



The State of Texas
Secretary of State

JULY 6, 2000

EXPERIMENTAL AIRCRAFT ASSOCIATION
505 CALVARY POST DR
ARLINGTON TX 76017

RE:
EXPERIMENTAL AIRCRAFT ASSOCIATION, CHAPTER THIRTY-FOUR, INC.
CHARTER NUMBER 00216044-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR
ARTICLES OF AMENDMENT.

THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES AND THE
ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF AMENDMENT

FOR

EXPERIMENTAL AIRCRAFT ASSOCIATION, CHAPTER THIRTY-FOUR, INC.
CHARTER NUMBER 00216044

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE
NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF AMENDMENT.

DATED JULY 3, 2000

EFFECTIVE JULY 3, 2000



A handwritten signature in black ink, appearing to read "Elton Bomer", written over a horizontal line.

Elton Bomer, Secretary of State

FILED
In the Office of the
Secretary of State of Texas

JUL 03 2000

Corporations Section

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Experimental Aircraft Association, Chapter Thirty-Four, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the members of the corporation on February 8, 2000.

This amendment clarifies the purpose of the corporation and its non-profit status. This amendment also provides for indemnification of members or directors.

The amendment alters or changes Articles three and four of the original or amended Articles of Incorporation and the full text of each provision added is as follows:

Delete article three in its entirety and substitute the following:

ARTICLE THREE

The purposes for which the Corporation is organized are:

- a. To promote and encourage education and safety in the operation of general aviation aircraft.
- b. To promote and encourage positive public awareness of all aspects of general aviation.
- c. To operate as a local chapter of the Experimental Aircraft Association.
- d. Form together a group of people with a common interest in experimental, antique and general aviation aircraft and to exchange ideas relating to flying and aircraft and all things necessary and incident thereto.

Delete article four in its entirety and substitute the following:

ARTICLE FOUR

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3) for one or more purposes that are exempt under the Texas franchise tax.

The amendment is an addition to the original or amended Articles of Incorporation and the full text of each provision added is as follows:

Add article eight as follows:

ARTICLE EIGHT

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Texas Non-profit Corporation Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

Add article nine as follows:

ARTICLE NINE

RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501 (c) (3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue procedures. Regardless of any other provisions in these Articles of Incorporation or state law the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal revenue Code and related regulations, rulings, and procedures except to insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.

3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distribution of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more except purposes, on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.

Add article ten as follows:

ARTICLE TEN

INDEMNIFICATION

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 regardless of the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members, or others related to the Corporation.

Add article eleven as follows:

ARTICLE ELEVEN

CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities or their successors as they may be amended from time to time.

ARTICLE THREE

The number of members in good standing and eligible to vote at the time of such adoption was 96.

ARTICLE FOUR

At the members meeting of February 8, 2000 a quorum of the members in good standing was present either in person or by proxy.

The number of members voted for such amendment was 68; and the number of members voted against such amendment was 0.

This exceeds the two-thirds majority required to adopt amendments as stated in the by-laws of the Corporation.

Dated FEBRUARY 8, 2000
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Experimental Aircraft Association,
Chapter Thirty-Four, Inc.

By Ron Havelaar
Ron Havelaar President

And Michelle Daniel
Michelle Daniel Secretary

ARTICLE I - NAME

The name of this organization is Experimental Aircraft Association, Chapter Thirty-Four, Inc.

ARTICLE II - LOCATION OF OFFICE

The location for the transaction of business for the organization shall be located in the Dallas/Fort Worth area.

ARTICLE III - PURPOSE

The purposes for which this organization is formed are:

a. To encourage, aid, and engage in research for the improvement and better understanding of aviation and the science of aeronautics.

b. To foster, promote, and engage in aviation education for the advancement of amateur built and sport aircraft as a non-profit, non-stock, educational organization.

ARTICLE IV - MEMBERSHIP

SECTION I. Eligibility for Membership

a. Eligibility for membership is open to any person of good moral character subject to approval by the Board of Directors.

b. An honorary member shall be any person nominated by the members and approved by the Board of Directors.

c. Associate members shall be spouses or dependent children of members in good standing.

d. A student member shall be any person, eighteen years or younger, who is a member in good standing of EAA International under the junior member requirements, nominated by the members and approved by the Board of Directors.

SECTION II. Classification of Membership

a. A voting member shall be any dues paying member of the EAA Chapter Thirty-Four in good standing.

