



CERTIFICATE OF INCORPORATION
OF

SHEP-ROCK, INC.

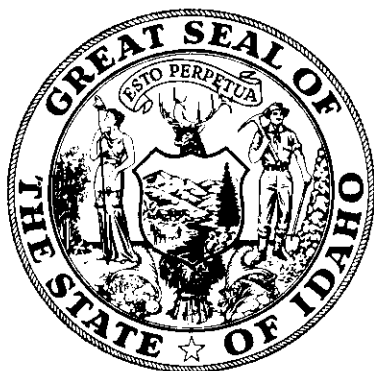
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SHEP-ROCK, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 _____ May _____ 10 _____, 19 82 _____.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

SHEP-ROCK, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Non-profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME

The name of the corporation is SHEP-ROCK, INC.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a non-profit corporation.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The proposed powers of the corporation are as follows:

SHEP-ROCK, INC. will fund and provide a quick reaction unit, on a full time basis, whose primary objective is to respond to requests for air route searches for down, overdue or missing aircrews in the shortest possible time after notification, with a well-qualified team and well-equipped search and communication aircraft, which operation shall be conducted in the states of Washington, Idaho and Montana. SHEP-ROCK, INC. shall also attempt to respond to requests for a command, control and communications aircraft for search and rescue and/or recovery for lost or injured persons, and to respond to requests for life saving air transportation from point to point when commercial air vehicles are unavailable. SHEP-ROCK shall also attempt to further these purposes by creating, encouraging and providing technical assistance for educational and training programs related to search and rescue operations.

To have specifically and exclusively a scientific, educational and charitable purpose for all its activities, and to have no purpose, nor engage in any activity which would not be scientific, educational or charitable within the meaning of Section 503 (c) (3) of the Internal Revenue Code of 1954 or any subsequent Federal Tax laws.

The corporation shall not have the power to do the following acts:

1. Engage in any act which would subject the corporation to tax under §4942 of the Internal Revenue Code, 1954 or any subsequent Federal Tax laws. Income from each taxable year must be distributed as set forth in §4942 of the Internal Revenue Code.
2. Engage in any act of self-dealing as defined in §4941 (d) of the Internal Revenue Code of 1954, or any subsequent Federal Tax law.
3. Retain any excess business holdings as defined in §4943 (c) of the Internal Revenue Code of 1954, or any subsequent Federal Tax law.
4. Make any investments in the manner which would subject the corporation to tax under §4944 of the Internal Revenue Code of 1954 of any subsequent Federal Tax law.
5. Make any taxable expenditures as defined in §4945 (d) of the Internal Revenue Code of 1954, or any subsequent Federal Tax law.

ARTICLE FIVE

LIMITATION ON ACTIVITIES AND EXPENDITURES

All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to charitable, scientific and educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution, or otherwise, shall inure to the benefit of any private person, or individual, nor any member of the corporation, except as such private person or member may be a corporation organized and operated exclusively for charitable, scientific or educational purposes, including medical research, which is exempt from taxation, pursuant to §501 (c) (3) and §4940-§4946 of the Internal Revenue Code of 1954, or any subsequent Federal Tax laws.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding,

any of the provisions of these articles, the organization shall not carry on any other activities not permitted by an organization exempt from Federal income tax under §501 (c) (3) of the Internal Revenue Code of 1954, or any subsequent Federal tax laws, or by an organization, contributions of which are deductible under §170 (c) (2) of the Internal Revenue Code of 1954, or any subsequent Federal Tax laws.

ARTICLE SIX

MEMBERSHIP

The corporation shall have members. The initial members shall be the incorporators. Thereafter, members will be those persons designated by the Directors pursuant to the qualifications set forth in the By-Laws.

ARTICLE SEVEN

LOCATION

The location and address of the initial registered office of the corporation is 108 East Indiana Avenue, Coeur d'Alene, Idaho, 83814, and the name of the initial registered agent at such address is PAGE JENNER.

ARTICLE EIGHT

INCORPORATORS

The names and address of the incorporators and initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
JO SHEPHERD	3205 142nd Place N. E. Bellvue, WA. 98007
BOB ALLISON	5525 Lakeview Drive Kirkland, WA. 98033
GORDON ROCK	5525 Lakeview Drive Kirkland, WA. 98033
SAM EVANS	5525 Lakeview Drive Kirkland, WA. 98033
PAGE JENNER	108 East Indiana Avenue Coeur d'Alene, Id. 83814

ARTICLE NINE

BOARD OF DIRECTORS

The initial Board of Directors shall consist of five members. The number and manner of selection of the Directors shall be fixed by the By-Laws of the corporation.

ARTICLE TEN

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, and which shall at the time qualify as an exempt organization or organizations under §501 (c) (3) of the Internal Revenue Code of 1954, or any subsequent Federal tax law, as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a Federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for providing of such instruction under such circumstances. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for the purposes set forth herein.

IN WITNESS WHEREOF, we have hereunto set our hands
this 26 day of April, 1982.



JO SHEPHERD



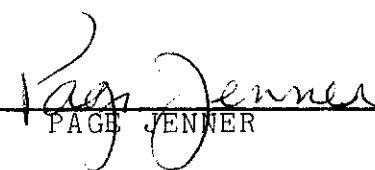
BOB ALLISON



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