



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

THUNDERBIRD SALES OF IDAHO, INC.

was filed in the office of the Secretary of State on the **Second** day of **October**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **125** 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, 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 **Burley** in the County of **Cassia**.

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 **2nd** day of **October**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
THUNDERBIRD SALES OF IDAHO, INC.

We, the undersigned, citizens of the United States, being over the age of 21 years, hereby associate together for the purpose of forming a corporation under the laws of the State of Idaho and hereby adopt and agree to the following Articles of Incorporation:

ARTICLE I.

The name of the corporation hereby incorporated shall be
THUNDERBIRD SALES OF IDAHO, INC.

ARTICLE II.

The names of the incorporators and their respective places of residence are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
W. Hague Ellis	2348 Lynwood Drive Salt Lake City, Utah
Sue J. Ellis	2348 Lynwood Drive Salt Lake City, Utah
William R. Farley	205 Second Avenue, No. 16 Salt Lake City, Utah

ARTICLE III.

Duration. This corporation shall continue in existence perpetually unless sooner dissolved by operation of law or by act of its stockholders.

ARTICLE IV.

Business Objectives and Purposes. To engage in the business of operating and conducting a general aircraft sales and service business in all of its branches; to operate and maintain unscheduled freight and charter service; to conduct and maintain a general flight instruction service; to buy, sell, lease, exchange, manufacturer, repair and otherwise deal in aircraft and airplanes, including the components thereof; to build, purchase, lease or otherwise acquire and operate hangars and other buildings for the storage, care and maintenance of airplanes and to engage in any other business designed to be profitable to the corporation which is in conformity to the laws of the State having jurisdiction over the activities of the corporation, and generally do all things necessary or convenient which are incident to or connected with the general business above mentioned which a natural person might or could do.

ARTICLE V.

Place of Business. The principal place of business of the corporation shall be in Burley, Cassia County, State of Idaho, and it may establish offices and conduct business at such other place or places in the United States as the Board of Directors may from time to time provide.

ARTICLE VI.

Capitalization. The total authorized capital stock of the corporation is hereby determined and declared to be as follows:

This corporation shall have but one class of stock, consisting of five thousand (5,000) shares of common voting stock, having a par value of One Dollar (\$1.00) per share and a total authorized capital of Five Thousand Dollars (\$5,000.00).

ARTICLE VII.

Subscribed Stock. The amount of capital stock for which each person has subscribed is as follows:

<u>NAME</u>	<u>SHARES</u>
Thunderbird Aviation Corporation, a Utah corporation	3,000
W. Hague Ellis	1
Sue J. Ellis	1
William R. Farley	<u>1</u>
Total	3,003

ARTICLE VIII.

Assessment of Stock. The capital stock of this corporation fully paid and issued shall not be assessable for any purpose whatever.

ARTICLE IX.

Liability of Stockholders. The private property of the stockholders shall not be liable for the debts or obligations of the corporation.

ARTICLE X.

Board of Directors and Officers. The governing board of this corporation shall be vested in a Board of Directors of not

less than three (3) or more than nine (9) members, who shall serve for a period of one year or until their successors are duly elected and qualified. The initial Board of Directors shall consist of three (3) members. The number of Directors may be changed from time to time as the Board of Directors deems advisable. The officers of the corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The same person may serve as both Secretary and Treasurer. The officers shall have the powers and authority normally pertaining to said offices as from time to time determined by the Board of Directors or as set forth in the By-Laws of the corporation. Each shareholder shall be entitled to one vote, either in person or by proxy, in writing for each share of common stock held by him or her. In all elections for Directors, every shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him or her for as many persons as there are Directors to be elected, or to accumulate said shares and give one candidate as many votes as the number of Directors multiplied by the number of his or her shares of stock shall equal, or distribute them among as many candidates as he or she shall think fit.

ARTICLE XI.

Directors and Officers. The Directors and Officers of the corporation who shall serve until the first annual meeting of the stockholders are as follows:

<u>NAME</u>	<u>OFFICE</u>
W. Hague Ellis	President and Director
William R. Farley	Vice President and Director
Sue J. Ellis	Secretary, Treasurer and Director

ARTICLE XII.

Board of Directors Meetings and Duties. A majority of the Board of Directors elected or appointed shall be authorized to transact the business and exercise the corporate powers of this corporation and for such purposes shall form and constitute a quorum. The Board of Directors may appoint agents and employees, fix their salaries and duties, and remove them at will. The Board of Directors shall have the further power to make, alter and repeal by-laws, provided, however, that such by-laws shall not be in conflict with these Articles of Incorporation or the laws of the State of Idaho.

A general meeting of the Board of Directors shall be held immediately following each annual stockholders meeting for the purpose of electing officers for the corporation for the ensuing year. Regular meetings of the Board of Directors shall be held at such intervals and at such times and at such places as the Board of Directors shall determine. Special meetings of the Board of Directors may be called from time to time by the President, and in his absence by the Vice President or any two of the Directors. Notices of all Directors meetings shall be given a reasonable time in advance to each Director. Meetings

may be held at the principal office of the corporation or at such other place or places as the Board of Directors may determine. A resolution in writing signed by all of the Directors and filed with the records of the corporation shall be as valid and binding as if it has been passed at a meeting of the Board of Directors, duly called and constituted.

ARTICLE XIII.

The first annual meeting of the stockholders shall be held at such place as the Board of Directors may determine on the second Monday in July, 1964, at the hour of 10:00 o'clock A.M., and there shall be an annual meeting of said stockholders for the election of Directors and for the purpose of attending to any other business that may lawfully come before said meeting at the same hour and day of each succeeding year thereafter at the principal place of business of said corporation. If the date set for the annual meeting of the stockholders shall fall on a legal holiday, then the annual stockholders meeting shall be held on the next succeeding day. Special stockholders meetings may be called at any time by a majority of the Board of Directors. Notice of said special stockholders meetings shall be given to each stockholder of record by depositing a notice giving the time and place of said special meeting, in the United States mail, postage prepaid, addressed to the last known address of said stockholders. Such mailing of notice of special meetings shall be given at least twenty (20) days prior to the date set

for said meeting, and may be waived by the written consent of all stockholders.

ARTICLE XIX.

Amendment of Articles. These Articles may be amended at any regularly called meeting of the stockholders of the corporation, either upon notice or waiver of notice, signed by all stockholders of the corporation; provided, that at least fifty-one per cent (51%) of all issued and outstanding stock of the corporation qualified to vote, vote in favor of such amendment.

ARTICLE XX.

Registered Office. The registered office of the corporation in the State of Idaho shall be P. O. Box 248, Burley, Cassia County, State of Idaho.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 30th day of September, 1963.

W. Hague Ellis
W. Hague Ellis

Sue J. Ellis
Sue J. Ellis

William R. Farley
William R. Farley

STATE OF UTAH

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On this 30

NOTARY PUBLIC

Residing at: Salt Lake City, Utah

2/23/64