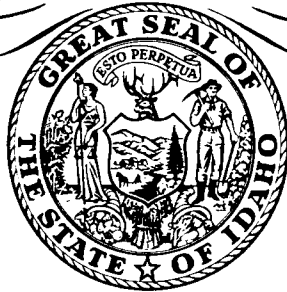


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

INTERMOUNTAIN HELICOPTERS, INC.

was filed in the office of the Secretary of State on the **Nineteenth** day
of **March** A.D. One Thousand Nine Hundred **Sixty-five** and
~~will be~~ duly recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Boise, in the County of **Ada.**

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **19th** day of **March**,
A.D., **1965**.

Secretary of State.

ARTICLES OF INCORPORATION
of
INTERMOUNTAIN HELICOPTERS, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of this corporation is INTERMOUNTAIN HELICOPTERS, INC.

ARTICLE II

The objects and purposes for which the corporation is formed are:

1. To engage in the general operation of a helicopter, or helicopters, or other airborne vehicles, for hire; to own, operate, buy, sell, exchange, let or lease equipment, materials vehicles or anything else necessary to carry out the general purposes of this organization.
2. To engage in the letting for hire airborne vehicles for charter, contract or services with individuals, business, organizations or governmental agencies or organizations.
3. To engage in commercial aerial applications of chemicals, insecticides and herbicides to vegetation.
4. To specifically use helicopter or helicopters or other

airborn vehicles for transportation of cargo, transportation of personnel, wire laying, pole setting, aerial service, photography, fire fighting, instruction, construction and aerial mapping.

5. To acquire, buy, own, hold, sell, exchange, let or lease personal property and real property within the state of Idaho or outside the state of Idaho.

6. To borrow money for the purposes of this corporation to issue bonds, notes and debentures and other evidences of indebtedness therefor, and to secure the same by mortgage or pledge of personal property including the income of said corporation or by mortgage of real property executed in trust or otherwise. All or any portion of the real or personal property of the corporation may be so pledged, mortgaged or hypothicated.

7. To build any or all buildings or structures necessary or convenient for the conduct of the business of said corporation or to acquire the same by purchase, lease or otherwise.

8. To purchase, lease or otherwise acquire in whole or in part the business, good-will, rights, franchises and property of every kind and to take over the whole of any part of the assets or liabilities of any person, firm, association or corporation or owning property necessary or suitable for its purposes and to pay for the same in cash in the stock or bonds of this corporation or otherwise to hold or in any manner dispose of the whole or any part of the business or property so acquired and to exercise all the powers necessary or incidental to the conduct of such business.

9. To enter in any contract, co-operative agreement or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay such persons for their services as the directors may deem fit.

10. To purchase, or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer or otherwise dispose of shares of the capital stock of this corporation or evidences of indebtedness of any kind or nature created by any corporation or corporations, wherever organized, whether public or private.

11. To exercise generally the powers customarily exercised by business corporations, and particularly the powers provided by the laws of the State of Idaho, referring especially to Section 29-114 I.C. in any State of the United States throughout the world.

12. To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes. The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

ARTICLE III

This corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation is Boise, Idaho.

ARTICLE V

The amount of the capital stock of the corporation shall be and is \$100,000.00, divided into 10,000 shares, said shares to have \$10.00 per share par value, and said stock shall be non-assessable.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Robert G. McLellan	3417 Lake St. Boise, Idaho	250
Ronald A. Shane	2614 El Rancho, Boise, Idaho	236
Rod A. Kvamme	c/o Robert G. McLellan	207

ARTICLE VII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the additional directors may be elected by the directors then in office and the directors so elected shall hold office until their successors are elected and qualified.

ARTICLE IX

A voluntary sale, lease or exchange of all the property and

assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

ARTICLE X

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director, individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

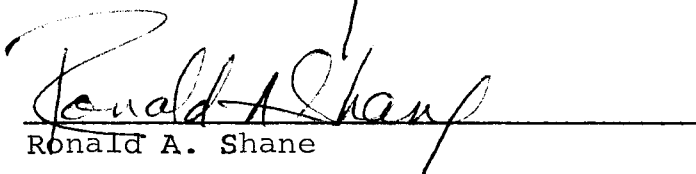
ARTICLE XI

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation,

in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 18th day of March, 1965.


Robert G. McLellan

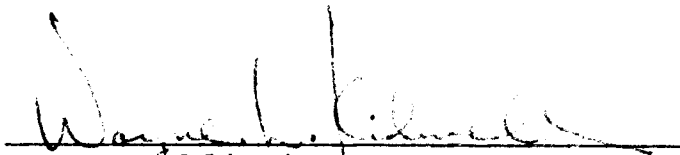

Ronald A. Shane


Rod M. Kvamme
M.

STATE OF IDAHO)
) ss.
County of Ada)

On this 18th day of March, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT G. MCLELLAN, and RONALD A. SHANE, known by me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

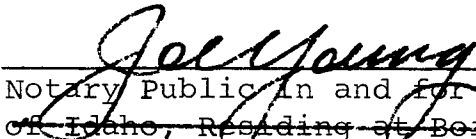
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year in this certificate first above written.


Notary Public in and for the State
of Idaho, Residing at Boise, Idaho

STATE OF *Montana*)
) ss.
County of *Missoula*)

On this 15th day of March, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared ROD ~~A.~~ M. KVAMME, known by me to be the person whose name is subscribed to the within instrument, and acknowledged to me that they executed the same.

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


Notary Public in and for the State
~~of Idaho, Residing at Boise, Idaho~~
NOTARY PUBLIC For The State of Montana
Residing at Missoula, Montana
My Commission Expires November 14, 1965