



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP
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

LODESTAR TRAVEL CLUB, INC.

was filed in the office of the Secretary of State on the **Sixth** day
of **December** A. D. One Thousand Nine Hundred **Sixty-Six** 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 and
Sections 30-1001 to 30-1005, inclusive, 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**,
and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative
Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **6th** day of **December**,
A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

LODESTAR TRAVEL CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned,
5
being natural persons of full age and a majority of whom are
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citizens of the United States, in order to form a corporation for
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the purposes hereinafter stated, under and pursuant to the provi-
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sions of the general corporation laws of the State of Idaho and the
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acts amendatory thereof and supplemental thereto, do hereby as-
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sociate ourselves together with such other persons as may associate
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themselves and their successors for the purpose of incorporation,
12
and do hereby certify as follows:

ARTICLE I.

The name of the corporation is LODESTAR TRAVEL CLUB, INC.

ARTICLE II.

17 The purposes and objects for which the corporation is formed
18 are charitable and educational.

19 A. To organize exclusively for pleasure, recreation and
20 other non-profitable purposes, an air-travel club, to own and
21 operate one or more airplanes, vehicles, buildings, recreational
22 and other facilities for the instruction and use by club members
23 only, and to maintain such other facilities in relation thereto and
24 to do all things which may be necessary or convenient for the opera-
25 tion of and benefit to such club. To this end the corporation shall
26 seek to interest persons in learning the advantages and benefits
27 of flying and air travel, as well as recreational and sporting
28 activities, and to stimulate their interest therein; promote the
29 organization of a group to finance and sponsor the development of
30 facilities and knowledge for training these arts; and to plan for
31 and encourage the use of such facilities and instruction by the
32 members, including fostering and promoting air trips, meetings,
lectures and classes, and public showing of exhibitions and films
on matters pertinent to the club's purposes; and

ARTICLES OF INCORPORATION-1 PLS.

1 B. To form an association with all the powers and privileges
2 under Chapter 10 of Title 30, Idaho Code, for a non-profit associa-
3 tion, provided that nevertheless no power hereunder given shall
4 allow any member, director or officer to organize or conduct the
5 corporation for the purpose, directly or indirectly, of fixing the
6 price or regulating the production of any article of commerce or of
7 produce of the soil or of the consumption by the people. further,
8 no powers granted herein shall give to any member or director or
9 officer the power to carry on any propaganda or any attempts to
10 influence legislation which acts are declared to be ultra vires and
11 contrary to the purposes of this corporation.

12 C. To form an association wherein the rights and interests of
13 all members shall be equal, and no member can have or acquire
14 greater interest than any other member. No part of any net earnings
15 of the club shall inure to the benefit of any private shareholder
16 thereof, and the club shall be supported by fees from services
17 rendered to members, membership dues, and assessments as may be
18 provided in the By-Laws.

19 D. In carrying out the purposes and objects of the corporation
20 as set out in paragraph A, B and C immediately foregoing in this
21 article, the corporation shall have the power

22 (1) To enact and enforce By-Laws for the governing of this
23 association, and to alter and amend them as from time to time
24 herein provided,

25 (2) To buy, sell, acquire, hold, own, mortgage, pledge, lease,
26 assign, transfer, exchange or otherwise acquire or dispose of, all
27 kinds of property, both personal and real, and all goods, wares and
28 merchandise of every kind or description,

29 (3) To make, perform and carry out contracts of every kind
30 and description made for any lawful purpose within the objects
31 and purposes of the corporation.

32 (4) To borrow money, and to make, draw, accept, endorse,

ARTICLES OF INCORPORATION-2 PLS.

1 transfer, assign, execute and issue debentures and promissory notes
2 and for the purpose of securing the same, make, transfer, assign,
3 deliver, mortgage and/or pledge part or all of the property or as-
4 sets of the corporation, within the terms and conditions that the
5 Board of Directors may authorize, and as may be permitted by law,

6 (5) And to have and to exercise any and all powers and pri-
7 vileges now or hereafter conferred by the laws of the State of Idaho
8 upon corporations incorporated under the aforesaid law, or under
9 any act amendatory thereto or supplemental thereto, or substituted
10 therefore, for the performance of acts as are necessary and con-
11 venient to obtain the objects and purposes herein set forth, to
12 the same extent and as fully as any natural person could or might
13 do, and as are not forbidden by law or by these Articles of Incor-
14 poration, provided, nevertheless, that the powers hereinabove set
15 forth shall not permit the conducting of any business for profit as
16 part of the powers of the corporation.

ARTICLE III.

