

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

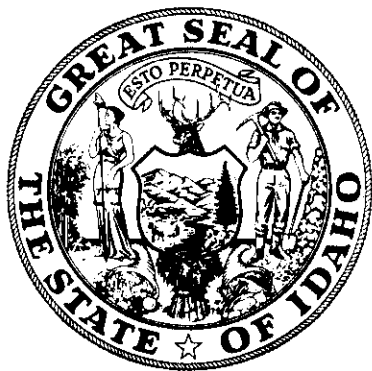
**CANNON AVIONICS, INC.**

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 \_\_\_\_\_  
**CANNON AVIONICS, INC.**

duly signed pursuant to the provisions of the Idaho Business 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: **April 6, 1981**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Penny Yussa*

ARTICLES OF INCORPORATION  
OF  
CANNON AVIONICS, INC.

APR 6 9 20 AM '61  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: THAT WE, THE UNDERSIGNED, ALL OF WHOM ARE NATURAL PERSONS OF FULL AGE, CITIZENS OF THE UNITED STATES OF AMERICA AND RESIDENTS OF THE STATE OF IDAHO, HAVE THIS DAY VOLUNTARILY ASSOCIATED OURSELVES FOR THE PURPOSE OF FORMING A PRIVATE CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO, AND MORE PARTICULARLY UNDER CHAPTER 1, TITLE 30, IDAHO CODE, AND TO THAT END HEREBY ADOPT ARTICLES OF INCORPORATION AS FOLLOWS:

ARTICLE I

The name of the corporation is CANNON AVIONICS, INC.

ARTICLE II

The purposes of the corporation are as follows:

A

1. To carry on the business of the sale, service, installation and repair of aircraft electronics equipment and for any and all other related business purposes.

2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

3. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

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B

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho and of the objects and purposes hereinbefore stated, it is expressly provided that the corporation shall also have the following powers, that is to say:

1. The corporation shall have power to purchase, lease, or otherwise acquire by bequest, devise, gift, or other means, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount of value, in any of the states, districts, or territories of the United States, and in any and all foreign countries, subject to the laws of any such states, districts, territories, or countries.

2. In general, to manage, operate, and carry on any other business in connection with the foregoing powers, and to have and exercise all powers conferred on development corporations formed under the laws of the State of Idaho, and any amendments thereto.

3. To purchase, hold and acquire stock, bonds, debentures, and other debt instruments of private individuals, other businesses and corporations whether they be private, municipal, or governmental, profit or non-profit.

4. To acquire all or any part of the good will, rights, franchises, property, and business of any person, firm, association, or corporation engaged in any business, and to pay for it in cash, or in stock or obligations of the corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and properties so acquired,

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and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in a lawful manner the whole or any part of the business thus acquired.

5. To endorse or guarantee the payment of principal of, or interest on, bonds, notes, or other evidences of indebtedness or obligations, and to guarantee the performance of any other contracts or other undertakings in which the corporation may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual, or governmental division or subdivision, domestic or foreign, insofar as may be permitted by law.

6. To use surplus earnings or accumulated profits for the purchase or acquisition of its own capital stock, bonds, and other obligations from time to time as the board of directors may determine; and such capital stock, bonds, and other obligations so purchased may, if the board so determines, be held as treasury stock, to be disposed of thereafter in such manner as the directors shall deem proper.

7. To borrow money, and to draw, make, accept, endorse, issue, sell, or otherwise deal lawfully in promissory notes, bills of exchange, bonds, debentures, or any other negotiable or transferable obligations or instruments from time to time for any purpose of or concerning the business of the corporation.

8. To lend and advance money or to give credit to such persons and on such terms as may seem expedient, and in particular to customers, clients, and others having dealings with the corporation; and to guarantee or give security for the loans of its customers, clients, and others dealing with it; but nothing contained herein shall be construed to give this corporation banking powers.

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9. To issue stock and accept payment of subscriptions therefor and such installments, in such manner, on such terms, in money, in kind, for services or labor, or in property, real or personal, or both, as shall be determined by the board of directors.

10. To apply for, purchase, or by other means acquire, hold, sell, assign, lease, or otherwise dispose of, and protect, prolong, and renew, whether in the United States or elsewhere, any patents, patent rights, inventions, processes, licenses, protections, concessions, trademarks, and tradenames that may appear likely to be advantageous or useful to the corporation, and to use and turn to account and to manufacture under or grant licenses of privileges in respect of the same, and to expend money in experimenting on and testing and improving or seeking to improve any patents, inventions, or rights that the corporation may acquire or propose to acquire.

11. To acquire, own and hold property and to conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory, or foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant, store or other facility.

12. To hold and conduct meetings of the shareholders, directors, and the executive directors committee without and beyond the territorial limits of the State of Idaho and without and beyond the territorial boundaries of the United States.

13. To enter into and perform all manner and kinds of contracts, agreements, and obligations for any lawful purpose by or with any person, firm association, corporation, or governmental division or subdivision.

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14. To cause to be formed, merged, reorganized, or liquidated, and to promote, take charge of, and aid in any way permitted by law the formation, merger, liquidation, or reorganization of any corporation, association, or organization of any kind, domestic or foreign; and to form, organize, promote, manage, control, and maintain, and to dissolve, merge or consolidate one or more corporations in the stock or other securities of which this corporation may become interested, for such purposes as may aid or advance the objects and purposes of this corporation.

15. From time to time to apply for, purchase, or acquire by assignment, transfer, or otherwise, and to exercise, carryout, and enjoy any license, power, authority, franchise, concession, right, or privilege that any government or authority, federal, state or local, or any corporation or other legal entity may be empowered to enact, make, or grant, and to pay for, aid in, and contribute toward carrying it into effect and to appropriate any of the corporation's stock, bonds, and assets to defray the necessary costs, charges, and expenses thereof.

