

FEB 01 1990

Corporations Section

ARTICLES OF INCORPORATION

OF

CLASSIC JET AIRCRAFT ASSOCIATION, INC.

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of CLASSIC JET AIRCRAFT ASSOCIATION, INC. (the "Corporation") under the Texas Non-Profit Corporation Act (the "Act").

ARTICLE 1

NAME

The name of the Corporation is CLASSIC JET AIRCRAFT ASSOCIATION, INC.

ARTICLE 2

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. The Corporation shall be the successor to an unincorporated recreational association named CLASSIC JET AIRCRAFT ASSOCIATION, located in Houston, Texas. The incorporator has been authorized to execute these Articles of Incorporation by the consent of a majority of the members of the unincorporated association.

ARTICLE 3

DURATION

The period of the Corporation's duration is perpetual.

ARTICLE 4

PURPOSES

The specific and primary purposes for which the Corporation is organized are to promote the safe and continued operation of classic jet aircraft; to collect and disseminate flight and other information valuable to classic jet owners, operators and pilots; to promote the comfort, protection, convenience and interests and to protect the rights of classic jet owners and users generally, and its members particularly; and to facilitate its members' cooperation to their mutual advantage and protection in matters pertaining to the use and ownership of classic jet aircraft. The term "classic jet

aircraft" or "classic jet" shall mean any ex-military jet aircraft which is twenty years old or older. The determination of whether an aircraft is a classic jet aircraft shall be made by the Board of Directors, which shall also have the right to amend such definition or to permit exceptions to such definition from time to time.

#### ARTICLE 5

##### POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. The Corporation shall have the power, on dissolution, to distribute assets to members as provided by law, regardless of the provisions of Article 1396—6.02 Section A(3) or Article 1396—7.06 Section B(3) of the Revised Civil Statutes. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to members, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

#### ARTICLE 6

##### RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

#### ARTICLE 7

##### MEMBERSHIP

The Corporation shall have two (2) classes of members whose respective rights shall be set forth in the bylaws.

#### ARTICLE 8

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5555 San Felipe, 17th Floor, Houston, Texas 77056. The name of the initial registered agent at this office is Robert A. Belk.

ARTICLE 9  
BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the bylaws. The initial Board of Directors shall consist of nine (9) persons. The number of directors may be increased or decreased by amendment of the bylaws. In electing directors, members shall not be permitted to cumulate their votes. Voting for the election of directors shall be in accordance with the bylaws. The initial Board of Directors shall consist of the following persons at the following addresses:

Name of Directors	Street Address
Charles Parnall	8802 Travelair Houston, Texas 77061
Jim A. Robinson	8802 Travelair Houston, Texas 77061
Paul T. Entrekin	4614 Whisper Way Pensacola, Florida 32504
Mike Bertz	9636 Jaffco Airport Avenue Broomfield, Colorado 80020
Kay J. Eckardt	1332 Roxbury Road Salt Lake City, Utah 84108
John M. Ellis III	5605 Portage Road Kalamazoo, Michigan 49002
Daryl Greenamyre	P.O. Box 1927 Rancho Santa Fe, California 92067
W. E. Harrison	1705 E. 19th Street, Suite 702 Tulsa, Oklahoma 74104
Edward Stead	31 Random Road Bedford, New Hampshire 03102

ARTICLE 10  
LIMITATION ON LIABILITY OF DIRECTORS

A director, officer or agent of the Corporation is not liable to the Corporation or members for monetary damages for an act or omission in the director's, officer's or agent's capacity as such director, officer or agent except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 11  
INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director, officer or agent or other person related to the Corporation to the fullest extent permitted by Article 1396-2.22A of the Act.

ARTICLE 12  
CONSTRUCTION

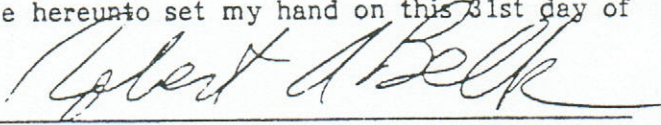
All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13  
INCORPORATION

The name and street address of incorporator is:

Name of Incorporator	Street Address
Robert A. Belk	5555 San Felipe, 17th Floor Houston, Texas 77056

IN WITNESS WHEREOF, I have hereunto set my hand on this 31st day of  
January, 1990.

  
\_\_\_\_\_  
ROBERT A. BELK



The State of Texas  
Secretary of State

CERTIFICATE OF INCORPORATION

OF

CLASSIC JET AIRCRAFT ASSOCIATION, INC.  
CHARTER NUMBER 01141172

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,  
HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE  
CORPORATION, DULY SIGNED AND VERIFIED HAVE BEEN RECEIVED IN THIS  
OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY  
VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES  
THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE  
ARTICLES OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE  
USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER  
UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE  
ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED FEB. 1, 1990



*George S. Bayard Jr.*  
Secretary of State



# The State of Texas

Secretary of State

FEB. 1, 1990

ROBERT A. BELK--FOOTS & MOORE  
5555 SAN FELIPE 17TH FL  
HOUSTON ,TX 77056

RE:  
CLASSIC JET AIRCRAFT ASSOCIATION, INC.  
CHARTER NUMBER 01141172-01

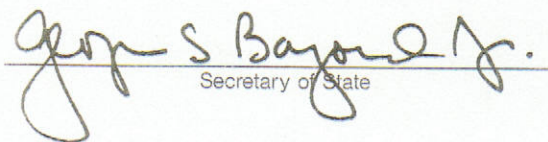
IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

  
Secretary of State