



## 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

**ENGINE AVIATION INC.**

was filed in the office of the Secretary of State on the **Nineteenth** day  
of **November**, A.D. One Thousand Nine Hundred **Sixty-three** and  
duly recorded on Film No. **123** 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** from the date hereof, with its registered office in this State located at

**Lewiston**

in the County of

**New Potosi.**

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 **19th** day of **November**,  
A.D., 19**63**.

Secretary of State.

# ARTICLES OF INCORPORATION

## OF EMPIRE AVIATION INC.

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KNOW ALL MEN BY THESE PRESENTS: That we, the under signed, all of whom are of age, citizens of the United States, and two-thirds of whom are residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby create a body corporate and certify:

### ARTICLE I

That the name of said corporation is, and shall be, EMPIRE AVIATION INC.

### ARTICLE II

Section 1: PURPOSE. That the purpose for which said corporation is formed is as follows:

- (a) TO Engage in the Commercial Aviation Business Including the Following: Buying and selling of both commercial and private aircraft, provide equipment and personnel for Charter flights for both business and pleasure purposes. Distribute at wholesale and, or retail those products and equipment normally used in the aviation industry. Deal in chemicals and spray material including the application thereof under existing laws of the various states where applied.
- (b) Ancillary Purposes. To do everything necessary, proper advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.
- (c) To Carry Out Such Purposes in Other States. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by such foreign country: and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit the purposes which the Corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States or foreign country.

Section 2. SATATUTORY POWERS. Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all the powers specified in Section 30-114 of the Idaho Code.

Section 3. SPECIFIC POWERS. Subject to any specific written limitations or restrictions imposed by the Act (Chapter 1 of Title 30 of the Idaho Code), by other law, or by these Articles of Incorporation, and solely in furtherance of but not in addition to, the limited Purposes set forth in Section 1 of the Article, the Corporation shall have and exercise the following specific powers:

Clause (a). Capacity to Act. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the Purposes set forth in Section 1 of this Article, and such as are not repugnant to law.

Clause (b). To Appoint Officers and Agents. To Elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

Clause (c). To Act as Agent. To act in the State of Idaho and in any state, territory, district, or possession of the United States, or in any foreign country, in the capacity of agent or representative for any individual, association, corporation, or other legal entity, respecting any business, the purpose of which is similar to the purposes set forth in Section 1 of this Article.

Clause (d). To Deal in Real Property. To acquire, (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lesser, 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.

Clause (e). To Deal in Personal Property, Generally. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

Clause (f). To Deal in Securities, Generally. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

Clause (g). To Deal in its Own Securities. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of the shares of the Corporation, But it shall not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the Act, by other law, or by these Articles of Incorporation.

Clause (h). To Deal in Charters, Licenses and Memberships. To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships and other authorizations, necessary lawfully to accomplish the purposes set forth in Section 1 of this Article.

Clause (i). To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, Convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, ~~entity~~, partnership, association, or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the Purposes set forth in Section 1 of this Article.

Clause (j). To Make Contracts. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

Clause (k). To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranty is made in pursuance of the Purposes set forth in Section 1 of this Article.

Clause (l). To Borrow Funds. To borrow or raise moneys for any of the Purposes of the Corporation set forth in Section 1 of this Article and, from time to time, without limit as to amount: to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

Clause (m). To Lend Funds Generally. To lend money for any of the Purposes set forth in Section 1 of this Article, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporations

Clause (n). Donations. To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

Clause (o). Indemnification of Directors, Officers and Employees. The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any by-law, agreement, vote of shareholders, or otherwise.

Clause (p). To enter into any kind of contract or agreement, cooperative or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the Directors may deem fit.

Clause (q). To generally engage in any business which to the Board of Directors may seem proper in furtherance of any of the objects hereinbefore mentioned, to all intents and purposes and to the same extent, and in the same manner, and to the same effect as in the case of an individual.

Clause (r). Ancillary Powers. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

Section 4. NO CONSTRUCTION OF POWERS AS PURPOSES.

The Powers enumerated in Sections 2 and 3 of this Article shall not be construed as Purposes, but the Corporation shall have and exercise such powers solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article.

Section 5. DIRECTION OF PURPOSES AND EXERCISE OF POWERS BY DIRECTORS. Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to direct, by resolution duly adopted, the Purposes set forth in Section 1 of this Article, and to exercise the Powers set forth in Sections 2 and 3 of this Article, without previous authorization or subsequent approval by the Shareholders of the Corporation: and all parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to such authorization by the Board of Directors.

Section 6. LIMITING CLAUSE. Nothing in this Article Contained shall be construed to authorize the Corporation to engage in the Business of banking or insurance.

ARTICLE III

That the place where the principal business of said Corporation is to be transacted is the City of Lewiston, County of Nezperce, State of Idaho.

ARTICLE IV

That the term for which said Corporation is to exist is perpetual.

Article V

That the number of Directors of said Corporation shall be three and that the names and addresses of the Directors, who are appointed for the first year, and to serve until the election of such officers, are as follows:

Richard W. Wagner, 650 21st. Avenue, Lewiston, Idaho  
Frank A. Borgeson, 2724 Sunset Drive, Lewiston, Idaho  
Clifford C. Hinkley, 1817 Burrell Avenue, Lewiston, Idaho

ARTICLE VI

That the capital stock which has actually been subscribed is three shares and the following-named are the incorporators by whom the same has been subscribed:

Richard W. Wagner, 650 21st. Avenue, Lewiston, Idaho  
Frank A. Borgeson, 2724 Sunset Drive, Lewiston, Idaho  
Clifford C. Hinkley, 1817 Burrell Avenue, Lewiston, Idaho

ARTICLE VII

That the Corporation will carry on business with a stated capital consisting of the aggregate of the amount received by it as a consideration for the issuance of its shares and such additional amount as from time to time may, by resolution of the Board of Directors, be transferred thereto.

ARTICLE VIII

That these Articles of Incorporation may be amended or the capital stock increased or diminished, or the name of the Corporation changed, or the principal place of business changed in the manner prescribed by law, and in the absence of any provision of law governing such matters, or any of them, then the consent of the holders of three-fourths of the capital stock of the Corporation issued and outstanding at the time shall be sufficient authorization.

ARTICLE IX

The total authorized stock of this Corporation is \$50,000.00, and the number of shares into which it is divided is 500 shares of Common Stock of the par value of \$100.00 per share.

ARTICLE X

The shares of capital stock of this Corporation shall be issued as fully paid and non-assessable, and the holders of such shares shall not be liable in respect thereof.

IN WITNESS WHEREOF, said Incorporators have hereunto set their hands this 14 day of Nov, 1963.

Richard W. Wagner  
Richard W. Wagner

Frank A. Bergeson  
Frank A. Bergeson

Clifford C. Hinkley  
Clifford C. Hinkley

STATE OF IDAHO  
County of ~~Boise~~ } ss.

On this 14 day of Nov, 1963, before me, the undersigned Notary Public in and for said County, residing therein, duly commissioned and sworn, personally appeared Richard W. Wagner, Frank A. Bergeson, and Clifford C. Hinkley, known to me to be the persons whose names are subscribed to the foregoing instrument, and 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.

(seal)

Frank W. Sullivan  
Notary Public  
Residing at Lewiston, Idaho  
My Commission Expires August 1, 1966

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