

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

AIRWAY CAR RENTALS, INC.

was filed in the office of the Secretary of State on the **sixth** day
January **Sixty-six**
will be A.D. One Thousand Nine Hundred and
microfilm
duly recorded on Film No. 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
Lewiston from the date hereof, with its registered office in this State located at
Max Perce.
in the County of

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 **6th** day of **January**,
66
A.D., 19 .

Secretary of State.

ARTICLES OF INCORPORATION

of

AIRWAY CAR RENTALS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, W. R. TONKIN, VIRGINIA A. TONKIN and ERNEST E. GRIMM, all of whom are of full legal age, citizens of the United States of America, residents of the State of Idaho, do hereby associate ourselves together for the purpose of forming a private corporation under the laws of the State of Idaho, and we do hereby adopt the following Articles of Incorporation, viz:

ARTICLE I.

The name of this corporation shall be AIRWAY CAR RENTALS, INC.

ARTICLE II.

The purposes for which this corporation is formed are:

To own, operate and run an automobile rental and leasing business and to do all things necessary and incidental thereto, including renting automobiles from other car rental services and/or car dealers for the purposes of conducting said car rental service.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise, real and personal property of every class and description.

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

To generally engage in and perform any enterprise, act or location that a natural person might or could do or perform.

To rent, lease, own and operate automobiles and other types of motor vehicles and means of transportation.

To acquire, own, enjoy, use, sell and dispose of patents and patent rights, trademarks, copyrights, licenses and franchises of any and every kind whatsoever.

To purchase or otherwise acquire, own, use, enjoy lease, let, demise, sell and dispose of real property and any and all interest therein.

To borrow money, to lend money and to evidence the indebtedness of the corporation by notes, bonds or other instruments and to secure the same by pledge, mortgage, trust deed or other instrument as to the corporation may seem proper.

To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating and servicing all types of new and used automobiles, trucks and other motor vehicles and any parts or accessories used in connection therewith; the purchasing, acquiring, owning, selling, leasing and generally dealing in all types of supplies used by all types of motor vehicles.

To render services in connection with the storage of automobiles and to store the same and to perform all services necessary and incidental to such storage, including the selling and supplying of gasoline, oil, and other petroleum products, automobile accessories, tires, tubes, electrical appliances and other equipment.

To acquire and own the stock, bonds and securities of other corporations, and while owning the same, to exercise all the privileges of ownership consistent with the corporate character of this corporation.

To make and perform contracts and leases of every lawful kind with any person, firm, association or corporation.

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 types and descriptions for the account of the corporation or as factor, agent, procurer or otherwise for and on behalf of another.

To manufacture, produce, purchase or otherwise acquire, sell or otherwise dispose of, import, export, distribute, deal in and with, whether as principal or agent, goods, wares, merchandise and materials of every kind and description, whether now known or hereafter to be discovered or invented.

To manufacture, produce, purchase or otherwise acquire, sell or otherwise dispose of, petroleum, petroleum products, tires, tubes and all accessories incident thereto, and to import, export, distribute, deal in and with, whether as principal or agent, any such products.

To do any and all things incidental to the purposes herein expressed, and generally to have and exercise all such powers as are by law conferred upon corporations of like character, and, without in any particular limiting any of the objects or purposes or powers of the corporation, the business and purposes of this corporation shall be, from time to time, to do any one or more or all of the acts and things herein set forth

and all such other acts, things and business, in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated, directly or indirectly, to promote the interests of the corporation or enhance the value of any of its property or rights as such corporation may lawfully do; and in carrying on its objects, to do any and all things and exercise any and all other powers not prohibited by law and either, as or by and through principals, agents, attorneys, trustees, contractors, factors, lessor, lessees or otherwise, either alone or in conjunction with others.

ARTICLE III.

This corporation shall exist perpetually.

ARTICLE IV.

The number of directors of this corporation shall be three, but said number may be increased by one or more at any time in the future as may be prescribed by the By-Laws of this corporation; every director must be the owner in his own right of at least one share of the capital stock in this corporation.

ARTICLE V.

The principal place of business and the registered office of this corporation shall be at 511 Snake River Avenue, Lewiston, Idaho.

ARTICLE VI.

The capital stock of this corporation shall consist of 150 shares of the par value of \$100.00 each, aggregate par value, \$15,000.

ARTICLE VII.

The amount of capital stock which has actually been subscribed is 100 shares and the following are the names of the incorporators, the post office addresses and the number of shares of capital stock subscribed by each such incorporator as set opposite their respective names as follows, to-wit:

| NAME | RESIDENCE | NO. OF SHARES |
|--------------------|--|---------------|
| W. R. Tonkin | 511 Snake River Ave. Lewiston, Idaho | 98 |
| Virginia A. Tonkin | 511 Snake River Ave. Lewiston, Idaho | 1 |
| Ernest E. Grimm | 511 Snake River Ave. Lewiston, Idaho | 1 |

IN WITNESS WHEREOF, we have hereunto set our hands in
triplicate this 20th day of December, 1965.

W. R. Tonkin
Virginia A. Tonkin
Ernest E. Grimm

Addresses:

W. R. Tonkin, 511 Snake River Avenue, Lewiston, Idaho.

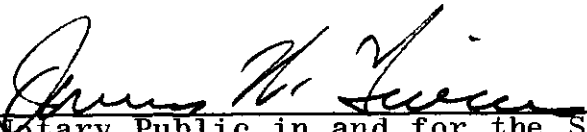
Virginia A. Tonkin, 511 Snake River Avenue, Lewiston, Idaho

Ernest E. Grimm, 511 Snake River Avenue, Lewiston, Idaho

STATE OF IDAHO)
 : ss.
County of Nez Perce)

BE IT REMEMBERED that on this 20th day of December, 1965, personally appeared before me W. R. TONKIN, VIRGINIA A. TONKIN and ERNEST E. GRIMM, parties to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to them, and each of them, the contents of said certificate, and they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposed that the facts therein stated were truly set forth.

Given under my hand and seal of office the date and year aforesaid.



Notary Public in and for the State of
Idaho; residing at Lewiston therein.
My commission expires 7-14-66

(SEAL)