

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

ARTICLES OF INCORPORATION

OF

SKYRANCH FLIGHT ASSOCIATION

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

JAN 10 3 43 PM '86

JAN 27 2 51 PM '86

APPR *Ellie Davenport*
DATE APPR *1/26* FILED
TERM
DATE TIME

APPR
DATE APPR FILED
TERM *1/26*
DATE TIME *1/26*

ARTICLE I - NAME

182308

The name of the corporation is SkyRanch Flight Association, an Arizona nonprofit corporation.

ARTICLE II - PURPOSE

The corporation shall be a nonprofit corporation under Arizona Revised Statutes, § 10-1001, et seq; and the purposes for which the corporation is organized include conducting any or all lawful affairs for which nonprofit corporations may be amended from time to time.

ARTICLE III - INITIAL BUSINESS

The corporation initially intends to engage in the business of providing for the orderly recreational and/or commercial utilization and the management of that certain airport property commonly known as SkyRanch at Carefree and/or the Carefree Airport, Carefree, Arizona.

ARTICLE IV - MEMBERSHIP CORPORATION

This corporation shall always be and remain a corporation not organized for profit; and no part of the earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. No shares of stock representing an ownership interest shall be issued.

ARTICLE V - STATUTORY AGENT

The name and address of the initial statutory agent of the corporation is Woodson K. Woods, 14806 North 74th Street, Scottsdale, Arizona 85260.

ARTICLE VI - PLACE OF BUSINESS

The place of business of the corporation initially shall be the Carefree Airport also known as SkyRanch at Carefree (Post Office Box 2222) Carefree, Arizona 85377.

ARTICLE VII - BOARD OF DIRECTORS

The Initial Board of Directors shall consist of five (5) persons. The persons who are to serve as directors until their successors are elected and qualify are:

Woodson K. Woods
14806 North 74th Street
Scottsdale, AZ 85260

Margaret Woods
14806 North 74th Street
Scottsdale, AZ 85260

Elliot James Peskind
14806 North 74th Street
Scottsdale, AZ 85260

Thomas Saxer
Box 1144
Carefree, AZ 85377

Dietrich Loeper
P.O. Box 1461
Carefree, AZ 85377

ARTICLE VIII - NUMBER OF DIRECTORS

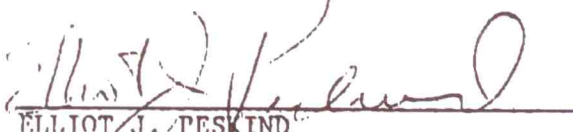
The number of persons to serve on the Board of Directors shall be fixed by the members at the annual meeting or any special meeting called for the purpose, except that the Board of Directors shall always consist of not fewer than three (3) persons.

ARTICLE IX - INCORPORATORS

The incorporators of the corporation are: Woodson K. Woods and Elliot J. Peskind, who addresses are listed above. All powers, duties and responsibilities of the incorporators shall cease at the time of the delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 7 day of January, 1986.


WOODSON K. WOODS


ELLIOT J. PESKIND

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing Articles of Incorporation were acknowledged before me by WOODSON K. WOODS and ELLIOT J. PESKIND on the 7th day of JANUARY, 1986.

In witness whereof, I set my hand and seal.


NOTARY PUBLIC

My Commission Expires:

My Commission Expires Aug. 31, 1988

CONSENT TO ACT AS STATUTORY AGENT

Woodson K. Woods, whose address is 14806 North 74th Street,
Scottsdale, Arizona, 85260, hereby consents to act as statutory
agent for SKYRANCH FLIGHT ASSOCIATION, and he shall continue to
act in that capacity until removed or resignation is submitted
in accordance with the Arizona Revised Statutes.

DATED this 24 day of January, 1986.


WOODSON K. WOODS

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

SKYRANCH FLIGHT ASSOCIATION

EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B

ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- ☒ A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

- ☐ B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES ☐ NO ☒

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/Officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete.

State of ARIZONA)
County of MARICOPA) ss

Subscribed, sworn to and acknowledged before me this
19th DAY of JANUARY, 1986.

BY Edward J. Kuhn DATE 1/9/86

TITLE Incorporator

BY Woodward Woods DATE 1/9/86

TITLE Incorporator

FISCAL DATE: December 31

NOTARY PUBLIC

My Commission Expires Aug. 31, 1986

My Commission expires: _____