

ARTICLES OF INCORPORATION

OF

RED BARON FLYERS, INC.

We, the undersigned being of lawful age, for purposes of forming a non-profit corporation pursuant to Minnesota General Statutes, 1961, Chapter 317, and laws amendatory thereof, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be Red Baron Flyers, Inc.

ARTICLE II

The general purpose of this corporation shall be to own or lease and maintain one or more aircrafts for the education, transportation, and general use of the members of this corporation or their families or such individuals as the board of directors may designate pursuant to any by laws which may be hereinafter adopted.

To acquire, hold, sell, lease, pledge, mortgage or otherwise dispose of any property whether realty or personalty necessary to the operation of the corporation and to the accomplishment of its purposes.

To borrow money, contract debts, make contracts and to exercise any and all other powers as a natural person could lawfully make, do, perform or exercise which may be necessary, convenient, or expedient for the accomplishment of any of its objects or purposes, providing the same be not inconsistent with the laws of the State of Minnesota and to that end enumeration of such powers shall not be deemed inclusive.

ARTICLE III

The corporation shall afford no pecuniary gain, directly or indirectly, to any of its members, directors or officers

ARTICLE IV

The duration of this corporation shall be perpetual.

ARTICLE V

The principal place of business of this corporation shall be Caledonia, Minnesota.

ARTICLE VI

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Earl A. Lawson	Caledonia, Minnesota 55921
Vernon D. Fruechte	Caledonia, Minnesota 55921
Glenn St. Mary	Caledonia, Minnesota 55921
T. E. Jaeb	Caledonia, Minnesota 55921
Clarence Nielson	Caledonia, Minnesota 55921
Charles Rollins	Caledonia, Minnesota 55921
Leland F. Schulze	Caledonia, Minnesota 55921
Dean Foltz	Caledonia, Minnesota 55921

ARTICLE VII

The names and addresses of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Earl A. Lawson	Caledonia, Minnesota 55921
Vernon D. Fruechte	Caledonia, Minnesota 55921
Glenn St. Mary	Caledonia, Minnesota 55921
T. E. Jaeb	Caledonia, Minnesota 55921
Clarence Nielson	Caledonia, Minnesota 55921
Charles Rollins	Caledonia, Minnesota 55921

The said members of the original board of directors shall serve in such capacity until their successors are elected and qualify.

ARTICLE VIII

The members, officers, and directors of the corporation shall have no personal liability, individually or collectively, for the debts or any other obligation of the corporation.

ARTICLE IX

The corporation shall have no capital stock.

ARTICLE X

The affairs of the corporation shall be managed by a board of directors consisting of six members which shall be elected for a one-year term from the membership at the annual meeting of the corporation membership. The qualifications other than membership in the corporation, if any, of the directors shall be as provided in the by laws of the corporation. The time and place of annual meetings, notices of the annual and any special meetings and the manner of calling special meetings shall be as provided for in the by laws.

ARTICLE XI

The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer and shall be elected by the board of directors from their number at a meeting to be held the day of the date of the annual meeting of the membership and immediately following the said annual meeting of the membership.

The first officers of this corporation who shall hold office until their successors are elected and qualify are:

President: Earl A. Lawson
Vice-President: Vernon D. Fruechte
Secretary: Glenn St. Mary
Treasurer: T. E. Jaeb

The duties of the officers and other qualifications, if any, shall be as provided in the by laws.

ARTICLE XII

Membership in this corporation shall be open to any adult person upon the payment of the membership fee provided for in the by laws and upon filling such other qualifications as may be provided for in the by laws.

Article XIII

These articles may be amended in the manner and as provided for by law.

IN WITNESS WHEREOF, We have hereunto affixed our signature this 26th day of March 1968.

(The signature of all eight original members appears on the original document)

State of Minnesota

ss.

County of Houston

On this 26th day of March, 1968, personally appeared before me Earl A, Lawson, Vernon D. Fruechte, Glenn St. Mary, T. E. Jaeb, Clarence Nielson, Charles Rollins, Leland F. Schulze, and Dean Foltz, to me known to be the persons named in and who executed the forgoing Articles of Incorporation, and that they executed the name as their free act and deed for the uses and purposes therein expressed.

Signature _____
William V. Von Arx, Notary Public
Houston County, Minnesota
My commission expires February 26, 1975

Seal Affixed

STATE OF MINNESOTA
Department of State

I hereby certify that the within instrument was filed for record in this office on the 8th day of April A.D. 1968, at 9 o'clock a.m. and was duly recorded in book 3-29 of incorporation, on page 328.

Joseph L. Donovan
Secretary of State