

**FILED/EFFECTIVE**

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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
PARTNERS IN FLIGHT, INC.

IDAHO SECRETARY OF STATE  
04/24/2001 09:00  
4399 CT: 78398 BH: 392901  
\$ 38.00 = 38.00 INC MONP # 2

The undersigned, being over the age of eighteen (18) years, and for the purpose of forming a non profit corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is PARTNERS IN FLIGHT, INC., and its existence shall be perpetual.

ARTICLE TWO

The address of the registered office of the corporation in the State of Idaho is 110 E. Wallace Avenue, Coeur d'Alene, ID 83814, and the name of its registered agent at that address is PAUL W. DAUGHARTY, P.A.

ARTICLE THREE

The name and mailing address of the incorporator of the corporation is Lonnie Soderberg, 1301 E. 3rd Avenue, Post Falls, Idaho, 83854.

ARTICLE FOUR

1. The Corporation is formed for lawful nonprofit purposes and objectives. Stock will not be issued. All corporate assets will be dedicated to exempt purposes; although the Corporation will be authorized to pay reasonable compensation for services rendered, and to enter into business transactions in furtherance of its exempt purpose. The Corporation will not pay dividends, and its assets will not inure to the private profit of any person. If and when the Corporation is dissolved, its assets will be distributed for exempt purposes, or will devolve to a government agency for a public purpose. None of the assets will be distributed to private individuals.

2. The purpose of the Corporation is to engage in the business of providing balloon rides for the disabled and any lawful act or activity for which Corporations may be organized under the Idaho Nonprofit Corporation Act.

ARTICLE FIVE

The Corporation will not provide life, sickness, accident, and/or similar benefits to members. The organization will seek a federal tax exemption for its own income and will seek a ruling that contributions to the organization are federally tax deductible. If the organization becomes tax exempt in either category, it will perform any act required to

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retain tax exempt status and will refrain from any activities forbidden by **Internal Revenue Code §501(c)(3)**.

## ARTICLE SIX

At all times, the organization's investments and investment policy will be consistent with its nonprofit purpose, and income and assets will be generated only to carry out the nonprofit purpose, not to generate a profit for any person or organization.

## ARTICLE SEVEN

1. The number of Directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. The Officers and Directors will not be personally liable for the Corporation's debts and liabilities, and their personal property is exempt from seizure or levy to pay obligations of the Corporation.

3. The powers of the Corporation will include all powers granted by the State of Idaho to nonprofit Corporations of the same type. In addition, the Corporation's powers will include the following, to the extent not prohibited by the State of Idaho or Federal Law:

a. To solicit, collect, receive, hold, invest, distribute, and disburse funds in the form of donations, gifts, bequests, and subscription;

b. The power to accept gifts from individuals, corporations and foundations in furtherance of the Corporation's nonprofit purpose;

c. To borrow funds with or without security, on terms at least as favorable as those offered on the open market, to carry out the Corporation's nonprofit purpose as authorized by all of the Corporation's Directors and approved by the State's regulators or charitable organizations; and

d. The power to engage in fund-raising events, for example, benefits and sales of donated merchandise, provided that these events are infrequent and irregular, not tantamount to maintenance of a profit-making business, and provided that the income derived from these events, net of reasonable expenses, will be entirely devoted to the organization's nonprofit purpose.

3. The first Directors of this Corporation shall be three (3) in number and their addresses are as follows:

<u>Name</u>	<u>Address</u>
LONNIE SODERBERG	1301 E. 3rd Avenue Post Falls, ID 83854
JAMES STONE	1301 E. 3rd Avenue Post Falls, ID 83854
GARY WALDMAN	1301 E. 3rd Avenue Post Falls, Id 83854

4. The term of the first Directors shall be until the first annual meeting of the Corporation or until their successors are elected and qualified.

#### ARTICLE EIGHT

The Corporation's Board of Directors will meet at least quarterly, with additional meetings as called by three (3) or more Directors. The Corporation will hold a general membership meeting at least annually, and special meetings shall be called by demand of the President. No business shall be transacted at such special meeting except as may be stated in the notice of such call and at least two (2) days notice shall be given to the members of such meeting.

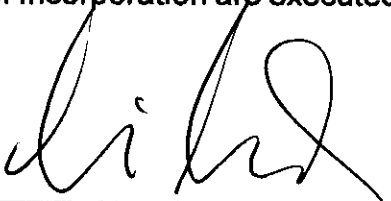
#### ARTICLE NINE

Power to amend the organization's Articles of Incorporation and Bylaws will rest with the Board of Directors and the membership; an amendment can be had by vote of sixty-six and two-thirds percent ( $66 \frac{2}{3}\%$ ) of the Directors and members, present and voting at a regular or special meeting.

#### ARTICLE TEN

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the Idaho Business Corporation Act, does hereby make and file these Articles of Incorporation, and does hereby declare and certify that this is her act and deed and the facts herein stated are true.

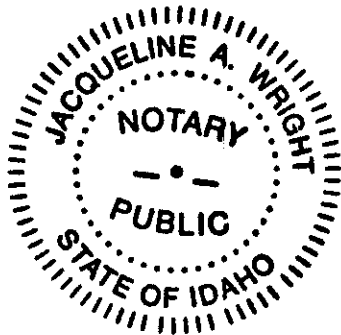
IN WITNESS WHEREOF, these Articles of Incorporation are executed in duplicate on the 13 day of April, 2001.

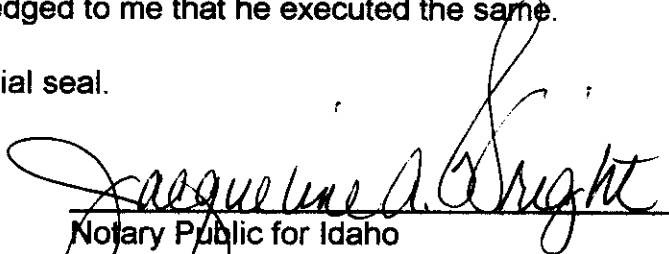
  
\_\_\_\_\_  
LONNIE SODERBERG, Incorporator

STATE OF IDAHO    )  
                          ss.  
County of Kootenai )

On this 13 day of April, 2001, before me, the undersigned Notary Public in and for said state, personally appeared LONNIE SODERBERG, being first duly sworn under oath, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.



  
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Notary Public for Idaho  
Residing at Coeur d'Alene  
My commission expires: 5-22-07