

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

SANDPOINT AERO CLUB, 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 _____

SANDPOINT AERO CLUB, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 May 4, 19 84



Pete T. Cenarrusa

SECRETARY OF STATE

Denise D. Lerner
Corporation Clerk

ARTICLES OF INCORPORATION
OF

SANDPOINT AERO CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned have this day voluntarily joined together and do hereby and by these Articles of Incorporation, united and associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Idaho, Section 30-301, et seq, Idaho Code, for the purposes hereinafter stated:

I.

The name of this corporation shall be Sandpoint Aero Club, Inc.

II.

The corporation is a nonprofit corporation.

III.

The terms for which this corporation shall exist shall be perpetual.

IV.

The name of the registered agent, and the street address and post office address of the registered office, of this corporation shall be Stephen F. Smith, of Cooke, Lamanna & Smith, 104 Superior Street, P. O. Box C, Sandpoint, Bonner County, Idaho.

V.

The objects and purposes for which this corporation is formed shall be and are exclusively nonprofit, such objects and

purposes being:

(1) To lease one or more aircraft for the education, transportation, and general use of the members of the club or their families or such individuals as the Board of Directors may designate pursuant to the Bylaws of the corporation, and generally to promote the safe use and enjoyment of the flying of aircraft and related activity.

(2) To receive from any and all available sources funds for the maintenance and operation of such activities.

(3) To hold title, legal or equitable, to property of any nature in trust for itself or for carrying out of any purpose incidental to its powers, and to sell or encumber any such property, real or personal.

(4) To solicit, receive and expend the proceeds of fees, donations, bequests and legacies for any purpose for which this corporation is formed.

(5) To enter into such contracts and to incur such obligations as are consistent with its powers, objects and purposes, but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

(6) It is intended that this corporation shall qualify as a nonprofit corporation under the laws of the State of Idaho.

(7) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

(8) It is the intention of the incorporators hereof that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient

or proper for the accomplishment of its purposes, for the attainment of any one or more of its objects hereinabove enumerated, or incidental to the purposes and objects hereinafter named, and which are permitted under the laws of the State of Idaho under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

VI.

The governing body of this corporation shall be managed and conducted by a Board of Directors of not less than two (2) persons, the exact number of persons to serve on such Board to be specified in the Bylaws.

VII.

The Board of Directors of this corporation may meet and transact the business hereof either at the principal place of business herein designated, or at such other place as may be designated by resolution of the Board of Directors.

VIII.

The Bylaws of this corporation may be repealed, amended, altered, or new Bylaws adopted at any annual meeting, or any special meeting of the members called for that purpose, by a vote representing not less than a majority of the members, or by the written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, of a majority of the members, which written consent may be in more than one instrument. Furthermore,

the Board of Directors of this corporation shall have the power to repeal, amend, and alter the Bylaws of the corporation, and to adopt new Bylaws, by vote of not less than a majority of the members of said Board of Directors; provided, that the Board of Directors shall not make or alter any Bylaws fixing the condition of membership, meetings of members, the qualifications, number classifications, term of office, manner of filling vacancies or compensation of members of the corporation or members of the Board.

IX.

Membership in this corporation shall be evidenced by a membership certificate, and management of its affairs is to be vested in the members pursuant to Section 30-314(c), Idaho Code. Each member shall be entitled to one vote on any matter calling for a vote of the members. Membership certificates may not be assigned. Provisions for membership shall be prescribed in the Bylaws.

X.

The names and addresses of the Directors constituting the initial Board of Directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|-------------------------------------|
| Thomas C. Scott | P. O. Box 269 Sagle, Idaho 83860 |
| Catherine M. Scott | P. O. Box 269 Sagle, Idaho 83860 |

XI.

The names and addresses of the incorporators hereof are

(5)

those set forth in paragraph X hereinabove.



Thomas C. Scott

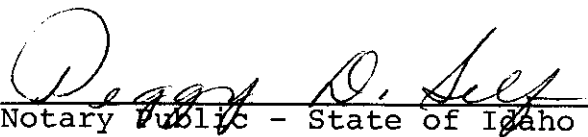


Catherine M. Scott

STATE OF IDAHO)
 SS
County of Bonner)

On this 30 day of April, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared THOMAS C. SCOTT and CATHERINE M. SCOTT, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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



Notary Public - State of Idaho
Residing at Sandpoint therein.
My commission expires: Life