

ARTICLES OF INCORPORATION OF

ARCA, Inc.

We, the undersigned, acting as incorporators of a corporation under the Alabama Non-Profit Corporation Act, §§10-3A-1 to 10-3A-225 of the 1975 Alabama Code, hereby sign, verify, and file the following articles of incorporation:

- (1) The name of the corporation shall be: Arca, Inc.
- (2) The period of duration of the corporation shall be perpetual.
- (3) The purposes for which the corporation is organized shall be charitable, benevolent, eleemosynary, educational, civic, and to advance the art and aims of radio controlled model aircraft flying, and other purposes permitted by the Alabama Non-Profit Corporation Act.
- (4) The corporation shall have one class of members. No member shall profit or otherwise derive pecuniary gain from his, her, or its membership.
- (5) The directors shall be elected by the members.
- (6) The internal affairs of the corporation shall be regulated by the bylaws, consistently with applicable law and these articles.
- (7) The address of the corporation's initial registered office and the name of its initial registered agent at such address are:

Johnny Williams, BX 1036, Montevallo, AL 35115

- (8) The number of directors constituting the initial board of directors shall be four, and the names and addresses of the persons who are to serve as the initial directors are:

Barry Mohl, 434 Chase Plantation Parkway, Birmingham, AL 35244
John Brent, 235 King's Forest Circle SW, Leeds, AL 35094
Mike Knowles, 168 Old Creek Trail, Birmingham, AL 35216
Johnny Williams, BX 1036, Montevallo, AL 35115

- (9) The officers of the corporation shall consist of a president, a vice-president, a secretary, and a treasurer, elected annually from the membership by the membership in accordance with procedure prescribed by the bylaws. The duties of each officer shall be prescribed by the bylaws. The initial officers, to serve until their successors have been duly elected under this article, are: Barry Mohl, 434 Chase Plantation Parkway, Birmingham, AL 35244, president; John Brent, 235 King's Forest Circle SW, Leeds, AL 35094, vice-president; Mike Knowles, 1768 Old Creek Trail, Birmingham, AL 35216, secretary; Johnny Williams, BX 1036, Montevallo, AL 35115, treasurer.

- (10) The name and address of the incorporator is:

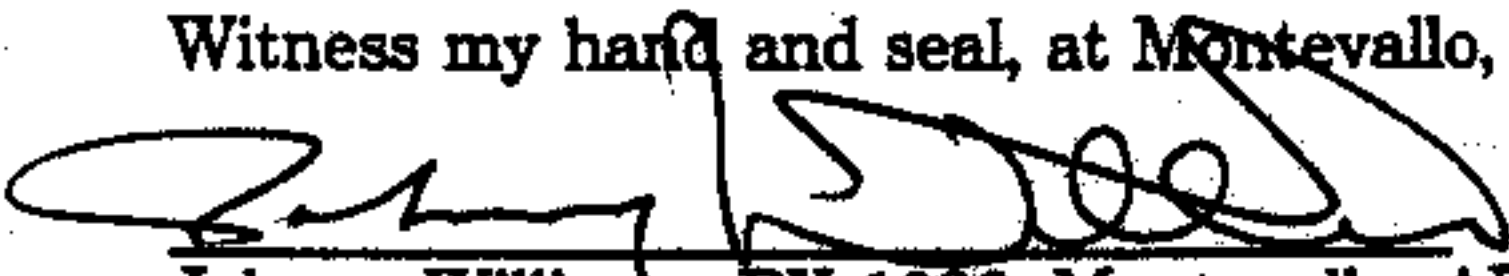
✓ Johnny Williams, BX 1036, Montevallo, AL 35115

- (11) Notwithstanding any of the powers or purposes of the corporation contained in this certificate of incorporation or granted by law, this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, nor shall it engage in any activity of any kind whatever involving the carrying on of propaganda, nor shall it attempt in any manner to influence legislation, nor shall it engage in any activities which are not in themselves tax-exempt under the Internal Revenue Code of the United States of America. If the corporation

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is ever dissolved, its assets shall be distributed in accordance with the provisions of §10-3A-141 of the 1975 Alabama Code, or successor legislation then in effect, and also in accordance with §501(c)(3) and other provisions of the United States Internal Revenue Code regulating nonprofit corporations.

