

EXPEDITED
ARTICLES OF INCORPORATION

2002 OCT 10 P 3:19

APPR _____
DATE APP. _____
TERM Month Pay ARIZONA FLYERS CLUB, INC.
DATE 10-10-02 (An Arizona Business Corporation)

DO NOT FURNISH THIS SECTION

ARTICLE 1

The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a trademark or trademark, attach Declaration of Trademark Holder form.

ARTICLE 2

The name cannot imply that the corporation is organized for any purpose other than the initial business indicated in this article.

ARTICLE 3

The total number of authorized shares cannot be "Zero" or "Not Applicable."

ARTICLE 4

May be in care of the statutory agent.

ARTICLE 5

The agent must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location. The agent must sign the Articles or provide a consent to acceptance of the appointment.

1. **Name.** The name of the Corporation is ARIZONA FLYERS CLUB, INC.

2. **Initial Business.**

The Corporation initially intends to conduct the business of OPERATING A FLYING CLUB.

3. **Authorized Capital.**

The Corporation shall have authority to issue 500 shares of Common Stock.

4. **Known Place of Business (In Arizona)**

The street address of the known place of business of the Corporation is:
C/O HERBERT W. BRASINGTON, JR. (REGISTERED AGENT)
36305 S. WIND CREST DRIVE
TUCSON, AZ 85739

5. **Statutory Agent (In Arizona)**

The name and address of the statutory agent of the Corporation is:
HERBERT W. BRASINGTON, JR.
36305 S. WIND CREST DRIVE
TUCSON, AZ 85739

PAID

ARIZONA REVISED STATUTES

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A minimum of 1 director is required.

6. Board of Directors

The initial board of directors shall consist of 4 director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of shareholders or until his(her)(their) successor(s) is(are) elected and qualified is(are):

Name: STEPHEN CRISWELL
Address: PO BOX 97
City, State, Zip: AMADO, AZ 85645

HERBERT W BRASINGTON, JR.
36305 S. WIND CREST DR
TUCSON, AZ 85739

Name: WILLIAM EMBRICH
Address: 5330 N HACIENDA DR. SO.
City, State, Zip: TUCSON, AZ 85718

RICHARD BLAISE
3722 W BUTTERFLY LAKE
TUCSON, AZ 85742

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

7. Incorporators.

The name(s) and address(es) of the incorporator(s) is (are):

Name: STEPHEN CRISWELL
Address: PO BOX 97
City, State, Zip: AMADO, AZ 85645

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

8. Indemnification of Officers, Directors, Employees and Agents.

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

9. Limitation of Liability.

To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

ARTICLE 7
A minimum of 1 incorporator is required. All incorporators must sign both the Articles of Incorporation and the Certificate of Disclosure.

UNIVERSITY MICROFILMS

DO NOT FURNISH THIS SECTION

Flows and the numbers are optional

The agent must consent to the appointment by executing the consent

The Articles must be accompanied by a Certificate of Discharge, executed within 30 days of delivery to the Commission, by all incorporators.

EXECUTED this 20th day of SEPTEMBER, 2002 by all of the incorporators.

Signed: [Signature]

STEPHEN PERKINS [Print Name Here] [Print Name Here]

PHONE (520) 398-2618 FAX _____

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 10th day of SEPTEMBER, 2002.

Signed: [Signature]

HERBERT W. BRADSTON, JR. [Print Name Here]