

ARTICLES OF INCORPORATION OF THE 1WORLD FLIGHT CLUB INCORPORATED

- FIRST:** The undersigned *Terence Russell*, whose address is *8408 Hartford Avenue, Silver Spring, MD 20910*, being at least eighteen (18) years of age, does hereby form a corporation under the laws of the State of Maryland.
- SECOND:** The name of this corporation is *1World Flight Club Incorporated*, hereinafter referred to as the ‘Club.’
- THIRD:** The purposes for which this Club is formed are as follows:
- a. To promote and support diversity in aviation through the participation of its membership in mentoring activities, including introductory flights, seminars, ground training courses, and workshops, all with the objective of assisting individuals from backgrounds that are traditionally under-represented in the pilot community, and in other aspects of aviation as well.
 - b. To promote and support membership involvement in aviation humanitarian programs, such as charitable non-emergency medical transportation programs.
 - c. To provide its members with convenient means of private flying and to contribute to the improvement and maintenance of their flying skills at reasonable and at cost rates.
 - d. To own and maintain one or more aircraft for the education and transportation of, and for the general at cost use of, the members of the Club, or their families, or such individuals as the Board of Directors may designate, pursuant to any bylaws which may hereafter be adopted.
 - e. To acquire, own, hold, sell, lease, pledge, mortgage or otherwise dispose of any property, real or personal, necessary to the not-for-profit operation of the Club.
 - f. To borrow money, contract debts, make contracts, and to exercise any and all other powers as a natural person could lawfully make, do, perform or exercise, which may be necessary, convenient or expedient for the

accomplishment of any of its objects or purposes, providing the same not be inconsistent with the laws of the state of Maryland and to that end, providing that the same not be prohibited from being carried on by a corporation exempt from federal income tax under Section 501(c)7 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FOURTH: The principal office for the transaction of the business of this Club is to be located at *7509 General Aviation Drive, Ft Meade, MD 20755*.

FIFTH: The name and address of the resident agent of the corporation is *Terence Russell* whose business address is *7509 General Aviation Drive, Ft. Meade, MD 20755*.

SIXTH: The corporation has no authority to issue capital stock

SEVENTH: The number of directors of the corporation shall be seven (7) which number may be increased or decreased pursuant to the bylaws of the corporation. The names and addresses of the persons who are hereby appointed to act as the directors to manage the affairs of this Club until their first meeting, or until their successors are duly chosen and qualified, are:

- a. *Terence Russell*, President, whose address is provided in (1a.) of this document.
- b. *Boni Caldeira*, Vice President, whose address is *6003 Majors Lane, #9, Columbia, MD 21045*
- c. *Crannough Jones*, Treasurer, whose address is *20015 Mattingly Terrace, Gaithersburg, MD 20879*
- d. *Samer Najia*, Secretary whose address is *19257 Dunbridge Way, Gaithersburg, MD 20886*
- e. *Terence Russell*, Chief Maintenance Officer, whose address is provided in (1a.) of this document.
- f. *Boni Caldeira*, Safety and Training Officer, whose address is provided in (7b.) of this document.
- g. *John Nichols*, Member-at-Large, whose address is *2-D Southway, Greenbelt, MD 20770*

EIGHTH: The Club is cooperatively organized with equal shares of the Club divided among its members.

- a. Any unequal ownership by the Club's members of the asset of the Club, namely its cooperatively owned aircraft, will be made equal at the first practical financial opportunity whenever the Club increases its equity in such asset.
- b. The property rights of the members of this Club shall be equal in any property in which equity is possessed by the Club.
- c. The term of existence of the Club shall be perpetual or until such time as it is dissolved as provided by the laws of the State of Maryland.
- d. The Club shall be operated as a not-for-profit, and no part of the earnings of the Club will inure to the benefit of any member, or be distributable to its members, trustees, officers, or other private persons, except that:
 1. The corporation shall be authorized and empowered to reimburse outgoing members the at cost and original cooperative entry value of their shares,
 2. 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 for the in Article Third, Sections (a) and (b) hereof.
- e. No substantial part of the activities of the corporation shall be 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.
- f. Notwithstanding any provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)7 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- g. Upon dissolution of the Club as provided by the laws of the State of Maryland, three members of this Club shall be designated as trustees who shall liquidate the assets thereof and after paying all debts and liabilities of the Club, shall distribute the surplus equally among the members thereof.

IN WITNESS WHEREOF, for the purpose of forming this Club, under the laws of the State of Maryland, I the undersigned, constitute the incorporator of this Club and execute these Articles this Fifteenth (15th) day of February, Two Thousand and Five (2005).

IN WITNESS WHERE OF, I have signed these articles and acknowledge the same to be my act.

SIGNATURE OF THE INCORPORATOR:

I hereby consent to my designation in this document as resident agent for this corporation.

SIGNATURE OF RESIDENT AGENT LISTED IN FIFTH:

Filing party's return address: *1World Flight Club, 7509 General Aviation Drive, Room 107, Ft. Meade, MD 20755.*
