



Department of State.

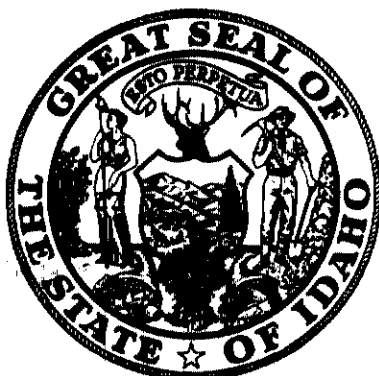
**CERTIFICATE OF INCORPORATION
OF**

AERO CLUB, 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 the above named corporation, 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: March 02, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth J. Peralta

Mar 2 9 10 AM '90

ARTICLES OF INCORPORATION

SECRETARY OF STATE

OF

AERO CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, citizens of the United States and of the State of Idaho, over the age of twenty-one years, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby make, sign, acknowledge, file, and adopt for that purpose the following Articles of Incorporation, and do hereby declare:

ARTICLE I

That the name of this corporation shall be

AERO CLUB, INC.

ARTICLE II

The term of existence of this corporation shall be perpetual.

ARTICLE III

The registered office of this corporation in the State of Idaho shall be located in the city of Caldwell, County of Canyon, Idaho, and the post office address of such registered office shall be Caldwell, Idaho.

ARTICLE IV

This corporation is formed for the purpose of conducting the business of gathering, restoring, preserving, storing and displaying of airplanes, and aircraft, as well as artifacts, machinery, equipment, parts and any and all things which may be of interest and generally to engage in the aforementioned activities as well as the use of aircraft for any other purposes, such as training, acrobatics, sport flying or personal and commercial which may be desired but in no way limiting its general powers.

1. To hold, own, sell, lease, and acquire by purchase or otherwise, own, hold, manage, lease, sell, and convey such real and personal property and erect or construct such buildings or other structures as may be necessary or incident to the carrying out of any of the purposes herein mentioned. To borrow money for the furtherance of such purposes and to secure the same by obligations, pledges, mortgages, or the issuance of bonds or debentures secured by pledges, deeds of trust, or mortgages upon the whole or any part of its property. To take and receive donations of real, personal or any other property, property by gift, grant, devise, or bequest.

2. To purchase, lease, or otherwise acquire, operate and maintain an airport and any or all facilities necessary or proper in the management or operation of an airport.

3. To buy, sell, repair, manufacture, and deal in all kinds of accessories and parts used in or connected with aircraft of all types.

4. To buy, sell, and otherwise deal in gasoline, oil and other petroleum products in connection with the use of aircraft and any facility, airport, or station connected with airports and aircrafts.

5. To make charter flights with aircraft, carrying either passengers or freight, or both.

6. To give instruction in the operation, maintenance, and flying of airplanes, and instruction in all related matters necessary or proper to the flying or operation or repair of aircraft and to charge for such activities.

7. To create, purchase, hold, and sell patent rights for inventions and designs, with the right to issue licenses for the same and to receive payment therefore; to apply for, obtain, and register or otherwise acquire and hold, own, use, operate and to sell, assign, or otherwise dispose of any trade marks, trade names, patents, inventions, improvements, and processes used in connection with or secured under letters patent of the United States of America, or elsewhere.

8. To acquire distributorships for the sale of airplanes or parts or accessories, and to act as agent for the sale of, at retail or wholesale, or lease of airplanes; and in general to deal in the business of selling, renting, or leasing of airplanes, parts or accessories.

9. To buy, sell, discount and rediscount notes, drafts, bills of exchange, stocks, bonds, securities, and chosen in action of all kinds, both as principal and as agent. Also to buy and sell liens on real and personal property, to loan money and accept as surety therefore liens on and pledges of real and personal property.

