

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

A.C.E. AVIATION INC.

12-11-09 AM 9:38

SECRETARY OF STATE
STATE OF IDAHO

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1. Name. The name of the corporation is A.C.E. Aviation Inc.

ARTICLE 2. Shares. The corporation is authorized to issue 100,000 shares, all of one class.

ARTICLE 3. Registered Office and Registered Agent. The address of the corporation's initial registered office in the state of Idaho is 1473 Highway 20, Ashton, Idaho 83420. The name of the corporation's initial registered agent at such address is Alex C. Egbert.

ARTICLE 4. Directors. The Board of Directors shall consist of one or more directors. The number of directors constituting the initial Board of Directors is one and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and qualified are:

<u>Name</u>	<u>Address</u>
Alex C. Egbert	1473 Highway 20 Ashton, Idaho 83420

ARTICLE 5. Incorporator. The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Alex C. Egbert	1473 Highway 20 Ashton, Idaho 83420

ARTICLE 6. Cumulative Voting. All shareholders of the corporation are entitled to cumulate their votes for directors.

ARTICLE 7. Preemptive Rights. The corporation elects to have preemptive rights.

ARTICLE 8. Share Issuance and Transfer Restrictions. The issuance of shares by the corporation, and the transfer of issued and outstanding shares of the corporation, to any person who is not a shareholder of the corporation shall require prior written authorization signed by shareholders holding at least two-thirds (2/3) of the then issued and outstanding shares of the corporation.

IDAHO SECRETARY OF STATE
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ARTICLE 9. Bylaws. The initial Bylaws of the corporation shall be adopted by the initial Board of Directors. Thereafter, the Bylaws of the corporation may be amended, modified, altered and repealed, and new Bylaws may be adopted, only by written authorization signed by shareholders holding at least two-thirds (2/3) of the then issued and outstanding shares of the corporation, and such Bylaws shall be binding in all respects on all shareholders of the corporation.

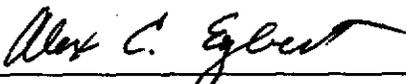
ARTICLE 10. Limitation on Personal Liability of Directors. No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

- (i) The amount of a financial benefit received by a director to which he is not entitled,
- (ii) An intentional infliction of harm on the corporation or the shareholders,
- (iii) A violation of section 30-1-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

ARTICLE 11. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

DATED this 6th day of January, 2012.

INCORPORATOR



Alex C. Egbert