

STATE of 'WASHINGTON SECRETARY of STATE

I, Ralph Munro, Secretary of State Of the State Washington and custodian of its seal, hereby issue this

*CERTIFICATE OF INCORPORATION*

to  
CREST-AERO

a Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below:

U.B.I Number: 601 424 829

Date: November 6,1992

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol

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Ralph Munro. Secretary of State

FILED

STATE OF WASHINGTON  
NOV -6 1992  
RALPH MMUNRO  
SECRETARY STATE

ARTICLES OF INCORPORATION  
OF  
CREST-AERO

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A NON-PROFIT CORPORATION

The undersigned, as incorporators of a non-profit corporation under the provisions Of Chapter 24.03 of the Revised Code of Washington, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I  
NAME

The name of the corporation is CREST-AERO, a non-profit corporation.

ARTICLE II  
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The corporation is organized by Crest Airpark property owners for the following purposes and has the following powers:

A. To represent members of the Corporation in all matters pertaining to their use of the runway and taxiways of Crest Airport.

B. To fix, levy, collect and enforce payment, by any lawful means, all charges and assessments made in accordance with its Bylaws.

C. To acquire by bequest, gift, devise, grant, purchase, lease, or otherwise, for any one or more of the purposes of the corporation, any property, real, personal or mixed, or any undivided interest therein, without limitation as to the nature of the estate taken, whether it be in fee or a lesser estate; to lease, mortgage, sell, or otherwise encumber or dispose of any or all such property; to take, use, and enjoy the rents, issues and profits from any or all such property; to take, use, and enjoy the rents, issues and profits from any or all such property; and to invest, reinvest and deal with the funds of

the corporation in such manner as in the judgement of the Board of Directors will best promote the purposes of this corporation, free from such as may be imposed by the laws of the State of Washington or the laws of any other jurisdiction applicable to the investment of trust funds by trustees.

D. To invest in, acquire, hold, mortgage, pledge, hypothecate, sell, exchange, transfer, or otherwise encumber or dispose of securities of any nature and to exercise all the right, powers and privileges of ownership thereof, including the right to vote thereon for any and all purposes.

E. To borrow or otherwise raise money for any and all purposes of the corporation, and to secure the payment thereof by mortgage, assignment, pledge, or other encumbering of the whole or any part of the assets of the corporation.

F. To sell, convey, mortgage, pledge, lease, exchange, transfer, dedicate and otherwise dispose of all or any part of its property and assets.

G. To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

H. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

I. To carry on any other activities deemed suitable or proper for the accomplishment of any and all of the foregoing objects and purposes and to have and exercise all powers which are now or may hereafter be conferred by the laws of Washington upon like corporations under RCW 24.03.035, but which are not inconsistent with qualification under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE IV

#### PROHIBITIONS

At all times and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntarily or involuntarily or by operation of law, or any other provisions hereof:

A. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

B. At no time shall the corporation engage in any activities which are unlawful under the laws of the United States, the State of Washington, or any other jurisdiction where its activities are carried on.

C. No compensation, loans, or other payments shall be paid to any officer, board member, creator or organizer of the corporation, or substantial contributor to it, except as a reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and no part of the assets or net earnings, current

or accumulated, of the corporation shall ever be distributed to or divided among such persons, or inure, be used for, accrue to or benefit any person or private individual.

ARTICLE V  
MEMBERS

The bylaws of the corporation shall provide qualifications for membership and the rights of members.

ARTICLE VI  
REGISTERED OFFICE AND

The address of the initial registered office of the corporation is 29508 179<sup>th</sup> Pl. S.E. Kent, WA 98042 and the name of its initial registered agent at such is Kenneth E. Bryant

ARTICLE VII  
BOARD as DIRECTORS

A. The management of the corporation shall be vested in the Board of Directors, whose powers shall include the regulation of the internal affairs of the corporation. The number, qualification and election of the directors shall be as provided in the Bylaws of the corporation and may be increased and decreased from time to time in the manner provided therein. The initial board of Directors shall consist of the nine (9) directors and their names and addresses are as follow:

