

Corporate Action by Consent of the Board of Directors/Members of the Yuma County Airport Authority, Inc.

As permitted by law, including but not limited to, A.R.S. 910-3821 the undersigned, being all of the directors/members of the Yuma County Airport Authority, Inc., hereby unanimously authorize, approve and consent without a meeting to the adoption of the following corporate resolutions and the actions thereby contemplated:

1. Resolution for Adoption of Amendments to Articles of Incorporation. The attached Articles of Amendment are hereby adopted to be effective as of January 1, 2003.
2. Resolution for Approval of Corporate Action. All actions and undertakings of the directors, officers, employees, and agents of the corporation since January 1, 2003 are hereby ratified and approved.
3. Resolution for Authorization of Corporate Action. The directors, officers, employees, and agents of the corporation are hereby authorized and directed to perform such acts and to execute and deliver on behalf of the Corporation such instruments, agreements and documents as may be necessary, required or appropriate to carry out the purposes of the foregoing resolutions; and the Secretary of the Corporation is hereby authorized and directed, to certify to the adoption of the foregoing resolutions as may be required or appropriate to carry out the purposes of the foregoing resolutions.

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF YUMA COUNTY AIRPORT AUTHORITY, INC.

Pursuant to the provisions of A.R.S. sections 10-11001 through 10-11009 inclusive, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Yuma County Airport Authority, Inc.
2. The following amendments were adopted by act of the Board of Directors and members to be effective as of January 1, 2003.
3. The Articles are amended by repealing existing Articles I through XIII inclusive, and inserting in lieu thereof the following:

ARTICLE I

The name of the corporation is YUMA COUNTY AIRPORT AUTHORITY, INC .

ARTICLE II

The duration of the corporation shall be perpetual,

ARTICLE III

The general nature of the business, which the corporation has been and is presently engaged in since its incorporation, is the operation on behalf of Yuma County, Arizona, of the Yuma International Airport and its related facilities.

ARTICLE IV

The purpose for which the corporation is formed is the development, promotion and encouragement of transportation into and out of the County of Yuma and other communities in Southern Arizona. The purpose for which the corporation is formed shall include all lawful business which the corporation may engage in pursuant to Title 20 and Title 28 of the Arizona Revised Statutes.

ARTICLE V

This corporation has been organized and all of its facilities now owned or hereafter acquired shall be operated and used exclusively for public, benevolent or charitable purposes and not for pecuniary profit.

ARTICLE VI

This corporation shall neither have nor issue any capital stock and this corporation shall not be conducted for profit, and no part of the net income of this corporation shall inure to the benefit of any member, director or officer; and no member, director, officer or employee of this corporation shall receive or be lawfully entitled to receive any pecuniary profit of any kind therefrom, except reasonable compensation for services in effecting one or more of its purposes or as a proper beneficiary of its non-profit activities.

ARTICLE VII

That the officers of the corporation shall consist of a President, two Vice-presidents, a Secretary, Treasurer and Board of Directors consisting of not less than five nor more than sixteen persons and such subordinate officers as may from time to time be provided for under the By-laws of the corporation; the Board of Directors shall be elected from the membership for staggered terms at the meeting to be held upon the second Tuesday in November of each year or as may be fixed, by the By-laws. The officers of the corporation shall be elected by the Board of Directors.

The present and existing board of directors/members shall continue in office for the terms of their election, all as provided for in the existing By-laws. The names, addresses and term expiration of the present board directors/members are as follows:

Dunbar S. Norton
Director/Member
22267 Del Norte
Yuma, AZ 85365
Expiration 12/31/05

Victor P. Smith
Director/Member
1450 Hettema
Yuma, Arizona 85364
Expiration 12/31/05

John T. Osterman
Director/Member
1406 Camino Real
Yuma, Arizona 85364
Expiration 12/31/04

Harry D. Hengl, Director/Member
2319 Ridgeview Dr.
Yuma, Arizona 85364
Expiration 12/31/04

Mark R. Pancrazi
Director/Member
7735 Topeka Place
Yuma, Arizona 85365
Expiration 12/31/03

