



**CERTIFICATE OF INCORPORATION
OF**

PACK RIVER AVIATION, 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 the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 8, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Mauch*

ARTICLES OF INCORPORATION
OF

PACK RIVER AVIATION, INC.

RECEIVED
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS that the undersigned, a natural person of full age and a citizen of the United States of America has this day executed this instrument for the purpose of forming a corporation under the laws of the State of Idaho and in pursuance thereof, hereby adopts, and acknowledges in duplicate the following:

ARTICLE I.

The name of this corporation is Pack River Aviation, Inc.

ARTICLE II.

The nature of the business to be transacted, or the objects and purposes to be promoted or carried on by the corporation are as follows:

- A. General Purposes: To engage in the general business of operating an air transportation service and/or airline for both people and/or cargo, on a scheduled or non-scheduled basis for its own use or on a charter basis both interstate and intrastate and in foreign countries, and to conduct such other activities as relates in anyway to the operation, instruction, maintenance, sales and servicing of aircraft and related transportation equipment and facilities for public or private use. Further there shall be no limitation as to the persons, firms or corporations, both public and private with whom or for whom this business may be accomplished and transacted.
- B. Lands: To own, acquire, buy, sell, exchange, lease, mortgage, hold and deal in and improve, lands and leaseholds, and any interest, estate, or rights in real or personal property of every kind and description including but not limited to improved or unimproved, commercial, residential or agricultural property of every kind and nature, together with all improvements on or placed thereon whether for use by the corporation or for investment.
- C. Contracts: To enter into and make and perform and carry out contracts of any kind or description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government or agency thereof.
- D. Borrowing: To borrow money; to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.
- E. Issuing and Dealing in Securities: To acquire, hold, sell, reissue, or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital structure of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be all the capital stock of this corporation, and any securities which it owns may be sold, transferred, issued or reissued, under the conditions just specified, for cash, or as the Board of Directors of this corporation may determine.

- F. Acquisition of Other Corporations: To purchase, or otherwise acquire, for cash, services or property, including securities of this corporation, the whole or any part of the property, assets, rights of every kind, nature and description, stocks, bonds, debentures or securities of every kind, the business and good will of any other person, firm, corporation, cooperative, partnership, joint venture or other association, either domestic or foreign, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business.
- G. Organization of Subsidiaries - Partnerships - Joint Ventures: To organize, incorporate, and reorganize subsidiary corporations and joint stock companies, partnerships, joint ventures or other associations for any purpose permitted by law.
- H. Patents: To apply for, obtain, register, purchase, lease, or otherwise acquire any concessions, rights, options, patents, privileges, patent rights and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, or any right, option or contract in relation thereto, and to perform, carry out and fulfill the terms and conditions thereof, and to develop, maintain, lease, sell, transfer, dispose of, and otherwise deal with the same.
- I. Where Business May be Conducted: To conduct all or any part of its operations and business without restriction or limit as to amount in the State of Idaho, or in any or all other states, territories, districts, and dependencies of the United States of America, and in any or all foreign countries; and to acquire either by purchase, exchange, lease, hire or otherwise and to own, hold, develop, operate, lease, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of, or turn to account, and convey, real and personal property of every kind and nature and rights or privileges therein, in the State of Idaho and in any or all other states, territories, districts and dependencies of the United States of America and in any or all foreign countries.
- J. Association With Others: To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or in connection with any person, firm, partnership, joint venture, association or corporation.
- K. Operation Under State Laws: To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon private corporations formed under the laws under which this corporation is organized or under any law amendatory thereof or supplemental thereto or substituted therefor.
- L. Broad General Powers: The foregoing clauses shall be construed both as objects and powers and are in furtherance of and not in limitation of the general powers conferred by the State of Idaho; and it is expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, it being the purpose of this charter to empower the corporation to do any and all things to the same extent and as fully as natural persons might do or could do in the State of Idaho, provided that such actions and powers shall be limited to those purposes which are not repugnant to law.

ARTICLE III.

This corporation shall have perpetual existence.

ARTICLE IV.

The location and post office address of the Corporation's registered office is the State of Idaho shall be 218 Cedar Street, Sandpoint, Idaho, and its registered agent at such address shall be Janice Critchell.

The Corporation, however, may maintain branch offices at any place or places required by the business operations of the Corporation, either within or without the State of Idaho, at which branch offices meetings of the Board of Directors may be held and business transacted.

ARTICLE V.

The total number of shares of stock which this corporation is authorized to issue is 5,000 shares. Each of these shares of stock shall be common, non-assessable stock of the par value of \$10.00 per share. Each share shall be equal as to voting rights and preferences.

ARTICLE VI.

The number of directors of this Corporation, who need not be shareholders, shall be not less than two (2) nor more than nine (9). The number, qualifications, terms of office, manner of election, time and place of meeting, and the powers and duties of the directors shall be such as are prescribed by the By-Laws of this corporation.

The names and addresses of the first directors who shall hold office and manage the affairs of the corporation until the first annual meeting of the corporation, or who shall hold office until their successors are elected and qualified are as follows:

Barbara J. Huguenin	-	218 Cedar St., Sandpoint, Idaho
Pierre Huguenin	-	218 Cedar St., Sandpoint, Idaho

ARTICLE VII.

The name and post office address of the incorporator is as follows:

Barbara J. Huguenin	-	218 Cedar St., Sandpoint, Idaho
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ARTICLE VIII.

The authority to make By-Laws of this corporation is hereby expressly vested in the Board of Directors of this corporation subject to the power of the shareholders to change or repeal such By-Laws.

IN WITNESS WHEREOF, the incorporators have executed this instrument as of the 3rd day of December, 1987.


Barbara J. Huguenin

STATE OF IDAHO)
) ss.
County of Bonner)

On this _____ day of _____, 1987, before me, a Notary Public in and for the said county and state, personally appeared BARBARA J. HUGUENIN, to me known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

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

Roberta A. Bostock
Notary Public for the State of Idaho
Residing at Sandpoint- Sagle
My commission expires: 10/23/93