C

It is the intention of the incorporators of this corporation that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient

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for the protection or benefit of the corporation, and which is permitted under the laws of the State of Idaho, under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

#### ARTICLE III

The term for which this corporation shall exist shall be in perpetuity.

#### ARTICLE IV

The location and post office address of the registered office of this corporation in the State of Idaho shall be *Caldwell Memorial Airport, Caldwell* Post Office Box 3196, Boise, Idaho 83703, and the name of the statutory agent of the corporation is Ronald G. Cannon whose address is the same as that of the registered office of the corporation.

#### ARTICLE V

The total authorized number of par value common shares is 5,000 shares of the aggregate par value of \$5,000.00 and of the par value of \$1.00 per share.

#### ARTICLE VI

The names and address of each of the incorporators, both of whom are to be the directors of this corporation, and the number of shares of stock subscribed by each of them are as follows:

RONALD G. CANNON	P. O. Box 3196 Boise, Idaho 83703	1 Share
JOANNE M. CANNON	P. O. Box 3196 Boise, Idaho 83703	1 Share

#### ARTICLE VII

This corporation shall be authorized to contract with its officers and directors for employment or otherwise, and said contracts shall be binding even though the parties beneficially

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interested are members of the board of directors whose vote is necessary for approval of the action taken.

#### ARTICLE VIII

A shareholder of this corporation shall not be personally liable for any debt or liability of the corporation; except every shareholder is individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock made by him.

#### ARTICLE IX

The business of this corporation shall be managed and conducted by a Board of at least two (2) and not more than five (5) Directors, and shall serve as the board of directors until their respective successors shall be elected at the annual meeting of the stock holders of this corporation and successors thereof shall be elected at every annual meeting of the shareholders of this corporation.

#### ARTICLE X

The following special charter clauses shall also govern this corporation but in no event shall they ever be construed to restrict or limit the lawful acts of the corporation:

1. Subject always to the by-laws made by the shareholders, the board of directors may make by-laws, and, from time to time, may alter, amend or repeal any by-laws; but any by-laws made by the board of directors may be altered or repealed by the shareholders at any annual meeting, or at any special meeting, provided notice of such proposed alteration or repeal by the shareholders be included in the notice of the meeting of the shareholders.

2. The board of directors is expressly authorized from time to time to determine whether and to what extent, and at what time and place, and under what conditions and regulations

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the accounts and books of this corporation, or any of them shall be open to inspection of the shareholders; and no shareholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by the resolution of the shareholders or directors.

3. The board of directors shall have power from time to time to fix and determine and to vary the amount to be reserved as a working capital of the corporation, and before the payment of any dividends or making any distribution of profits, it may set aside out of the net profits of the corporation such sum or sums as it may from time to time in its absolute discretion think proper whether as a reserve fund to meet contingencies or for the equalizing of dividends or for repairing or maintaining any property of the corporation or for such corporate purposes as the board shall think conducive to the interests of the corporation, subject only to such limitation as the by-laws of the corporation may from time to time impose.

4. In all elections for directors every shareholder shall have the right to vote in person or by proxy for the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate such shares and give one candidate as many votes as the number of directors multiplied by the number of his shares shall equal, or to distribute them on the same principle among as many candidates as he shall think fit.

5. The board of directors shall have power by a resolution passed by a majority vote of the whole board, under suitable provisions of the by-laws, to designate two or more of their number to constitute an executive committee, which committee shall for the time being, as provided in said resolution, or in the by-laws, have and exercise all the powers of the board of directors which may be lawfully delegated in the management of the business and affairs of the corporation, and shall have

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power to authorize the seal of the corporation to be affixed to all papers which may require it.

6. In furtherance and not in limitation of the powers conferred by statute, the board of directors are expressly authorized to sell, assign, transfer, convey and otherwise dispose of the whole or substantially the whole of the property, assets, effects, franchises and good will of this corporation on such terms and conditions as they shall deem advisable except as limited by Section 30-145, Idaho Code.

7. If at any time any shareholders desire to sell and dispose of their stock, said shareholder or shareholders shall first offer it in writing to the board of directors, stating prices and terms, and give the board of directors thirty (30) days in which to place it with the other remaining shareholders. At the expiration of thirty (30) days if no shareholder has purchased the same, said shareholder or shareholders shall have the right to sell to whoever will purchase for the same sums and prices for which it was offered to the board of directors. Shareholders shall also have preemptive rights to purchase and maintain their respective interest in the corporation in the event the corporation should issue additional stock.

8. Whenever a compromise or arrangement is proposed between this corporation and its creditors and/or between this corporation and its shareholders, or whenever a merger or consolidation has been proposed, any dissenting shareholders have the rights and privileges of such dissenting shareholders as provided in Chapter 1, Title 30, Idaho Code.

9. The articles of incorporation or any part thereof may be amended, altered, changed, or repealed by the affirmative vote of the holders of shares entitled to vote thereon or by

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a writing signed by a majority of the holders of shares who would be entitled to notice of the meeting for such purpose.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 31<sup>st</sup> day of March, 1981.


  
RONALD G. CANNON

  
JOANNE M. CANNON

STATE OF IDAHO,       )  
                              ) ss.  
County of Ada,        )

On this 31<sup>st</sup> day of March, 1981, before me, the undersigned, a Notary Public for Idaho, personally appeared RONALD G. CANNON and JOANNE M. CANNON, husband and wife, known to me to be the persons who subscribed their names to 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 official seal the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at Meridian, Idaho

(SEAL)

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