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**ARTICLES OF INCORPORATION
OF
RED ROCK WARBIRDS, INC.**

A Utah Nonprofit Corporation

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JUN 29 2015

Utah Div. of Corp. & Comm. Code

The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator under the provisions of the Utah Revised Nonprofit Corporation Act (the "Act"), adopts the following Articles of Incorporation:



ARTICLE I

Name

The name of the corporation is "Red Rock Warbirds, Inc." (the "Corporation").

ARTICLE II

Duration

The duration of the Corporation is to be perpetual.

ARTICLE III

Purposes

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and Section 59-7-102(1)(a) of the Utah Code Annotated (1953). The Corporation may, consistent with the foregoing, engage in all lawful purposes, activities, and pursuits presently or hereafter allowed to be carried on by a corporation which qualifies under § 501(c)(3) of the Code.

In furtherance thereof, the Corporation may receive property by gift, devise, or bequest, invest or reinvest the same, and apply the income and principal thereof as the Board of Directors may from time to time determine, and shall likewise in furtherance of its corporate purposes, have all the general powers enumerated in § 16-6a-302 of the Act or any successor law or regulation, together with the power to solicit grants and contributions for such purposes.

ARTICLE IV

Members

The Corporation shall not have voting members.

ARTICLE V

Shares

The Corporation shall issue no capital stock.

ARTICLE VI

Limitations

In all events and under all circumstances, and notwithstanding any other provisions of these Articles of Incorporation or any merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntarily, or by operation of law, or upon amendment of the Articles of Incorporation, the Corporation's operations and activities shall be strictly of a non-profit nature and:

(a) The Corporation shall not have nor exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying and continuing to qualify as (i) a corporation described in § 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

(b) The property, assets, profits and net income of the Corporation are irrevocably dedicated to the purposes set forth in Article III hereof, and no part of the assets or net earnings of the Corporation shall ever inure to the benefit of or be distributable to its incorporator, Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article III hereof.

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(d) the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal

Revenue law). At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States of America or under the laws of the State of Utah.

(e) Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in Article III hereof.

(f) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Code or the corresponding section of a future federal tax code, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

Directors

The affairs of the Corporation shall be managed by its Board of Directors. Except for the initial Board of Directors whose names are set forth below, the Board of Directors shall be elected or appointed as provided in the Bylaws. The number of Directors constituting the Board of Directors of the Corporation shall be fixed by the Bylaws, except that there shall not be less than three (3). The names and addresses of the persons who are to serve as Directors until the first annual meeting of the Board of Directors or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Richard F. Grinnell	1617 S. Aspen Way Washington, Utah 84780
Christopher James Meyer	9173 W. Tujunda Drive White Hills, Arizona 86445
James Michael Taton	3720 S. Oneida Way Denver, Colorado 80237

The majority of the members of the Board of Directors shall constitute a quorum, and are authorized to adopt Bylaws to govern the operation of the Corporation to transact the business and exercise the powers of the Board of Directors as herein provided.

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Richard F. Grinnell	1617 S. Aspen Way Washington, Utah 84780

ARTICLE IX

Registered Office

The location and street address of the Corporation's initial registered office is: 1617 S. Aspen Way, Washington, Utah 84780.

ARTICLE X

Registered Agent

The name of the Corporation's initial registered agent at the above address shall be Richard F. Grinnell.

ARTICLE XI

Elimination of Liability of Directors and Officers

To the fullest extent permitted under § 16-6a-901, *et. seq.* of the Act, as amended, or pursuant to any successor statute with similar effect, no Director, officer or incorporator of the Corporation shall be personally liable to the Corporation or its members for civil claims arising from acts or omissions made in the performance of his or her duties as a Director, officer or incorporator. Any repeal or modification of the foregoing paragraph by the Director of the Corporation shall not adversely affect any right or protection of a Director, officer or incorporator of the Corporation existing at the time of such repeal or modification.

ARTICLE XII

Meetings of Board of Directors


Regular meetings of the Board of Directors of the Corporation shall be held at the times and at the places specified in the Bylaws.

ARTICLE XIII

Bylaws


The Board of Directors shall have the power to make such Bylaws as it deems proper for the management of the affairs of the Corporation. Except as provided by applicable statutes of the State of Utah, the Bylaws may be altered and amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting.

IN WITNESS WHEREOF, the undersigned Richard F. Grinnell, being the incorporator of the Corporation, executes these Articles of Incorporation this 28 day of June, 2015, and says: That he is the sole incorporator herein; that he has read the above and foregoing Articles of Incorporation and knows the contents thereof and that the same are true to the best of his knowledge and belief.


Richard F. Grinnell

ACKNOWLEDGMENT

The undersigned, Richard F. Grinnell, hereby acknowledges that he has been named as Registered Agent of Red Rock Warbirds, Inc., a Utah nonprofit corporation, to be formed pursuant to Articles of Incorporation to which this acknowledgment is attached, and hereby agrees to act as Registered Agent of the Corporation.


Richard F. Grinnell