Article IV, Section II, cont'd.

b. An honorary member shall not be required to pay annual dues, shall not be entitled to vote nor hold office in the chapter, but shall enjoy all other privileges of membership in this chapter.

c. An associate member shall not be required to pay annual dues, shall not be entitled to vote nor hold office in the chapter, but shall enjoy all other privileges of membership as decided by the Board of Directors.

d. A student member shall not be required to pay annual dues, shall not be entitled to vote nor hold office in the chapter, but shall enjoy all other privileges of membership in the chapter.

SECTION III. Duration of Membership

a. Duration of dues paying membership is from time of enrollment through the remainder of that calendar year.

b. Duration of Honorary, Associate, or Student membership may be for the remainder of the calendar year, following acceptance of same, under conditions as stated in Sec. I, para. (b) of this Article.

c. Renewal of an Honorary, Associate, or Student membership may be made in accordance with Sec. I, para. (b) of this Article.

SECTION IV. Expulsion of Members

a. Any member deemed undesirable by acts or deeds that tend to jeopardize our organization can be expelled from membership at any published meeting by a 75% popular vote of members present at such a meeting.

ARTICLE V - DUES

SECTION I. Amount of Dues

a. Amount of annual dues will be determined by financial obligations and the Board of Directors and approved by the members.

SECTION II. Collection of Dues

a. Payment of dues shall be made to the Chapter Treasurer.

Article V, Section II, cont'd.

b. Dues will be assessed in October of each calendar year for the following year and shall be payable on or before Jan. 10th. of the following year. The full amount assessed by the Board of Directors will be required of members joining at any time during the year, until after the International Fly-In Convention. After the Convention, dues will be one-half the assessed amount for new members who were not enrolled the previous year. Members enrolled the previous year must pay the full amount.

ARTICLE VI - OFFICERS

SECTION I. Executive Officers

a. The executive officers of this organization shall be a President, Vice-President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined if necessary and as approved by the Board of Directors.

b. The President, Vice-President, Secretary and Treasurer shall be elected by the members at the regular October meeting of the Chapter, and shall hold office as stated in Article VII. (B).

Section II. President.

a. The President shall be the Chief Executive officer of the Chapter and of the Board of Directors and shall have, subject to the advice and control of the Directors, general charge of the business of the Chapter. He shall execute in the name of the Chapter all certificates of membership. He shall execute with the Secretary all contracts and instruments which have first been approved by the Board of Directors.

SECTION II. Vice-President

a. The Vice-President shall be vested with all the powers and shall perform the duties of the President in the absence, disability, or inability for any reason, of the President to perform the duties of his office.

Article VI., Section II., cont'd.

b. The Vice-President shall also perform such duties connected with the operation of the Chapter as he may undertake at the suggestion of the President.

SECTION IV. Secretary

a. The Secretary shall keep the minutes of all proceedings of the members and of the Board of Directors in books provided for that purpose. He shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors and otherwise. He shall keep a proper membership book showing the name of each member of the Chapter and the book of By-Laws, and such other books as the Board of Directors may direct. He shall execute with the President in the name of the Chapter all contracts and instruments which have first been approved by the Board of Directors. These books are to be made public upon request to any and all members at any directors or general meeting.

b. The Secretary shall perform such duties connected with the operation of the Chapter as directed by the President.

c. The Secretary shall perform all duties incident to said office subject to the control of the Board of Directors.

SECTION V. Treasurer

a. The Treasurer shall execute in the name of the Chapter all checks for the expenditures authorized by the Board of Directors. He shall receive and deposit all funds of the Chapter in the bank selected by the Board of Directors which funds shall be paid out only by check as here in before stated. He shall also account for all receipts, disbursements and balance on hand.

b. The Treasurer shall perform such duties connected with the operation of the chapter as directed by the President.

Article VI., Section V.

c. The Treasurer shall perform all duties incident to said office subject to the control of the Board of Directors.

d. The Treasurer shall keep recordings of all financial transactions and make these books available for review by any member in good standing.

ARTICLE VII - BOARD OF DIRECTORS

a. The powers, business, and property of the Chapter shall be exercised, conducted, and controlled by a Board of Directors of not less than five nor more than nine directors plus current officers.

b. Five directors will be elected from the members in good standing.

