



CERTIFICATE OF INCORPORATION
OF

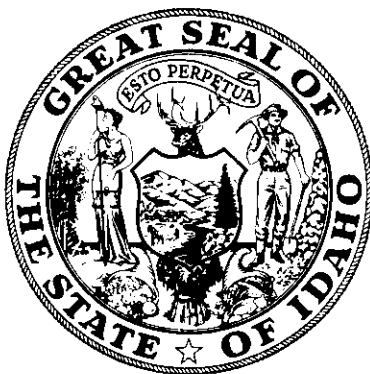
SUN VALLEY AERONAUTICS SOCIETY INC.

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 SUN VALLEY
AERONAUTICS SOCIETY 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 March 15, 19 85.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF

A NONPROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENT:

That we, the undersigned, residents of the State of Idaho, acting as incorporators for the purpose of creating a non profit corporation under the laws of the State of Idaho, as contained in the Idaho Non-Profit Corporation, Act being Title 30, Chapter #, Idaho Code, do for the purposes and objects hereinafter stated, hereby associate ourselves with the intention of forming such a corporation, and do hereby agree and declare:

I.

The name of the corporation shall be

SUN VALLEY AERONAUTICS SOCIETY INC.

II.

The exclusive purpose for which the corporation is organized is to promote model building and flying and to aid the furtherance of the national program of the Academy of Model Aeronautics and other comparable activities embodying the continual advancement of model aviation.

III.

The powers of this corporation shall be co-extensive with those provided for in Idaho Code section 3--307, being a section of the Idaho Nonprofit Corporation Act; and section 30-1-4. Idaho Code, to the extent the same is adopted by reference in the Idaho Nonprofit Corporation Act. Provided, further, and notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in that portion of Section 501(c)(7) of the Internal Revenue Code of 1954, under which the corporation chooses to qualify for exemption, as the same now exist, or as it may be amended from time to time.

IV.

The duration of this corporation shall be perpetual.

V.

The street address of the corporation's initial registered office in the State of Idaho is: 206th East Avenue North, Ketchum, Idaho

The name of the corporation's initial registered agent at such street address is: Steve King Jr.

VI.

The number of directors constituting the initial board of directors of the corporation is _____ and the names and addresses of persons who serve as directors until the first annual meeting or until their successors are elected and shall qualify are:

NAME

ADDRESS

David D. Alf

Box 736 Ketchum Id 83340

Keith R. Smith

Box 111 Sun Valley Id 83353

Jerry L. Muth

PO Box 1569 Sun Valley Id 83353

Steve King

P.O. Box 1285 Sun Valley, Id 83353

Bruce Augustus

PO Box 450 Sun Valley Id 83353

Pursuant to Idaho Code 30-323(d), increase in the number of directors beyond the number provided in this Paragraph shall be by amendment to the By-Laws of the corporation.

VII

Pursuant to Idaho Code Section 30-308, the corporation shall have members, evidenced by membership certificates. The corporation membership shall consist of those persons identified as such on membership records to be maintained under the supervision of the Board of Directors in accordance with By-Laws adopted by the corporation, not inconsistent with law or with these Articles of Incorporation. The voting power

and the property rights or interest of each member of the corporation is equal. New members may be admitted upon affirmation majority vote of all the then existing members, and such new members shall be entitled to vote and to maintain an interest in the property of the association with the old members as hereinabove provided. However, nothing herein contained shall be construed to alter the provisions of Article X hereof relating to distribution or division of the property of the corporation upon dissolution.

VIII.

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, and no dividend shall be paid by the corporation; except that the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II hereof, as provided in Idaho Code Section 30-320. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing, or 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)(7) of the Internal Revenue Code of 1954, (or the corresponding provision of any further 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 provisions of any future United States Internal Revenue Law.)

IX.

In the event of dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after payment of all the debts and obligations of the Corporation, shall be used and distributed exclusively for purposes within the intendment of Section 501(c)(7) of the Internal Revenue Code of 1954, as the same now exists or as it may be amended from time to time.

X.

This Corporation shall have no capital stock but rather shall issue certificates of membership, and shall not engage in business for profit, but shall be supported by gifts, bequests, benefits, contributions, and fees, assessments or dues. Membership in the Corporation shall be governed and controlled as provided in the By-Laws of this Corporation.

No part of the earnings, income, or receipts of this Corporation shall ever inure to the benefit of or be distributed to any individual, member, or members of this Corporation, or any other person.

Regulation and management of the internal affairs of the Corporation shall be as provided by the By-Laws of this Corporation, which By-Laws, not inconsistent with law or with these Articles of Incorporation, shall be adopted by the Board of Directors.

XI.

The By-Laws of this Corporation may be made, altered, amended, or repealed at any regular meeting of the members of the Corporation or at any special meeting of the members thereof, called for that purpose, in the manner provided in Idaho Code section 30-310, by the affirmative vote of a majority of the members present in person or by proxy, at such meetings; provided

that a quorum as specified in the By-Laws of the Corporation or the laws of the State of Idaho be present. No amendment shall be put to vote, unless written notice shall have been mailed to each member of this Corporation not less than 10 nor more than 50 days previous to the meeting at which the amendment is to be voted on, said notice to state the proposed amendment.

XII.

Pursuant to Idaho Code Section 30-317(a), the Board of Directors, by resolution adopted by a majority of the directors in office may designate one or more committees, which to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. Further, pursuant to the provisions of Idaho Code section 30-317(b), other committees, not having and exercising the authority of the Board of Directors in the management of the corporation may be designated and appointed by a resolution adopted by a majority of the directors at a meeting at which a quorum is present.

XIII.

The name and address of each incorporator is:

NAME

ADDRESS

David B. Allen

Box 736 Naticum, Id. 83340

Keith R. Smith

Box 111 Sun Valley Id 83353

Jerry J. Whitler

PO Box 1569 Sun Valley, Id. 83353

Robert H. H. H. H.

PO Box 1285 Sun Valley, Id. 83353

Bruce Augustus

PO Box 450 Sun Valley Id 83353