

FILED
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 DISTRICT CLERK
 MIDLAND COUNTY, TEXAS
 BY _____

CAUSE NO. CV-47,250

**COMMEMORATIVE AIR FORCE,
MARK NOVAK, TOM RUSH, KEITH
WOOD, and CHARLES WOOD**

VS.

**THE AMERICAN AIR POWER
HERITAGE MUSEUM, INC.**

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IN THE DISTRICT COURT OF

MIDLAND COUNTY, TEXAS

385th JUDICIAL DISTRICT

ORDER APPOINTING RECEIVER

On February 12, 2010 the Court considered Plaintiffs Commemorative Air Force ("CAF"), Mark Novak, Tom Rush, Keith Wood, and Charles Wood's application for the appointment of a receiver pursuant to §§ 11.402, 11.404(a)(1)(C), and 11.404(a)(3) of the Texas Business Organizations Code for the purpose of conducting a meeting of the Board of Directors of The American Air Power Heritage Museum, Inc. (the "Museum"), at which a quorum is present pursuant to the terms of the Museum Bylaws, to cause the election of properly qualified members of that Board of Directors so that a majority of the members of the Museum Board of Directors also currently serve as members of the CAF General Staff as is required by the Museum's June 13, 2009 Bylaws. The Court, having read the pleadings, examined the evidence and heard the argument of counsel, and having determined that each of the requirements of § 11.404(b) has been met, it appearing that a receiver should be appointed as requested by Plaintiffs,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT Mickey Jones possesses the necessary qualifications, is not an attorney for or related to any party to this action,

and is a proper person to be, and is hereby, appointed receiver (the "Receiver") of the Museum for the below-described purpose. Upon (i) the Plaintiffs' filing of an applicant's bond pursuant to, and in conformity with, Rule 695a of the Texas Rules of Civil Procedure in the amount of \$1,000.00; (ii) the Receiver's filing a receiver's bond with one surety, pursuant to and in conformity with § 11.406(a)(2) of the Texas Business Organization Code, in the amount of \$1,000.00, and (iii) the filing of the Receiver's oath prescribed by law, the Receiver is authorized, subject to control of this Court, to do any and all proper and lawful acts to complete the following tasks:

1. To call and conduct a meeting of the Board of Directors of the Museum (being those members previously elected to such Board on December 18, 2009 and shown on Defendant's Exhibit "A-12" a copy of which is attached hereto as Exhibit "1"), at which a quorum is present pursuant to the terms of the Museum Bylaws, to cause the election of properly qualified members of that Board of Directors so that a majority of the members of the Museum Board of Directors also currently serve as members of the CAF General Staff as is required by the Museum Bylaws (being the June 13, 2009 version of the Museum Bylaws as shown on Defendant's Exhibit "A-20" a copy of which is attached hereto as Exhibit "2"); and

2. Within 10 days following the election of a properly constituted Museum Board of Directors, the Receiver will file a written report to the Court that the Receiver has accomplished his duties herein including providing the names of the new members of the Museum Board of Directors and confirming that a majority of the Museum Board of Directors also serves on the CAF General Staff.

IT IS FURTHER ORDERED that this receivership will continue in effect until further order of this Court.

IT IS FURTHER ORDERED that this Order shall not constitute a ruling on Plaintiffs' pending Verified Rule 12 Motion to Show Authority.

IT IS FURTHER ORDERED that the Museum's request that the Court supersede this Order pending appeal is denied. However, this Order shall not take effect until the seventh day after the date this Order is signed.

SIGNED: March 8th, 2010.



