

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PARADISE FLYERS AERO CLUB, INC.
File number C 112816

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 PARADISE FLYERS 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: December 1, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Finkel*

Nov 28 10 53 AM '95

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF

PARADISE FLYERS AERO CLUB, INC.

IDAHO SECRETARY OF STATE
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The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Codes of the State of Idaho ("Codes"), adopt the following Articles of Incorporation ("Articles").

Article I Name.

The name of the Corporation is Paradise Flyers Aero Club, Inc.

Article II Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III Purposes.

The purposes for which the Corporation is organized and will be operated are as follows:

A. Operation of a non-profit flying club for charitable, social, educational and/or scientific purposes.

B. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Codes, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article IV Registered Office and Agent.

The location of the Corporation is in the City of Meridian, Idaho, U.S.A. The street address of the Corporations' principal office or place of business is 3520 Sugar Creek Drive, Meridian, Idaho 83642, and the name of its resident agent is James Metzger.

SECRETARY OF STATE
STATE OF IDAHO
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Article V Time of Commencement and
Period of Duration.

The Corporation will commence business on the 1st day of December, 1995, and the period of duration of the Corporation is perpetual.

Article VI Limitations.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt for federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII Terms of Admission to Membership

There shall be two initial members of the Corporation: James Metzger and Susan Metzger.

Article VIII Indebtedness or Liability.

The highest amount of indebtedness or liability to which the Corporation shall at any time be subject is \$100,000.00.

Article IX

Upon dissolution of the Corporation, all assets of the Corporation will be transferred to the President of the Corporation at the time of dissolution.

Article IX Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected every two (2) years in the manner provided in the Bylaws of the Corporation.

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

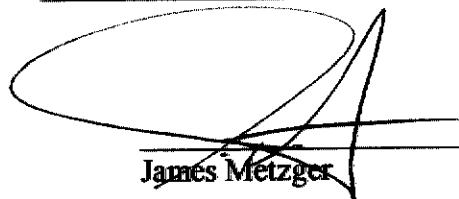
<u>NAME</u>	<u>ADDRESS</u>
James Metzger	3520 Sugar Creek Drive Meridian, ID 83642
Susan Metzger	3520 Sugar Creek Drive Meridian, ID 83642

Article X Incorporators.

The name and street addresses of the incorporators, who are adult persons and bona fide residents of the State of Idaho are:

<u>NAME</u>	<u>ADDRESS</u>
James Metzger	3520 Sugar Creek Drive Meridian, ID 83642
Susan Metzger	3520 Sugar Creek Drive Meridian, ID 83642

DATED this 28 day of November, 1995.


James Metzger


Susan Metzger

STATE OF Idaho)
County of Canyon) ss:

On this 28 day of November, 1995, before me, Diane K. Nicolosi, personally appeared JAMES METZGER, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Diane K. Nicolosi
Notary Public for State of Idaho
My commission expires: May 23, 1997

(SEAL)

STATE OF Idaho)
County of Canyon) ss:

On this 28 day of November, 1995, before me, Diane K. Nicolosi, personally appeared SUSAN METZGER, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

Diane K. Nicolosi
Notary Public for State of Idaho
My commission expires: May 23, 1997

(SEAL)