



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

INS FLYING CLUB, INC.

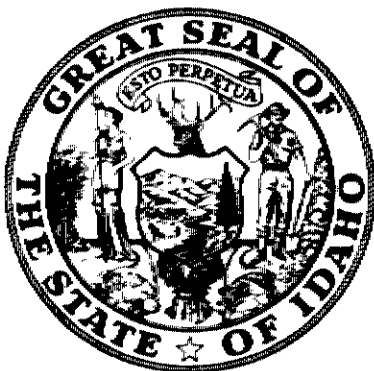
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

INS FLYING 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 **February 4**, 19**88**.



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley L. ...
Corporation Clerk

FEB 4 10 30 AM '88

ARTICLES OF INCORPORATION
OF
INS FLYING CLUB, INC.

I, the undersigned, being a natural person of the age of twenty-one years or more and acting as an incorporator under the laws of the State of Idaho as they apply to Non-Profit Corporations, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be INS Flying Club, Inc., and its duration shall be perpetual.

ARTICLE II

INS Flying Club, Inc., is a non-profit corporation organized exclusively for charitable, religious, educational and/or scientific purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 501(c)(7) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, and for the specific purpose of providing educational, recreational and training assistance and/or such related services to individuals or other entities with the express purpose of providing airplanes for club members to fly and for use in flight training.

It is the purpose of this corporation to provide assistance, consistent with the purposes set forth herein, to individuals and organizations in such a manner as to supplement

but not compete with the programs, policies or goals of those individuals or organizations.

ARTICLE III

The corporation shall have all powers enumerated in the Idaho Non-profit Corporations Act, including such powers as are enumerated in the Idaho Business Corporations Act, so long as the same are consistent therewith.

ARTICLE IV

The corporation shall have only one class of members. Management of the corporation's affairs shall be vested in a Board of Directors comprised of not less than three members. The names and addresses of the directors who shall constitute the first initial Board of Directors of INS Flying Club, Inc., shall be:

| | |
|---------------|--|
| JAY O. TILBY | Route 2, Box 2256 Burley, Idaho 83318 |
| TRAVIS TILBY | 334 North Conant Burley, Idaho 83318 |
| COLLEEN TILBY | 334 North Conant Burley, Idaho 83318 |

Said directors shall hold office until replaced as hereinafter provided.

ARTICLE V

The name of the registered agent and the address of the corporation's principal place of business are:

| | |
|-------------------|--|
| Registered Agent: | Jay O. Tilby |
| Address: | Route 2, Box 2256 Burley, Idaho 83318 |

ARTICLE VI

The members of this corporation shall be individuals or organizations who express a desire to fly airplanes and/or to associate with other flyers. The members of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and the corporation shall not have the authority to authorize assessments to be levied upon members. Individuals or organizations who desire to become members of this corporation may do so by submitting an application to the Board of Directors for consideration. An applicant shall be accepted or rejected for membership upon a majority vote of the Board of Directors.

ARTICLE VII

Election of the directors and officers, and the annual meeting of the corporation shall be conducted as provided in the Bylaws of the corporation as adopted.

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its 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 payment and distribution in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempt to influence legislation, and the corporation shall not participate

or intervene in any political campaign, including publication or distribution of statements on behalf of any candidate for public office, notwithstanding any other provisions of these articles. Further, the corporation shall not conduct any other activities which are not permitted to be conducted by a corporation exempt from Federal Income Tax under Sections 501(c)(3) and 501(c)(7) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IX

The corporation shall distribute its income for each taxable year at such a time and in such a manner that it does not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax Law.

ARTICLE X

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax Law.

ARTICLE XI

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax Law.

ARTICLE XII

The corporation shall not make any investments in such

a manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax Law.

ARTICLE XIII

The corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax Law.

ARTICLE XIV

In the event the corporation is dissolved the Board of Directors, after applying or making provisions for payment of all the liabilities of the corporation, shall dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such a manner, or to such organization or organizations which are organized and operated exclusively for the educational, recreational or training purposes established by this corporation, and which qualify at the time as an exempt organization or organizations under Sections 501(c)(3) and 501(c)(7) of any future United States Internal Revenue Law as the Board of Directors shall determine. Any such assets which are not so disposed of shall be subject to distribution 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 are organized and operated exclusively for such purposes.

ADOPTED AND EXECUTED this 3 day of Feb, 1988.

Jay O. Tilby
Jay O. Tilby, Incorporator

STATE OF IDAHO

ss.

County of Cassia

On this 3rd day of February 1988, before me the undersigned, a Notary Public in and for said State, personally appeared JAY O. TILBY, known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

Charlotte Bossert
Notary Public for Idaho
Residing at Burley, Idaho
My Commission Expires: 9/15/92