

**ARTICLES OF INCORPORATION OF
GEM STATE AVIATION FUND, INC.
AN IDAHO NON-PROFIT CORPORATION**

For Office Use Only

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I, the undersigned, am of legal age and a citizen of the United States of America and acting as incorporator, under the Idaho Non-Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the Corporation is:

GEM STATE AVIATION FUND, INC.

ARTICLE TWO

DURATION

The period of duration is perpetual.

ARTICLE THREE**EXEMPT STATUS**

The Corporation is organized and shall be operated to attract substantial support from persons within and without the State of Idaho for the sole and exclusive use and benefit of the Gem State Aviation Fund, Inc. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is or shall be distributable to or inure to the benefit of and of the Directors or officers of the Corporation except to the extent permitted under the Idaho Non-Profit Corporation Act (Title 30, Chapter 30, Idaho Code). No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision contained in these Articles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE FOUR

PURPOSES

This Corporation is organized and shall be operated exclusively for educational, literary and charitable purposes and, subject to this limitation, the purposes and power of the Corporation shall be to stimulate the interest of the public (individual and corporate) in the continued development of general aviation, the recognition of the importance of airports, airstrips, and aircraft navigation facilities, the continued education of pilots, the encouragement of those who express an interest in becoming pilots and recognition of those who have contributed significantly in the field of aviation by continuing and supporting the Idaho Aviation Hall of Fame.

ARTICLE FIVE

POWERS

This Corporation shall have corporate powers as follows:

A. To accept, hold, invest, re-invest and administer any gifts, bequests, devises, benefits of trust (but not to act as trustee of any trust), and property of any type or kind, without limitation as to amount or value, and to use, disburse or donate the principal and/or income from said property solely for the purposes provided in these Articles of Incorporation.

B. To exercise any and all powers not prohibited by these Articles of Incorporation or law and not prohibited to non-profit tax-exempt corporations.

ARTICLE SIX

REGISTERED AGENT AND OFFICE

The Registered Agent of this Corporation is Nadine Burak. The Registered Office of this Corporation is hereby designated as The Gem State Aviation Fund, Inc., 1495 E. Salesyard Road, Emmett, Idaho 83617, which address is the business office of the Registered Agent designated as above set forth.

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of Directors constituting the Board of Directors of this Corporation shall be not less than three (3) nor more than fifteen (15), the exact number of which shall be set forth in the Bylaws of the Corporation.

Each Director shall serve for a term of three (3) years except that one-third of the initial Board of Directors shall serve for a one-year term and another one-third of the initial Board of Directors shall serve for a two-year term, all to the effect that the three-year terms are staggered so as best to promote continuity.

The names and addresses of the initial Board of Directors is as follows:

Andrew George
4888 W. Aeronca Drive
Boise, Idaho 83705

Kerry Requa
462 Meadowview Lane
Twin Falls, Idaho 83301

Bill Ables
61413 Lime Quarry
Enterprise, Oregon 97828

ARTICLE EIGHT

ELECTION OF DIRECTORS

The Board of Directors shall be filled by a majority vote of a quorum of the initial Directors named in Article Seven. Following the appointment of the initial Board of Directors of the Corporation, all vacancies on the Board shall be filled by a majority vote of a quorum of the Board of Directors.

Each of the Directors above designated shall hold office until his successor is elected and qualified.

ARTICLE NINE

PRIVATE PROPERTY NOT LIABLE

The private property of the Directors, officers, and employees of this Corporation shall not be subject to the payment of Corporation debt. There will be no members of this Corporation.

ARTICLE TEN

PROHIBITION ON PAYMENTS

No director or officer of this non-profit Corporation shall receive any of the income or other property of this non-profit Corporation, but the foregoing shall not bar such person from receiving payments for services actually rendered, materials furnished, actual expense incurred or money loaned to the Corporation, and all funds of this Corporation shall be used solely and exclusively to carry out the purposes of this Corporation.

ARTICLE ELEVEN

OFFICERS

The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors may deem necessary. Each of the officers shall have such powers as are conferred by the Bylaws of the Corporation. Officers shall be chosen in accordance with provisions stated in the Bylaws.

ARTICLE TWELVE

DISTRIBUTION ON DISSOLUTION

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue

Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for a free public library within the State of Idaho.

ARTICLE THIRTEEN

INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

Andrew George
4888 W. Aeronca Drive
Boise, Idaho 83705

IN WITNESS WHEREOF, I, the undersigned incorporator, have set my hand this
9th day of July, 2020.



Andrew George