**ARTICLES OF INCORPORATION**

of the

**Lander Area Pilot and Hangar Owners Association**

A Non-Profit Corporation

BE IT KNOWN BY THESE PRESENTS, that the undersigned, natural persons over the age of twenty-one (21) years, acting as the incorporators of this non-profit corporation, do hereby adopt and verify the following Articles of Incorporation of this non-profit corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is the Lander Area Pilot and Hangar Owners Association (Corporation).

**ARTICLE II**

**DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III**

**CLASSIFICATIONS**

This Corporation is a public benefit corporation as defined in W.S. 17-19-1806(a)(iv).

**ARTICLE IV**

**PURPOSES**

The Corporation is organized for purposes other than the conduct of a business for profit, and instead is organized for community, charitable, and educational purposes and, in this connection:

 A. To promote community interest in aviation and aviation related activities;

 B. To promote the development of local aviation, aviation facilities, and other aviation related interests of its members;

 C. To create, organize, maintain, and operate programs or events which will promote safe and lawful aviation and aviation related activities;

 D. To serve as a liaison to other organizations or governmental agencies with aviation related responsibilities, including, without limitation, other pilot organizations, the Lander City Council and Mayor, the Lander Airport Board, and the Federal Aviation Administration; and

 E. To engage in any other lawful activity for which corporations may be incorporated.

**ARTICLE V**

**POWERS**

In furtherance of its corporate purposes, the Corporation shall have the following general powers:

A. To sue and be sued, complain and defend in its corporate name;

B. To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;

C. To make and amend Bylaws not inconsistent with its Articles of Incorporation or with the applicable laws for regulating and managing the affairs of the Corporation;

D. To take, purchase, receive, lease, or otherwise acquire, and own, hold, improve, use and otherwise deal in and with, real or personal property or any legal or equitable interest in property, wherever located;

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

F. To conduct its activities, locate offices, and exercise its powers in any location;

G. To elect or appoint directors, officers, employees, and agents of the Corporation, define their duties and fix their compensation;

H. To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest;

I. To carry on a not-for-profit business related to the purposes of the Corporation;

J. To indemnify any director or officer or former director or officer of the Corporation against liability and expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for misconduct in the performance of duty; and

K. To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Corporation.

**ARTICLE VI**

**INITIAL REGISTERED OFFICES**

The address of the Corporation’s initial registration is 1631 Squaw Creek Road, Lander, WY 82520.

**ARTICLE VII**

**INITIAL REGISTERED AGENT**

The initial registered agent of the Corporation is Jeff Kimber, 1631 Squaw Creek Road, Lander, WY 82520.

**ARTICLE VIII**

**INCORPORATOR**

The Incorporator of the Corporation is Jeff Kimber, 1631 Squaw Creek Road, Lander, WY 82520.

**ARTICLE IX**

**SHARES**

This Corporation will not issue capital shares or stock.

**ARTICLE X**

**INCOME AND DISTRIBUTION**

No part of the income of the Corporation shall inure to the benefit of the directors, officers, or members, or any private individual, except that reasonable compensation may be paid for service rendered to or for the Corporation affecting one or more of its purposes; and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

**ARTICLE XI**

**PROHIBITED TRANSACTIONS AND ACTIVITIES**

No part of the activities of the Corporation shall consist of providing banking or insurance.

**ARTICLE XII**

**DISTRIBUTION ON DISSOLUTION**

The Corporation may be dissolved pursuant to a resolution approved, at a special meeting called for that purpose, by at least two-thirds (2/3) of the votes cast or by a majority of the voting power, whichever is less, or upon petition by any director to a court of competent jurisdiction showing substantial and continuing non-compliance by the Corporation with the terms of these Articles. When a certified copy of a resolution of dissolution by the directors is filed with the Secretary of State or other lawful officer, the directors shall proceed to wind up the affairs of the Corporation and pay all debts legally owed.

