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# State of Idaho

## Department of State

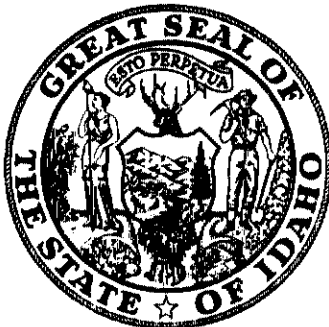
### CERTIFICATE OF INCORPORATION OF

ROCKY MOUNTAIN ASSOCIATES, 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: June 09, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Reeves*

**ARTICLES OF INCORPORATION  
OF  
ROCKY MOUNTAIN ASSOCIATES, INC.**

RECEIVED  
IDaho STATE

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The undersigned natural person of the age of twenty one years or older, acting as an incorporator of Rocky Mountain Associates under the Idaho Code, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this corporation is Rocky Mountain Associates, Inc.

**ARTICLE II  
PURPOSES AND DURATION**

The purpose of the corporation is to engage in the business of consulting for airport planning, design and management and to engage in any other lawful act or activity for which corporations may be organized under the General Business Corporation Act of the State of Idaho. The period of duration of the corporation shall be perpetual.

**ARTICLE III  
CAPITALIZATION**

This corporation shall have authority to issue 1,000 shares of Common Stock. Each share of Common Stock shall have a par value of \$0.001. All shares of Common Stock shall have the same rights and preferences. Fully paid stock of this Corporation shall not be liable to any call and is non-assessable.

**ARTICLE IV  
ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS**

The directors of the corporation are not liable to the corporation or to its stockholders for monetary damages for breach of fiduciary duty as a director, except liability:

(a) for any breach of the director's duty of loyalty to the corporation or its stockholders;

(b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) provided for under Section 30-1-48, Idaho Code; or

(d) for any transaction from which the director derived an improper personal benefit.

ARTICLE V  
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights for all Common Stock.

ARTICLE VI  
CUMULATIVE RIGHTS

The shareholders shall have the right to cumulate their shares when electing directors of this corporation.

ARTICLE VII  
INITIAL OFFICE AND AGENT

The name of the initial registered agent of this corporation is Pam Penkoff. The address of the initial registered agent is:

216 4th Avenue  
Hailey, Idaho 83333

ARTICLE VIII  
DIRECTORS

The names and addresses of the two persons who are to serve as directors of this corporation until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Pam Penkoff	P.O. Box 1421 Hailey, Idaho 83333
Todd G. Wirthlin	P.O. Box 472 Bellevue, Idaho 83313

ARTICLE IX

INCORPORATORS

The names and addresses of the incorporators are as follows:

Name

Address

Pam Penkoff


P.O. Box 1421  
Hailey, Idaho 83333


Todd G. Wirthlin

P.O. Box 472  
Bellevue, Idaho 83313

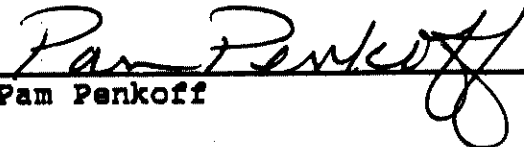
DATED: June 8, 1993.

INCORPORATORS:

  
\_\_\_\_\_  
Pam Penkoff  
Incorporator

  
\_\_\_\_\_  
Todd G. Wirthlin  
Incorporator

The undersigned hereby acknowledges and accepts appointment as registered agent of this corporation in the foregoing Articles of Incorporation.

  
\_\_\_\_\_  
Pam Penkoff

STATE OF IDAHO )  
COUNTY OF Blaine ) ss.

The foregoing instrument was acknowledged before me this  
6<sup>th</sup> day of June, 1993, by Pam Penkoff.

[Signature]  
NOTARY PUBLIC

My Commission Expires:

12/12/94

Residing At:

Idaho, Idaho 83333

STATE OF IDAHO )  
COUNTY OF Blaine ) ss.

The foregoing instrument was acknowledged before me this  
6<sup>th</sup> day of June, 1993, by Todd G. Wirthlin.

[Signature]  
NOTARY PUBLIC

My Commission Expires:

12/12/94

Residing At:

Idaho, Idaho 83333

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