<u>Name</u>	<u>Address</u>
<u>Kenneth E Bryant</u>	<u>29508 179<sup>th</sup> Pl. S.E., Kent, WA 98042</u>
<u>Nancy E Hoelzen</u>	<u>29656 179<sup>th</sup> Pl. S.E., Kent, WA 98042</u>
<u>Roger D. Mellema</u>	<u>17605 S.E. 288<sup>th</sup> Pl., Kent, WA 98042</u>
<u>Bud D. Nelson</u>	<u>17618 S.E. 293<sup>rd</sup> Pl., Kent, WA 98042</u>
<u>Virginia S. Neslund</u>	<u>14351 S.E. 266<sup>th</sup> Pl., Kent, WA 98042</u>
<u>Donald Nichols</u>	<u>17633 S.E. 301<sup>st</sup> Pl., Kent, WA 98042</u>
<u>Michael E. McGahan</u>	<u>17630 S.E. 303<sup>rd</sup> Pl., Kent, WA 98042</u>
<u>James R. Otey</u>	<u>17632 S.E. 301<sup>st</sup> Pl., Kent, WA 98042</u>
<u>Roy L. Shores</u>	<u>17602 S.E. 296<sup>th</sup> Pl., Kent, WA 98042</u>

B. The term of the initial Board of Directors shall be until the first annual meeting of the shareholders and until their successors are elected and qualified, unless removed in accordance with the provisions of the Bylaws.

ARTICLE VIII  
BYLAWS

The Board of Directors and /or the members shall have the power to adopt, amend or repeal the Bylaws of the corporation in the manner set forth in the Bylaws.

ARTICLE IX  
DISSOLUTION

A. Dissolution: The corporation may dissolve and wind up its affairs in the following manner

The Board of Directors shall adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of members having such voting rights, which may be either an annual or a special meeting. Written or printed notice stating that the purpose, or one of the purposes of such meeting is to consider the advisability of dissolving the corporation, shall be given to each members entitled to vote at such meeting, within the time and in the manner provided in the Bylaws for the giving of notice of meetings of members. A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds (66-2/3%) of the votes which members present at such meeting or represented by proxy are entitled to cast.

Upon the adoption of such resolution by the members the corporation shall cease to conduct its affairs except in so far as may be necessary for the winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the corporation and to the department of revenue, and shall proceed to collect its assets and apply and distribute them.

B. Distribution: The assets of the corporation in the process of dissolution shall be applied and distributed as follows:

(1) All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned transferred or conveyed in accordance with such requirements;

(3) Any remaining assets may be distributed to such organizations or domestic or foreign societies, persons, corporations, whether for profit or not for profit as follows:

(a) The board of directors shall adopt a resolution recommending a plan of distribution and directing the submission thereof to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Written or printed notices setting forth the proposed plan of distribution or a summary thereof shall be given to each member entitled to vote at such meeting, within the time and in the manner provided in this chapter for the giving of notice of meetings of members. Such plan of distribution shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast.

C. Revocation of Dissolution. The corporation may, at any time prior to the issuance of a certificate of dissolution by the secretary of state, revoke the action theretofore taken to dissolve the corporation, following manner:

(1) The Board of Directors shall adopt a resolution recommending that the voluntary dissolution proceedings be revoked and directing that the question of such revocation be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of revoking the voluntary dissolution proceedings, shall be given to each member entitled to vote at such meeting, within the time and in the manner provided in this chapter for the giving of notice of meetings of

members. A resolution to revoke the voluntary dissolution proceedings shall be adapted upon receiving at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled cast.

Upon the adoption of such resolution by the members, or by the Board of Directors where there are no members or no members having voting rights, the corporation may thereupon again conduct its affairs.

**ARTICLE X  
AMENDMENT**

Amendments to the articles of incorporation shall be made in the following manner:

(1) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in the Bylaws for the giving of notice of meetings of members. The proposed amendment shall be adopted upon receiving at least two-thirds (66-2/3%) of the votes which members present at such meeting or represented by proxy are entitled to cast.

**ARTICLE XI  
INDEMNITY**

The corporation in its Bylaws may provide for the indemnity of any officer or director against whom such has been brought for any acts or omissions arising out of the conduct in a corporate capacity, unless he be adjudged to have acted illegally or fraudulently.

**ARTICLE XII  
INCORPORATORS**

The names and addresses of the incorporators of this corporation are the following:

<u>Name</u>	<u>Address</u>
<u>Kenneth E Bryant</u>	<u>29508 179<sup>th</sup> Pl. S.E., Kent, WA 98042</u>
<u>Nancy E Hoelzen</u>	<u>29656 179<sup>th</sup> Pl. S.E., Kent, WA 98042</u>
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