10. To purchase, hold, sell, assign, transfer, mortgage, or otherwise dispose of shares of the capital stock of any other corporation or corporations, association or associations of the State of Idaho or any other State, Territory, or Country, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

ARTICLE V

The capital stock of this corporation shall be \$10,000.00 divided into ten thousand shares of a par value of \$1.00 per share, and all of said stock shall be non-assessable common stock, with equal voting and other rights and powers.

ARTICLE VI

The Board of Directors of this corporation shall consist of at least three members and all of the powers of this corporation are hereby conferred upon such Board insofar as such powers may be lawfully vested in and exercised by such Board. The incorporators shall also serve as the initial Board of Directors.

The registered agent of the corporation is Eugene O. Frank,
18490 Simplot Blvd., Caldwell, ID 83605.

ARTICLE VII

There shall be the following officers elected annually, who shall have the powers, duties, and authority generally pertaining to such offices and all other powers granted by the By-Laws of this corporation:

- (a) President - Eugene Frank
- (b) Vice-President - Robert Renfro
- (c) Secretary-Treasurer - Max Fullmer

The office of the Secretary-Treasurer may be held by either the President or Vice-President, but no one person shall hold more than two of the above offices.

ARTICLE VIII

The amount of capital stock actually subscribed is three thousand shares, which have been subscribed at their par value, and the following are the names and residences of each of the incorporators by whom said stock has been subscribed:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>Amount</u>
Robert D. Renfro	19785 Upper Pleasant Ridge, Caldwell, ID 83605	1000	\$1,000
Max L. Fullmer	5200 Midway Road Caldwell, ID 83605	1000	\$1,000
Eugene O. Frank	120 Woodlawn Caldwell, ID 83605	1000	\$1,000

ARTICLE IX

The Directors of the corporation have power in their discretion to reserve from the sale of passes, merchandise, instruction and/or any other activities so desired, such amount thereof as they may deem necessary and advisable for the purpose of establishing a reserve fund to be used as working capital in the corporation, and they may employ and use such funds for the purpose of extending the operations of the corporation or to purchase its own stock, or to purchase stocks, bonds, and other obligations of other corporations which it is authorized by law to purchase.

ARTICLE X


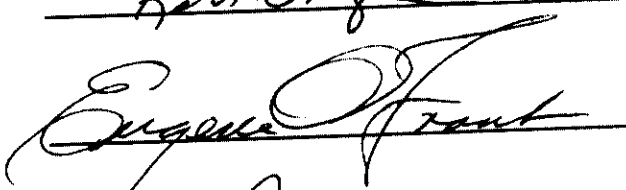
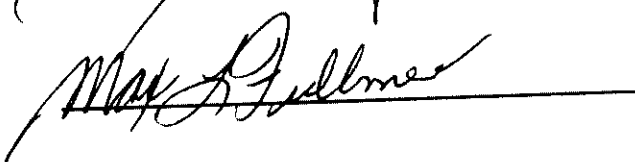
No contract or transaction entered into by the corporation shall be affected by the fact that a director or officer of the corporation was personally interested in it, if at the meeting of the Board of Directors making, authorizing or confirming such contract or transaction the interested director disclosed his interest therein and refrains from voting on such contract or transaction, and such contract or transaction is adopted or ratified by a majority of a quorum of directors present.

ARTICLE XI

This corporation shall have power to conduct business in any State or foreign country and to maintain offices therein, subject to the laws of such jurisdiction.

We, the undersigned, being all of the original subscribers to the capital stock of this corporation do hereby adopt and file these Articles of Incorporation in accordance with the laws of the State of Idaho, and do hereby certify that the facts therein set forth are true, and do respectively agree each to take the number of shares of stock hereinbefore set forth opposite our respective names.

IN WITNESS WHEREOF we have hereunto set our hands and seals to this instrument, which is executed this 1 day of March, 1990.

STATE OF IDAHO)

) ss.

County of Canyon)

On this 1st day of March, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared before me and is known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal, the day and year of this certificate first above written.

David F. Beck
Notary Public for Idaho
Residing at Caldwell,
Idaho