Ronald D. Rice
Director/Member
P.O. Box 6897
Yuma, Arizona 85366-6897
Expiration 12/31/04

Gregory S. Ferguson
Director/Member
2069 W. 13th Lane
Yuma, Arizona 85364
Expiration 12/31/05

Troy T. Edwards
Director/Member
1045 S. Tamarack Ave.
Yuma, Arizona 85364
Expiration 12/31/05

Karl R. Moedl, Director/Member
9651 S. Copperview Way
Yuma, Arizona 85365
Expiration 12/31/04

Leslie Lewis
Director/Member
2008 S. 14th Ave.
Yuma, Arizona 85364
Expiration 12/31/03

John Sam Houston
Director/Member
2045 14 Ave. # 62
Yuma, Arizona 85364
Expiration 12/31/03

Patrick K. Hodges, Sr.
Director/Member
2184 S. 14 Ave.
Yuma, Arizona 85364
Expiration 12/31/03

Gary J. Magrino
Director/Member
1135 Kings Lane
Yuma, Arizona 85365
Expiration 12/31/03

O. Ray Williams
Director/Member
1218 S. 8th Ave.
Yuma, Arizona 85366
Expiration 12/31/04

David R. Egeberg
Director/Member
1010 S. Tamarack Ave.
Yuma, Arizona 85364
Expiration 12/31/05

Lenore L. Stuart
Director/Member
198 Main St.
Yuma, Arizona 85364
Expiration 12/31/05

The powers and duties of the Board of Directors shall be set forth in the By-laws, subject to any limitations Imposed by Title 10 of the Arizona Revised Statutes.

ARTICLE VIII

That the authorized number, election, qualifications and removal of members of this corporation, classifications of membership, voting and other rights and privileges of a l l members shall be set forth in the By-laws of this corporation; and that the membership shall not be transferable or assignable.

ARTICLE IX

The private property of the members, directors and officers, employees, or agents of this corporation shall be' forever exempt from all corporate debts, obligations and liability of any kind whatsoever to the maximum extent permitted by law,

ARTICLE X

The power to alter, amend or repeal the By-laws or adopt new Bylaws subject to repeal or change by action of the membership shall be vested in the Board of Directors.

ARTICLE XI

That to the maximum extent permitted by law, including but not limited to the statutes of Title 10 of the Arizona Revised Statutes, the personal liability of the individual officers, directors of the board and individual members of the Yuma County Airport Authority, Inc., is hereby eliminated and the individual officers, directors or members shall have no personal liability for monetary damages nor be subject to suit for damages by reason of any act done in good faith and within the scope of the officer's, director's or member's official, capacity with the corporation.

ARTICLE XII

The name of the Statutory Agent is David C. Gaines, Airport Director, resident of Yuma County, Arizona, whose mailing address is Yuma County Airport Authority, Inc., 2191 East 32nd Street, Ste. 218, Yuma, Arizona 85365.

ARTICLE XIII

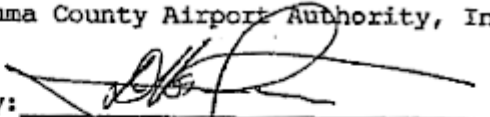
No person serving as an officer or a member of the Board of Directors shall incur any personal liability either to the corporation or any of its members for monetary damages for breach of fiduciary duty as an officer, or a director, except to the extent that such liability may not be eliminated or removed pursuant to the Arizona Revised Statutes.

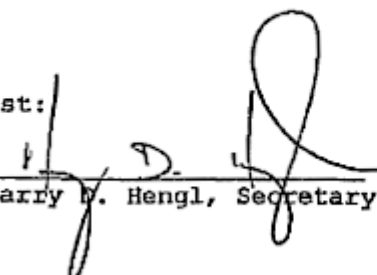
ARTICLE XIV

The corporation shall indemnify any person for any and all expenses or liabilities' incurred as a result of the fact that such person is or was an officer, director, employee or agent of the Corporation to the maximum extent permitted by law, and, except as may be otherwise prohibited by the By-Laws, such indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

IN WITNESS WHEREOF, the President and Secretary of the Corporation, acting for and on behalf of the Corporation have hereunder affixed their signatures this 20th day of June, 2003.

