

RESTATED ARTICLES OF INCORPORATION
WITH AMENDMENTS
OF
JEPPESEN EMPLOYEES FLYING ASSOCIATION, INC.

ARTICLE I

NAME

The name of the Corporation is:

JEPPESEN EMPLOYEES FLYING ASSOCIATION, INC.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

A. Purposes. The Corporation is formed exclusively for pleasure, recreation and other nonprofit purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended ("the Code"), specifically to foster, promote, engage in and conduct for recreation all phases of flying and flying related activities in a manner to promote personal contacts and fellowship among its members including the providing of education about flying. The Corporation is not organized for profit.

B. Powers. In furtherance of the foregoing purposes and objects (but not otherwise) and subject to the restrictions in Section C of this Article, the Corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Colorado, except as limited by the Articles of Incorporation and including, without limiting the generality of the foregoing, receiving, maintaining and dealing with in any manner whatsoever, real or personal property or a fund or funds of real or personal property, and using and applying the whole or any part thereof, including income therefrom; provided, however, that such use be exclusively and irrevocably applied to the purposes of the Corporation.

C. Restrictions Upon the Powers of Directors and Others.

1. No part of the net earnings of the Corporation shall inure to the benefit of any private individual, (provided that reasonable payments may be paid as compensation for services performed for or expenses incurred on behalf of the Corporation affecting one or more of its purposes). A private individual shall only be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation to the extent such distribution is permitted by a corporation exempt from federal income tax under Section 501(c)(7) of the Code. Any and all property, both real and personal which may be owned by this Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the purposes of the Corporation.

2. The Corporation shall not engage in any activity which is not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Code.

3. Upon dissolution of the Corporation, the assets of the corporation shall be disposed of according to the procedure outlined in the Colorado Revised Statutes Section (“C.R.S. §”) 7-133-102(2) and Article 134 of the Colorado Revised Nonprofit Corporation Act. After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of by an equal distribution to the-then Voting Members in good standing with at least one year of uninterrupted membership and whose current obligations to the Corporation are paid in full as of the date of dissolution of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

The control and management of the affairs of the Corporation and of the disposition of its funds and property shall be vested in a Board of Directors. The number of directors, their terms of office and the manner of their selection and election shall be determined according to the Bylaws of the Corporation from time to time in force.

ARTICLE V

PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The address of the principal office of the Corporation is 12830 E. Control Tower Road, Englewood, Colorado 80112. The address of the registered office of the Corporation is 12830 E. Control Tower Road, Englewood, Colorado 80112. The name of the registered agent at such address is Jeppesen Employees Flying Association, Inc., which has consented to such appointment.

ARTICLE VI

MEMBERS STOCKHOLDERS AND VOTING

The Corporation shall have Voting Members (also known in the Bylaws as “Participating Members”) and Non-Voting Members. The powers and duties of the Voting Members shall be set forth in the Bylaws. The entire voting power for all other purposes shall rest in the Board of Directors. The Corporation shall have no capital stock or stockholders.

ARTICLE VII

BYLAWS

The Corporation may have Bylaws which may contain provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with the law or these Articles of Incorporation.

ARTICLE VIII

INDEMNIFICATION AND LIMITATION

ON DIRECTOR LIABILITY

A. Indemnification; Generally. The Corporation may indemnify its directors, officers, employees, agents, and fiduciaries for liabilities incurred by such directors, officers, employees, agents, or fiduciaries in their capacity as such to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act and as may further be set forth in the Bylaws of the Corporation.

B. Limitation on Director Liability for Monetary Damages. As authorized by C.R.S. § 7-128-402, a director shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit the liability of a director to the Corporation for:

1. Any breach of the director's duty of loyalty to the Corporation;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Voting for or assenting to unlawful distributions of income or profits by the Corporation to its directors and officers as prohibited by C.R.S. §§ 7-128-403 and 7-133-101 as the same may be hereafter amended; and
4. Any transaction from which the director, directly or indirectly, derived an improper personal benefit.

The foregoing limitation on personal liability for monetary damages shall apply to acts or omissions occurring since the date of incorporation of this Corporation. If the Colorado Revised Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act as so amended. Any repeal or modification of this Article VIII shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

C. Preservation of Exempt Status. Notwithstanding any other provision of this Article or the Bylaws, the Corporation shall not indemnify, advance expenses, purchase insurance, or take any other action under this Article or the Bylaws which would jeopardize or be inconsistent with qualification of the Corporation as an organization described in Section 501(c)(7) of the Code.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended or repealed at any time by a vote of two-thirds (2/3s) of the directors then serving on the Board of Directors.

Dated: September 28, 2006.

The name and mailing address of the individual who caused this document to be delivered for filing, and to whom the Secretary of State may deliver notice of filing if this document is refused is Samuel G. Gilliss, c/o Peter C. Guthery, Esq., Berenbaum, Weinshienk and Eason, P.C., 370 17th Street, Suite 4800, Denver, Colorado 80202.