

**ARTICLES OF INCORPORATION
OF
DUSTY'S FLYING SERVICE, INC.**

FILED

JUN 4 4 35 PM '99

The undersigned natural persons of the age of eighteen years or older, acting as incorporators of Dusty's Flying Service, Inc., under the Idaho Business Corporation Act, Title 30, Chapter 1, State of Idaho Code, adopt the following articles of incorporation:

**ARTICLE I
NAME**

The name of this Corporation is "Dusty's Flying Service, Inc."

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

**ARTICLE IV
CAPITALIZATION**

This Corporation shall have authority to issue an aggregate of one hundred thousand (100,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	100,000	No Par Value

Each share of Common stock will have one vote with equal rights to distributions, and equal rights to the net assets of the corporation upon liquidation.

IDAHO SECRETARY OF STATE

**ARTICLE V
PREEMPTIVE RIGHTS**

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This Corporation elects to have preemptive rights.

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**ARTICLE VI
CUMULATIVE VOTING**

In all elections for Directors, shareholders shall not be permitted to cumulate their votes. Shareholders shall be limited to one vote for each share of stock registered in the shareholder's name on the books of the Corporation.

**ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

Denise Isaac
385 N. Jerome
Mountain Home, ID 83647

**ARTICLE VIII
DIRECTORS**

The business of the Corporation shall be managed by its Board of Directors. Each director shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be one (1). All directors must be stockholders of the Corporation.

The initial board of directors of the Corporation shall consist of one (1) director. The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successors are elected and qualified, is as follows:

Name	Address
Denise Isaac	385 N. Jerome Mountain Home, ID 83647

**ARTICLE IX
INCORPORATORS**

The name and address of the incorporator is as follows:

Name	Address
Denise Isaac	385 N. Jerome Mountain Home, ID 83647

**ARTICLE X
ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS**

The directors of this Corporation are not liable to the corporation or to its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except liability for the following:

- (1) The amount of a financial benefit received by a director to which he is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;

- (3) A violation of Idaho Code § 30-1-833, or
- (4) An intentional violation of criminal law.

ARTICLE XI INDEMNIFICATION OF DIRECTORS & OFFICERS

The Corporation shall indemnify and hold harmless each director for liability, as defined in Idaho Code § 30-1-850(5), to any person for any action taken, or any failure to take any action, as a director, except for:

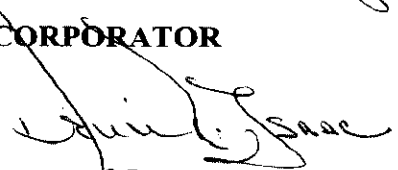
- (1) Receipt of a financial benefit to which he or she is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

ARTICLE XII LIMITED LIABILITY FOR SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

DATED this 27st day of Aug, 1999

INCORPORATOR


Signature of, Incorporator