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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

PRIEST RIVER AVIATION, INC.

the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a corporation under the law of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation is: **PRIEST RIVER AVIATION, INC.**

ARTICLE II.

TERM OF EXISTENCE

The term of duration of this corporation is perpetual.

ARTICLE III.

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation are as follows:

1. To engage in all aspects of the aviation business including the supply of aviation fuel.
2. To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho, and which the corporation may determine convenient or proper in the furtherance of any of the purposes hereinabove mentioned, whether expressly set forth in this article or not.

IDAHO SECRETARY OF STATE

12/18/1998 09:00  
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#### **ARTICLE IV.**

##### **AUTHORIZED SHARES**

The aggregate number of shares of stock which this corporation has authority to issue is FIFTY THOUSAND (50,000) shares of common stock. Such shares shall consist of one class of stock only.

The corporation shall be authorized to issue its common stock pursuant to such plans as it may from time to time adopt in accordance with the provisions of the Internal Revenue Code. The Board of Directors shall be authorized to adopt a written plan for such issuance.

At such time as the Board of Directors may direct by resolution, said capital stock shall be paid into the corporation either in cash or by the sale and transfer to it of real or personal property and any other valuable right or thing for the use and purpose of the said corporation, in payment for which shares of the capital stock of the corporation will be issued. The judgment of the Board of Directors as to the value of the property purchased shall be conclusive. The corporation by the action of its shareholders, is authorized to increase, decrease or reclassify its stock, or to recall the same. In addition to its capital stock, the corporation may accept additional cash or property as paid-in surplus.

#### **ARTICLE V.**

##### **REGISTERED AGENT/REGISTERED OFFICE**

The address of the corporation's initial registered office in the State of Idaho shall be 15396 Highway 57, Priest River, Idaho 83856. The name of its initial registered agent at such address is Rich Mendive.

**ARTICLE VI.**

**INCORPORATORS**

The name and post office address of each of the incorporators are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Rich Mendive	15396 Highway 57 Priest River, Idaho 83856
Roger Griesemer	Rt. 3 Box 564 Priest River, Idaho 83856
Randy Blinn	P.O. Box 652 Priest River, Idaho 83856
Chad Reel	P.O. Box 1925 Newport, Washington 99156

**ARTICLE VII.**

**BOARD OF DIRECTORS**

The initial Board of Directors shall consist of the following persons:

**NAME**

Rich Mendive  
Roger Griesemer  
Randy Blinn  
Chad Reel

At any such time at which the corporation has two (2) or more shareholders, it shall have not less than two (2) nor more than six (6) directors.

**ARTICLE VIII.**

**RESTRAINT ON ALIENATION OF SHARES**

The shareholders of this corporation shall have the power to include in the By-Laws,

adopted by the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders, as provided in Idaho Code, Section 30-1-627. The manner and form as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provision shall be plainly written upon the certificate evidencing the ownership of such stock.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares. In accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

#### **ARTICLE IX.**

#### **CORPORATE AFFAIRS**

The method and manner of holding directors' meetings and stockholders' meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of the corporation and by the laws of the State of Idaho.

The Board of Directors may repeal and amend the By-Laws of the corporation and adopt new By-Laws.

ARTICLE X.

AMENDMENTS TO ARTICLES

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of stockholders as required by the laws of the State of Idaho in a meeting of stockholders called for that purpose as prescribed by law.

IN WITNESS WHEREOF, The incorporators have executed these Articles of Incorporation this 15 day of December, 1998.

  
RICH MENDIVE

  
ROGER GRIESEMER

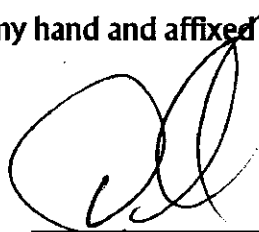
  
RANDY BLINN

  
CHAD REEL

State of Idaho )  
County of Bonner )

On this 10 day of December, 1998, before me, the undersigned, a Notary Public in and for said state, personally appeared RICH MENDIVE known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.


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

  
NOTARY PUBLIC for Idaho  
Residing At Paris, ID  
Comm. Exp. Sept. 12, 2000

State of Idaho )  
County of Bonne )

On this 15 day of June - , 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared ROGER GRIESEMER known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

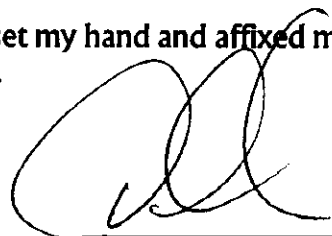
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
NOTARY PUBLIC for Idaho  
Residing At Prineville  
Comm Exp Sept. 12, 2000

State of Idaho )  
County of Bonne )

On this 11 day of June - , 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared RANDY BLINN known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

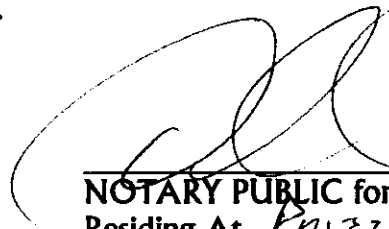
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
NOTARY PUBLIC for Idaho  
Residing At Prineville  
Sept. 12, 2000

State of Idaho )  
County of Bonner )

On this 14 day of December, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared CHAD REEL known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

  
NOTARY PUBLIC for Idaho  
Residing At Prize Rev.  
Sept. 12, 2000