

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, JAS. H. YOUNG, 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

IDAHO AIR INSTITUTE, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the 12th day of September 19 58 , original articles of amendment, as provided by Sections 30-146, 30-147 & 30-149, Idaho Code, amending Article II restating objects and purposes; Article III reducing capital stock to \$250,000.00 divided into 100,000 shares common @ 50¢ each and 200,000 shares of cumulative preferred @ \$1.00 each and Articles IV, V, VI and VII, and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. 104 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 12th day of September , A. D., 19 58 .

Secretary of State

AMENDMENT TO
ARTICLES OF INCORPORATION OF
IDAHO AIR INSTITUTE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, C. WARREN DAVIS, MARK MORGAN, AND T.N. HUTCHINGS, being each persons of full age, residents of the State of Idaho, and citizens of the United States, and the incorporators and only subscribers to the stock of the Idaho Air Institute, Inc., an Idaho corporation, organized and existing under and by virtue of the laws of the State of Idaho, do hereby certify that at a special meeting of the incorporators of said corporation held on Monday, September 8, 1958, in room 625 Idaho First National Bank Building, Boise, Idaho, after notice given as required by law, at which all of said incorporators and subscribers to the stock of said corporation were present and voting, the following amendments to the Articles of Incorporation of the said Idaho Air Institute, Inc., were unanimously approved and adopted, to-wit:

RESOLVED: That Article II of the Articles of Incorporation of Idaho Air Institute, Inc., filed in the office of the Secretary of State of the State of Idaho, be amended to read as follows:

II

The major objects and purposes of this corporation shall be to do any and all of the things hereinafter set forth to the extent that natural persons might or could do in any part of the world, namely:

A. To give instructions and training in any subjects related to aircraft, including, but not limited to, home study courses and to the art of navigation and aviation, maintaining and repairing aircraft and aircraft engines and accessories of all descriptions and in connection therewith to own and operate machine shops, laboratories and any and all other necessary adjuncts.

B. To manufacture, construct, buy, sell, lease, hire, import, export, and deal in and with airplanes, hydro-airplanes, seaplanes, flying boats, and all other kinds of aircraft whatsoever, motors, machines, and devices of whatsoever kind and description for the utilization of air and gas or gasoline or other hydro-carbons, whether in combination or otherwise, for motive power or for any use or purpose to which the same can be applied; and to manufacture, construct, buy, acquire, sell, import, and export, deal in and with all parts that may or can be used in the manufacture of the aforementioned Articles or in connection therewith.

C. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purpose of purchasing property, or for any other purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.

D. To acquire, and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the good will and all or any of the assets and to assume or otherwise provide for all or any of the liabilities of such business.

E. To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation.

F. To carry on business at any place or places within the jurisdiction of the United States, and in any and all foreign countries, to acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

G. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation, private, public or municipal body politic under the government of the United States, or any state, territory or colony thereof or any foreign government, so far as and to the extent that the same may be done and performed by corporations organized under the General Corporation Law.

H. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals and either as principals, or agents and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

I. The foregoing enumeration of special powers shall not be deemed to limit or restrict in any manner the general powers

of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho upon corporations organized under the provisions of Chapter I of Title 30, Idaho Code. "

RESOLVED: That Article III of the Articles of Incorporation of Idaho Air Institute, Inc., filed in the office of the Secretary of State, of the State of Idaho, be amended to read as follows:

III

This corporation shall have a total authorized capital stock as follows:

100,000 shares of common stock of the par value of 50¢;
200,000 shares of 8% cumulative preferred stock of the par value of \$1.00, which shall also be preferred as to assets in liquidation. "

RESOLVED: That Article IV of the Articles of Incorporation of Idaho Air Institute, Inc., filed in the office of the Secretary of State, of the State of Idaho, be amended to read as follows:

IV

Each of the stockholders of record shall be entitled to at all meetings of the corporation and in any other matter requiring a vote, to one vote for each share of common stock standing in his name upon the books of the corporation. The preferred stock shall be non-voting stock except as hereinafter provided. Dividends on preferred stock shall be payable not less frequently than once each year. In the event that preferred dividends shall not be declared by the Board of Directors annually and dividends for three consecutive years shall thereby become past due and in arrears then full voting rights shall be given to the preferred shareholders until such time as all preferred dividends in arrears have been fully paid. Shareholders entitled to vote shall have the cumulative voting rights prescribed by Title 30, Idaho Code."

RESOLVED: That Article V of the Articles of Incorporation of Idaho Air Institute, Inc., filed in the office of the Secretary of State of the State of Idaho, be amended to read as follows:

V

Private property of the shareholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

RESOLVED: That Article X OF THE Articles of Incorporation of Idaho Air Institute, Inc., filed in the office of the Secretary of State of the State of Idaho, be amended to read as follows:

X

The office of the corporation shall be located in Boise, Idaho."

RESOLVED: That the Articles of Incorporation of Idaho Air Institute, Inc., filed in the office of the Secretary of State of the State of Idaho, be amended to add thereto Article XI to read as follows:

XI

The existence of this corporation shall be perpetual."

We certify that the above resolutions and Articles of Incorporation changing the capitalization of said corporation from \$275,000 to \$250,000, increasing the amount of common stock from 75,000 shares to 100,000 shares, changing the par value of said stock from \$1.00 to 50c, and changing the preferred stock from non-cumulative to cumulative, were at said meeting of said incorporators of said corporation unanimously approved, adopted, ratified and confirmed.

We further certify that the Corporation has no assets and no liabilities and that the proposed reduction will not reduce the fair value of the assets of the corporation to an amount less than the total amount of its debts and liabilities, plus the amount of its capital stock as so reduced.

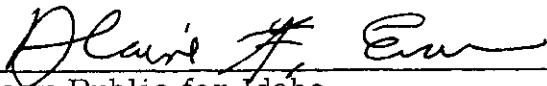
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 8th day of September, 1958.

E. Warren Davis
Mark W. Morgan
J. M. Zuchowicz

STATE OF IDAHO)
) ss
COUNTY OF ADA)

On this 8th day of September, 1958, before me, a Notary Public in and for said county and state, personally appeared C. WARREN DAVIS, MARK MORGAN, AND T.N. HUTCHINGS, KNOWN to me to be the individuals described in and who executed the foregoing Amendments to the Articles of Incorporation of Idaho Air Institute, Inc., and they severally acknowledged to me that they executed the same.

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



Notary Public for Idaho
Residence: Boise, Idaho