



CERTIFICATE OF INCORPORATION
OF

GRIFFON AVIATION GROUP INCORPORATED

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: **January 19, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Shirley J. Cook*

ARTICLES OF INCORPORATION
OF
GRIFFON AVIATION GROUP INCORPORATED

RECEIVED
SEC. OF STATE
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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is

GRIFFON AVIATION GROUP INCORPORATED

SECOND

The corporation is to have perpetual existence.

THIRD

The purpose and objects for which the corporation is organized include the transactions of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: 1,000,000 (one million) shares. Such shares are to consist of one class only. The par value of each of such shares shall be no par value, which stock shall not be issued until fully paid for, and once so issued shall be non-assessable.

FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligation issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is:

**10655 Airport Drive
Hayden, Idaho 83835**

The name of the corporation's initial registered agent at such address is:

Ted Rist, 1055 Airport Drive, Hayden, Idaho 83835

EIGHTH

The number of directors constituting the initial Board of Directors is:

One

The names and address of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

**Ted Rist
10655 Airport Drive, Hayden, Idaho 83835**

**Jim Rist
10655 Airport Drive, Hayden, Idaho 83835**

NINTH

The names and address of all incorporators are:

Ted Rist, 10655 Airport Drive, Hayden, Idaho 83835

Jim Rist, 10655 Airport Drive, Hayden, Idaho 83885

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13 day of June, 1989

teafKio
President

Jim Rist
Vice-President/Secretary

STATE OF IDAHO

County of Kootenai

On this 13th day of January, 1989, before me, the undersigned, a Notary Public in and for said state, personally appeared

Ted Rist *teafKio*
Jim Rist *Jim Rist*

known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same, and that they were persons of lawful age and citizens of the United States of America.

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

Notary Public for Idaho *Kay L. Kitchel*

Residing at: *Careywood*

My commission expires: *July 20, 1993*