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ARTICLES OF INCORPORATION

OF

AERO RESERVE SCHOOL-WESTERN DIVISION, INC.

**FILED**  
in the office of the Secretary of State  
OF THE STATE OF CALIFORNIA

NOV 29 1935

**FRANK C. JORDAN**  
SECRETARY OF STATE  
DEPUTY

WE, the undersigned, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of California, and we do hereby certify:

FIRST: The name of said corporation is

AERO RESERVE SCHOOL-WESTERN DIVISION, INC.

SECOND: The purposes for which this corporation is formed are:

(a) To establish and maintain a school or schools to teach aeronautics and allied subjects; to impart to students theoretical and practical knowledge of airship design, construction, operation and maintenance; to publish and distribute text books relating to aeronautics; to publish and distribute articles and other works of authorities on aerodynamics; to conduct lectures; to give practical and technical demonstrations in aeronautical operations; to establish clubs for the study and discussion of aeronautical subjects so as to promote the growth and development of aviation; to provide thoroughly trained aviators from which the army and navy of the United States may draw potential officers in time of national emergency.

(b) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation with any person, firm, corporation, private, public or municipal, body politic, any state, territory or municipality of the United States or any foreign government, colony or body politic.

(c) To acquire by purchase, subscription, or otherwise hold, mortgage, pledge, sell, assign, transfer, exchange or otherwise dispose of shares of the stock of, or voting trust certificates for shares of the stock of, or any bonds or other securities, evidences of indebtedness or obligations created by any other corporation or corporations organized under the laws of the State of California or of any other state, or of any country, nation or government, and to pay therefor, in whole or in part, with cash or other property or with shares, bonds or other obligations of this corporation, and while the owner or holder of any such shares or voting trust certificates for shares, or bonds or other securities or evidences of indebtedness or obligations of any such other corporation or corporations, to possess and exercise in respect thereof all rights, powers and privileges of ownership, including the right to vote thereon and to consent in respect thereof for any and all purposes.

(d) To act as financial, commercial or general agent, factor, or representative, of individuals, partnerships, trustees, associations, joint stock companies, corporations or syndicates, and as such to develop and extend their business and

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to aid in any of their lawful enterprises, insofar as a corporation organized under the laws of the State of California may lawfully do; and to the same extent, to manufacture, buy or otherwise acquire, sell or otherwise dispose of, import, export, distribute and deal in, either as principal or agent, goods, wares and merchandise of every kind and description.

(e) To adopt, apply for, obtain, register, purchase, lease or otherwise acquire, and to maintain, protect, hold, use, own, exercise, develop, operate and introduce, and to sell, grant licenses or other rights in respect of, assign or otherwise dispose of or turn to account any trademarks, trade names, patents, patent rights, copyrights and distinctive marks for rights analogous thereto, and inventions, improvements, processes, formulas and the like, including such thereof as may be covered by, used in connection with, or secured or received under, letters patent of the United States of America or elsewhere, or otherwise, which may be deemed capable of use in connection with the business of the corporation, and to acquire, use, exercise or otherwise turn to account licenses in respect of any such trademarks, trade names, patents, patent rights, copyrights, inventions, improvements, processes, formulas and the like.

(f) To acquire all or any part of the good will, rights, assets and business of any person, firm, association or corporation heretofore or hereafter engaged in any business, in whole or in part, similar to the business of this corporation, and to hold, utilize and in any manner dispose of, the whole or any part of the rights and assets so acquired, and to conduct in any lawful manner the whole or any part of the business thus acquired.

(g) To purchase, lease as lessee, take in exchange or otherwise acquire, and to own, hold, develop, operate, sell, assign, transfer, convey, exchange, lease as lessor, mortgage, pledge or otherwise dispose of and encumber real and personal property of every class and description, and rights and privileges therein, in the State of California, and in any or all other states, territories, districts, possessions, colonies and dependencies of the United States of America and in any or all foreign countries, which may be suitable or convenient in connection with the business of this corporation.

(h) To borrow or raise moneys for any of the purposes of this corporation without limit as to amount, and, from time to time, to issue bonds, debentures, notes or other obligations, secured or unsecured, of this corporation for moneys so borrowed, or in payment for property acquired, or for any of the other objects or purposes of this corporation or in connection with its business, to secure such bonds, debentures, notes and other obligations by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of this corporation, wheresoever situated, acquired or to be acquired, and to pledge, sell or otherwise dispose of any or all of such bonds, debentures, notes and other obligations of this corporation for its corporate purposes.

(i) The objects specified herein, except as otherwise expressed, shall be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these articles

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shall be regarded as independent objects, purposes or powers.

THIRD: The County in this State in which the principal office for the transaction of the business of the corporation is to be located is the County of Los Angeles.

FOURTH: The number of directors of the corporation is three (3), and the names and addresses of the persons who are appointed to act as the first directors are as follows:

- |                     |  |
|---------------------|--|
| BENJAMIN T. CULLEN, | Lemon Grove, California,                             |
| A. W. OLMSTEAD,     | 267 North Rosemont Ave.,<br>Los Angeles, California, |
| C. R. HUTCHINSON,   | 5169 Marathon Ave.,<br>Los Angeles, California.      |

FIFTH: The corporation shall have authority to issue five thousand (5,000) shares of the par value of Ten Dollars (\$10.00) each, of one class only. The aggregate par value of all of said shares shall be Fifty Thousand Dollars (\$50,000.00).

IN WITNESS WHEREOF, we, the undersigned, who are all of the directors named herein, have hereunto set our hands this 26th day of November, 1935.

Benjamin T. Cullen.  
A. W. Olmstead  
C. R. Hutchinson

STATE OF CALIFORNIA     )  
                                  : ss.  
County of Los Angeles    )

On this 26th day of November, 1935, before me, Jessie M. Humphrey, a Notary Public in and for the County of Los Angeles, State of California, residing therein, duly commissioned and sworn, personally appeared BENJAMIN T. CULLEN, A. W. OLMSTEAD and C. R. HUTCHINSON, known to me to be the persons whose names

are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate first above written.

*Jesse W. Humphrey*  
NOTARY PUBLIC in and for the County  
of Los Angeles, State of California.

Com. expires 2/14/39

( S E A L )

*Richardson & Richardson*

*Oil 7/13/33 Betty*

*J. Q. J.*

**RECORDED**