Yuma County Airport Authority, Inc.

By: 
Dunbar S. Norton, President

Attest:
By: 
Harry D. Hengl, Secretary

STATE OF ARIZONA

County of Yuma

ss.

On this 20th day of June, 2003, before me, the undersigned Notary Public, personally appeared Dunbar S. Norton, as President, and Harry D. Hengl, as Secretary, of the Yuma County Airport Authority, Inc., and acknowledged to me that they, being authorized to do so, executed the foregoing instrument for the purposes contained therein on behalf of the Yuma County Airport Authority, Inc., an Arizona Non-Profit Corporation.

SUBSCRIBED AND SWORN to before me this 20th day of June, 2003.

Notary Public

My Commission Expires:

11/14/2006

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF YUMA COUNTY AIRPORT AUTHORITY, INC.

Pursuant to the provisions of A.R.S. sections 10-1033 through 10-1036 inclusive, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Yuma County Airport Authority, Inc.
2. The Articles are amended by repealing existing Articles I through IX inclusive, and inserting in lieu thereof the following:

ARTICLE I

The name of the corporation is YUMA COUNTY AIRPORT AUTHORITY, INC.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The general nature of the business, which the corporation has been and is presently engaged in since its incorporation, is the operation on behalf of Yuma County, Arizona, of the Yuma International Airport and its related facilities.

ARTICLE IV

The purpose for which the corporation is formed is the development, promotion and encouragement of transportation into and out of the County of Yuma and other communities in Southern Arizona. The purpose for which the corporation is formed shall include all lawful business which the corporation may engage in pursuant to Chapter 5, Title 10, Arizona Revised Statutes.

ARTICLE V

This corporation has been organized and all of its facilities now owned or hereafter acquired shall be operated and used exclusively for public, benevolent or charitable purposes and not for pecuniary profit.

ARTICLE VI

This corporation shall neither have nor issue any capital stock and this corporation shall not be conducted for profit, and no part of the net income of this corporation shall inure to the benefit of any member, director or officer and no member, director, officer or employee of this corporation shall receive or be lawfully entitled to receive any pecuniary profit of any kind therefrom, except reasonable compensation for services in effecting one or more of its purposes or as a proper beneficiary of its non-profit activities.

ARTICLE VII

That the officers of the corporation shall consist of a President, two Vice-presidents, a Secretary, Treasurer and Board of Directors consisting of not less than five nor more than nine persons and such subordinate officers as may from time Co time be provided for under the By-laws of the corporation; the Board of Directors shall be elected from the membership for staggered terms at the annual meeting to be held upon the second Tuesday in January of each year or as may be fixed by the By-laws. The officers of the corporation shall be elected by the Board of Directors.

The present and existing board members shall continue in office for the terms of their election, all as provided for i n the existing By-laws. The names, addresses and term expiration of the present board members are as fallows:

Mr. Larry W. Suciu, President
1763 W. 24th St., Ste. 200
Yuma, Arizona 85364
Expiration 1/98

Mr. Leslie Lewis, First Vice-President
2008 South 14th Ave.
Yuma, Arizona 85364
Expiration 1/97

Mr. Dunbar Norton, Second Vice-President
12267 Del Norte
Yuma, AZ 85365
Expiration 1/99

Mr. F. C. Braden, Secretary
P.G. Box 6545
Yuma, Arizona 85366
Expiration 1/96

Mr. Jimmy Naquin, Treasurer
3501 South Avenue 41E
Roll, Arizona 85347
Expiration 1/2000

The powers and duties of the Board of Directors shall be set forth in the BY-laws, subject to any limitations imposed by Chapter 5, Title 10, Arizona Revised Statutes.

ARTICLE VIII

That the authorized number, election, qualifications and removal of members of this corporation, classifications of membership, voting and other rights and privileges of a11 members shall be set forth in the By-laws of this corporation; that the membership shall not be transferable or assignable.

