

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

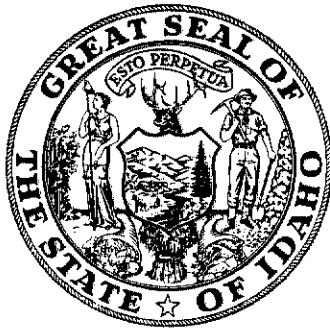
HIGH DESERT AIR, INC.

File number C 111246

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: July 3, 1995



Pete T. Cenarrusa
SECRETARY OF STATE
By 

Jul 3 252 PM '95

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

HIGH DESERT AIR, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is HIGH DESERT AIR, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is to buy, sell, own, maintain, operate, provide for lease and hire service, equipment, and training relating to aeronautics, pilot training, and air travel, and to carry on all lawful business, as provided by the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares with no par value.

FIFTH: Provisions denying preemptive rights are: None

SIXTH: Provisions for the regulation of the internal affairs of the corporation are set forth in the Bylaws.

SEVENTH: The address of the initial registered office of the corporation is 329 South 4th Street, Rupert, Idaho, and the name of its initial registered agent at such address is Casey Critchfield.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is four (4), and directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name

Address

Casey Critchfield

329 South 4th Street
Rupert, Idaho 83350

ODEEN K. REDMAN

300 Southeast Highway 77
Albion, Idaho 83311

IDAHO SECRETARY OF STATE

7/5/95 9:00:00 AM
Customer # 4547
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ARTICLES OF INCORPORATION
PAGE 1

CORPORATION PROFIT

1 @ 100.00 = 100.00

Joseph W. Larsen

221 West Main Street
Burley, Idaho 83318

Michael C. Campbell

1018 Airport Road
Burley, Idaho 83318

NINTH: The name and address of each incorporator and initial share(s) of stock issued are:

| <u>Name</u> | <u>Address</u> | <u>Share</u> |
|---------------------|---|--------------|
| Casey Critchfield | 329 South 4th Street Rupert, Idaho 83350 | 25% |
| ODeen Redman | 300 Southeast Highway 77 Albion, Idaho 83311 | 25% |
| Joseph W. Larsen | 221 West Main Street Burley, Idaho 83318 | 25% |
| Michael C. Campbell | 1018 Airport Road Burley, Idaho 83318 | 25% |

DATED this 30th day of June, 1995.

Casey Critchfield
Casey Critchfield

ODeen Redman
ODeen Redman

Joseph W. Larsen
Joseph W. Larsen

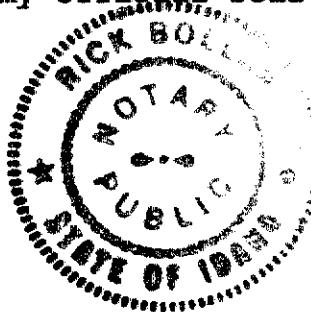
Michael C. Campbell
Michael C. Campbell

STATE OF IDAHO)
County of Minidoka .) ss.

On this 30th day of June, in the year of 1995, before
me the undersigned notary public in and for said state, personally
appeared CASEY CRITCHFIELD, known or identified to me to be the
person whose name is subscribed to the within instrument and
acknowledged to me that he executed the same.

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

(SEAL)



Rick Boll
Notary Public
Residing at Rupert
My Commission expires 9/09/95

STATE OF IDAHO)
County of Minidoka .) ss.

On this 30th day of June, in the year of 1995, before
me the undersigned notary public in and for said state, personally
appeared ODEEN K. REDMAN, known or identified to me to be the
person whose name is subscribed to the within instrument and
acknowledged to me that he executed the same.

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

(SEAL)

Casey Critchfield
Notary Public
Residing at Rupert
My Commission expires 10-9-95

STATE OF IDAHO)
County of Minidoka .) ss.

On this 30th day of June, in the year of 1995, before
me the undersigned notary public in and for said state, personally
appeared JOSEPH W. LARSEN, known or identified to me to be the
person whose name is subscribed to the within instrument and
acknowledged to me that he executed the same.

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

(SEAL)

Dale Pitchfield
Notary Public
Residing at Reynt
My Commission expires 10-9-95

STATE OF IDAHO)
County of Minidoka .) ss.

On this 30th day of June, in the year of 1995, before
me the undersigned notary public in and for said state, personally
appeared MICHAEL C. CAMPBELL, known or identified to me to be the
person whose name is subscribed to the within instrument and
acknowledged to me that he executed the same.

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

(SEAL)

Dale Pitchfield
Notary Public
Residing at Reynt
My Commission expires 10-9-95