



CERTIFICATE OF INCORPORATION
OF

QUEEN BEE FLIGHTS, INC.

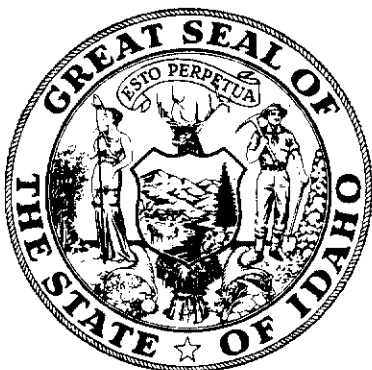
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

QUEEN BEE FLIGHTS, 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 _____ June 11 _____, 19 85 .



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

QUEEN BEE FLIGHTS, INC.

The undersigned, acting as incorporator(s) of a corporation under the Idaho Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation shall be Queen Bee Flights, Inc.

ARTICLE II

PURPOSE

The purpose(s) for which this corporation is organized are:

(1) To provide flight training at all levels to students and to rated pilots who want additional training; and to provide any commercial flight application covering flight training, commercial operations, or taxi, etc.

(2) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as Rigby, Idaho. The name of the registered agent is Charles A. Kemper, Route #1, Rigby Airport, Rigby, Idaho 83442, at that address.

ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

CAPITAL

The capital shall be evidenced by 100,000 shares having a par value of \$1.00 per share so that the capital shall be \$100,000. This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

Such stock is, and shall remain, nonassessable.

ARTICLE VI

NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

ARTICLE VII

AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

CAPITAL STOCK

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

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| <u>NAME</u> | <u>ADDRESS</u> | <u>AMT. OF STOCK SUBSCRIBED</u> |
|-------------------|-------------------------------|---------------------------------|
| Charles A. Kemper | Box 245 Rigby, Idaho 83442 | One (1) share |
| D. Gail Kemper | Box 245 Rigby, Idaho 83442 | One (1) share |

ARTICLE IX

BOARD OF DIRECTORS

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------------|---|
| Charles A. Kemper | Box 245 Rigby, Idaho 83442 |
| D. Gail Kemper | Box 245 Rigby, Idaho 83442 |
| Charles Amel Kemper, Jr. | Route #8, Box 140 Idaho Falls, Idaho 83401 |
| Ellen L. Kemper, M.D. | 6670 S. Brainaird Ave. No. 102 Countryside, Illinois 60525 |
| Barbara L. Kemper | 1705 S. Price No. 204 Tempe, Arizona 85281 |

IN WITNESS WHEREOF, We have hereunto set our hands and seals in duplicate originals this 7th day of June, 1985.

QUEEN BEE FLIGHTS, INC.

by: Charles A. Kemper
Charles A. Kemper

by: D. Gail Kemper
D. Gail Kemper

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STATE OF IDAHO)
) ss
County of Jefferson)

On this 7th day of June, 1985, before me, the undersigned, a Notary Public in and for said state, personally appeared Charles A. Kemper and D. Gail Kemper, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, 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 in this acknowledgement first above written.

(seal)

Camille Smith
Notary Public for Idaho
Residing at Rigby, Idaho
Non-expiring Commission