RODNEY W. SATTERWHITE
JUDGE PRESIDING

EXHIBIT "1"

2010 AAHM BOARD OF DIRECTORS ROSTER											
GS	Name	Spouse	Address	City	ST	Zip	Home	Cell	Office	Fax	Email
	Barbara Davis		35 Muirfield	Odessa	TX	79765	432-563-0039	432-553-6411			
	Hal Fenner	Diane	1318 N Del Paso	Hobbs	NM	88240	575-393-6696	575-318-2004	575-393-0511	575-391-7803	hfenner@teaco.net
X	Floyd N Houdashel	Linda	8026 E Redberry	Mesa	AZ	85207	480-373-6191	480-650-8985			fhoudshel@aol.com
	LuAnn Morgan		609 Meadow Park	Midland	TX	79705	432-570-6825	432-349-5337			luannmorgan@suddenlink.net
X	Mark Novak	Lorrie	71282 938 Ave.	Dawson	NE	68337	402-885-2021	402-770-8029	402-309-1280		
X	Graham Robertson	Linda	1503 Andover Ct.	Oklahoma City	OK	73120	405-842-1202	405-642-1888	405-316-4459	405-842-1202	rsav@vahoo.com
X	Tom Rush		12008 Hawthorn Ln	Oklahoma City	OK	73162	405-749-0510	405-202-8996		405-302-0959	tomcal@cox.net
	Andy Shaffer	Betty	206 Windridge Cir	Midland	TX	79705	432-687-5559				oldrad68@swbell.net
	Gordon Stevenson	Toni	15770 Midway Rd 4	Addison	TX	75001	214-616-8723	214-616-8723	800-527-4175	972-450-6650	b24b24@aol.com
X	C. Keith Wood		365 Mallard Ln	Locust Grove	GA	30248	770-471-4282	678-300-9855	678-300-9855	770-471-1091	kellex@aol.com
X	Charles Wood		738 Smith Ln	Seagoville	TX	75159	972-287-6228				littlecharlie@aol.com
Finance Admin	Floyd Houdyshel		9600 Wright Drive	Midland	TX	79711		432-664-9986	432-563-1000	432-563-8046	fhoudyshel@caahq.org
ExecDir/CEO	Tami O'Bannon		9600 Wright Drive	Midland	TX	79711		432-638-6797	432-567-1000	432-567-3047	obannon@aaahm.org
as of 1/7/10 SL											

Exhibit

A-12

EXHIBIT "2"

BYLAWS
AMERICAN AIRPOWER HERITAGE MUSEUM, INC.
As of June 13, 2009

ARTICLE I
NAME AND OFFICES

1. Name

The name of the Corporation is The American Airpower Heritage Museum, Inc. (the "Corporation" or the "Museum").

2. Offices

The Corporation shall have and continuously maintain in Midland County, Texas, a registered office and a registered agent whose office is identical with such registered office and may have such other offices within or without the State of Texas as the Board of Directors may from time to time determine.

ARTICLE II
MEMBERSHIP

1. Museum Membership

Any person, corporation or unincorporated entity may become a member of The American Airpower Heritage Museum, Inc. The types of memberships offered and other details of membership shall be determined by the Board of Directors. It shall be the duty of the Museum Director and the Administrative Staff of the Museum to maintain appropriate records and accounting of all members.

2. Voting Privileges of Members

Members of the Museum as such shall have no voting privileges.

ARTICLE III
BOARD OF DIRECTORS

1. General Powers

The affairs of the Museum shall be managed by its Board of Directors.

2. Number and Qualifications

The number of Directors of the Museum shall be eleven (11), each of whom shall be a member in good standing of the American Airpower Heritage Museum and the Commemorative Air Force, Inc. Directors need not be residents of the State of Texas. A majority of the Directors shall be members of the General Staff of the Commemorative Air Force, Inc.

3. Term and Tenure

Each Director shall hold office for a period of one (1) year, or until his successor is elected and qualified.

4. Selection of Board of Directors

The Board of Directors shall annually, during the last quarter of the year, determine the number of Directors to be elected for the ensuing year, and shall by majority vote elect the succeeding Board.

Any member of the Board of Directors who is unable to attend the meetings of the Board, or fails to discharge his responsibilities to the Museum, maintain his membership in the Museum and Commemorative Air Force, or for other just cause, may be removed by a majority vote of the Directors.

Whenever a vacancy occurs on the Board of Directors, whether by removal, resignation or otherwise, it shall be filled by a majority vote of the Board of Directors.

