

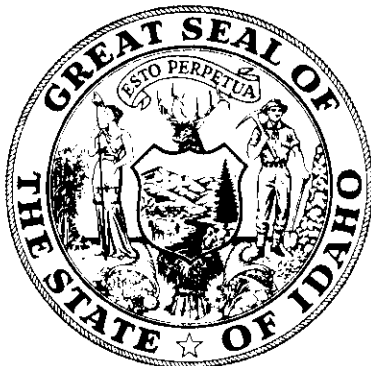
Department of State.

**CERTIFICATE OF AUTHORITY
OF**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BOYD-ROBERTSON, INC. _____ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to PACIFIC HELICOPTERS, INC. to transact business in this State under the name PACIFIC HELICOPTERS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated _____, 19__



Robt J. Canarsa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED

11-5-79 10:30 pm

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is PACIFIC HELICOPTERS, INC.

2. *The name which it shall use in Idaho is PACIFIC HELICOPTERS, INC.

3. It is incorporated under the laws of OREGON

4. The date of its incorporation is SEPTEMBER 15, 1975 and the period of its duration is PERPETUAL

5. The address of its principal office in the state or country under the laws of which it is incorporated is 8811 Huff Ave. N.E., Salem, Oregon 97303

6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is CT CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Operation of helicopters for spraying, dusting, logging,
and any other type of activity for which helicopters are
specifically suited.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Diane Anderson</u>	<u>President & Director</u>	<u>613 Glynbrook N.</u> <u>Salem, Oregon 97303</u>
<u>Joseph C. Anderson</u>	<u>Secretary, Treasurer</u> <u>& Director</u>	<u>613 Glynbrook N.</u> <u>Salem, Oregon 97303</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>500</u>	<u>Common</u>	<u>No Par Value</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
300	Common	No Par Value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated Oct 22nd, 19 79.

PACIFIC HELICOPTERS, INC.

By Diane Anderson
Diane Anderson
Its _____ President

and Joseph C. Anderson
Joseph C. Anderson
Its _____ Secretary
& Treasurer

STATE OF OREGON)
) ss:
COUNTY OF MARION)

I, James C. Griggs, a notary public, do hereby certify that on
this 22nd day of October, 19 79, personally appeared before
me Diane Anderson, who being by me first duly sworn, declared that he
is the President of PACIFIC HELICOPTERS, INC.

that he signed the foregoing document as President of the corporation and that the
statements therein contained are true.

James C. Griggs
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

State of Oregon

Department of Commerce Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of
PACIFIC HELICOPTER, INC.

with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that the above corporation is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this office that are required by the laws of this state.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 5th day of September, 1979.

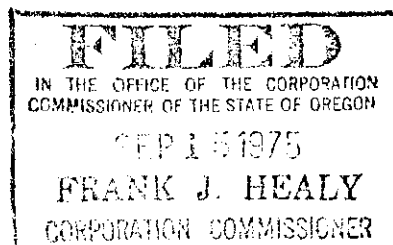


Frank J. Healy
Corporation Commissioner

By Shirley Smith

One or more natural persons of the age of 21 years or more may incorporate a business corporation by signing, verifying and delivering Articles of Incorporation in duplicate to the Corporation Commissioner. The procedure for the formation of business corporations is set forth in ORS 57.306 through 57.331. See ORS 57.311 for the content of Articles of Incorporation.

FILE NO. 111787



Articles of Incorporation
OF
PACIFIC HELICOPTERS, INC.

The undersigned natural person(s) of the age of twenty-one years or more, acting as incorporators under the Oregon Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I The name of this corporation is Pacific Helicopters, Inc.

(The corporate name must contain the word "Corporation", "Company", "Incorporated" or "Limited" or an abbreviation of one of such words.)

and its duration shall be perpetual.

ARTICLE II The purpose or purposes for which the corporation is organized are:

- a) Operation of helicopters for spraying, dusting, logging and any other type of activity for which helicopters are specifically suited.
- b) Any lawful activity for which corporations may be organized under ORS Chapter 57.

(It is not necessary to set forth in the articles any of the corporate powers enumerated in ORS 57.030 and 57.035. It is sufficient to state, either alone or with other purposes, "That the corporation may engage in any lawful activity for which corporations may be organized under ORS Chapter 57"; however, it is desirable to state the primary purpose of the corporation in conjunction with such statement.)

ARTICLE III The aggregate number of shares which the corporation shall have authority to issue is

500 shares no par value common stock

(Insert statement as to par value of such shares or a statement that all of such shares are to be without par value. If there is more than one class of stock, insert a statement as to the preferences, limitations and relative rights of each class.)

ARTICLE IV The address of the initial registered office of the corporation is 613 Glynbrook, N.
Salem, Oregon 97303

(Street and Number)

(Zip Code)

and the name of its initial registered agent at such address is Joseph C. Anderson

5775
SFI 15-75
***20.00

ARTICLE V The number of directors constituting the initial board of directors of the corporation is three (At least three), and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
	(Street and Number) (City and State) (Zip)
<u>Joseph C. Anderson</u>	<u>613 Glynbrook, N. Salem, OR 97303</u>
<u>Diane Anderson</u>	<u>613 Glynbrook, N. Salem, OR 97303</u>
<u>Asa L. Lewelling</u>	<u>1001 Capitol Tower, Salem, OR 97301</u>
_____	_____
_____	_____

ARTICLE VI The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
	(Street and Number) (City and State) (Zip)
<u>JOSEPH C. Anderson</u>	<u>613 Glynbrook, N. Salem, OR 97303</u>
_____	_____
_____	_____
_____	_____
_____	_____

ARTICLE VII (Add provisions for the regulation of the internal affairs of the corporation as may be appropriate.)

STATE OF OREGON
County of Marion } ss.

We, the undersigned, being all the incorporators, herewith execute the foregoing, and being first duly sworn, declare the statements contained therein are true.

Joseph C. Anderson
Subscribed and sworn to before me this 15 day of September, 1975
Notary Public for Oregon
My commission expires: 1-30-76