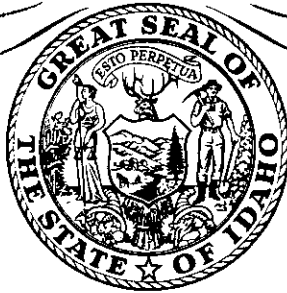


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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

ELMORE FLYING CLUB, INC.

was filed in the office of the Secretary of State on the **Fourteenth** day of **November** A. D. One Thousand Nine Hundred **Sixty-two** and is duly recorded on Film No. **121** 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 **Mountain Home,** in the County of **Elmore,** 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 **14th** day of **November**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

of

ELMORE FLYING CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, hereby associate ourselves together for the purpose of forming a corporation, not for profit, under the provisions of Chapter 10, Title 30, Idaho Code, and we do hereby adopt the following Articles of Incorporation:

ARTICLE I

Section 1: The name and style of this organization shall be ELMORE FLYING CLUB, INC., and its registered office shall be at Mountain Home, Elmore County, Idaho.

ARTICLE II

The purposes of this Association are:

Section 1: To own or lease and maintain one or more aircraft for the purpose of developing skills in aero-science, aeronautics, mechanics, and navigation useful to the members of this Club or their families or such individuals as the Board of Directors may designate pursuant to any by-laws which may hereafter be adopted.

Section 2: To acquire, own, hold, sell, lease, pledge, mortgage or otherwise dispose of any property, real or personal, necessary to the operation of the Club.

Section 3: To borrow money, contract debts, make contracts, and to exercise any and all such powers as a natural person could lawfully make, do, perform or exercise which may be necessary, convenient or expedient for the accomplishment of any of its objects or purposes, providing the same be not inconsistent with the laws of the State of Idaho, and to that end enumeration of such powers shall not be deemed inclusive.

ARTICLE III

Membership

Section 1: New members may be admitted to the Club only after being approved by the Board of Directors. Upon favorable action by the Board of Directors, such approval shall be communicated to the proposed members by a sponsor and/or the Secretary-Treasurer and the Secretary-Treasurer shall forthwith collect all fees and dues as prescribed by the by-laws.

Section 2: Any member charged with conduct unbecoming a member or with any act prejudicial to the best interests of the Club, and against whom such charges are sustained after opportunity to appear before the Board of Directors in his own defense, may, at the discretion of the Board of Directors, be expelled from the Club. Upon such action by the Board of Directors, the Secretary-Treasurer shall notify the member in writing of said action without further explanation of reasons therefor.

Section 3: Any member may resign from the club providing that all his indebtedness to the Club has been paid and that such resignation shall be in writing to the Secretary-Treasurer. Such resignations shall become effective on the date of acceptance thereof by the Board of Directors.

Section 4: Associate members may be admitted by the Board of Directors, but will have no voting power or property rights in the Club assets. They are governed by the same articles of incorporation, by-laws, etc, as the regular members, pay the same monthly and per hourly fees.

ARTICLE IV

Officers

Section 1: The officers of this Club shall be a President, Vice-President, and a Secretary-Treasurer, who shall be elected annually. All officers shall hold office for one year or until their successors are duly elected or appointed as provided in these Articles of Incorporation. In the event of any office becoming vacant for any reason whatsoever, the vacancy shall be filled forthwith by the Board of Directors.

Section 2: The President shall serve as the executive officer of the Club, preside at all meetings of the membership and Board of Directors, be an ex-officio member of all committees, exercise general supervision over affairs of the Club and perform such other duties as are ordinarily incumbent upon a President.

Section 3: The Vice-President shall perform such duties as are ordinarily incumbent upon the Vice-President and such duties as may be assigned to him by the President.

Section 4: The Secretary-Treasurer shall keep and maintain all records of membership, attendance, minutes of all membership and Director's meetings, fees, dues, and monies collected and disbursed, in the form and manner prescribed by the President and Board of Directors. He shall also make and file an annual statement for the annual meeting of the Club, and generally perform such duties as are ordinarily incumbent upon a Secretary-Treasurer. At the discretion of and in the amount prescribed by the Board of Directors, the Secretary-Treasurer shall be bonded.

ARTICLE V

Directors

Section 1: There shall be a Board of Directors which shall consist of the President, the Vice-President, and the Secretary-Treasurer. Elected directors shall serve for period of one year or until their successors are duly qualified and elected. In the event of a directorship becoming vacant for any reason whatsoever, such vacancy shall be filled by action of the Board of Directors and such appointee shall serve for the duration of the term of the individual being replaced.

Section 2: The Board of Directors shall have control and management of the club's activities, determine all policies, elect or discipline members and generally supervise the affairs of the club.

ARTICLE VI

Meetings

Section 1: Regular meetings of the Club shall be held at such time and place as may be determined by the Board of Directors.

Section 2: Special meetings may be called by the President, or by the Secretary-Treasurer upon receiving a written request signed by at least five (5) members in good standing, provided that every member shall have received, at least ten (10) days prior thereto and in writing, notice of such special meeting stating the nature of business to be transacted at said meeting. No other business may be transacted at such meeting.

ARTICLE VII

Miscellaneous

Section 1: Any person who is proposed for and duly elected to membership in this club shall be deemed to have accepted these Articles of Incorporation and shall be bound by them in all respects as if he had been a member at the time of their adoption.

Section 2: Any amendment to these Articles of Incorporation, may be adopted by a two-thirds vote of the members present at any meeting, provided written notice of the proposed amendment and the date of such meeting shall have been given all members at least ten (10) days prior thereto.

ARTICLE VIII

Corporate Existence

Section 1: The term of existence of this corporation shall be perpetual.

ARTICLE IX

Rights of Membership

Section 1: Since pecuniary profit is not the object of this corporation, this corporation shall not issue any capital stock but shall issue a membership certificate to each member thereof and the rights and interests of all members shall be equal.

ARTICLE X

The names and addresses of the persons, corporations, associations, and co-partnerships forming this corporation are:

James B. Connelly of Mt. Home AFB, Idaho
Joseph C. Dillon of Mt. Home AFB, Idaho
James H. Embrey, Jr. of Mt. Home AFB, Idaho
Charles R. Coddington of Mt. Home AFB, Idaho
Harold A. Fincher of Mt. Home AFB, Idaho

IN WITNESS WHEREOF, WE, THE UNDERSIGNED, BEING ALL THE INCORPORATORS
ABOVENAMED, HAVE HEREUNTO SET OUR RESPECTIVE HANDS AND SEALS THIS
13th DAY OF NOVEMBER 1962.


James B. Connelly
Joseph C. Dillon
James H. Embrey, Jr.
Charles R. Coddington
Harold A. Fincher

James H. Embrey, Jr.
Notary Public for Idaho
My comm. exp. 12-31-64

STATE OF IDAHO :
:
COUNTY OF ELMORE :

On this 13th day of November, 1962, before me, the undersigned Notary Public in and for the State aforesaid, personally appeared ROGER M. CONNELLY, TERRY C. DILLON, LEWIS H. ENLOE, JR., and CHARLES R. CODDINGTON, known to me to be the individuals who signed the within and foregoing instrument and acknowledged to me that they executed the same.

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


Notary Public in and for the State
of Idaho, residing at MOUNTAIN
HOME AFB.

My comm. exp: 12 Oct 1964