
**ARTICLES OF INCORPORATION
OF
RBR AIRCRAFT, INC.**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, having associated ourselves together for the purpose of forming a corporation under the laws of the State of Arizona, do hereby adopt the following Articles of Incorporation.

1. **NAME.** The name of the corporation is RBR AIRCRAFT INC.

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

3. **INITIAL BUSINESS.** The corporation initially intends to conduct business of purchasing, selling and brokering of aircraft.

4. **AUTHORIZED CAPITAL.** The authorized capital of the corporation shall be divided into one million (1,000,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

5. **STATUTORY AGENT.** The name and address of the initial statutory agent of the corporation is: Roland LaFont, 1/4 mile E. of AZ Hwy. 191, on Navajo Hwy 7 at Canyon De Chelly Motel, Chinle, AZ.

6. **KNOWN PLACE OF BUSINESS.** The known place of business of the corporation shall be P.O. Box 175, Kayenta, Arizona 86003.

7. **BOARD OF DIRECTORS.** The Initial Board of Directors shall consist of two (2) directors. The persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are: Roland LaFont, P.O. Box 175, Kayenta, Arizona 86003, and Rob Menepace, 7313 Ticonderoga NE, Albuquerque, New Mexico 87109.

8. **NUMBER OF DIRECTORS.** The number of persons to serve on the Board of Directors shall be fixed by the shareholders at the annual meeting or any special meeting called for that purpose, except that the Board of Directors shall always consist of not fewer than two (2) nor more than ten (10) persons.

9. INCORPORATORS. The incorporators of the corporation are: Roland LaFont, P.O. Box 175, Kayenta, Arizona 86003 and Rob Menepace, 7313 Ticonderoga NE, Albuquerque, New Mexico 87109.

All powers, duties and responsibilities of the incorporators shall cease immediately following adoption of the initial bylaws of the corporation.

10. INDEMNIFICATION OF OFFICERS AND DIRECTORS. The corporation shall indemnify any person who incurs expenses by reason of the fact he or she is or was an officer or director of the corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

DATED this 30th day of June, 1989.

/s/ Roland LaFont, Incorporator

/s/ Rob Menepace, Incorporator

STATE OF NEW MEXICO

} ss.

County of McKinley

On this, the 30th day of June, 1989, personally appeared before me Roland LaFont, known to be (or satisfactorily proven to be) the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

/s/ Jan Basgal

Notary Public

My Commission Expires: June 16, 1991.

STATE OF NEW MEXICO

} ss.

County of McKinley

On this, the 30th day of June, 1989, personally appeared before me Rob Menepace, known to be (or satisfactorily proven to be) the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

/s/ Jan Basgal

Notary Public

My Commission Expires: June 16, 1991.

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