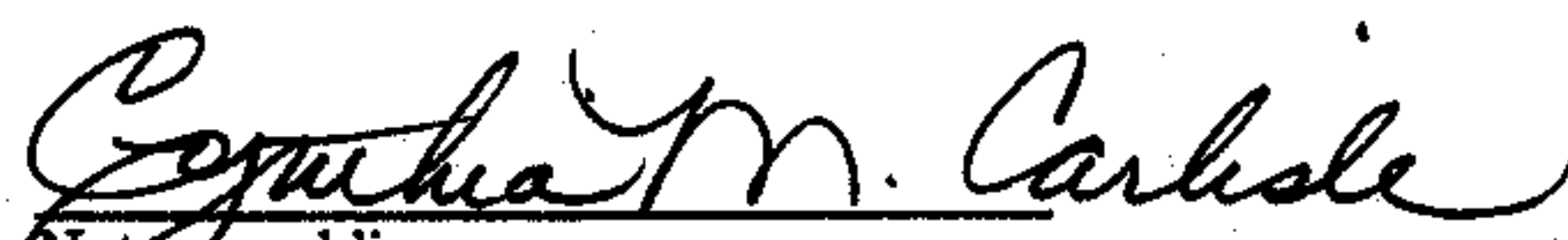
Witness my hand and seal, at Montevallo, this 6th day of December, 1993.


Johnny Williams, BX 1036, Montevallo, AL 35115, incorporator

State of Alabama)
County of Shelby)

I, a notary public in and for the state of Alabama at large, do hereby certify that Johnny Williams, BX 1036, Montevallo, AL 35115, whose name is signed to the foregoing articles of incorporation of Arca, Inc., and who is known to me, acknowledged before me on this day that, being informed of the contents of the said articles of incorporation of Arca, Inc., he, as such incorporator, and with full authority therefore, executed the same voluntarily and does hereby verify the facts contained therein.

In witness whereof, I have hereunto placed my hand and affixed my seal of office on this 6th day of December, 1993.


Notary public

NOTARY PUBLIC STATE OF ALABAMA AT LARGE.
MY COMMISSION EXPIRES: Aug. 4, 1997.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

BY LAWS
OF
ALABASTER RADIO CONTROL ASSOCIATION

Revised: 2/26/92

ARTICLE I
MEMBERS

Section 1. Class of Membership. There shall be but one class of membership, and any person who holds or has applied for an AMA license may become a member of this organization, and as further provided in these By Laws.

Section 2. Election of Members. Any person desiring to become a member of this organization shall make application, either orally or in writing, to any member. At the second meeting after receiving such application, and after a 30 day trial period, members shall vote on said application and shall confer membership on these applicants, approved by a majority of the membership present. All applicants must have current membership in the Academy of Model Aeronautics. Experienced flyers who have sponsorship of a member in good standing, may be granted membership at their first meeting.

Section 3. Withdrawal of Members. Any member of the organization may withdraw at any time. The withdrawal of a member does not entitle him to any refund of the current year's fees which have been paid by him.

Section 4. Expulsion and Suspension of Members. Any member may be suspended or expelled for any cause deemed sufficient by the Board of Directors by a majority affirmative vote of the Directors at a regular or special meeting. Provided, however, that no vote on suspension or expulsion may be taken unless at least fifteen (15) days notice shall be given in writing to the member, of the charges preferred and of the time and place of the meeting of the Directors at which such charges will be considered. At such meeting, the member under charges will be

accorded a full and fair hearing. If an affirmative vote is had, as aforesaid, the Board of Directors shall fix the terms of the suspension or expulsion as in their opinion is necessary.

Section 5. Liability of Members. Any property of the organization which is damaged by a member or his quest, shall be promptly paid for by such member on the same basis as damages would be measured under the laws of the State of Alabama.

Section 6. Reinstatement. Reinstatement of a former member shall be considered a new applicant and must follow the course prescribed for new members.

ARTICLE II

MEETINGS

Section 1. Monthly Meetings. The organization will meet monthly at such time and place as the Board of Directors may determine. Nominations for club officers shall be solicited in the November meeting. Election of officers will be held in the December meeting. No vote on officers, or any other general business of the organization taken at such meetings, shall be valid unless supported by a majority of the membership present and voting. Furthermore, no business may be transacted at meetings unless a quorum is present, as provided in these By Laws.

Section 2. Quorum. Thirty (30) percent of the organization membership shall constitute a quorum.

