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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

of

AVIATION INDUSTRY COMPUTER-BASED TRAINING

COMMITTEE CORPORATION

A Nonprofit Corporation

The following Articles of Incorporation are hereby adopted pursuant to the Idaho Nonprofit Corporation Act:

1. Name.

The name of this nonprofit corporation is AVIATION INDUSTRY COMPUTER-BASED TRAINING COMMITTEE CORPORATION.

2. Nonprofit Corporation.

This corporation is a nonprofit corporation organized under the provisions of Idaho Code, Title 30, Chapter 3.

3. Duration.

This nonprofit corporation shall have perpetual duration unless sooner dissolved, as provided by law.

4. Purposes.

The purposes of this corporation are:

Section 1.

(a) Assist airline operators in development of guidelines which promote the economic and effective implementation of computer based training ("CBT").

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(b) Be of significant help to the aviation industry organizations such as the Airline Transportation Association ("ATA") training committees and provide a body which will be responsive to the airlines implementation of CBT by:

(i) Providing information available to the Corporation upon request of the airline operators;

(ii) Assisting the airline operators in defining hardware that will deliver courseware from various sources;

(iii) Addressing issues of hardware/software compatibility;

(iv) Promoting hardware development without adversely affecting continued use of existing hardware;

(v) Addressing issues of courseware guidelines, compatibility, and portability;

(c) Providing an open forum for discussion of CBT technologies.

Section 2.

Notwithstanding the foregoing, neither the Corporation nor its members shall engage in discussion or actions which affect pricing, competition, or proprietary plans, or inhibit technology development.

Section 3.

The Corporation's primary focus shall be on matters pertaining to courseware inter- operability rather than on issues of courseware design and content.

Section 4.

(a) The Corporation is organized and operated exclusively for charitable, cultural and educational purposes, and exclusively in furtherance of such purposes shall carry out and promote such activities and projects as are consistent with these articles.

(b) To achieve the specific purposes listed above this nonprofit corporation shall have all power to perform those functions authorized for nonprofit corporations by the Idaho Nonprofit Corporations Act including those functions and powers specifically enumerated in Section 30-307, Idaho Code.

5. Membership.

The corporation shall have members with all the powers generally reserved to members. Members shall consist of entities and persons approved by the Corporation upon criteria specifically set forth in the By-laws but which shall not be inconsistent with these articles.

6. Registered Agent and Office.

The address of the initial registered office of the corporation is located at 203 N. Teton Ave., Sugar City, ID 83448, and the name of the initial registered agent of the corporation is Scott Bergstrom.

7. Directors.

The affairs of the corporation shall be conducted by a Board of Directors of not less than three (3) members, the exact number of which shall, from time to time, be fixed by the Bylaws.

The initial Board of Directors shall consist of three (3) members whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Scott Bergstrom	c/o Ricks College Rexburg, ID 83460-4172
Mark Scansen	c/o Matsushita Avionics 22333 - 29 th Dr. S.E. Bothell, WA 98201
William McDonald	c/o FlightSafety-Boeing P.O. box 34787 MS 20-79 Seattle, WA 98124

8. Incorporators.

The names and addresses of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Scott Bergstrom	c/o Ricks College Rexburg, ID 83460-4172

9. Supplemental Powers and Purposes.

A. No part of the net earnings 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 Paragraph 4 hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing of distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on

(a) by a corporation exempt from Federal Income Tax under Section 501(c)(3), (4) & (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

B. In the payment of assessments, which shall be uniform on each member, the business of the Corporation shall be so conducted that only sufficient funds shall be levied and collected from the members as are necessary for the payment of its reasonable and necessary expenses in carrying out the purposes of the Corporation. Should an excess of funds be collected, by said assessments or by the receipt of royalties and fees, which shall exceed a reasonable sum to be retained in a reserve fund for the operation of the Corporation, and after taking into account the Corporation's reasonable needs for normal business purposes, retiring indebtedness, expansion, or maintaining reserves for other necessary purposes, the same shall, at the discretion of the board of directors of the Corporation, be returned to the members equally, or the Corporation shall reduce the amount of the next assessment on said membership, or both. The books and records of the Corporation shall be set up and kept in such a manner that at the end of each fiscal year, a record of the amount of surplus funds collected by the Corporation shall be made.

C. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall qualify as an exempt organization or organizations under

Section 501(c)(3), (4) or (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

10. Limitation of Liability.

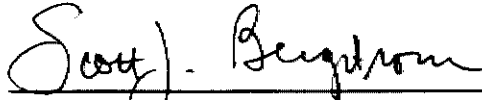
All present or past directors, officers, employees or agents of the corporation and the heirs or personal representatives of such person, shall be indemnified and may be advanced expenses by the corporation if said person was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action proceeding, had no reasonable cause to believe his conduct was unlawful and is so determined in accordance with Idaho Code § 30-1-5(d), and if so determined such person shall be entitled to all the other benefits as set out in Idaho Code § 30-1-5 and shall have no personal liability to the corporation or its members for monetary damages for breach of

fiduciary duty as a director, officer, employee or agent; provided that this provision shall not eliminate or limit the liability of such person (i) for any breach of the duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 30-1-48, Idaho Code, or (iv) for any transaction from which such person derived an improper personal benefit. This section shall not eliminate or limit the liability of such person for any act or omission occurring prior to the date when this section becomes effective.

11. Bylaws.

The initial By-Laws shall be adopted by the Board of Directors. The power to amend or repeal the By-Laws of the corporation shall thereafter be pursuant to the By-Laws.

DATED This 16th day of July, 1998.



Scott Bergstrom

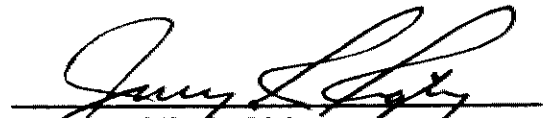
STATE OF IDAHO,)

ss.

County of Madison.)

On this 16th day of July, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared Scott Bergstrom, 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 Rexburg, Idaho
My Commission Expires: 10-1-99