ARTICLE IX

The private property of the members, directors and officers shall be forever exempt from its debts and obligations and from corporate liability.

ARTICLE X

The power to alter, amend or repeal the By-laws or adopt new By-laws subject to repeal or change by action of the membership shall be vested in the Board of Directors.

ARTICLE XI

That pursuant to Arizona Revised Statutes 10-1017, the personal liability of the individual directors of the board and individual members of the Yuma County Airport Authority is eliminated and the individual directors or members shall have no personal liability for monetary damages nor be subject to suit for damages by reason of any act done in good faith and within the scope of the directors or members official capacity with the corporation.

ARTICLE XII

The name of the Statutory Agent is E.M. Thurmond, Airport Director, resident of Yuma County, Arizona, whose mailing address is Yuma County airport Authority, Inc., 2191 East 32nd Street, Yuma, Arizona 85365.

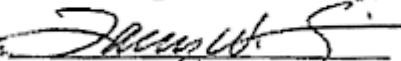
ARTICLE XIII

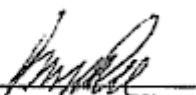
No person serving as a member of the Board of Directors shall incur any personal liability either to the corporation or any of its members for monetary damages for breach of fiduciary duty as a director, except to the extent that such liability may not be eliminated or removed pursuant to Arizona Revised Statutes 101029 (A) (8) (A-E) .

3. The foregoing amendments were adopted by act of the members and the Board of Directors on February 28, 1995.

IN WITNESS WHEREOF, the President and Secretary of the Corporation, acting for and on behalf of the Corporation have hereunder affixed their signatures this 28th day of February, 1995.

Yuma County Airport Authority, Inc.

By: 
Larry W. Suda, President

Attest:
By: 
F.C. Braden, Secretary

STATE OF ARIZONA

County of Yuma

ss.

On this 28th day of February, 1995, before me, the undersigned Notary Public, personally appeared Larry W. Suci, as President, and F.C. Braden, as Secretary, of the Yuma County Airport Authority, Inc., and acknowledged to me that they, being authorized to do so, executed the foregoing instrument for the purposes contained therein on behalf of the Yuma County Airport Authority, Inc., an Arizona Non-Profit Corporation.

SUBSCRIBED AND SWORN to before me this 28 day of February, 1995.

My Commission Expires:

July 3, 1997

Notary Public

RESTATED ARTICLES OF INCORPORATION OF YUMA COUNTY AIRPORT AUTHORITY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That heretofore the YUMA COUNTY AIRPORT AUTHORITY, INC. was duly formed as an Arizona non-profit corporation with its Articles being filed in the office of the Arizona Corporation Commission on or about the 29th day of December, 1965.

That there has been one amendment to the Articles since that date.

That in compliance with Sections 10-1034 through 10-1037, Arizona Revised Statutes, the undersigned officers, pursuant to the resolution of the Board of Directors at a special meeting to consider the same, do herewith restate the Articles of Incorporation, including all amendments, as follows:

ARTICLE I

The name of the corporation is YUMA COUNTY AIRPORT AUTHORITY, INC.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The general nature of the business, which the corporation has been and is presently engaged in since its incorporation, is the operation on behalf of Yuma County, Arizona, of the Puma International Airport and its related facilities .

ARTICLE IV

The purpose for which the corporation is formed is the development, promotion and encouragement of transportation into and out of the County of Yuma and other communities in Southern Arizona. The purpose for which the corporation is formed shall include all lawful business which the corporation may engage in pursuant to Chapter 5, Title 10, Arizona Revised Statutes.

