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CERTIFICATE OF ORGANIZATION

OF

JACKSON HOLE AIRPORT BOARD

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned duly appointed members of the Jackson Hole Airport Board, having been duly appointed by the joint action of the Board of County Commissioners, Teton County, Wyoming, and the Town Council of the Town of Jackson, Teton County, Wyoming, do hereby give notification of the organization of the Jackson Hole Airport Board pursuant to the laws of the State of Wyoming and by resolution of the Board of County Commissioners, Teton County, Wyoming, and the ordinances of the Town of Jackson, and to that end do hereby adopt, agree and declare the following to be the Certificate of Organization of the Jackson Hole Airport Board.

ARTICLE I

NAME: The name of the organization shall be JACKSON HOLE AIRPORT BOARD.

ARTICLE II

MEMBERS AND QUALIFICATIONS: The Board shall consist of five (5) members, all of whom shall be qualified electors of Teton County, Wyoming.

ARTICLE III

APPOINTMENT OF MEMBERS: The members of the Board shall be appointed jointly by the Town Council of the Town of Jackson, Wyoming, and the Board of County Commissioners of Teton County, Wyoming, for

terms of office as hereinafter provided, and any vacancies which may from time to time occur shall be filled for the unexpired term by appointment in the same manner. Members shall take office upon the date of their appointment.

ARTICLE IV

TERMS OF OFFICE: One member of the Board shall be appointed for a term of one (1) year; one member for two (2) years; one member for three (3) years; one member for four (4) years; and one member for five (5) years, and in each case such member shall serve until the first Monday in February following the expiration of the year. After the original appointments of membership, appointments for each expiring term shall be for a term of five (5) years.

ARTICLE V

OFFICERS: The Board shall organize by selecting one of their number as president, one of their number as vice president, one of their number as secretary and one of their number as treasurer.

ARTICLE VI

CORPORATE POWERS; EXEMPTION OF MEMBERS FROM PERSONAL LIABILITY; COMPENSATION AND EXPENSES OF MEMBERS: Upon the filing of this Certificate of Organization this Board shall automatically become a body corporate, empowered to sue and be sued under the name and style of "JACKSON HOLE AIRPORT BOARD", and shall be the successor to any similar organization or corporation. No individual member shall be personally liable for any action or procedure of the Board. Members of the Board shall serve without compensation, but

shall be entitled to payment for travel and other necessary expenses incurred while attending to business of meetings of the Board.

ARTICLE VII

POWERS: The Board shall have the power to engage in the following acts:

(a) To acquire, by lease, purchase, or otherwise, lands and other property for airport purposes, and to construct, maintain, and operate thereon such facilities for the landing, housing, care and departure of airborne craft as they may deem necessary;

(b) To construct, maintain and operate terminal office and traffic control buildings; warehouses; barracks; meteorology facilities; maintenance repair and assembly shops; runways and taxiing strips; accommodations for mail, freight and express services; and all other attending facilities;

(c) To install, maintain and operate markers, lights and other aids to air navigation;

(d) To lease or let all or any portion of the area, buildings or facilities to any private person or corporation, upon terms deemed satisfactory; provided, however, that notice shall be given by publication at least once a week for two (2) consecutive weeks in The Jackson Hole Guide, when it is proposed that all the area and total facilities are leased;

(e) To direct, manage, conduct or contract for air show, exhibitions, and other public entertainment and, if desired, set a fee for admission;

(f) To enter into cooperative agreements with federal

agencies;

(g) To prescribe, adopt and enforce rules and regulations governing the use of airports not in conflict with any provisions of State Law;

(h) And, in general, to do any and all things, needful, usual or proper in the discretion of the Board for the purpose of carrying out and making effective the powers herein conferred.

ARTICLE VIII

MEETINGS: Meetings of the Board shall be held quarterly, at such place as is designated by the Board and at such other time as may be desirable upon call of the President or any two members of the Board, or upon the call of Town Council of the Town of Jackson, Wyoming, or the Board of County Commissioners of Teton County, Wyoming.

