



CERTIFICATE OF INCORPORATION
OF

MIDVALE FLYING CLUB, INC.

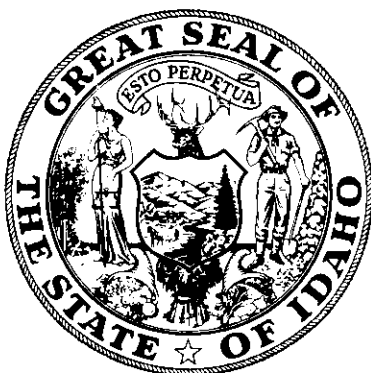
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MIDVALE FLYING CLUB, 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 April 30, 19 84.



Pete T. Cenarrusa

SECRETARY OF STATE

Lucy J. Clark

Corporation Clerk

ARTICLES OF INCORPORATION

OF

MIDVALE FLYING CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and citizens of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and we do hereby certify, declare and adopt the following Articles of Incorporation.

I.

NAME: The name of this corporation shall be MIDVALE FLYING CLUB, INC..

It shall be a non-profit corporation.

II.

DURATION: The period of existence and duration of the life of this corporation shall be perpetual.

III.

PURPOSES: The nature of the business and the object and purposes of this corporation shall be as follows:

(a) The corporation shall own and operate one or more aircraft for its members in conjunction with their education as pilots, offering an economical opportunity for student pilots and licensed pilots to further their interest and endeavors through organized activity.

(b) The corporation shall promote, enhance and enforce safe and responsible flying practices.

(c) The corporation shall provide and regulate any program or activity pertaining to flying that would contribute to the well-being of the corporation and its members.

IV.

MEMBERSHIP: Membership within the corporation and their attendant definitions, fees, qualifications, requirements, rights and privileges shall be as set forth in the remainder of this section and are available 1) through application for Class I, and 2) through recommendations, attain special recognition membership. The minimum age of an active member shall be sixteen (16) years of age.

(a) Class I member-each individual applicant for a Class I membership shall pay a membership fee of Two Thousand dollars (\$2,000.00) and upon corporation approval shall be entitled to a Class I membership. Class I members have voting rights, may operate corporate aircraft and may serve as a corporation officer or board member.

(b) Special Recognition Member-A member who performs regular or exceptional duties for this corporation shall, upon recommendation by one of the elected officers and subsequent approval of the Board of Directors, receive a Special Recognition Membership provided further that such membership shall be limited to discounted flying time fees in exchange for time allotted to the aforementioned duties.

(c) Application for membership in this corporation shall be made on an application for membership form as approved by the Board of Directors.

(d) Acceptance for membership in this corporation is as follows: Upon receipt by the Board of Directors of any application for membership, that application and applicant shall reviewed and interviewed, respectively, and acted upon by a quorum of said Directors. Upon an affirmative review by the Board, the respective applicant shall receive temporary active status with the corporation until his application is voted upon by the membership at the next regular meeting. A two-thirds (2/3) affirmative vote of the membership present at that meeting is required to accept the applicant as a duly qualified member.

(e) As proof of membership, each member will be issued a membership card and certificate of membership signed by the President and the Secretary.

(f) Disciplinary Action-All members shall operate aircraft and equipment and conduct themselves according to the Federal Aviations Regulations and the By-Laws and policies of this corporation. Deviation from these, other than for an emergency, shall be brought to the attention of the Board of Directors and may be cause for disciplinary action and/or suspension or dismissal from the Club with all rights and/or privileges forfeited. Any such member may appeal said decision at a regular or special Board meeting.

(g) Membership termination-When the membership determines that an individual's membership is not in the best interests of the corporation, that membership may be terminated by a three-fourths (3/4) vote of the membership present and voting, provided further that prior

to such meeting the member in question receive at least fifteen (15) days prior written notice of the meeting and then be given an opportunity to show cause why membership should not be terminated.

V.

REGISTERED AGENT:

Karson L. Craig
Rt. 1, Box 5
Midvale, Idaho 83645

The address of the initial registered office is as above.

VI.

BOARD OF DIRECTORS: The first Board of Directors shall consist of four (4) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than two (2) nor more than four (4).
The names and post office addresses of each of the initial Directors

(a) Karson L. Craig
Rt.1, Box 5
Midvale, Idaho 83645

Karson L Craig

(b) Tom Seid
Rt.1, Box 72
Midvale, Idaho 83645

Tom Seid

(c) Dan Seid
Rt.1, Box 71
Midvale, Idaho 83645

Dan Seid

(d) Gary Franklin
Box 126
Cambridge, Idaho 83610

Gary Franklin

VII.

INCORPORATORS: The names and post office addresses of each of the incorporators consists of the above listed directors plus the following:

(a) Kenneth Seid
Rt.1, Box 69
Midvale, Idaho 83645

Kenneth Seid

(b) Jerry Jaeger
Rt.1, Box 63
Cambridge, Idaho 83610

Jerry Jaeger

(c) Charles Waite
Rt.1, Box 67
Midvale, Idaho 83645

Charles Waite

(d) David Craig
Rt.1, Box 40
Midvale, Idaho 83645

David Craig

IN WITNESS WHEREOF, we have signed triplicate originals
of these Articles this 24th day of April, 1984.

STATE OF IDAHO)
) ss.
County of Washington)

On this 24th day of April, 1984, before me, the
undersigned, a Notary Public in and for said State, person-
ally appeared Karson L. Craig, Tom Seid, Dan Seid, Gary Franklin,
Kenneth Seid, Jerry Jaeger, Charles Waite & David Craig
known to me to be the persons whose names are subscribed to
the foregoing instrument and acknowledged to me that they
executed the same.

Kenneth L. Seid
Notary Public for Idaho
Residing at Midvale, Idaho
commission expires 7/30/84