



CERTIFICATE OF INCORPORATION
OF

ATHOL AIRPORT, 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 _____

ATHOL AIRPORT, INC.

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: *October 5, 1981*



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
ATHOL AIRPORT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, and in accordance with and pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

That the name of the corporation is ATHOL AIRPORT, INC.

ARTICLE II.

The purposes for which said corporation is formed are:

(1) To engage in, conduct, promote, advertise and carry on and engage in business, and to have and exercise all powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized pursuant to the laws under which this corporation is organized and any and all acts amendatory thereto and supplemental thereto.

(2) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

(3) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary business affairs, or for the purposes of the corporation.

(4) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or in furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, clubs or individuals, and to do every act or acts, thing or things essential or pertinent to or growing out of or connected with the aforesaid objects or purposes or any parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

(5) To engage in any commercial enterprise calculated or designed to be profitable to said corporation and in conformity with the laws of the State of Idaho.

(6) To become successor in interest to the Hackney-Athol Road Association.

(7) To maintain roads, airstrips and taxi ways as presently in existence within the following described area, to-wit:

The Northwest Quarter of Section 11, Township
53 North, Range 3 West, Boise Meridian, Kootenai
County, Idaho.

(8) The foregoing clauses shall be construed both as purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III.

The commencement of life of this corporation shall be the date of the issuance to it of a Certificate of Incorporation by the Secretary of State of the State of Idaho, and the duration of the life of this corporation shall be perpetual.

ARTICLE IV.

The location and post office address of the registered office and registered agent of the corporation shall be:

[REDACTED]
[REDACTED] Everett D. Hofmeister)
Attorneys at Law
202 First Federal Savings Bldg.
401 Front Street
Coeur d'Alene, Idaho 83814

ARTICLE V.

(1) Shares in this corporation shall be limited as follows:

- (a) To persons having an interest in real property as hereinbefore described.
- (b) To persons having an interest in the operation, maintenance, and activities of said airport, and the roads, businesses, and activities within the property hereinbefore described.
- (c) To persons as the shareholders and/or directors may approve.

(2) No other stock or type of share shall be issued and said shares shall be conveyed to the owners thereof.

(4) In all elections of directors the principal of cumulative voting shall apply.

ARTICLE VI.

There shall be five (5) directors. Directors shall be required to be stockholders of this corporation.

ARTICLE VII.

The names and post office addresses of the incorporators and initial directors, and the number of shares subscribed by each, are as follows:

Jerry Long
Box 63-U
Athol, Idaho 83801 1 SHARE

Thomas A. Cannarozzo
WA 1100 Sageway
Spokane, Washington 99208 1 SHARE

Capital stock of \$1,000.00 at \$10.00 per share.

ARTICLE VIII.

(1) No assessment of the fully paid and outstanding stock of the corporation shall at any time be levied except by resolution of the board of directors and approval of the majority of shareholders.

(2) When the board and shareholders determine that a stock assessment is necessary, they shall, by resolution, levy an assessment in such total amount as they shall determine, and apportion the same among the issued and outstanding shares of stock. The resolution of assessment shall provide whether the assessment shall be payable by the shareholders in a lump-sum or in installments and shall fix the percentages and due dates of installments, if any.

(3) Written notice of an assessment shall be given to each shareholder of the corporation, which notice shall set forth all particulars of the assessment and the reasons therefor and shall further declare that if any stockholder defaults in the payment of the assessment on his share, or any installment thereof, and continues in such default for sixty (60) days, then as many shares of such defaulting stockholder will be sold as are necessary for the payment of the assessment thereon, or deemed forfeited as the directors may elect.

(4) In the event a share is deemed forfeited any subsequent holder of interest in the real ptoperty described in Article

II(8) above, acquired from the forfeiting stockholder, must pay all delinquencies then due, unless waived by the board of directors.

(5) No shareholder may vote, in person or by proxy, if in default of the assessment so imposed.

(6) Each share issued by this corporation shall have a copy of these Articles affixed thereto, and by acceptance of a share thereby agrees to the terms and conditions hereby imposed.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of June, 1981.

Jerry A Long
Thomas A Cannarozzo

STATE OF IDAHO)
 ss
County of Kootenai)

On this 16th day of June, 1981, before me, the undersigned Notary Public, personally appeared JERRY LONG and THOMAS A. CANNAROZZO, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal on the date last above written.

Phyllis Y. Hofmeister
Notary Public in and for the
State of Idaho, residing at
Coeur d'Alene.