REQUIREMENTS

The Corporation shall have all powers conferred upon non-stock, non profit corporations organized under Chapter 617 of the Florida Statutes, but shall exercise such powers only in the fulfillment of its above-stated purposes.

In the conduct of its activities and the fulfillment of the purposes set forth above, the Corporation shall be subject to the following limitations.

- (1) The Corporation shall not participate 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.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; provided, however, that this provision shall not apply to the extent the Corporation has made an election pursuant to and remains in compliance with the provisions of Code Section 501(h).
- (3) No dividends shall be paid and not part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, officer or director of the Corporation or any private individual, within the meaning of the Code Section 501 (c)(3).
- (4) At any time that the Corporation is or becomes a private foundation as described in Code Section 509(a), the Corporation:
 - a. Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on the distributed income imposed in Code Section 4942;
 - b. Shall not engage in any act of self-dealing as defined in Code Section 4941(d);
 - c. Shall not retain any excess business holdings as defined in Code Section 4943(c);
 - d. Shall not make any investments in a manner as to subject the Corporation to tax under Code Section 4944; and
 - e. Shall not make any taxable expenditures as defined in Code Section 4945 (d).

ARTICLE V – MEMBERS

The Corporation shall have members, the rights and authority of which shall be set forth in the Bylaws.

ARTICLE VI - BYLAWS

The Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Corporation.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors. The number of directors constituting the Board of Directors of the Corporation shall be fixed in the Bylaws, shall not be less than four (4). The qualifications of directors, their powers and duties, tenure, manner of election, and all other matters pertaining to the directors shall be provided in the Bylaws. The names of the directors of the Corporation are:

The corporation's Board of Directors shall be comprised of the following natural persons:

President

Vice President

Treasurer

Secretary

Members of the Board of Directors shall be elected in accordance with and serve as provided by the Bylaws.

ARTICLE VIII - PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE IX - DISSOLUTION

In the event that the Corporation shall be liquidated and dissolved, all of its assets remaining after payment and discharge of its duties, obligations and liabilities shall be distributed, in such proportion as the Board of Directors, shall determine, to any organization or organizations, including trusts, organized and operated exclusively for charitable, scientific and educational purposes, provided that no portion of the assets shall be distributed to any organization that is not described in Code Section 501(c)(3). Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for the purposes

described in Code Section 501(c)(3) or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended from time to time upon affirmative vote of a majority of Directors then in office.

ARTICLE XI - INCORPORATOR/REGISTERED AGENT

The incorporator/Registered Agent of this corporation is:

Mary Maher- 619 East Concord Street, Orlando, Florida 32803

The undersigned incorporator certifies both that she execute these Articles of Incorporation for the purposes herein stated, and that by such execution, she affirms the understanding that should any of the information in these Articles be intentionally or knowingly misstated, she is subject to the criminal penalties for perjury set forth in Florida Statutes 617, F.S. (Not for Profit) as if this document had been executed under oath.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Date

619 East Concord Street, Orlando, Florida 32803

407-649-4925

Address

Phone

Signature/Incorporator

Date

IN WITNESS WHEREOF, I have hereunto set my hand at _____ this _____
day of _____, _____.

_____, Incorporator

STATE of _____)

) ss.

COUNTY OF _____)

Personally came before me this _____ day of _____, _____, the
aforementioned _____ to me known to be the person who executed the
foregoing instrument and acknowledged the same.

Notary Public, State of _____.

My commission expires: _____

This document was drafted by, and after recording should be returned to, Mary Maher.
