

97550

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

ANGEL WINGS, 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: August 28, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Flint*

ARTICLES OF INCORPORATION  
OF

ANGEL WINGS, INCORPORATED

AUG 28 8 43 AM '92

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as an incorporator under the provisions of the Idaho Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I.

Name.

The name of this Corporation is ANGEL WINGS, INCORPORATED.

ARTICLE II.

Period of Duration.

The duration of this Corporation is to be perpetual.

ARTICLE III.

Purposes and Powers.

Section 1. Purposes. The purposes for which this Corporation is organized are to transact and to engage in any and all lawful business activities for which corporations may be incorporated under the laws of the State of Idaho.

Section 2. Powers. This corporation shall have all the powers specified in the Idaho Business Corporation Act.

ARTICLE IV.

Stock Clauses.

The aggregate number of shares which this Corporation shall have authority to issue is 1000 common shares, no par value. The Corporation shall not have the authority to issue shares in series.

ARTICLE V.

Registered Office and Registered Agent.

The address and post office box of the registered office of this corporation are 131 2nd Street, Ketchum, Idaho, and Post Office Box 5558, Ketchum, Idaho 83340. The name of the initial registered agent of this corporation at that address is Valerie Dumke.

ARTICLE VI.

Directors.

The number of Directors shall be as specified in the Bylaws of

this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws and may be fewer than three in the event that the Corporation has less than three shareholders, in accordance with the laws of the State of Idaho. The initial Board of Directors shall consist of two members. The names and addresses of the persons who are to serve as directors until successors be elected and qualify are as follows:

Name

Address

Valerie Dumke

Post Office Box 5558  
Ketchum, Idaho 83340

Jane Thomas

Post Office Box 3472  
Ketchum, Idaho 83340

ARTICLE VII.

Incorporators.

The name and address of the incorporator of this Corporation is Thomas C. Praggastis, P O BOX 3240, Ketchum ID 83340.

ARTICLE VIII.

Provisions for Regulation of  
Corporation's Internal Affairs.

Section 1. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

Section 2. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

Section 3. Compensation of Directors. The Board of Directors shall have not receive compensation for their services as

directors. A director may serve the corporation in any other capacity and may receive compensation therefrom in any form.

Section 4. Contracts in which Directors Have an Interest. The Bylaws of the corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

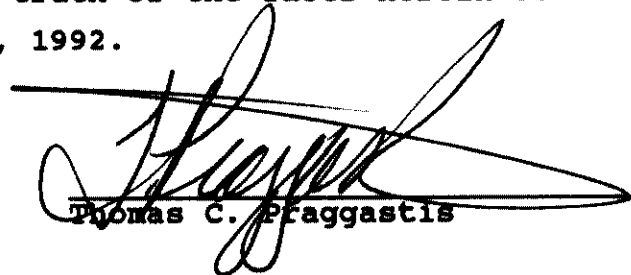
Section 5. Indemnification of Directors and Officers. The Bylaws of the corporation shall provide for the circumstances in which Directors and officers of the corporation may be entitled to indemnification.

#### ARTICLE IX.

##### Amendment of Articles of Incorporation.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of more than sixty-six and two-thirds percent (66 2/3%) of the shareholders entitled to vote in a meeting of shareholders called for such purpose as prescribed by law.

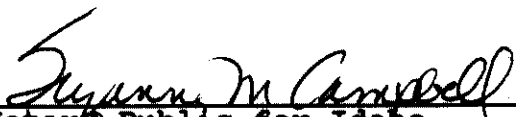
IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 24 day of August, 1992.

  
Thomas C. Praggastis

STATE OF IDAHO           )  
                                  :SS.  
County of Blaine        )

On this 24 day of August, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared THOMAS C. PRAGGASTIS known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Blaine County  
Commission expires 1994