

State of Idaho



CERTIFICATE OF INCORPORATION OF

NAMFA MODEL AVIATORS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 7, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth Zbale*

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SEC. OF STATE

ARTICLES OF INCORPORATION ~~80 SEP 7 AM 8 44~~
NAMPA MODEL AVIATORS, INC.

KNOW ALL MEN BY THESE PRESENTS: That STAN OLSON, WAYNE STANFORD, GARY D. LABRUM and MARK J. FLITTON, the undersigned, being natural persons of legal age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

I.

Name

The name of the corporation shall be NAMPA MODEL AVIATORS, INC.

II.

Registered Office

The location and post office address of the registered office of the corporation shall be 611 Donna Drive, P.O. Box 452, Nampa, Idaho 83653-0452.

III.

Registered Agent

The name of the registered agent of the corporation is Gary D. Labrum.

IV.

Duration

The period of existence and duration of the corporation shall be perpetual.

V.

Corporate Purpose

The purpose for which the corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the laws of Idaho.

VI.

Authorized Capital Stock

The corporation shall have two classes of stock, voting common stock and non-voting common stock. There shall be authorized 100,000 shares of voting common stock, with no par value. There shall be authorized 100,000 shares of non-voting common stock, with a par value of \$1.00 per share, which non-voting common stock shall be redeemable by the corporation at par value upon call by the corporation. Each share of stock shall be non-assessable, and within each respective class of stock, each share shall bear the same obligations, rights and privileges.

VII.

Incorporators

The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>
Stan Olson	2012 Primrose Drive Nampa, Idaho 83686
Wayne Stanford	329 W. Sherman Nampa, Idaho 83686
Gary D. Labrum	611 Donna Drive P.O. Box 452 Nampa, Idaho 83653-0452
Mark J. Flitton	208 E. Beech Caldwell, Idaho 83605

VIII.

Directors

There shall be six directors of the corporation, but the number of directors may be increased or decreased from time to time as provided by the By-Laws. The names and post office addresses of the initial directors, named by the incorporators, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Stan Olson	2012 Primrose Drive Nampa, Idaho 83686
Wayne Stanford	329 W. Sherman Nampa, Idaho 83686
Gary D. Labrum	611 Donna Drive P.O. Box 452 Nampa, Idaho 83653-0452

Mark J. Flitton 208 E. Beech
 Caldwell, Idaho 83605

James W. Kasson 404 10th Avenue South Extension
 Nampa, Idaho 83686

Thomas W. Cole 1000 Sweetwood Circle
 Nampa, Idaho 83651

The initial directors shall serve until the first election of directors.

IX.

By-Laws

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.

X.

Director Conflicts of Interest

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the

corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporators of said corporation have executed these Articles of Incorporation this 21st day of August, 1989.



Stan Olson



Wayne Stanford



Gary D. Labrum



Mark J. Flitton

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