

Typed Copy by Eddy Bass, March 20, 2002.

Dated Feb18, 1994 – Arizona Corp. Commission

ARTICLES OF INCORPORATION
OF
ARIZONA CLOUDBUSTERS, INC.

The undersigned, having associated themselves together for the purpose of forming a nonprofit corporation under the laws of the State of Arizona, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is ARIZONA CLOUDBUSTERS, INC.

ARTICLE II
PURPOSE

The purpose of the corporation shall be to foster interest in aviation and to advance the knowledge of its members in aviation and related field. In this regard, the corporation may develop and operate a club of private aircraft owners and users in this state, and the conducting of any legal business allowable to a nonprofit corporation in this state and reasonably related thereto.

ARTICLE III
INCORPORATORS

The name and addresses of the incorporators are:

William A. Flinn
2658 W. Highland
Chandler, AZ 85224

Carl B. Chapman
13859 N. 40th Ave.
Phoenix, AZ 85023

ARTICLE IV
STATUTORY AGENT AND CORPORATE ADDRESS

The name and address of the statutory agent of the corporation is William A. Flinn, address above. The official address of the corporation shall be the same as that of its statutory agent.

ARTICLE V
NONPROFIT AND TAX-EXEMPT STATUS

No part of the net earnings 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 purposes set forth in Article II.

No part of the activities of the corporation shall be the propaganda or any attempt to influence legislation. The corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c) (3) and (7) of the Internal Revenue Code of 1954, as amended (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 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three (3) nor more than thirteen (13) directors. The actual number to serve at a given time may be set between these limits in the bylaws. The persons who are to serve as Directors until the first annual meeting of Members, or until their successors are elected and qualified are as follows:

William A. Flinn
Carl B. Chapman
Thomas May
Dennis Davis
John Plaxco
Douglas Schnepf
Frank Schiller
Richard Feiling
Toby Ledbetter

ARTICLE VII
DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organization organized and operated exclusively for charitable, educational, religious or

scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) and (7) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VIII INDEMNIFICATION

This corporation shall indemnify and hold harmless the directors and officers of the corporation from any claims or caused of action which may accrue or be brought against them by reason of their action or inaction in their capacity as directors or officers of this corporation, including indemnity for all attorney's fees, expenses, loss of time from employment and damages in the event of any litigation or claims, and any and all other liabilities that might accrue.

ARTICLE IX FISCAL YEAR

The fiscal year of the corporation shall end December 31.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 16th day of December, 1993 corrected to February, 1994.

Signed: William A. Flinn
And Carl B. Chapman