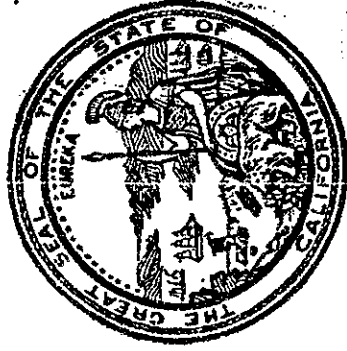


SEVENTH ANNUAL CONFERENCE OF CALIFORNIA



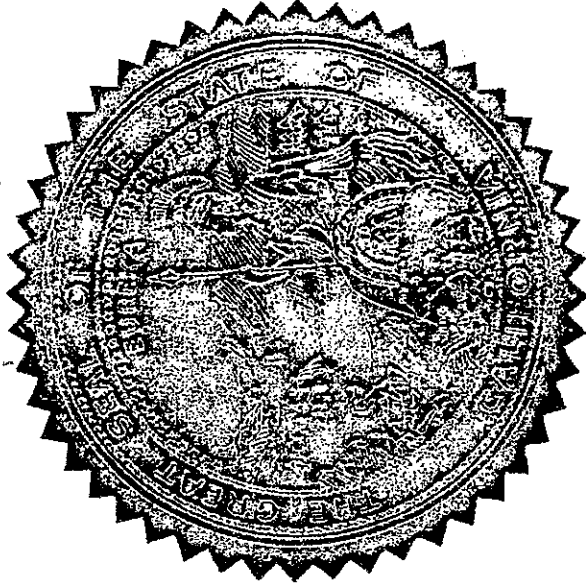
OFFICE OF THE
SECRETARY OF STATE

I, **MARCH FONG EU**, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

DEC 18 1975



March Fong Eu
Secretary of State

DEC 17 1975

MARCH 10 1976 E.U. Secretary of State

Janet E. Janszqui
Deputy

I. NAME: The name of this corporation is SOUTHWEST SECTION OF THE NINETY-NINES, INC.

II. SPECIFIC AND PRIMARY PURPOSE: The specific and primary purpose of this corporation is to promote aeronautical science in the five states encompassed by the Southwest Section of the Ninety-Nines, that is, California, Arizona, Utah, Nevada and Hawaii.

III. GENERAL PURPOSE: The general purposes and objectives to be prosecuted or carried on by this corporation are:

A. To engage in strictly educational, charitable and scientific activities and purposes, and particularly to promote aeronautical science by such means as is not inconsistent with the educational, charitable, and scientific purposes of the corporation;

B. To receive, collect, solicit, and hold funds, gifts and contributions of property and money; to take by bequest, devise, lease or otherwise, for any of its purposes hereinabove described, real, personal and mixed property; to buy, sell, invest and reinvest, the principal and surplus income therefrom and to distribute any of the same for the purposes hereinabove set forth and generally to exercise all and every power for which a non-profit corporation, organized under the laws of the State of California, for educational, charitable and scientific institutions and organizations can be authorized to exercise, but not any other power. The corporation shall have the power to receive endowment funds and to administer the same and to apply the principal and income thereof or either the principal or income, exclusively for the purposes herein set forth;

C. To stimulate greater interest in, knowledge and awareness of aeronautical science;

D. To assist in the promotion of good community relations between the airports and aviation personnel with the surrounding communities in the Southwest Section;

E. To sponsor periodic safety and informational seminars for pilots and ground personnel and interested community members;

F. To encourage and promote high professional and ethical standards in the aviation professions and among its members.

In furtherance of its educational, charitable and scientific purposes and not in limitation of its general powers conferred by the laws of the State of California, the corporations shall have the power to do all things which California corporations are normally given power to do, incident to the operation of an educational, charitable, and scientific organization, and provided such powers may be exercised only in furtherance of exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

IV. LIMITATIONS OF POWERS: This corporation shall be a membership corporation without authority to issue capital stock and not organized for profit.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation, nor carry on any activities not permitted to be conducted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of any officer of the corporation or any private individual, except reasonable compensation for services rendered to the corporation effecting one or more of its purposes.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office, including publication or distribution of statements.

