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STATE OF IDAHO

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ARTICLES OF INCORPORATION
OF

MOUNTAIN HOME AERO HERITAGE FOUNDATION, INC.

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

IDAHO SECRETARY OF STATE

08/01/2000 09:00
CK: 1183 CT: 134282 BH: 337767

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Article I Name.

The name of the Corporation is Mountain Home Aero Heritage 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 Mountain Home, County of Elmore, and in the State of Idaho. The address of the initial registered office is 1655 North 4th East, Mountain Home, Idaho 83647, and the name of the initial registered agent at this address is William H. Hamilton.

Article V Purposes.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To serve as a philanthropic corporation in assisting, fostering, and perpetuating the Mountain Home Air Force Base Heritage Program, which Program's purposes and objectives are a medium of informing and educating nationally the historic evolution of air strength as it relates to Idaho aviation history, including elements of the Idaho Air National Guards and Army Air Corps Aviation; and to assist in the development and expansion of the Mountain Home Air Force Base Museum and facilities, all on a non-profit basis.

B. Charitable, religious, educational, or scientific 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

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organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, 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 or do.

Article VI Limitations.

No part of the net earnings or the 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 purpose set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII Members.

The Corporation shall have members as provided in the Corporation By-Laws.

Article VIII Board of Directors.

The management of this Corporation shall be vested in a Board of Directors, not less than four (4) members nor more than fifty-one (51) members, as shall be fixed by the By-Laws. The Directors shall serve in accordance with the By-Laws to be adopted by the Corporation. The initial Directors shall manage the affairs of the Corporation until their successors are elected and qualified.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
William Hamilton	1655 North 4th East Mountain Home, ID 83647
Jeff Cameron	1635 Castle Way Mountain Home, ID 83647
Peter R. Tetreault	815 Garrett St. Mountain Home, ID 83647
Edmund Heafey	4615 Tamarack Mountain Home AFB, ID 83648

Article IX Distribution on Dissolution.

Upon 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. In doing so, the Board of Directors shall distribute such assets among so many of the following nonprofit 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: United States Air Force to be used for the Mountain Home Air Force Base, Idaho, Heritage Program or such other non-profit program or museum that promotes military aviation history in Idaho. 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.

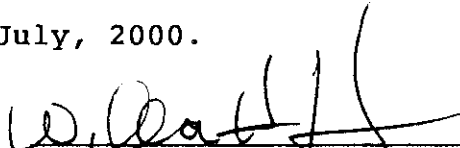
Article XI Incorporator.

The name and street address of the incorporator is William H. Hamilton, 1655 North 4th East, Mountain Home, Idaho 83647.

Article XII Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

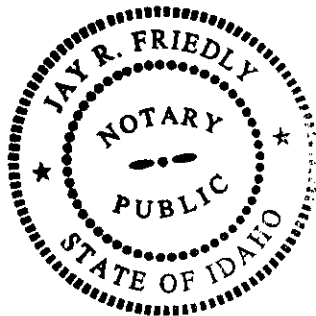
DATED this 28th day of July, 2000.

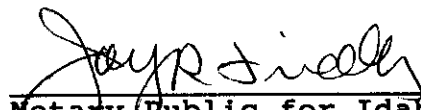

William H. Hamilton
Incorporator

STATE OF IDAHO,)
) ss.
COUNTY OF ELMORE,)

On this 28th day of July, 2000, before me, the undersigned, a Notary Public in and for said state, personally appeared William H. Hamilton, known to me to be the person whose name is subscribed to the foregoing 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 Mtn. Home, ID
My commission expires: 5-23-03