

# CERTIFICATE OF INCORPORATION OF

ASHTON FLYERS, 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
ASHTON FLYERS, INC.
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, 19 81 .
ENT SEAT Comme



SECRETARY OF STATE

Corporation Clerk

aut L

#### ARTICLES OF INCORPORATION

OF

#### ASHTON FLYERS, INC.

5

6

1

2

3

4

8

7

9 10

11

12

13

14 15

16 17

18 19

20

2122

23

2425

26 27

28

29 30

31

32

We, the undersigned natural persons over the age of twenty-one (21) years, acting as incorporators of a corporation under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation:

## ARTICLE I - NAME

The name of this corporation is: Ashton Flyers, Inc.

## ARTICLE II - DURATION

The duration of this corporation is perpetual.

## ARTICLE III - PURPOSES

That the nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

- To carry on the business of operating an airplane or aircraft or aircrafts for private and commercial business and all other incidents appurtenant thereto or connected therewith.
- To purchase, lease or otherwise acquire an aircraft or aircrafts and to dispose of lease or let aircraft or aircrafts and all other necessary incidents of ownership thereto.
- (c) To do all and everything necessary, suitable and proper for and incident to the accomplishment of the purposes enumerated above, and for the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is granted.

IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred

by the law of the State of Idaho, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

- (a) To borrow or loan money with or without security therefor; to issue promissory notes, bonds, debentures, mortgages, security agreements of all kinds and other evidences of indebtedness.
- (b) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, state of the federal government.
- (c) To have one or more offices to conduct its business and promote its objects within and without the State of Idaho.
- (d) And to issue shares of the capital stock of this corporation in return for leases, subleases, assignments and reassignments, property, tangible and intangible, and for services actually rendered to the corporation; such shares to have pre-emptive rights.

#### ARTICLE IV - STOCK

The aggregate number of shares of voting non-assessable common stock which the corporation shall have authority to issue is TWENTY-FIVE THOUSAND (25,000), said stock at \$1.00 par value. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any futher call or assessment.

## ARTICLE V - AMENDMENTS

The Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

# ARTICLE VI - INITIAL OFFICE AND AGENT

The address of its initial registered office is 527 Main Street,
Ashton, Idaho 83420, and the name of its initial registered agent at
such address is ALLAN MILLER.

# ARTICLE VII - SHAREHOLDER RIGHTS

The authorized and treasury stock of this corporation may be issued at such time and upon such terms and conditions and for such

2 shall not have pre-emptive rights to acquire additional shares of the corporation. 3 4 ARTICLE VIII - DIRECTORS The number of Directors constituting the initial Board of Directors 5 of this corporation are three. The names and addresses of the persons to 6 serve as Directors until the first annual meeting of stockholders or until 7 8 their successors are elected and qualify are: ALLAN MILLER 527 Main Street 9 Ashton, Idaho 83420 10 ROSS WYNN 14 North 6th 11 Ashton, Idaho 83420 12 ROBERT CHRISTENSEN Ashton, Idaho 83420 13 ARTICLE IX - INCORPORATORS The names and addresses of the incorporators of the corporation are: 14 527 Main Street ALLAN MILLER 15 Ashton, Idaho 83420 16 ROSS WYNN 14 North 6th Ashton, Idaho 17 83420 ROBERT CHRISTENSEN 18 Ashton, Idaho 83420 ARTICLE X - SHAREHOLDERS 19 The names and addresses of all of the original shareholders of 20 the corporation and the number of shares each holds are: 21 ALLAN MILLER 527 Main Street 22 400 shares Ashton, Idaho 83420 23 ROSS WYNN 14 North 6th 400 shares Ashton, Idaho 83420 24 ROBERT CHRISTENSEN Ashton, Idaho 83420 400 shares 25 26 ARTICLE XI - OFFICERS The names and addresses of all of the original officers of the corpor-27 ation are: 28 ROBERT CHRISTENSEN 29 Ashton, Idaho 83420 President 30

527 Main Street

83420

83420

Ashton, Idaho

14 North 6th Ashton, Idaho

ALLAN MILLER

ROSS WYNN

Vice-President

Secretary/Treasurer

31

32

consideration as the Board of Directors shall determine. The shareholder

1

#### ARTICLE XII - LIMITED LIABILITY

The private property of the stockholders of this corporation shall not be liable for the debts or obligations of this corporation.

### ARTICLE XIII - BY-LAWS

The Directors shall adopt by-laws which are not inconsistent with law or these Articles or Incorporation for the regulation and management of the affairs of the corporation. These by-laws may be amended from time to time and/or repealed pursuant to law.

#### ARTICLE XIV - COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

# ARTICLE XV - ACQUISITION AND DISPOSITION OF SHARES

This corporation shall have the right to acquire its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

1

2 3

4

5

6

7

8

9 10

11

12 13

14

15

16 17

18

19 20

21

22 23

2425

26

2728

29

30 31

32

1	IN WITNESS WHEREOF, the said incorporators hereof have subscribed
2	their names this 20th day of August , 1981.
3	
4	Lafet & Christense
5	ROBERT CHRISTENSEN
6	Marie Son
7	ALLAN MILLER
8	$\mathcal{L}$
9	ROSS WYNN ST
10	KOSS WININ
11	STATE OF IDAHO ) : SS.
12	County of Fremont )
13	
14	I, Lynn Hossner , a Notary Public, hereby certify that
15	on the 20th day of August , 1981, personally appeared before me,
16	Robert Christensen, Allan Miller, and Ross Wynn
17	who being by me first duly sworn, declared that they are the person S
18	who signed the foregoing instrument as incorporator S and that the statements
19	therein contained are true.
20	IN WITNESS WHEREOF, I have hereunto set my hand and seal this
21 22	20th day of August , 1981.
23	Honna (arter
24	MOTARY PUBLIC FOR IDAHO Residing at: Ashton
25	Commission Expires: Lifetime
26	
27	
28	
29	
30	
31	
32	