1. Retiring officers of the Chapter will be members of the Board of Directors until a new board assumes office as stated in Article X, para. (c), sub-para. (3).

c. In case of a vacancy in the Board, such vacancy will be filled by a majority vote of the members at the next meeting of the members after such a vacancy occurs, that newly-elected director is to hold office for the unexpired term.

d. Regular meetings of the Board of Directors shall be called at any time and place to be determined by the President.

e. Special meetings of the Board of Directors shall be called at any time and place on the order of the President or on the order of four Directors.

f. Five directors shall constitute a quorum of the Board at all meetings and the affirmative vote of a majority shall be necessary to pass any resolution or authorize any act of the Chapter. No actions are to be taken without notifying or legitimately trying to notify all Directors.

Article VII., Cont'd.

g. The Board of Directors shall cause to be kept a complete record of all its acts and proceedings of its meetings.

h. The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of Chapter property and to do and perform or cause to be done and performed any and every act which the Chapter may lawfully do and perform.

i. To remain eligible to serve on the Board of Directors, each member thereof must not be absent for more than three, or a total of five, consecutive meetings of the Board of Directors during the term in which they are eligible to attend, except by prior consent of the majority of the Board.

j. At such time that any Board of Director member becomes ineligible according to paragraph l. of article.

ARTICLE VIII - MEETINGS OF MEMBERS

a. All meetings of the members, except herein otherwise provided, shall be held at a place to be determined by the President.

b. Notice of meetings of the members shall be given as directed by the Board of Directors.

c. Special meetings of the members may be held at such time and place as the President may determine, or may be called by a majority of the members.

d. Notices of special meetings of members, stating the time and in general the purpose thereof, shall be given in a like manner as the notice required for regular meetings.

e. At any meeting of the members, a quorum shall consist of the majority of members who are in good standing, represented either in person or by proxy.

Article VIII., Cont'd.

f. The President, or in his absence the Vice-President, or in the absence of the President and Vice-President, a Chairman elected by the members present, shall call the meeting to order and shall act as the presiding officer thereof.

g. At every meeting of the members, each voting member shall have only one vote.

h. A majority vote of the members present is necessary for the adoption of any resolution and for the election of a member to the Board of Directors.

ARTICLE IX - VACANCIES

If the office of the President, Vice-President, Secretary or Treasurer becomes vacant for any reason, the Board of Directors shall nominate a successor from the Board of Directors to be confirmed by the members at the next regularly scheduled meeting, who shall hold office for the unexpired term.

ARTICLE X - ELECTIONS

a. The President shall appoint a Nominating Chairman, who shall in turn select his Nominating Committee from chapter members in good standing.

b. Nominees as selected by the Nominating Committee for officers of the Chapter must be presented to the members of the September meeting. Nominees for the Board of Directors must be presented to the members at the February meeting. Nominees will also be accepted from any member in good standing.

c. Election Procedures

1. Election of properly nominated Officers of the Chapter shall be held in October of each year, and each member in good standing shall be entitled to one vote, either in person or by proxy.

Article X., Cont'd.

2. Election of properly nominated members for the Board of Directors shall be held in March of each year, and each member in good standing shall be entitled to one vote, either in person or by proxy.

3. Officers will be installed at the December meeting and will assume office January 1. Members of the Board of Directors will assume duties April 1.

ARTICLE XI - AMENDMENTS

These By-Laws may be repealed or amended or new By-Laws may be adopted at a regular meeting of the members by a two-thirds majority vote of members present at such meeting, in person or by proxy.

ARTICLE XII

The EAA, Dalworth Chapter 34, Inc., its Members, Officers, and Directors shall not be liable for any activities of individual members, when such activities of whatever kind or nature are not directly under the control and direction of the Board of Directors. Any such activities shall be conducted solely at the risk and responsibility of each member.

No officer or member of EAA, Dalworth Chapter 34 or any EAA member preporting to speak in an official capacity or on behalf of Chapter 34 shall issue, publish, or make any statement or take any position on any National or general policy, regulation, rule or other matter affecting aviation or EAA without first securing approval of the Board of Directors.

This is not to be construed as restricting in any way a member's rights in his individual capacity to take any position or make any statement he so desires on local or State matters but it is intended to prevent any Chapter Officer or member from attempting to make his individual opinion or position the official position of the EAA

Article XII, Cont'd.

Dalworth Chapter 34. Such official opinion or position can and must only be issued with the approval of the majority of the members and the Board of Directors.