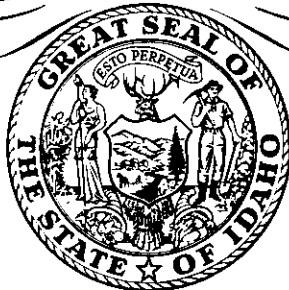


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

VALLEY AVIATION, INC.

was filed in the office of the Secretary of State on the **Third** day of **May**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at

Orofino

in the County of

Clearwater

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **3rd** day of **May**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION

of

VALLEY AVIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, W. H. Mathison, Charles F. Frensdorf and James W. Givens, all being of full age and citizens of the United States, have associated themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation in triplicate originals, and do certify and state as follows:

ARTICLE I.

That the name of this corporation shall be VALLEY AVIATION, INC.

ARTICLE II.

That the objects and purposes for which this corporation is formed are as follows:

(a) To carry for hire passengers or freight in the machines, on special trips, or as common carriers on regularly established routes; to maintain a service station for the repair, overhauling, and testing of the machines, and to maintain supply depots for airplane and flying machine service generally.

(b) To engage in the business of crop dusting, planting of crops, and weed control and eradication by the use of airplanes and related equipment, and all business connected with or incidental thereto.

(c) To acquire, by purchase, lease, or otherwise, and to own, operate, and dispose of air navigation facilities of every nature and description including terminal landing fields, emergency landing fields, hangars, land lighthouses,

storage space, systems of radio communication, aircraft repair stations, mooring masts, landing buoys, airports, either land or water, and all equipment incidental to the proper maintenance thereof.

(d) To give instructions and training in the art of navigation and aviation, installing, maintaining, and repairing aircraft and aircraft engines and accessories of all description, and in connection therewith to own and operate machine shops, laboratories, and any and all other necessary adjuncts.

(e) To manufacture, hold, purchase, or otherwise acquire, buy, and sell both retail and wholesale, produce, secure, receive, procure, make, or otherwise dispose of and generally operate a machine shop and deal in parts of every kind and nature for the aircraft industry and all other articles or merchandise of a kindred nature, and to export, import, and deal in all articles commonly supplied or dealt in by persons engaged in a machine shop and aircraft industry parts business.

(f) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho.

(g) To generally engage in, do or perform any enterprise, act or vocation that a natural person might, could do, or perform.

(h) To engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description. To act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all type and description for the account of the corporation or as factor, agent, procurer, or otherwise for and on behalf of another.

(i) To borrow money and contract debts within the lawful exercise of the corporate privileges and franchises for any lawful purpose and to do all things necessary incident thereto; to purchase, acquire, take, receive, hold, sell, own,

and act as agent for, or otherwise dispose of or distribute all stock, bonds, debentures, securities and other obligations or evidence of indebtedness to any person, firm or corporation, both public and private, municipal or otherwise necessary or proper to the transaction of the business or the exercise of its corporate rights, privileges and franchises, or for any other lawful purposes.

ARTICLE III.

That the duration of this corporation shall be perpetual.

ARTICLE IV.

That the location and post office address of the registered office of this corporation shall be Valley Aviation, Inc., Orofino, Idaho.

ARTICLE V.

That the capital stock of this corporation shall be \$10,000.00 divided up into ten shares of common stock of par value of \$1,000.00 each, and shall have all voting power and shall be fully paid and non-assessable, all of which said capital stock has been subscribed and fully paid for.

ARTICLE VI.

That the number of directors of this corporation shall be no less than three (3); that the number, qualifications, term of office, manner of election, time and place of meeting, and the powers and duties of the directors shall be such as are prescribed by the By-laws of this corporation; that the names and post office addresses of the first directors who shall hold office and manage the affairs of the corporation are as follows:

W. H. Mathison, Lower Tammany, Lewiston, Idaho
Charles F. Frensdorf, Valley Aviation, Inc., Orofino, Idaho
James W. Givens, P. O. Box 598, Lewiston, Idaho

ARTICLE VII.

That the name and post office address of each of the incorporators and the number of shares subscribed by each and the class of shares for which each

subscribed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK</u>
W. H. Mathison	Lewiston, Idaho	<u>1</u>
Charles F. Frensdorf	Orofino, Idaho	<u>1</u>
James W. Givens	Lewiston, Idaho	<u>1</u>

ARTICLE VIII.

That authority to make By-laws of this corporation is hereby expressly vested in the Board of Directors of this corporation subject to the powers of the shareholders to change or repeal such By-laws.

IN WITNESS WHEREOF the incorporators have herewith set their hands and seals this 25th day of April, 1963.

W. H. Mathison
W. H. Mathison

Charles F. Frensdorf
Charles F. Frensdorf

James W. Givens
(James W. Givens

STATE OF IDAHO

)

ss.

County of Nez Perce

)

This is to certify that on the 26th day of April, 1963, there appeared personally before me W. H. MATHISON, CHARLES F. FRENSDORF and JAMES W. GIVENS, to me personally known to be the persons described in and who executed the foregoing Articles of Incorporation, and they, and each of them, did acknowledge and declare to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in triplicate the day and year first above written.

(Seal)

Geraldine M. Johnson
Notary Public in and for the State of Idaho,
Residing at Lewiston, therein.