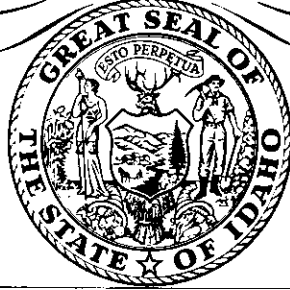


State of Idaho



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

SKYWAYS, INC.

was filed in the office of the Secretary of State on the **Eighth** day
of **July** A.D. One Thousand Nine Hundred **Sixty-three** and
duly recorded on Film No. **124** 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, 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
perpetual existence from the date hereof, with its registered office in this State located at
Burley in the County of **Cassia.**

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 **July**,
A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

SKYWAYS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons, of full age, and citizens of the United States of America, have, this day, voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

I.

That the name of the corporation shall be Skyways, Inc.

II.

That the corporation shall have perpetual existence.

III.

That the purposes for which the said corporation is formed, include, but are not exclusive to the following:

1. To engage in the business of buying, selling, trading, and dealing generally in any and all types or kinds of aircraft.
2. To buy, lease or otherwise acquire and operate airports, including general wholesale and retail business in petroleum products,

hangar service, maintenance shops for the inspection, maintenance and repair of aircraft and/or other machinery or vehicles, and any and all things necessary to the operation of airports.

3. To engage in the business of crop dusting, application of fertilizer, planting, and/or spraying of every type or nature, either by aerial application, or ground rigs, and in this regard, to deal in such chemicals, fertilizer or other products as is necessary or desirable for such operation.

4. To train and instruct pilots, or operate flight instruction schools, including actual flight training, ground schools, hiring of flight instructors, and dealing in such textbooks, manuals, etc. as are desirable for such operation.

5. To engage in the business of charter flights, aircraft rentals and automobile rentals.

6. To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, or otherwise dispose of or hypothecate real estate and/or personal property and any interest in and to the same.

7. To apply for, receive and hold all licenses that may be necessary or required from any licensing agency, Federal, State, municipal or foreign, for conducting the hereinbefore and hereinafter mentioned businesses.

8. To buy, sell, make, deliver and/or negotiate promissory notes, drafts, contracts of sale, bills of sale, and other evidences of debt and/or evidences of ownership.
9. To purchase, own, hold, buy and sell stocks of other corporations, and/or bonds of every type and nature.
10. To enter into any kind of a contract or agreement, cooperative or profit-sharing plan, with its officers and/or employees that the corporation may deem advantageous or expedient, or otherwise beneficial or desirous to reward or pay such persons for their services.
11. To purchase, lease, or otherwise acquire in whole or in part, the business, good will, rights, franchises and property of every kind and nature, and to undertake the whole or any part of the assets of and liabilities of any person, firm, association or corporation engaged in or authorized to conduct any lawful business, and to own property necessary or suitable for the operation of such business so acquired, and to pay for the same in cash, or in the stock of this corporation, or otherwise; to hold, or in any manner dispose of the whole or any part of the business so acquired, and to exercise all powers necessary or incidental to the conduct of such business.

12. To borrow money and to issue bonds, debentures, notes, and other obligations of this corporation from time to time for any lawful object or purpose of this corporation, and to mortgage, pledge, hypothicate, and/or convey in trust any or all of its property to secure the payments thereof, and this corporation shall be authorized to borrow money from any of its stockholders and/or officers, and to loan money also, to any of its stockholders, members or officers.

13. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, State, or Government, or any subdivision, district or department thereof.

ARTICLE IV.

That the location and Post Office address of the registered office of the corporation is P.O. Box 248, Burley, Idaho.

ARTICLE V.

That the corporation is authorized to issue Five Hundred (500) shares of No-par Value Stock.

ARTICLE VI.

That the shares of authorized stock shall be classified as Common stock and each share shall be entitled to one vote in all corporation matters.

ARTICLE VII.

That the names and addresses of the incorporators of this corporation, with the number of shares subscribed by each, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CLASS</u>
H. Phillip Payne	Heyburn, Idaho	1	Common
Helen E. Payne	Heyburn, Idaho	1	Common
W. Hague Ellis	2348 Lynwood Drive Salt Lake City, Utah	1	Common

IN WITNESS WHEREOF, We have hereunto set our hands
and seals this 28th day of June, 1963.

H. Phillip Payne (SEAL)
H. Phillip Payne

Helen E. Payne (SEAL)
Helen E. Payne

W. Hague Ellis (SEAL)
W. Hague Ellis

STATE OF IDAHO)
) ss.
County of Cassia)

On this 28th day of June, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared H. PHILLIP PAYNE, HELEN E. PAYNE, and W. HAGUE ELLIS, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.

Thomas A. Church
Notary Public for Idaho,
Residing at Burley, Idaho