5. Elected Offices

Elected officers will include President, Vice President, Secretary and Treasurer but, at the discretion of the Board, duties of such officers may be combined in one or more persons under such title as the Board of Directors may select. The President shall be a member of the Board of Directors and shall serve as chairman of the Board.

Election of officers will be held annually. Eligible voters will be a quorum of the Board of Directors at a meeting called for the purpose of election of officers. Elected officers shall serve with pay only as determined by the Board of Directors.

The Chairman of the Board of Directors shall preside at all meetings of the Board, and in addition thereto, shall exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors or prescribed by the Bylaws.

The duties of other elected officers will include assignments made by the Chairman of the Board and other reasonable duties as each office may require.

A. The duties of the Secretary shall include:

- (1) Certify and keep at the principal office of the Museum the original or a copy of its Bylaws as amended.
- (2) Keep at the principal office of the Museum or such other place as the Board of directors may order minutes of all meetings of the Board of Directors.
- (3) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (4) Be custodian of the records and of the seal of the Museum and see that the seal is engraved, lithographed, printed, stamped, impressed upon or affixed to all documents, the execution of which on behalf of the Museum under its seal, is duly authorized in accordance with the provisions of these Bylaws.
- (5) See that books, reports, statements and all other documents and records required by law are properly kept and filed.
- (6) Exhibit when requested and at all reasonable times to any member of the Board of Directors of the Museum or the General Staff of the Commemorative Air Force the Bylaws and minutes of proceedings of the Museum.
- (7) In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the Chairman of the Board.

B. The duties of the Treasurer shall include:

- (1) Have charge and custody of, and be responsible for, all funds and securities of the Museum, and the deposit of all such funds in the name of the Museum in such banks or other depositories as shall be selected by the Board of Directors.
- (2) Keep and maintain adequate and correct accounts of the Museum's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.
- (3) Exhibit at all reasonable times the books of account and records to any member of the Board of Directors of the Museum or the General Staff of the Commemorative Air Force during business hours at the office of the Museum where such books and records are kept.
- (4) Render a statement of the condition of the finances of the Museum to the Board of Directors, and a full financial report when directed.
- (5) Receive, and give receipt for, monies due and payable to the Museum from any source whatsoever.
- (6) In general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the Chairman of the Board.

6. Meetings

Regular meetings of the Board of Directors will be held quarterly in each calendar year. The Chairman of the Board of Directors may call such other meetings of the Board as necessitated by the business of the Museum. The Chairman of the Board of Directors may determine if the meetings will be held by telephone or by other electronic devices.

Three (3) or more members of the Board of Directors may call a special meeting of the Board. The person or persons authorized to call meetings of the Board may fix the time and place within or without the State of Texas as the place for holding such meeting.

7. Notice

Notice of any meeting of the Board of Directors shall be given at least three (3) days prior thereto in accordance with Article VI, Section 1, of these Bylaws.

8. Quorum

The Board of Directors may transact business only if a majority of the duly elected Directors are present, and a majority of the Directors present are members of the General Staff of the Commemorative Air Force, Inc.

9. Compensation

Members of the Board of Directors as such shall not receive any stated compensation for their services, but by resolution of the Board may be reimbursed for their reasonable expenses for attendance at meetings of the Board.

10. Committees

Committees may be designated by resolution adopted by a majority of the Board of Directors present at a meeting. Persons may be designated as committee members who are not members of the Museum or of its Board of Directors. An Executive Committee will be appointed by the Board of Directors to fulfill such duties as designated by that Board. The Board shall authorize Standing Committees to report to the Board of Directors. These Standing Committees shall include, but are not limited to the following three: Awards; Finance and Legal; and Long-Range Planning & Development.

11. Parliamentary Procedures

Meetings of the Board of Directors shall be conducted according to parliamentary procedure in accordance with Robert's Rules of Order Rev. Ed. The Chairman of the Board of Directors, at any time, may appoint a parliamentarian who need not be a member of the Board of Directors and whose decisions on parliamentary procedure shall be controlling.

