

# State of Idaho

## Department of State.

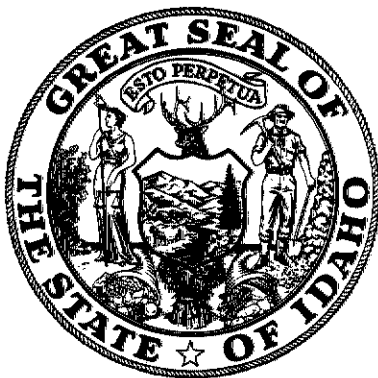
### CERTIFICATE OF INCORPORATION OF

PANHANDLE HELICOPTER 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: September 28, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

by *Sandra Matthews*

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ARTICLES OF INCORPORATION OF  
PANHANDLE HELICOPTER INC.

Jon Hubof and Meralyn Hubof, being over the age of 18 years and citizens of the United States of America, hereby make and file these Articles of Incorporation, with the purposes of establishing a corporation for the transaction of the business and the promotion and conduct of the objects and purposes herein stated under the laws of the State of Idaho, and hereby certifie as follows:

ARTICLE I: The name of this corporation (hereinafter referred to as "the corporation") is Panhandle Helicopter Inc.,.

ARTICLE II: The corporation shall have perpetual existence.

ARTICLE III: The purpose for which the corporation is organized is the transaction of any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, and generally to carry on any business and have all powers conferred by the State of Idaho upon a corporation formed under it's laws.

ARTICLE IV: The corporation shall have the authority to issue one hundred shares of common stock, without par value, which shall qualify as section 1244 stock, Internal Revenue Code. All of said stock shall be voting common stock of one single class having equal rights, powers and preferences.

ARTICLE V: The incorporators of the corporation are Jon Hubof, W. 1005 Prairie Ave, Post Falls, Idaho, 83854 and Meralyn Hubof, W. 1005 Prairie Ave, Post Falls, Idaho, 83854.

ARTICLE VI: The initial registered office of the corporation shall be W. 1005 Prairie Ave, Post Falls, Idaho, 83854, and the initial registered agent at said address is Jon Hubof.

ARTICLE VII: The number of directors constituting the initial board of directors shall be two. The names and addresses of the INITIAL DIRECTORS who will serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are those individuals set out in Article V herein.

ARTICLE VIII: The officers of the corporation shall be a president, a treasurer and a secretary. All of said officers shall be elected by the board of directors and shall hold office and have the powers as respectively specified in the incorporated bylaws.

ARTICLE IX: Subject to the power of the shareholders to amend or repeal the bylaws, the board of directors shall have the authority to amend the bylaws, define the powers and duties of the corporate officers and provide for such other matters as they deem essential or convenient to the conduct of the corporation's affairs, in so far as said authority is consistent with the laws of the State of Idaho and these articles of corporation.

In witness whereof the undersigned incorporators have executed this instrument.

DATED this 25<sup>th</sup> day of September, 1987.

Jon Hubof  
Jon Hubof

Meralyn Hubof  
Meralyn Hubof

STATE OF IDAHO )  
 ) ss.  
COUNTY OF KOOTENAI )

On this 25<sup>th</sup> day of September, 1987, before me, the undersigned Notary Public for the State of Idaho, personally appeared Jon Hubof and Meralyn Hubof, known to me or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

(SEAL)

Lisa Brown  
Notary Public for Idaho

Residing at: Coeur d'Alene

My Commission Expires: lifetime