18 In no event shall any income or assets of this corporation be
19 distributed to or inure to the benefit of any member, director, or
20 officer of this corporation, either directly or indirectly, other
21 than as bona fide expenses in carrying out the directions and au-
22 thorities of the Board of Directors and officers hereof in carrying
23 out the purposes of the association. In the event of the termination,
24 liquidation or dissolution of this corporation for any reason, all
25 of the assets thereof shall be distributed to another corporation
26 holding a certificate of exemption from the United States Treasury
27 or to a public organization devoted exclusively to charitable and
28 educational ends.

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The location and post office address of the registered office

ARTICLES OF INCORPORATION-3 PLS.

1 of this corporation is Boise, Ada County, Idaho.

ARTICLE VI.

3 There shall be no capital stock of this corporation, but there
4 shall be issued membership certificates to each member hereof,
5 which certificates cannot be assigned so that the transferee thereof
6 can become a member of the association except by approval of the
7 Board of Directors and under such regulations as the By-Laws may
8 prescribe. Members with dues in good standing are entitled to a
9 membership certificate and a membership card for the current year.

ARTICLE VI.

11 The names and post office addresses of the incorporators of
12 this corporation are as follows:

13 Norman C. Ashe, Boise, Idaho, Municipal Airport
14 Michael T. Loening, Boise, Idaho, Municipal Airport
14 William B. Scherer, Boise, Idaho, Municipal Airport
15 Z. Peter Scherer, Boise, Idaho, Municipal Airport
15 Allen R. Derr, Boise, Idaho, P.O.Box 4313

ARTICLE VIII.

17 The private property of any member of the corporation shall
18 not be subject to the payment of corporate debts to any extent
19 whatsoever, each person, however, by subscribing for membership
20 in the association and receiving a membership certificate therein,
21 accepts the same subject to the duty to pay such dues as may be
22 from time to time assessed by the Board of Directors as provided
23 in the By-Laws, wholly for the purpose of paying the expenses of
24 conducting the club affairs, and shall also be subject to the duty
25 of paying any assessments levied upon the vote of two-thirds of the
26 members of the association present and voting, if at least a ma-
27 jority of the members of the association are present at such regu-
28 lar or special meeting called for such purpose, wholly for the ex-
29 penditure of funds for the repair, replacement or addition to any
30 of the club's assets, or for the purchase of additional property
31 or facilities for the use of the club.

ARTICLES OF INCORPORATION-4 PLS.

**DERR & DERR
ATTORNEYS AT LAW
VISTA REALTY BUILDING
315 VISTA AVENUE
P. O. BOX 4818
BOISE, IDAHO 83705
PHONE 342-2274**

ARTICLE IX.

2 The authorized number and qualifications of the members of
3 this corporation, the different classes of membership, if any, the
4 voting rights and other rights and privileges of each class of
5 membership, and the specific liability of each and all classes of
6 members for dues and assessments, if any, and the method of col-
7 lection and time of payment thereof, shall be set forth in the By-
8 Laws of the corporation.

ARTICLE X.

10 The affairs and activities of this corporation shall be
11 managed by a board of directors consisting of not less than three
12 nor more than fifteen members. The number of officers of the cor-
13 poration and the number of directors of the corporation shall be
14 specified in the By-Laws, and such number may, from time to time, be
15 increased or decreased in such manner as may be prescribed in said
16 By-Laws.

ARTICLE XI.

18 The Board of Directors is expressly authorized to repeal and
19 amend the By-Laws of the corporation.

20 IN WITNESS WHEREOF, we have hereunto set our hands and seals
21 the _____ day of December, 1966.

27 | Boise, Idaho-----

24 | Boise, Idaho---

Boise, Idaho-----

27 | Boise, Idaho-----

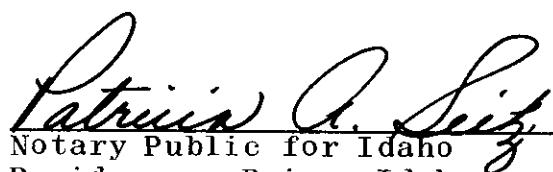
Boise, Idaho--.

30 STATE OF IDAHO)
31 County of Ada) ss.

32 On the 6th day of December, 1966, before me, Patricia A. Sny,

1 a Notary Public in and for the said State, personally appeared
2 NORMAN C. ASHE, MICHAEL T. LOENING, WILLIAM B. SCHERER, Z. PETER
3 SCHERER and ALLEN R. DERR, known to me to be the persons whose
4 names are subscribed to the within instrument and acknowledged to
5 me that they executed the same, and that the majority of them are
6 citizens of the United States and over the age of twenty-one years.

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

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12 Notary Public for Idaho
13 Residence: Boise, Idaho
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ARTICLES OF INCORPORATION-6 PLS.