

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A NON-STOCK CORPORATION

First: The name of the Corporation is _____

Second: Its Registered Office in the State of Delaware is to be located at **1232 Choptank Road**, in the City of **Middletown**, County of **New Castle**, Zip Code **19701**. The name of the registered agent is **P & P Aviation, Inc.**

Third: The purpose of the corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a nonprofit corporation organized for charitable, religious, humanitarian and/or educational purposes AND upon dissolution all remaining assets must be used exclusively for charitable, religious, humanitarian and/or educational purposes.

Fourth: The corporation shall not have any capital stock.

Fifth: The name and mailing address of the incorporator are as follows:

Sixth: This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 corresponding section of any future federal tax code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Seventh: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this _____ day of _____, A.D. 20____.

BY: _____
(Incorporator)

NAME: _____

Corporation Registered Agency Agreement

I, the undersigned, have neither requested nor received legal or tax advice from CorporationsPlus, its agents, or employees. I hereby authorize the formation of this corporation on my behalf.

In addition, I authorize the acquisition of a federal Tax ID number and/or application for Sub-chapter S status **should** either of these options be requested now or in the future. I understand that there is an additional charge for either of these options.

I understand that the fee charged today is for the filing of the certificate necessary to form the corporation, for Registered Agency, and for mail forwarding. I understand that I will get unlimited US First Class Mail forwarded to me at no extra charge until the end of this calendar year.

I understand that I will receive an invoice for Registered Agency, Mail Forwarding, and the annual Delaware State Franchise Tax in January of every year, due and payable by January 31 of each year.

I understand that corporation formation in Delaware is of a perpetual nature. If ignored, the corporation will NOT go away. Should the need for a corporation no longer exist, the corporation must be dissolved in order for the annual charges to stop accruing both at the State and with the Registered Agent. In order to dissolve a corporation I must fill out dissolution papers and follow the proper dissolution procedure.

_____ SIGNED

_____ PRINTED

_____ DATED

The following address is to be used for mail forwarding:

NAME

ADDRESS

CITY, STATE, ZIP

Contact telephone #: _____

Contact fax #: _____

Optional Credit Card Information

If you would like to use a credit card, please fill out the section below. We accept Visa, MasterCard, Discover, and American Express. I authorize the charge of \$299.00 to be placed on the following credit card:

number: _____ exp date: _____ cvc/cid number _____

credit card billing address: _____

signature: _____ date: _____

NOTE: Your credit card statement may reflect a charge to **P & P Aviation, Inc.** (our parent company).

ANOTHER NOTE: the cvc/cid number is the three number on signature line on the back of a Visa/Mastercard or the 4 numbers above the credit card number on the front of an Amex card.