

State of Idaho

Department of State

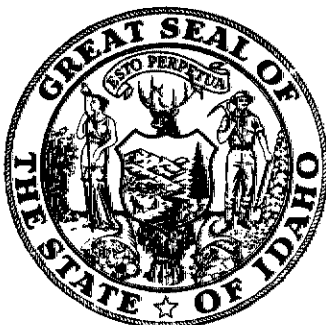
CERTIFICATE OF INCORPORATION OF

AIRPORT INDUSTRIAL RESOURCES, INC.
File number C 108618

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 AIRPORT INDUSTRIAL RESOURCES, 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: December 19, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

ARTICLES OF INCORPORATION
OF

AIRPORT INDUSTRIAL RESOURCES, INC.

An Idaho Nonprofit Corporation

One: The name of the corporation is:

AIRPORT INDUSTRIAL RESOURCES, INC.

Two: This corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Idaho Nonprofit Corporations Act primarily for the mutual benefit of its members and may carry on any lawful act or business for that purpose.

Three: This corporation is organized exclusively for nonprofit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States internal revenue law). Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and 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)(3) of the Internal Revenue Code of 1986 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 of 1986 or the corresponding provision of any future United States internal revenue law.

Four: The corporation's initial registered offices in Idaho are: 800 Airport Way, Sandpoint, Idaho 83864. The agent for service of process at that registered office is Robert Maurice.

Five: The name of the corporation's incorporator is Chris Popov, c/o Airport Industrial Resources Inc., 800 Airport Way, Sandpoint, Idaho 83864

Six; The corporation shall have one class of members. Such members shall not be personally liable for the acts, debts, liabilities or obligations of the corporation as may be consistent with section 30-3-39, Idaho Code.

Seven: (a) The name of the corporation's initial directors are:

Robert Maurice, 800 Airport Way, Sandpoint, Idaho 83864.

Kenneth Jackson, 800 Airport Way, Sandpoint, Idaho 83864

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(b) The number of Directors of this corporation may, from time to time, be increased or decreased by an amendment to the Bylaws in that regard and without the necessity of amending the Articles of Incorporation. A majority of the Directors in office, present at any meeting of the Board of Directors, duly called, whether regular or special, shall always constitute a quorum for the transaction of business, unless the Bylaws shall otherwise provide.

(c) In the absence of fraud, no contract or other transaction of the corporation shall be affected by the fact that any of the Directors of the corporation are in any way interested in, or connected with, any other party to such contract or transaction, or are themselves, parties to such contract or transaction; provided that, this interest in any such contract or transaction of any such director shall at any time be fully disclosed or otherwise known to the Board of Directors; shall not violate the provisions of the Internal Revenue Code concerning the corporation's status as a nonprofit corporation under section 501 (c) (3); and each and every person who may become a Director of the corporation is hereby relieved of any liability that might otherwise exist from contracting with the corporation for the benefit of themselves or any firm, association or corporation in which they may be in any way interested.

(d) In the absence of intentional misconduct, fraud or knowing violation of the law, no director or officer shall be liable to the corporation or its members for damages for breach of fiduciary duty as a director or officer, or for any loss or damage suffered by the corporation on account of any action taken or omitted to be taken by themselves as director or officer of the corporation.

(e) Every person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the corporation to the fullest extent legally permissible under the Idaho Nonprofit Corporations Act, as amended from time to time, against all expenses, liabilities and losses (including attorney's fees, judgments, fines and amounts paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any manner desired by such person. Such

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right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquired and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaws, agreement, vote of members, provision of law, or otherwise, as well as their rights under this Article. The Board of Directors may adopt Bylaws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the Idaho Nonprofit Corporations Act, as amended from time to time, and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as a representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity arising out of such status, whether or not the corporation would have the power to indemnify such person against such liability.

Eight: (a) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office, except as otherwise provided in section 501(h) of the Internal Revenue Code of 1986.

(b) The property of this corporation is irrevocably dedicated to nonprofit purposes, as set forth in Article Two above. No part of the net earnings of this corporation shall inure to the benefit of its directors, trustees, officers, private shareholders or members, or to any individual.

(c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to an organization (or organizations) organized and operated exclusively for nonprofit mutual benefit purposes and that is tax exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986.

(d) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of Internal Revenue Code, or the corresponding section of any future federal tax code.

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(e) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(f) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(g) The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(h) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Dated: December 1, 1994



Chris Popov, Incorporator