

FILED EFFECTIVE

2018 APR -9 AM 9: 34

**SECRETARY OF STATE
STATE OF IDAHO**

**ARTICLES OF INCORPORATION
OF
QUEST AIRCRAFT COMPANY, INC.**

The undersigned, for the purpose of forming a corporation ("*Corporation*") under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 29, Idaho Code (the "*Act*"), hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation shall be Quest Aircraft Company, Inc.

ARTICLE II: DURATION

The period of existence and duration of the Corporation shall be perpetual.

ARTICLE III: AUTHORIZED SHARES

The aggregate number of shares that the Corporation shall have the authority to issue is 100,000 shares of common stock, being all of one class, with no par value.

ARTICLE IV: PURPOSE

The purpose of this Corporation is the transaction of any and all lawful business for which corporations may be incorporated under the Act.

ARTICLE V: REGISTERED AGENT

The location and street address of the initial registered office of this Corporation shall be 1200 Turbine Drive, Sandpoint, Idaho, 83864, and Susan Jordan is hereby appointed the initial registered agent of the Corporation at such address.

ARTICLE VI: DIRECTORS

The number of Directors constituting the Board of Directors may be fixed from time to time by amendment to, or in the manner provided by, the Bylaws of the Corporation.

ARTICLE VII: PREEMPTIVE RIGHTS

No shareholder of the Corporation shall have preemptive rights to purchase shares of capital stock or other securities of the Corporation sold or otherwise issued by the Corporation except to the extent that such a right may from time to time be set forth in a written agreement between the Corporation and a shareholder.

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ARTICLE VIII: TRANSACTIONS WITH INTERESTED PARTIES

The Corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and shareholders and with corporations, associations, firms, and entities in which they are or may be or become interested as directors, officers, shareholders, members, or otherwise, as freely as though such adverse interests did not exist, even though the vote, action, or presence of such director, officer, or shareholder may be necessary to obligate the Corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be voided and no such director, officer or shareholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the Corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the Corporation (but not in the case of shareholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the board of directors of the Corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the Corporation is interested in any corporation, association, firm, or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation.

ARTICLE IX: INDEMNIFICATION AND LIMITATION OF LIABILITY

The Corporation shall indemnify the directors, officers, employees and agents of the Corporation to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment).

The Corporation may purchase and maintain insurance on behalf of an individual who is a director or officer of the Corporation, or who, while a director or officer of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him in that capacity or arising from his status as a director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him against the same liability under the Act.

To the extent permitted by law, the rights to indemnification and advance of reasonable expenses conferred in this Article IX shall not be exclusive of any other right which any individual may have or hereafter acquire under any statute, provision of the Bylaws, agreement, vote of shareholders or disinterested directors, or otherwise. The right to indemnification conferred in this Article IX shall be a contract right upon which each Director or officer shall be presumed to have relied in determining to serve or to continue to serve as such. Any amendment to or repeal of this Article IX shall not adversely affect any right or protection of a Director or officer of the Corporation for or with respect to any acts or omissions of such Director or officer occurring prior to such amendment or repeal.

If any provision of this Article IX or any application thereof shall be invalid, unenforceable, or contrary to applicable law, the remainder of this Article IX, and the application of such provisions to individuals or circumstances other than those as to which it is held invalid, unenforceable, or contrary to applicable law, shall not be affected thereby.

To the fullest extent allowed by applicable laws existing from time to time, Directors and officers shall be exempt from liability to the Corporation or its shareholders for any decision to take or not to take action, or any failure to take any action, as a director or officer.

ARTICLE X: BYLAWS

Subject to compliance with any applicable protective voting rights, the Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Corporation, subject to the power of the shareholders of the Corporation to adopt, amend or repeal such Bylaws. The shareholders of the Corporation shall also have the power to amend or repeal the Bylaws of the Corporation and to adopt new Bylaws.

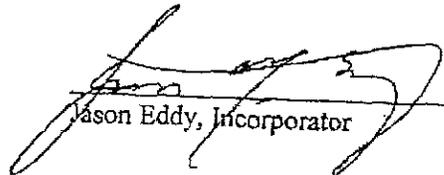
ARTICLE XI: INCORPORATOR

The name and street address of the incorporator is Jason Eddy, 1200 Turbine Drive, Sandpoint, Idaho 83864.

ARTICLE XII: AMENDMENTS TO ARTICLES OF INCORPORATION

Subject to compliance with any applicable protective voting rights, the Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles in any manner now or hereafter permitted by the Act. Any amendment to these Articles that requires approval by the Corporation's shareholders may be effected by the vote of a majority of shares entitled to vote on such amendment, unless the vote of the holders of a greater amount of shares is required by law, and in that case, by the vote of the holders of such greater amount. All rights of shareholders of the Corporation are subject to this reservation. A shareholder of the Corporation does not have a vested property right resulting from any provision of these Articles.

IN WITNESS WHEREOF, I have caused these Articles of Incorporation to be executed this 4th day of April, 2018.


Jason Eddy, Incorporator

IDAHO SECRETARY OF STATE

04/09/2018 05:00

CK:PREPAID CT:3048 BH:1636907
1@ 30.00 = 30.00 CONVERSION #2
1@ 20.00 = 20.00 EXPEDITE C #3



STATEMENT OF CONVERSION

Pursuant to § 30-22-405, Idaho Code
Filing fee: \$30 typed, \$50 not typed
Complete and submit the form in duplicate.

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SECRETARY OF STATE
STATE OF IDAHO

Note: Conversion documents are complex. Please seek appropriate legal and/or financial advice before making this important business decision.

1. CONVERTING ENTITY:

Name: Quest Aircraft Company, L.L.C.
Jurisdiction: Idaho
Type: Limited Liability Company
(Corporation, Limited Liability Company, Limited Partnership, etc...)

- This is a domestic entity, and this plan of conversion was approved in accordance with § 30-22-403, Idaho Code.
This is a foreign entity, and this plan of conversion was approved in accordance with the law of its jurisdiction of formation.

2. CONVERTED ENTITY:

Name: Quest Aircraft Company, Inc.
Jurisdiction: Idaho
Type: Corporation
(Corporation, Limited Liability Company, Limited Partnership, etc...)

- If this is a domestic entity or domestic limited liability partnership, please attach a copy of the entity's public organic record, or statement of qualification.
If this is a foreign entity please designate a registered agent in the space provided:

(Registered Agent Name) (Address)

- EFFECTIVE DATE OF CONVERSION: Effective upon filing
On future date: (Enter date - not more than 90 days in the future)

Printed Name: Jason Eddy
Capacity: Authorized Agent
Signature: [Handwritten Signature]

Secretary of State use only
IDAHO SECRETARY OF STATE
04/09/2018 05:00
CK: PREPAID CT: 3048 BH: 1636907
1@ 30.00 = 30.00 CONVERSION #2
1@ 20.00 = 20.00 EXPEDITE C #3

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