

Articles of Incorporation Of Phoenix Flyers, Inc.

Know all men by these presents:

That we, the undersigned, hereby associate ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of incorporation.

Article I

Name:

The name of the corporation shall be Phoenix Flyers, Inc.

Article II

The principal place of business shall be 4917 East Mulberry Drive, Phoenix, Arizona 85018.

Article III

Purpose:

The purpose for which this corporation is organized is the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

Article IV

Initial Business:

The corporation is organized exclusively for the educational, social and recreational purposes involving the proper use and enjoyment of aircraft and the improvement of flying skills. The purpose of this corporation shall be within the meaning of Sections 501(c)(3) and (7) of the Internal Revenue Code of 1954, as amended.

Article V

No part of the net earning 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 IV. No substantial part of the activities of the corporation shall be the 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 provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1954, (or the corresponding provisions of an future United States Internal Revenue Laws).

Article VI

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provisions 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 organizations 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) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Laws) 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 principal 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 VII

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the By-laws.

Article VIII

The annual meeting is to be held at a place within or without the state as fixed by the By-Laws.

Article IX

Statutory Agent:

The name and address of the initial Statutory Agent of the corporation is:

C. N. Surrarer
4917 East Mulberry Drive
Phoenix, Arizona 85018

Article X

(1) The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by the action of the members, shall be vested and reserved to the members.

(2) In addition to Arizona Revised Statutes provisions, a special meeting may be called by: (a) any two (2) executive officers, or: (b) in accordance with any provision in the By-Laws approved and adopted by a majority of the membership.

(3) The right of members, or classes of members, to vote may be limited, enlarged or denied to the extent provided in the By-Laws if such provision is approved and adopted by a majority of the membership at a reasonable time prior to any specific vote.

(4) Subject to the limitations fixed in the Arizona Revised Statutes relative to the persons constituting the initial Board of Directors, the By-Laws shall fix the number of directors, the manner of the election and the term of office, all to be approved by a majority of the membership.

(5) A director may not be removed from office except upon the establishment of misfeasance, malfeasance, or nonfeasance, as determined by a majority of the directors and affirmed by a majority of the members or upon finding of a majority of the members, or on provisions set forth in the By-Laws approved and adopted by a majority of the members.

Article XI

Board of Directors:

There shall be no less than three (3) Directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Directors or until their successors are elected and qualified are:

A. R. Lobert
5710 East Sharon Drive
Scottsdale, Arizona 85254

James F. Landers
1933 East Harvard Drive
Tempe, Arizona 85283

Robert J. Skalka
2227 West Plata Circle
Tempe, Arizona 85202

Raymond C. Taylor
711 West Piedmont
Phoenix, Arizona 85041

Lawrence K. Nelson
212 West Roma
Phoenix, Arizona 85013

Carlton H. Clagdon
P.O. Box 638
Buckeye, Arizona 85018

C. N. Surrarrer
4917 East Mulberry Drive
Phoenix, Arizona 85018

Bennett J. Erickson
1033 East Manzanita Drive
Phoenix, Arizona 85020

C. N. Surrarrer, as listed above, is the **Incorporator** of this corporation.

DATED this 15th day of November, 1984

C. N. Surrarrer, Incorporator

I, C. N. Surrarrer, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.

C. N. Surrarrer