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Nov 15 11:17 '98

ARTICLES OF INCORPORATION
OF
IDAHO AVIATION FOUNDATION, INC.

The undersigned individual, acting as the incorporator of a nonprofit corporation (the "Corporation") organized under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, of the Idaho Code (the "Act"), adopts the following Articles of Incorporation ("Articles"):

Article I Name

The name of the Corporation is Idaho Aviation Foundation, Inc.

Article II Nonprofit Status

The Corporation is a nonprofit corporation.

Article III Period of Duration

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent

The location of the Corporation is in the City of McCall, County of Valley, and in the State of Idaho. The address of the initial registered office is 14234 Adams Circle, P.O. Box 1558, McCall, Idaho 83638, and the name of the initial registered agent at this address is Boyd C. Miller.

Article V Purposes

The principal purpose of the Corporation is to benefit Idaho's public use mountain and recreational airports through projects designed to: improve and maintain airport runways and facilities; improve airport safety; develop or expand airport recreation facilities; and provide access to airports; provide information and education to individuals, organizations, and agencies as

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a means of furthering and promoting these purposes; and support additional activities which will achieve other results consistent with this purpose, including, without limitation, the following:

1. To promote and further the study and improvement of aviation within the State of Idaho.
2. To conduct clinics, workshops, classes, seminars, discussion groups, sessions, panels, forums, and lectures for the purpose of educating and/or training new pilots.
3. To work in conjunction with the United States Forest Service to maintain and operate airstrips on National Forest lands including, without limitation, the Frank Church and Selway Wilderness areas in the State of Idaho.
4. To promote the availability to the public of the corporation's services, materials, supplies, or assistance through media, advertisement, brochures, or other reasonable means.
5. To solicit and receive donations, gifts, bequests, assignments, or transfers of property, goods, money, or any other rights, licenses, or interests to support the purposes of the corporation.
6. To facilitate education, growth and appreciation of aviation in the State of Idaho so as to insure the continuation of an interest in aviation in the generations to come.
7. To fund such projects, grants or activities conducted by other organizations, entities or persons consistent with the purposes of the Corporation and in accordance with guidelines developed by the Board of Directors from time to time.
8. The pursuit of charitable, religious, education, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).
9. To exercise any and all powers which may be conferred by law or which may be necessary, incidental or convenient to the purposes above mentioned. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on.

Article VI Limitations

No part of the net earnings or assets 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 Article V hereof.

Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes set forth in Article V hereof. This Corporation will not discriminate or administer any programs, lectures, counseling, seminars, applications or research based upon race, color, national, ethnic, sex or religious affiliation or handicap. 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) of the Internal Revenue Code (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 (or the corresponding provision of any future United States Internal Revenue Law). No substantial part of the activities of the Corporation shall be devoted to 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.

Article VII No Members

The Corporation shall not have any members.

Article VIII Board of Directors


The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than seven (7) members, as determined by the Board from time to time. Other than the Directors constituting the initial Board of Directors, the Directors shall be selected by the existing Directors of the Corporation in the manner and for the term provided in the bylaws of the Corporation.

The names and addresses of the initial Board of Directors are:

Boyd C. Miller
14234 Adams Circle
P.O. Box 1558
McCall, Idaho 83638

Thomas A. Tucker
84 Jughandle Road
McCall, Idaho 83638

J. Curtis Earl
845 E. Crestline Drive
Boise, Idaho 83702


Kelly Sanderson
5811 E. Placita Rocosa
Tucson, AZ 85750

William C. Miller
5625 W. Beachfront Lane
Boise, Idaho 83703

Article IX Distribution on Dissolution

At the time of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article X Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Article XI Incorporator

The name and address of the incorporator is:

J. Curtis Earl
845 E. Crestline Drive
Boise, Idaho 83702

IN WITNESS WHEREOF, I have hereunto set my hand to this instrument, which is executed in duplicate originals, this 16 day of November, 1998.


J. Curtis Earl

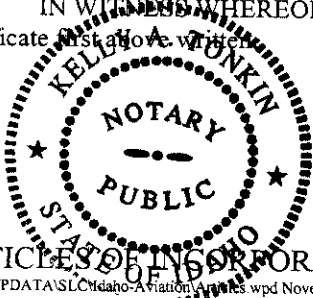
STATE OF IDAHO)

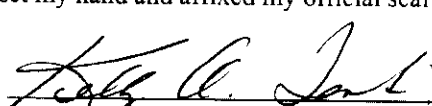
) ss.

County of Ada.)

On this 16 day of November, 1998, before me, a notary public, personally appeared J. CURTIS EARL, known or identified 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 Boise

Commission Expires: 2-28-2000

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