

# State of Idaho



## 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

#### SUN VALLEY FLYING CLUB, INC.

was filed in the office of the Secretary of State on the **Eighth** day of **October**, A. D. One Thousand Nine Hundred **Sixty-Four** and is duly recorded on Film No. **130** 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 and Sections 30-1001 to 30-1005, inclusive, 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

**Fifty years** from the date hereof, with its registered office in this State located at **Ketchum** in the County of **Blaine**

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **8th** day of **October**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
SUN VALLEY FLYING CLUB, INC.

ARTICLES OF INCORPORATION  
OF

SUN VALLEY FLYING CLUB, INC.

Be it known that we, the undersigned, have this day associated ourselves together for the purpose of incorporating under the laws of the State of Idaho, an unprofitable association to be known under the corporate name of Sun Valley Flying Club, Inc.

And we certify:

ARTICLE I

The name of the flying club shall be Sun Valley Flying Club, Inc.

ARTICLE II

The purpose of this flying club shall be to encourage interest in aviation in this community, to provide economical flying rates for it's members and bring to more people the benefits and pleasures of flying activity.

ARTICLE III

To enjoy all the benefits and privileges incident to and permitted under the laws of the State of Idaho relative to corporations of this character, and so that the purpose specified in Article II hereof may be carried into effect, said corporation is hereby empowered to receive, own, buy, lease, hold, convey and dispose of such real and personal property as may be deemed necessary for the complete exercise and enjoyment of said privileges and purposes, and to sue and be sued in it's corporate name.

ARTICLE IV

That this organization shall not willingly incur any financial obligations in it's corporate name, nor shall it willingly cause any lien, mortgage, or indebtedness to be brought against it's corporate name or it's possessions either by individual or executive order for any purpose other than for the purpose of purchasing an aircraft to be used by this corporation.

## ARTICLE V

The officers of this organization shall be: President, Vice-president, Secretary, Treasurer and one Board Member.

The officers of this corporation shall comprise a group known as the board of directors and matters of policy may be handled through this group and all decisions made and carried by majority of said board is to be policy of said corporation, and shall be final unless and until disapproved by a majority vote of the members of said corporation at a general meeting of said members or at any special meeting called for that purpose.

Terms of office shall be one year, elections to be held at each annual general meeting.

The president shall preside at all meetings of the directors or members. He shall sign as president, all membership certificates and all contracts, and other instruments in writing which have been first approved by the board of directors. He shall call the directors together whenever he deems it necessary, and he shall have, subject to the advice and control of the directors, the general superintendence of the affairs of the association. In the absence of the president, the vice-president shall perform his duties.

It shall be the duty of the vice-president to perform all duties assigned to him by the board of directors.

It shall be the duty of the secretary to keep a record of the meetings of the board of directors and of the general meetings of the members. He shall keep a record of all membership certificates issued, fill in and countersign all certificates issued and make proper entry on the association's records of such issuance.

It shall be the duty of the treasurer to keep proper account books, to keep safely all moneys belonging to the association, and disperse the same under the direction of the board of directors, or it's duly authorized agents. He shall discharge such other duties as pertains to his office and are prescribed by the board of directors.

It shall be the duty of the board member to sit in on all board meetings, acquaint himself with the workings of the board, and prepare himself for assuming office in the future.

In case of death, disability, resignation, or other vacancy of office, of one or more of the members of the board, the remaining officers, although less than a quorum, shall fill the vacancies for the unexpired term.

## ARTICLE VI

That regular meetings of the board of directors shall be held during the first week of January, April, July, and October of each year, at the designated meeting place of the club, at Ketchum, Blaine County, State of Idaho, or at other times as the board of directors shall by resolution appoint or be unanimously agreed upon in writing.

A special meeting may be called by the president, or by any two directors by giving five days notice to each director. A majority of the directors shall constitute a quorum at any meeting.

## ARTICLE VII

The annual meeting of members of the association shall be held at the designated meeting place in Ketchum, Blaine County, Idaho, at 8:00P.M. on one evening during the first week of April, beginning in the year 1964. At this time there shall be held an election of officers; also at this time the members shall transact such other business as shall come before them. A majority of certificates issued and outstanding, represented, either in person or by proxy shall constitute a quorum for the transaction of business. Each member shall be entitled to one vote, whether in person or by proxy. A notice setting out the time and place of each semi-annual meeting shall be mailed, postage prepaid, to each member of record at its <sup>last</sup> address as appears on the books of the association, or of last known place of address. This shall be done at least five days previous to the meeting. If a quorum be not present at the semi-annual meeting, the members present in person or by proxy may adjourn to such future time as shall be agreed upon by them, and notice of such adjournment shall be mailed as above to each member; but if a quorum be present, they may adjourn as they see fit, and no notice of such need be given.