V. NON-PROFIT NATURE: This corporation is organized for non-profit purposes pursuant to the General Non-Profit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to its members.

VI. PRINCIPAL OFFICE: The principal office for the transaction of the business of this corporation is in Orange County.

VII. BOARD OF DIRECTORS: The general management shall be vested in a Board of Directors consisting of five persons. The number of Directors may be changed by the By-Laws of this Corporation. The term of office, qualifications, nomination and election procedure for Directors shall be as provided in the By-Laws. The names and addresses of those directors acting as incorporators are:

MARION BARNICK, 175 Kirk Avenue, San Jose, California 95127
VERNA WEST, 2190 Mills Avenue, Menlo Park, California 94025
MARGO SMITH, 1635 Ricky Avenue, Anaheim, California 92802
JOAN STEINBERGER, 5723 Alondra Drive, Goleta, Calif., 93017
MARY B. VIAL, #3 Lincoln Drive, Phoenix, Arizona 85013

VIII. TIME OF EXISTENCE: The time of existence of this corporation is to be perpetual.

IX. PRIVATE PROPERTY: The private property of the members shall not be subject to the payment of corporate debts to any extent whatsoever.

X. MEMBERSHIP: The conditions and requirements for membership shall be determined by the By-Laws and any member of the corporation shall be subject to expulsion from membership as provided in the By-Laws. The membership of this corporation, after organization hereof, shall consist of the members of the Southwest Section of the Ninety-Nines as appear on the books and records of said organization, to be in good standing, unless said members file their dissents in writing with the secretary, and the membership shall hereafter consist

of all members of this corporation as the same shall at any time be constituted under the By-Laws of this corporation. The corporation is authorized to increase or limit the number of its members by amendment of the By-Laws.

XI. ENTITY BEING INCORPORATED: The name of the unincorporated association which is being incorporated is the SOUTHWEST SECTION OF THE NINETY-NINES.

XII. ON DISSOLUTION: In the event of the liquidation, dissolution or winding up of this corporation, whether voluntary, involuntary or by operation of law, except as may be provided by law, the Board of Directors of this corporation shall have the power to dispose of the total assets of the corporation in such manner as they, in the exercise of an absolute and uncontrolled discretion, may, by a majority vote, determine, provided, however, that such disposition shall be exclusively to charitable, educational, and/or scientific organizations as are then qualified under the provisions of Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

XIII. AMENDMENTS: This corporation reserves the right, if for an exempt purpose within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code), to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on the Board of Directors, officers or members hereof are granted subject to this reservation.

IN WITNESS WHEREOF the undersigned, being the Governor and Secretary respectively, of the SOUTHWEST SECTION OF THE NINETY-NINES, the unincorporated association which is being incorporated hereby, have executed these Articles of Incorporation.

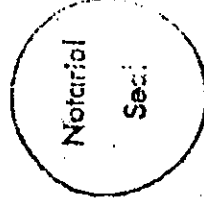
Marion Barnick
MARION BARNICK, Governor

Margo Smith
MARGO SMITH, Secretary

STATE OF CALIFORNIA)
COUNTY OF RIVERSIDE) SS

On July 4, 1975, before me, a Notary Public, personally appeared MARION BARNICK, the Governor, and MARGO SMITH, the Secretary, of the SOUTHWEST SECTION OF THE NINETY-NINES, and known to me to be the persons whose names are subscribed to the within Articles of Incorporation and acknowledged their signatures thereto.

Patricia Smith



AFFIDAVIT

STATE OF CALIFORNIA)
COUNTY OF RIVERSIDE) SS

MARION BARNICK and MARGO SMITH, being each first duly sworn, depose and say:

That MARION BARNICK is the Governor and MARGO SMITH is the Secretary of the SOUTHWEST SECTION OF THE NINETY-NINES, the unincorporated association in the foregoing Articles of Incorporation; that the association has duly authorized its incorporation and authorized them as such officers to execute these Articles of Incorporation, and that they have executed them pursuant to such authorization.

Marion Barnick
MARION BARNICK, Governor

Margo Smith
MARGO SMITH, Secretary

Subscribed and sworn to before me on July 4, 1975.
RIVERSIDE, CALIFORNIA

Robert F. Pool