ARTICLE V

This corporation has been organized and all of its facilities now owned or hereafter acquired shall be operated and used exclusively for public, benevolent or charitable purposes and not for pecuniary profit,

ARTICLE VI

This corporation shall neither have nor issue any capital stock and this corporation shall not be conducted for profit, and no part of the net income of this corporation shall inure to the benefit of any member, director or offices and no member, director, officer or employee of this corporation

shall receive or be lawfully entitled to receive any pecuniary profit of any kind therefrom, except reasonable compensation for services in effecting one or more of its purposes or as a proper beneficiary of its non-profit activities,

ARTICLE VII

That the officers of the corporation shall consist of a President, two Vice-Presidents, a Secretary, Treasurer and Board of Directors consisting of not less than five nor more than nine persons and such subordinate officers as may from time to time be provided for under the By-laws of the corporation; the Board of Directors shall be elected from the membership for staggered terms at the annual meeting to be held upon the second Tuesday in January of each year or as may be fixed by the By-laws. The officers of the corporation shall be elected by the Board of Directors.

The present and existing board members shall continue in office for the terms of their election, all as provided for in the existing By-laws. The names, addresses and term expiration of the present board members are as follows:

Leslie Lewis, President
1440 East Laguna Place
Yuma, Arizona 85365
Expiration 1/92

F.C. Braden, First Vice-President
Post Office Box 1631
Yuma, Arizona 85366
Expiration 1/91

Ronald Harp, Second Vice-President
Post Office Box 5540
Yuma, Arizona 85366
Expiration 1/94

Jimmy Naquin, Secretary
3501 South Avenue 41E
Roll, Arizona 85347
Expiration 1/95

H.E. Zabel, Treasurer
Post Office Box 411
Yuma, Arizona 85366
Expiration 1/93

The powers and duties of the Board of Directors shall be set forth in the By-laws, subject to any limitations imposed by Chapter 5, Title 10, Arizona Revised Statutes.

ARTICLE VIII

That the authorized number, election, qualifications and removal of members of this corporation, classifications of membership, voting and other rights and privileges of all members shall be set

forth in the By-laws of this corporation; that the membership shall not be transferable or assignable.

ARTICLE IX

The private property of the members, directors and officers shall be forever exempt from its debts and obligations and from corporate liability.

ARTICLE X

The power to alter, amend or repeal the By-laws or adopt new By-laws subject to repeal or change by action of the membership shall be vested in the Board of Directors.

ARTICLE XI

That pursuant to Arizona Revised Statutes 10-1017, the personal liability of the individual directors of the board and individual members of the Yuma County Airport Authority is eliminated and the individual directors or members shall have no personal liability for monetary damages nor be subject to suit for damages by reason of any act done in good faith and within the scope of, the directors or members official capacity with the corporation.

ARTICLE XII

The name and address of the Statutory Agent is Thaddeus G, Baker, resident of Yuma County, Arizona, mailing address is 152 South First Avenue, Yuma, Arizona 85364,

ARTICLE XIII

The above restated Articles .of Incorporation correctly set f o r t h the operative provisions of the Articles a£ Incorporation, including all amendments without change, and the restated Articles of Incorporation supersede the original Articles of Incorporation and a l l amendments thereto.

IN WITNESS WHEREOF, we have hereunder affixed our signatures this 21st day of November, 1990.



President



Secretary

STATE OF ARIZONA
County of Yuma | ss.

On this 21st day of November,, 1990, before me, the undersigned Notary Pubic, personally appeared Leslie Lewis and Jimmy Naquin, both known to me to be the persons whose names are

subscribed to the foregoing instrument as President and Secretary of the Yuma County Airport Authority, Inc., an Arizona non-profit corporation, who acknowledged that they executed same for the purposes therein contained.

My Commission Expires:
7/30/90


Notary Public

CONSENT TO APPOINTMENT AS STATUTORY AGENT STATE OF ARIZONA

STATE OF ARIZONA

ss.

County of Yuma

THADDEUS G. BAKER, being first duly sworn, deposes and says that he is a practicing attorney and bona fide resident of the State of Arizona since 1950 and continuously thereafter; that his office address for purposes of service of process is Thaddeus G. Baker, P.C., 152 South First Avenue, Yuma, Arizona 85364; and that he consents to act as Statutory Agent for the Yuma County Airport Authority, Inc., an Arizona non-profit corporation.


