

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

C AND B AERIAL SERVICES, INC.

was filed in the office of the Secretary of State on the **Third** day of **July**, A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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

Burley

in the County of

Cassia

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 **3rd** day of **July**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
C AND B AERIAL SERVICES, INC.

THE UNDERSIGNED, CARMA BAUER, BRUCE BAUER and LLOYD J. WEBB, residents of Cassia and Twin Falls Counties, State of Idaho, each and all citizens of the United States, of the age of majority, do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

I.

The name of the corporation is C AND B AERIAL SERVICES, INC.

II.

The corporation is formed for the following purposes:

A. To engage in activities associated with commercial aviation, including aerial application of chemicals in agricultural and grazing areas and aerial spraying and seeding of a general nature and all activities incidental to the commercial application and seeding purposes described.

B. To engage in aerial photography, mapping, surveying and other like activities.

C. To engage in air transportation to the extent permitted by law and instruction of students leading to their certification as operators of aircraft.

D. To engage in dusting, spraying, defoliation, fertilizing and seeding through ground operations and the use of vehicular spraying and seeding mechanisms.

E. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property, to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise as a corporation; to acquire, purchase, guarantee, hold, mortgage, own, vote, sell,

pledge and/or otherwise dispose of or deal in shares, bonds, securities and debentures and other evidence of indebtedness of its own and other corporations, domestic or foreign; to pledge, mortgage and otherwise encumber the assets of the corporation.

F. To conduct business in this State, other States, the District of Columbia, Territories, and other possessions of the United States of America, and in foreign countries, and to have one or more offices or places of business out of this State.

G. To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any state, municipality or government, and to engage in association with other corporations, partnerships, associations and individuals in the joint operation of legitimate business endeavor, and to acquire, hold, purchase, the assets, franchises, permits, good will of other operational organizations of whatever legal capacity engaged in business pursuits similar to those of this corporation.

H. To do any and all such other acts, things, business in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation, including research, study, development, extension of credit, loans, or any other legitimate action directed to promote the interests of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its purposes or allied objectives.

I. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the

statements contained in each clause shall be in nowise limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression, or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to, and hereby are, included as purposes and powers of this corporation.

III.

The registered office of the corporation shall be Burley, Cassia County, State of Idaho.

IV.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V.

The corporation shall be governed by a Board of Directors. The number of members of the Board shall be provided by the By-Laws of the corporation, but shall not be less than three nor more than five. The qualifications, duties, powers, limitations, and other facts relevant to the functions of the Board of Directors shall be set out in the By-Laws of this corporation, subject to the laws of the State of Idaho.

VI.

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation, and shall have the power to adopt new By-Laws; this power may be exercised by the Board of Directors through a majority vote of that Board. By-Laws so repealed, amended, or adopted by the Board of Directors, subject to these Articles and the By-Laws of the

corporation, shall be subject to re-enactment, amendment or repeal by the shareholders of this corporation at their regular meetings or at any meeting specially called for that purpose. A majority of the shareholders of the corporation may exercise the powers of re-enactment, amendment, or repeal heretofore set out. The By-Laws of this corporation shall regulate the manner of voting for this and other governing actions of the corporation.

VII.

The amount of the authorized stock of the corporation shall be Twenty Five Thousand Dollars (\$25,000.00), divided into five hundred (500) shares of common stock at a par value of Fifty Dollars (\$50.00) each.

VIII.

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

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Carma Bauer	Burley, Idaho	25
Bruce Bauer	Burley, Idaho	100
Lloyd J. Webb	Twin Falls, Idaho	1

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IN WITNESS WHEREOF, The parties hereto have hereunto set their hands and seals this 30 day of March, 1961.

Carma Bauer
Bruce Bauer
Lloyd J. Webb

STATE OF IDAHO,)
County of Twin Falls,) ss.

On this 30 day of March, 1961, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared CARMA BAUER, BRUCE BAUER and LLOYD J. WEBB, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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

A. J. Baylor
Notary Public
Residence: Twin Falls, Idaho.

RAYBORN & RAYBORN
LAWYERS
BOX 759
TWIN FALLS, IDAHO