Section 3. Proxies. At any meeting, a member may vote for an absent member provided such absentee has provided to the present member, written authority for such proxy.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers. As is otherwise consistent with these By Laws, the Board of Directors shall:

- (a) Direct organization business, make and amend rules for the regulation of the use of the organization property;
- (b) fix, impose and remit penalties for violation of the By Laws and rules of the organization;
- (c) constitute and appoint committees not otherwise fixed by the President of the organization, and define powers and duties of the same;
- (d) fill any vacancy in the membership of the Board of Directors created by other than normal succession after election of officers.

Section 2. Banking. The Board of Directors shall designate the bank in which funds of the organization shall be deposited.

Section 3. The Board of Directors may not borrow or otherwise pledge the credit of the organization without the specific approval of the membership.

Section 4. The Board of Directors shall be comprised of six (6) persons. The six members being the current President, Vice President, Secretary, Treasurer, News Letter Editor, and a member to be selected by the President, and voted upon by the other five board members. This member is to be selected from those members who have joined the club within the previous calendar year. There shall be only five voting members, unless for some reason a tie vote should occur. In this case, the President shall vote to break a tie.

ARTICLE IV

OFFICERS

Section 1. The officers of the organization shall be President, Vice President, Secretary, and Treasurer. They shall be elected at the last meeting of the year and shall hold office until the next annual meeting.

Section 2. Powers of the President. The President shall preside at all meetings of the organization. He shall appoint all committees.

Section 3. Powers of the Vice President. The Vice President shall act as President of the organization in the absence or disability of the President and in the event of resignation, removal, or death of the President, shall succeed to that office until the next December meeting.

Section 4. Powers of the Secretary. The Secretary shall maintain a true record of all meetings. He shall also have the responsibility for all official correspondence and application for membership.

Section 5. Powers of the Treasurer. The Treasurer shall keep a record of the accounts of the organization. He shall have the sole responsibility of the collection of all revenues and for the payment of all obligations. He shall have supervisory power over all the funds of the organization deposited in the authorized institution. He shall, within a reasonable time after receiving funds, deposit same in the aforesaid depository.

ARTICLE V

FEES AND ASSESSMENTS

Section 1. The Board of Directors shall report at the December meeting the fees for the ensuing year. These fees shall be of sufficient amount to provide funds sufficient for the expenses of the organization and proper maintenance and improvement of the organization's property. All such fees shall be payable no later than January 31st of each year. Provided, however, that the annual fee shall not exceed thirty (30) dollars.

Section 2. Refund of Fees. In no event and for no reason, shall any fee or part thereof, be refunded.

Section 3. When operation of the organization so requires additional funds, assessments for this amount may be levied by a majority vote of the membership at any regular meeting. Any such assessment shall be mandatory on all members of the organization, and failure to contribute by a member shall result in automatic expulsion from the organization.

Section 4. Any member who has not paid his fees by January 31st, shall be suspended by the Board of Directors. Provided, however, that any person thus suspended shall have ten (10) days in which to remit the amount due to the organization. If he does the foregoing, he shall not be suspended. The ten (10) days provision aforesaid shall also apply to the nonpayment of assessments.

Section 5. There shall be a sixty-five (65) dollar field maintenance fee which shall be levied on each new member upon membership approval. This fee will be used as part of the general fund for runway repair, field maintenance and field improvements.

NOMINATIONS

Section 1. Nominations for the officers of the organization may be made by any member in good standing of the organization at the November meeting of the organization.

ARTICLE VII

INTERPRETATION OF THE BY LAWS

The Board of Directors shall have exclusive administrative power to interpret the provisions of these by laws.

ARTICLE VIII

AMENDMENT OF BY LAWS

The By Laws may be amended by a majority vote of the members present at any meeting of the organization.

ARTICLE IX

LEGAL SIGNATURE OF THE ORGANIZATION

All bank accounts of the organization shall be carried in the name of the organization with the authorized signature being that of the Treasurer of the organization. The Board of Directors shall be responsible for the supervision of the accounts of the organization to insure that they are properly set up.

CERTIFICATE

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Whereas, Johnny Williams, BX 1036, Montevallo, AL 35115, did on this 6th day of December file in the office of the Judge of Probate of Shelby County Alabama their declaration of organization of Arca, Inc., setting forth the objects and purposes of said corporation according to the law in such cases made and provided:

Now therefore, in pursuance of the authority by law vested in me, I, Judge of Probate of Shelby County, do hereby certify that Arca, Inc. is duly and legally incorporated, and is fully authorized to transact business under its charter.

Given under my hand and official seal on this 6th day of December, 1993.

Thomas A. Snowden, Jr.

Judge of Probate

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