ARTICLE IV
ADMINISTRATIVE OFFICERS

1. Number of Administrative Officers and Term

The Administrative Officers of the Museum shall be a Museum Director and such others as deemed necessary by the Board of Directors. Each such officer shall be employed by the Board of Directors to serve until his resignation or removal.

2. Qualifications

None of the Administrative Officers may be a member of the Board of Directors. The same person may occupy, at the same time, any two (2) or more offices, as the Board of Directors deems expedient.

No officer shall execute, acknowledge or verify any instrument in more than one capacity.

3. Bonding

Each Administrative Officer shall give a bond for the faithful discharge of his duties in such sum and with such sureties as the Board of Directors shall require.

4. Removal

Any Administrative Officer may be removed either with or without cause by any committee or superior officers upon whom such power of removal may be conferred by the Board of Directors of the Museum.

5. Resignation

Any Administrative Officer, other than the Museum Director, may resign at any time by giving written notice to the Museum Director. The Museum Director may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6. Vacancies

A vacancy in any administrative office, other than that held by the Museum Director, because of death, resignation, removal, disqualification or any other cause, may be filled by the Museum Director or any committee created by the Board with powers to do so.

7. Museum Director

The Museum Director shall be the chief administrative officer of the Museum and shall have general supervision over the business of the Museum and over its several officers not members of the Board of Directors, subject, however, to the control of the Board of Directors.

He may sign and execute, in the name of the Museum, deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other member of the Board of Directors or officer or agent of the Museum; and in general, shall perform all duties incident to the office of Museum Director of the Museum, and such duties as from time to time may be assigned to him by the Board of Directors. He shall, whenever it may be necessary in his opinion, prescribe the duties for Administrative Officers and employees of the Museum whose duties are not otherwise defined.

The Museum Director shall also serve as a non-voting member of the Board of Directors. He shall not be considered one of the members of the Board of Director for any purpose other than allowing him to be present at meetings. He shall not be one of the Eleven (11) members of the Board.

ARTICLE V ACCEPTANCE OF GIFTS

The Board of Directors may accept on behalf of the Museum any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Museum.

ARTICLE VI NOTICES

1. Notices, Waivers of Notice

Whenever any notice is required to be given to any member of the Board of Directors or Executive Committee by Statute or by these Bylaws, whether of a meeting or for some other purpose, it may be given personally or sent to such member of the Board of Directors or member of the Executive Committee by mail, telegram or other form of written communication.

When mailed or telegraphed, charges shall be prepaid, addressed to him at his address as it is shown on the records of the Museum, or if it is not so shown on such records or is not readily ascertainable, at the place of the principal office of the Museum. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

If notice be given by telegram, such notice shall be deemed to have been delivered when the telegram is delivered to the telegraph company. Members of the Board of Directors or the Executive Committee may waive notice of any meeting.

The attendance of any member of the Board of Directors or member of the Executive Committee shall constitute a waiver of notice of such meeting, except where such member of the Board of Directors attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

ARTICLE VII FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE VIII AMENDMENTS

1. Amendments

Any of these Bylaws amended or repealed, and new Bylaws adopted at any meeting of the Board of Directors of the Museum at which a quorum is present, by the affirmative vote of Two-thirds a majority of the total Directors, provided notice of the proposed alteration, amendment, repeal or other change is contained in the notice of the meeting.

ARTICLE IX INDEMNITY AND INSURANCE

1. Indemnity and Insurance

The Board of Directors of the Museum, by action of a majority of its members, may authorize the Museum to indemnify or advance expenses to any officer, director or other person who is, was or is threatened to be a named defendant or respondent in a proceeding because of his association with the Museum, such indemnity to be made in accordance with the provisions of Article 1 346-2.22A of the Texas NonProfit Corporation Act. In addition, the Museum is authorized to purchase and maintain insurance on behalf of its officers, directors and others in accordance with said Article 1 346-2.22A.

All references to gender in these Bylaws are generic, and the masculine, feminine and neuter gender shall be deemed to include the others.

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