THADDEUS G. BAKER

SUBSCRIBED AND SWORN to before me November 28, 1990

My Commission Expires:
12-1-1997


Notary Public

AMENDED CERTIFICATE OF RESOLUTION

I, Paul Kolodziejczyk, Secretary of the Yuma County Airport Authority, Inc., an Arizona nonprofit corporation, do hereby certify that at the regularly scheduled meeting of the directors and members at 32nd Street and Pacific Avenue, Yuma, Arizona, Yuma International Airport, a quorum of directors and members being present. The following resolution was unanimously adopted:

RESOLVED that pursuant to A.R.S. S10-1017, the personal liability of the individual directors of the Board and individual members of the Yuma County Airport Authority is eliminated and the individual directors or members shall have no personal liability for monetary damages nor be subject to suit for damages by reason of any act done in good faith and within the scope of the directors or members official capacity with the corporation,

DATED this 13th day of October, 1987.


Secretary


STATE OF ARIZONA

ss.

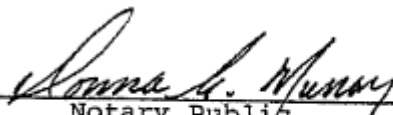
County of Yuma

I, Paul Kolodziejczyk, being first duly sworn, deposes and says:

That I am the Secretary of the Yuma County Airport Authority, Inc.; that I have read the foregoing Certification and know the contents thereof; that the same is true and correct in substance and in fact.


Secretary

SUBSCRIBED AND SWORN to before me this 13th day of October, 1987.


Notary Public

My Commission Expires:
My Commission Expires April 6, 1989



ARIZONA CORPORATION COMMISSION

DATE: 1/13/89

TO WHOM IT MAY CONCERN:

This letter is in regard to the document, as checked, which has been approved for filing with the Corporations Division of the Arizona Corporation Commission.

- AMENDMENT
- MERGER
- NEW AUTHORITY
- INTENT TO DISSOLVE (NONPROFIT)

In regard to the item check above, your document must be published for three (3) consecutive publications, within sixty (60) days of the filing date—in a newspaper of general circulation in the Arizona County of the known place of business of the corporation. The Affidavit of Publication must then be returned to this office within thirty (30) days of the last day of publication,

- RESTATEMENT OF INFORMATION
- INTENT TO DISSOLVE (PROFIT)

In regard to the above item checked, the publication requirements must take place within thirty (30) days of the filing date in a newspaper of general circulation in the Arizona County of the known place of business. The Affidavit of Publication must then be returned to this office within fifteen (15) days for the INTENT TO DISSOLVE and thirty (30) days for the RESTATEMENT OF INFORMATION, of the last day of publication.

If you have questions, you may contact us at our Phoenix Office. Hours are 8:00 a.m. - 5:00 p.m., weekdays, (602) 255-3135.

Very truly yours,

Examiner Technician
Corporations Division
Arizona Corporation Commission

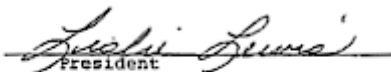
AMENDED ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF YUMA COUNTY AIRPORT AUTHORITY, INC.

The undersigned do hereby certify that they are the elected President or Chairman of the Board of Directors and Secretary of the Yuma County Airport Authority, Inc., an Arizona nonprofit corporation.

That on the 7th day of July, 1987 by unanimous vote of all of the Board of Directors, said corporation at its regularly scheduled meeting of its corporate officers located at Yuma International Airport, Yuma, Arizona, amended the Articles of Incorporation as follows:

RESOLVED that pursuant to A.R.S. S10-1017, the personal liability of the individual directors of the Board and individual members of the Yuma County Airport Authority is eliminated and the individual directors or members shall have no personal liability for monetary damages nor be subject to suit for damages by reason of any act done in good faith and within the scope of the directors or members official capacity with the corporation.

IN WITNESS WHEREOF the Yuma County Airport Authority, Inc. has caused to execute these Articles of Amendment by its President and secretary this 13th day of October, 1987


President

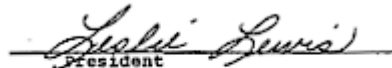

Secretary

STATE OF ARIZONA

County of Yuma

ss.

