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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NOV 8 2005
11:23:39

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is AVIATION HERITAGE GROUP INC.

2. The period of its duration is (if perpetual, so state) PERPETUAL

3. The specific purpose or purposes for which the corporation is organized are:
SEE ATTACHED

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:
SEE ATTACHED

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By KMC

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5. The address of the initial registered office of the corporation is 6854 POST RD
(Street Address, not P.O. Box)
NORTH KINGSTOWN, RI 02852, and the name of its initial registered agent at such
(City/Town) (Zip Code)
 address is FRANCIS L. LENNON
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is SIX
(not less than three directors)
 and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>FRANCIS L. LENNON</u>	<u>37 CATHEDRAL AVE PROVIDENCE RI 02908</u>
<u>WILLIAM E. SHERIDAN</u>	<u>10 ALPHA COURT, NORTH PROVIDENCE RI 02911</u>
<u>ROBERT ELLIS</u>	<u>6151 PORTAGE RD PORTAGE MI 49002</u>
<u>BENJAMIN KRISTY</u>	<u>665 S.W. TANGLEWOOD CIRCLE, MINNVILLE OR 97128</u>
<u>ANTHONY SMYTH</u>	<u>PO BOX 9324 STATION T, OTTAWA ONT. CANADA K1G5A3</u>
<u>ADAM SMITH</u>	<u>EAA, 3000 PODOREZNY RD, OSHKOSH WI 54903</u>

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>FRANCIS L. LENNON</u>	<u>37 CATHEDRAL AVE. PROVIDENCE RI 02908</u>
<u>WILLIAM E. SHERIDAN</u>	<u>10 ALPHA COURT, NORTH PROVIDENCE RI 02911</u>
_____	_____
_____	_____
_____	_____

8. Date when corporate existence is to begin NOVEMBER 8, 2005
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 11/7/05

Francis L. Lennon
William E. Sheridan

Signature of each Incorporator

ARTICLES OF INCORPORATION
OF
AVIATION HERITAGE GROUP, INC.
(A Non-Profit Organization)

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under Chapter 7-6 Of the General Laws of Rhode Island, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is the AVIATION HERITAGE GROUP, INC.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, including but not limited to the development, maintenance and operation of an international association to facilitate the exchange of information, provide mutual support and encourage cooperation among those who are working all over the world to preserve aviation heritage. The corporation shall be empowered to engage in any activity consistent with these Articles of Incorporation and not prohibited by the General Laws of Rhode Island, even though any such activity is not enumerated herein.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 6854 Post Road, North Kingstown, RI 02852 and the name of its registered agent at such address is Francis L. Lennon.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is six (6) and the names and addresses of the persons who are to serve as the directors are:

Name	Address
Francis L. Lennon	37 Cathedral Avenue, Providence RI 02908
William E. Sheridan	10 Alpha Court, North Providence, RI 02911
Robert Ellis	6151 Portage Road, Portage, MI 49002
Benjamin Kristy	665 SW Tanglewood Circle, McMinnville, OR 97128
Anthony Smyth	P.O. Box 9724, Station T, Ottawa, Ontario, Canada K1G 5A3
Adam Smith	EAA Museum, 3000 Poberezny Road, Oshkosh, WI 54903

ARTICLE SEVEN

A Director of the corporation shall not be liable to the corporation for monetary damages for any act, or omission in his or her capacity as a Director, except to the extent otherwise expressly provided by a statute of the State of Rhode Island. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitations of the personal liability of a Director of the corporation existing at the time of the repeal or modification; provided, however, that in the event that the General Laws of Rhode Island are amended after the effectiveness of these Articles so as to authorize corporate action further eliminating or limiting the liability of Directors, the liability of a Director of this corporation shall thereupon be eliminated or limited to the fullest extent permitted by the General Laws of Rhode Island, as so amended from time to time. The provisions of this Article shall not be deemed to limit or preclude indemnification of a Director by the corporation for any liability of a Director which has not been eliminated or limited by the provisions of this Article.

ARTICLE EIGHT

The corporation shall indemnify any director or officer, or former director or officer of the corporation, to the extent he or she is not indemnified by insurance, against expenses actually and necessarily incurred by such director in connection with the defense of any civil or criminal action, suit or proceeding in which such director is made a party by reason of being or having been a director or officer of this corporation, except in relation to matters for which indemnification is not permitted by law. Such indemnification and reimbursement shall not be deemed exclusive of any rights to which one indemnified may be entitled under any statute, agreement, or otherwise. The corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation to the fullest extent provided by the provisions in the Law governing indemnification.

ARTICLE NINE

1). This corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article Four hereof.

2) 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 any candidate for public office.

3) Notwithstanding any other provision of these articles, the corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on: (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations, or the corresponding

provisions of any subsequent federal tax laws; or (b) by an organization, contributions to which are deductible under Section 170(c)(3) of the Code, or the corresponding provisions of any subsequent federal tax laws.

4) Upon the dissolution of the corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent federal tax laws, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE TEN

1) The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

2) The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code.

3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.