Special meeting of the members may be called at any time by the board of directors, two directors, or a majority of the members. The secretary shall mail a notice to each member at least five days prior to the stated meeting time, and shall state the time and object of such meeting.

## ARTICLE VIII

The board of directors will provide for the issuance of certificates evidencing membership in the organization, which shall be in such form as may be determined by the board. Such certificates shall be signed by the president and secretary. All certificates evidencing membership shall be consecutively numbered.

New members may be admitted only after approval vote of the corporation membership.

When a new member has been elected to membership and has paid any membership fees and the dues that may be required, a certificate of membership shall be issued in his or her name and a certificate shall be issued to his or her spouse, if requested, and delivered to them by the secretary.

Said certificate of membership admits each member holding the same to all the privileges and benefits of said corporation upon an equal basis with any and all other members. Said membership certificate can not be terminated or cancelled so long as the member complies with the rules and regulations of said corporation, but upon a violation of said rules or regulations, or evidence of incompatibility of any member, such membership certificate may be cancelled by vote of the board of directors subject to approval or disapproval by the entire membership vote. Any infraction must be presented to the board by at least three members of the association requesting action on infraction of stated rules.

No membership or certificate of membership may be transferred or assigned so that the transferees thereof can, by such transfer or assignment, become a member of the association except by the resolution of the board of directors and under the regulations of these by-laws. In the event that any member appears before the board and represents that he has a boni-fied offer of purchase, and that it is his intent to sell or transfer such membership, then, the corporation shall have the right and privilege of purchasing the said membership and certificate on the same terms.

#### ARTICLE IX

That the board of directors may determine from time to time the amount of initiation or membership fee, if any, and periodical dues payable to the corporation by the members. Members who are husband and wife shall share one such assessment jointly.

When any member shall be in default in the payment of dues or membership fee a period of over ten days after the time when such dues or assessments become payable, his membership may be there upon terminated.

#### ARTICLE X

That the association shall have no capitol stock but shall issue a membership certificate to each member has herein above set out.

#### ARTICLE XI

That the location of the Post Office address of it's registered office and place where the principal business of the association is to be transacted shall be in the city of Ketchum, Blaine County, State of Idaho.

#### ARTICLE XII

That the term for which this corporation shall exist shall be fifty years from and after the date of it's incorporation.

#### ARTICLE XIII

That the by-laws of said corporation may be ammended, changed or modified, or new by-laws of said corporation may be made at any regular meeting of the membership of said corporation or any special meeting called for that purpose.

#### ARTICLE XIV

That these articles of incorporation may be ammended, changed or modified by vote of the members of said corporation at any regular meeting thereof or any special meeting called for that purpose.

WITNESS:

Cleo L. Maddipati  
PRESIDENT

Royce B. Ashby  
VICE-PRESIDENT

May Lott  
SECRETARY

E. M. Soewers  
TREASURER

E. A. Miller  
BOARD MEMBER

Subscribed and sworn to before me this 21st day of August, 1964

[Signature]  
Notary Public in and For Blaine County  
State of Idaho  
My commission expires June 21, 1966

We the corporation signers swear that we are of legal age  
and are citizens of the United States.

Cleo L. Maddix Ketchum, Idaho

Max Potter " "

Eugene A. Miller " "

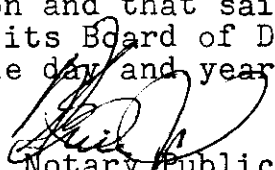
Royce B. Asher " "

E. M. Sowersby " "

STATE OF IDAHO SS  
COUNTY OF BLAINE

On this 21st day of August, 1964, before me, the undersigned, a notary public in and for said county and state, personally appeared Cleo L. Maddix, Royce B. Asher, Max Potter, E. M. Sowersby and E. A. Miller, to me personally known and known to be the Officers as designated of SUN VALLEY FLYING CLUB, INC., the corporation that executed the foregoing instrument, who by me duly sworn did say that they are the Officers of the corporation that executed the foregoing instrument of said corporation and that said instrument was signed by authority of a resolution of its Board of Directors.

WITNESS MY HAND and Notarial seal the day and year first above written.

  
Notary Public  
Residing at Hailey, Idaho

My commission expires June 21, 1966