The President and Secretary, being first duly sworn, deposes and says: That they are the President and Secretary of the Yuma County Airport Authority, Inc.; that they have read the foregoing Articles of Amendment and know the contents thereof; that the same is true and correct in substance and in fact,


President


Secretary

SUBSCRIBED AND SWORN to before me this 13th day of October, 1987.


Notary Public

My Commission Expires:
My Commission Expires April 6, 1989

ARTICLES OF INCORPORATION OF YUMA COUNTY AIRPORT AUTHORITY, INC.zz

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit civic corporation under the statutes of Arizona, and we hereby certify:

ARTICLE I

That the name of the corporation shall be YUMA COUNY AIRPORT AUTHORITY, INC. That the principal place of business shall be in Yuma County, Arizona, in and adjacent: to the City of Yuma in said county.

ARTICLE II

That the purposes for which this corporation is formed are as follows:

- A. The development and promotion of transportation and commerce by air in the state of Arizona and all parts of the Western Hemisphere in any way related to air transportation and commerce in Arizona.
- B. The promotion, development, and encouragement of all forms of air transportation into and out of the County of Yuma and other communities in Southern Arizona.
- C. The operation and maintenance of airports, air depots, landing fields, hangars, beacons, and all kind and character of devices incidental to the operation, development and maintenance of aircraft fields and strips for landing and operation –facilities in Southern Arizona.
- D. The advocacy and support of project activities and legislation far the benefit of commerce by air,
- E. The leasing, purchasing, holding, operation, possession and enjoyment in fee simple or otherwise of any personal or real properly, and the sale, lease, release, conveyance, reconveyance, mortgaging, hypothecating or disposal of any such personal or real property,
- F. This corporation is one where pecuniary profit is not an objective and a l l profits and gains of this corporation shall be held and used solely for the development, promotion and improvement of air commerce.

ARTICLE III

This corporation shall neither have nor issue any capital stock, and this corporation shall not be conducted for profit, and no part of the net income of this corporation shall inure to the benefit of any stockholder, officer, member or individual, and no member, officer or employee of this corporation shall receive or be lawfully entitled to receive any pecuniary profit of any kind therefrom, except reasonable compensation for services in effecting one or more of its purposes or as a proper beneficiary of its strictly non-profit activities . The highest amount of indebtedness or liability to which this corporation may at any time subject itself is Five Million Dollars (\$5,000,0000).

ARTICLE IV

The general nature of the business proposed to be transacted by this corporation is as follows:

To manufacture, own, buy, sell, lease, equip, operate, and deal in generally: airports, hangars, air strips, landing areas, docks, depots, and passenger and cargo terminals, machine and electrical shops and plants, airplanes, airships, flying machines, dirigible balloons, aeronautical equipment, and all kinds of aircraft of every name and nature, whether of domestic or foreign make; to deal in parts, supplies, buildings, and equipment for said airports and machines, to buy, own and sell patents; to own, buy, sell and lease, mortgage and dispose of all kinds of property, real and personal; to carry and transport passengers, merchandise, express, baggage or mail by airplane, airship or other aircraft; to own, operate and maintain automobiles and automobile busses, and to operate automobile and bus lines in connection with its business; to purchase own, lease, hold, mortgage, sell and dispose of airports, hangars, air strips, landing areas, docks, depots and passenger and cargo terminals, machine and electrical shops and plants, airplanes, airships and all kinds of aircraft; to maintain a service station or stations for the repair, overhauling and testing of said machines, airships and aircraft, and to maintain supply depots for airplane and flying machine service generally, and to buy and sell and deal in gasoline, oils and fuels of all kinds . Also to manufacture and to buy and sell any and all machinery, supplies and equipment necessary ay incidental to carrying on the general business of buying, selling, repairing, testing and flying airplanes and flying machines of every kind and description.

To establish, own, operate and maintain, under dully licensed instructors, a school or schools for the training of mechanics, and airplane and airship pilots .