ARTICLE IX

QUORUM: The presence of three (3) members shall constitute a quorum for any meeting of the Board before which any business may be properly transacted upon the affirmative vote of a majority of the members present.

ARTICLE X

APPOINTMENT AND COMPENSATION OF MANAGER AND OTHER PERSONNEL: The Board may appoint a full or part time manager and such other personnel as deemed necessary and proper to adequately operate and maintain the airport and its allied facilities and pay to such appointees such reasonable compensation as may be deemed proper and expedient for such services.

ARTICLE XI

BY-LAWS: The Board may adopt by-laws to assist it in the orderly management of its affairs so long as said by-laws are not inconsistent with this Certificate of Organization or any of the provisions of Title 10, Chapter 4, Wyoming Statutes, 1957, as amended, and the Board members are empowered from time to time to amend any such by-laws as in the best interests of this Board or of the Board of County Commissioners of Teton County and the Town Council of the Town of Jackson may require.

ARTICLE XII

REGULATIONS: The Board may adopt from time to time regulations for the administration and operation of the Jackson Hole Airport and said regulations may be amended from time to time by action of the Board, provided that such regulations shall not be inconsistent with this Certificate of Organization, the laws of the State of Wyoming or the laws of the Federal government with respect to the operation of airports which have received federal aid.

ARTICLE XIII

EXISTENCE: The Board shall have perpetual existence.

ARTICLE XIV

FISCAL CONTROL: The Board shall submit on the 1st day of April of each year, to the Town Council, Town of Jackson, Wyoming, and the Board of County Commissioners of Teton County, Wyoming, a proposed budget for the ensuing fiscal year which will commence July 1st of each year and end on the 31st day of June. Said budget shall be subject to the alteration, modification or revision by the Town

Council or Board of County Commissioners, and after being approved by them shall be adopted as the fiscal plan of the Board for the subsequent year. Such fiscal plan as approved by the Board of County Commissioners and Town Council shall be funded from revenues derived from the Jackson Hole Airport operation, supplemented by additional appropriations on an equal basis from the County of Teton and the Town of Jackson, Wyoming.

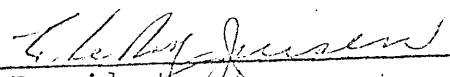
ARTICLE XV

REGISTERED OFFICE: The address of the registered office of the corporation shall be P. O. Box CC, Jackson, Wyoming, and the initial registered agent at such address shall be C. C. Cummins, Town Clerk, Jackson, Wyoming.

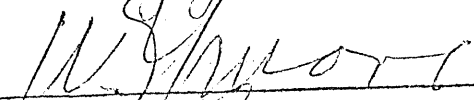
ARTICLE XVI

AMENDMENTS: The Town Council of the Town of Jackson, Wyoming, and the Board of County Commissioners of Teton County, Wyoming, acting jointly, may amend these presents in any manner from time to time not inconsistent with the laws of the State of Wyoming.

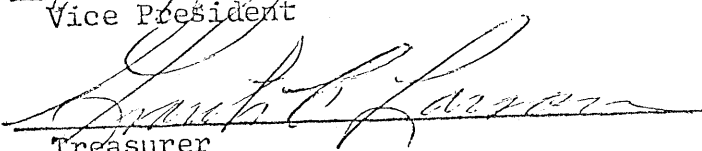
WHEREFORE, by the power and authority vested in the undersigned by the Laws of the State of Wyoming and pursuant to the direction under lawful resolution by the Board of County Commissioners of Teton County, Wyoming, and the ordinances of the Town of Jackson, Wyoming, the undersigned members of the Jackson Hole Airport Board have hereunto set their hands this 17 day of January, 1968.



President



Vice President



Treasurer

A. E. McCain

Member

William F. Hunt

Secretary