In the event of the dissolution of the Corporation, no officer, director, or private individual shall be entitled to any distribution or division of the Corporation’s remaining property or its proceeds, and the balance of all its assets, after the payment of all the liabilities of the Corporation, shall be disposed of and distributed exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as a public benefit corporation under Wyoming law or an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue law) as the Board of Directors shall designate. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII**

**REGULATION OF INTERNAL AFFAIRS**

Provisions regulating affairs of the Corporation, not inconsistent with applicable law, shall be generally set forth in the Bylaws of the Corporation, but it is specifically provided as follows:

 A. Members. The Corporation shall have Voting Members, who shall be eligible to attend and vote at meetings of the Corporation, vote for and be selected to serve as officers, and otherwise direct the affairs of the Corporation. Voting Members must be either licensed pilots based at the Lander Airport or owners of one or more hangars located at the Lander Airport. The Corporation shall also be open to aviation enthusiasts in the Lander area, who may attend meetings or events of the Corporation as Non-Voting Members.

 B. Directors. The Corporation shall have three Directors to serve as the Board of Directors, which shall be composed of the Chairman, Co-Chairman, and Treasurer.

 C. Officers. The management of the affairs of the Corporation shall be exercised by a Chairman, Co-Chairman, and Treasurer, who are subject to the direction of a majority of the Voting Members at a duly called meeting of the Corporation. The Chairman, Co-Chairman, and Treasurer must be Voting Members. A Secretary also may be selected, who may be either a Voting or Non-Voting Member. The term of office for all officers shall be two (2) years.

D. Advisory Board. At its option, the Voting Members may establish an Advisory Board, with no direct authority over the affairs of the Corporation, on such terms as the Voting Members may determine.

E. Bylaws. Bylaws may be adopted, repealed or amended by a majority vote of the Voting Members. In the event that any provision of the Bylaws of this Corporation conflicts with any provision of these Articles, the terms of these Articles shall prevail.

F. Annual and Special Meetings. An annual meeting shall be held each April. The agenda for annual meetings shall include, without limitation, (1) any amendments to these Articles or to any By-Laws of the Corporation, (2) approval of any annual reports, (3) budgets, and (4) the election of officers when their terms are set to expire. Special meetings may be called for any purpose by either the Chairman, Co-Chairman, or Treasurer. The Secretary, or in his or her absence the Chairman or Co-Chairman, shall provide fair advance notice to all Voting Members of anticipated meetings, including a summary of agenda items to be considered or acted upon. Notice by e-mail or other electronic means is generally sufficient.

**ARTICLE XIV**

**INITIAL OFFICERS**

The initial officers of the Corporation shall consist of the following individuals:

 A. Jeff Kimber, Chairman (term expires April 30, 2021)

 B. Dennis Vogler, Co-Chairman (term expires April 30, 2021)

 C. Matt Machen, Treasurer (term expires April 30, 2021)

 D. Chris Kimber, Secretary (term expires April 30, 2021)

**ARTICLE XV**

**ANNUAL REPORTS**

The Corporation shall file an annual report with the Secretary of State, setting forth the names and addresses of its officers, the address of its principal office, and any compensation paid directly or indirectly to any officer or director. The above information shall be current on the date the annual report is executed.

**ARTICLE XVI**

**AMENDMENTS**

These Articles may be amended by a majority vote of the Voting Members, provided that the purposes of the Corporation shall always be consistent and in conformity with the original purposes of the Corporation and applicable laws.

**ARTICLE XVII**

**AUTHORIZED SIGNERS**

The following individuals are authorized to secure a bank account and be responsible to sign any checks, be it payroll or general issue checks, for all intents and purposes for the needs of the Corporation to conduct business in a proper manner: Chairman and Co-Chairman of the Board, named above, or their successors in office.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto affixed their signatures on this \_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Jeff Kimber (incorporator)

State of Wyoming )

) ss.

County of Fremont )

This instrument entitled Articles of Incorporation was acknowledged before me on the \_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_, by \*[name] who signed the foregoing document as incorporator.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature of Notarial Officer

(Seal)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Title (e.g. Notary Public) OR Rank (Rank if

officer in active military)

My commission expires: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_