To hire, lease, manage, promote and conduct air circuses, carnivals and all kinds of indoor and outdoor amusements, entertainments, boat or other races, and attractions of whatsoever nature or kind and the hiring of individuals and companies for such entertainment or shows; the conducting of all kinds of excursions and the transportation of passengers or freight or both, by water, automobile or aircraft; to own, engage in, lease and conduct restaurants, refreshment booths and stands of various kinds; to own, lease, operate and conduct hotels, lodging houses and auto camps.

To purchase, own, sell and operate radio stations, and to buy, sell, job, distribute and otherwise acquire or dispose of and deal in any and all kinds of radio apparatus, electrical supplies and merchandise; to take moving pictures and engage in all kinds of photography.

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of a ll kinds, whether secured by mortgage, pledge or otherwise, and to secure the same by mortgage, pledge or otherwise.

To acquire by purchase, subscriptions or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any other obligations or securities of any corporation in such manner as may be permitted by law, to aid in any manner any corporation whose stock, bonds, or other obligations are held in any manner guaranteed by the company, or in which the company is in any way interested; to do any other acts or things for the preservation, protection, improvement or enhancement of value of any such stock, bonds, or other obligations are held in any manner guaranteed by the company, or in which the company is in any way interested; to do any other acts or things for the preservation, protection, improvement or enhancement of value of any such stock, bonds, or other obligations or to do any acts or things designed for any such purpose, and while to owner of any such stock, bonds, or other obligations to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon.

ARTICLE V

That the time of commencement of the corporation shall be the day upon which the corporation Commission of Arizona shall issue unto it a certificate of incorporation, and its termination shall be twenty-five years thereafter unless renewed from time to time as provided by law.

ARTICLE VI

That the officers of the corporation shall consist of a President, two Vice-Presidents, a Secretary, Treasurer and Board of Directors consisting of not less than five nor more than nine persons and such subordinate officers as may from time to time be provided for under the By-Laws of the corporation; the officers of the corporation shall be elected from the membership of the Board of Directors, and all officers shall be elected an annual meetings to be held upon the second Monday in January of each year.

In accordance with the provisions of section 10-451, Arizona Revised Statutes, the following names persons were elected members of the Board of Directors of this corporation at a meeting held at 217 Second Avenue, Yuma, Arizona, at 5:00 P.M. on the 29th day of December, 1965, to-wit:

E. E. Winebarger, Route 3, Box 48, Yuma, Arizona
James Sellers, 225 West Palo Verde ST., Yuma, Arizona
Everette Self, 1041 Solona Drive, Yuma, Arizona
Paul Burch, 405 23rd Avenue, Yuma, Arizona
T. L. Moeller, 801 E. 26th Place, Yuma, Arizona

ARTICLE VII

That the authorized number, election, qualifications and removal of members of this corporation, classifications of membership, voting and other rights and privileges of all members shall be set forth in the By-Laws of this corporation; that the membership shall not be transferable or assignable.

ARTICLE VIII

The private property of the members of this corporation shall be wholly exempt from corporate liability.

ARTICLE IX

The corporation shall have power to make and adopt By-Laws and alter them at pleasure and it may amend its Articles of Incorporation as provided by the laws of Arizona.

IN WITNESS WHEREOF, the persons who are to act in this capacity of first officers of this corporation have hereunder set their hands this 29th day of Decembers, A.D., 1965, at Yuma, Yuma County, Arizona.

E. E. Winebarger
E. E. Winebarger

James Selliers
James Selliers

Everette Self
Everette Self

Paul Burch
Paul Burch

T. L. Moeller
T. L. Moeller

STATE OF ARIZONA

County of Yuma

ss.

On this 29th day of December, 1965, before me, the undersigned Notary Public, personally appeared each and all of the persons who have hereinbefore subscribed their names to the foregoing Articles of Incorporation, and all known to me or satisfactorily proven to be the persons whose names are subscribed to the within instrument, and each and all acknowledged that they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Richard B. ...
Notary Public

My Commission Expires:
Nov 12 1966