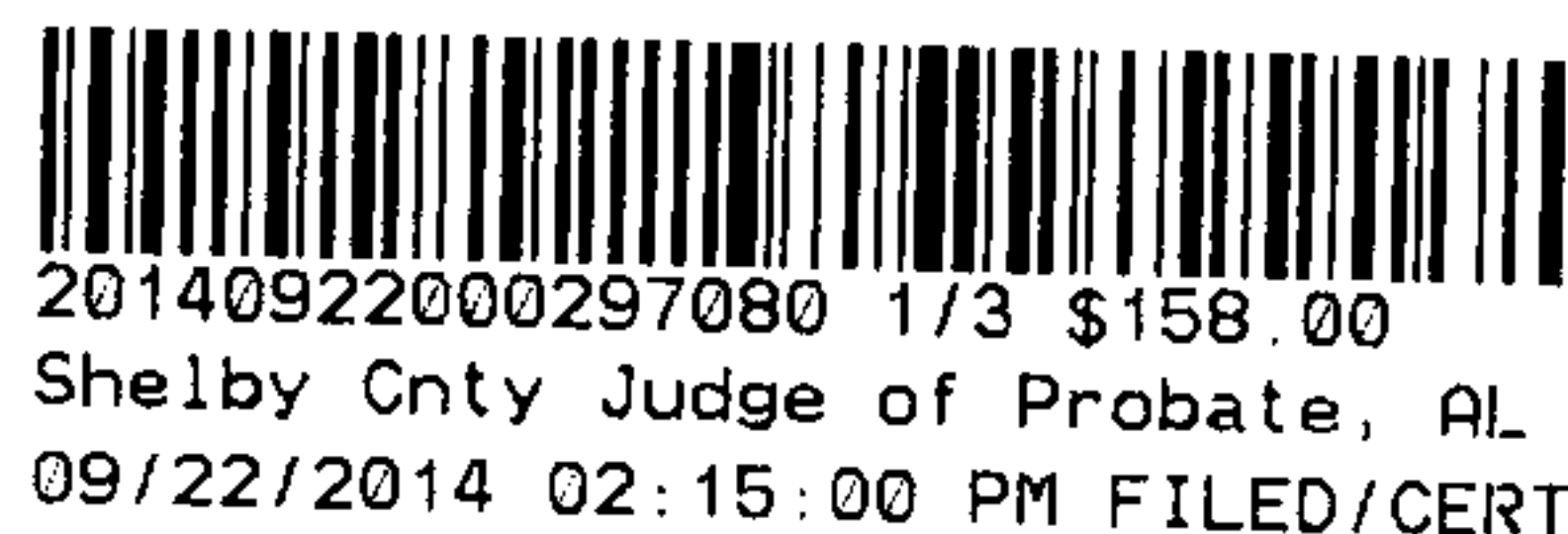


**ARTICLES OF ORGANIZATION OF WESTERN AIR EXPRESS, LLC**

Pursuant to the Provisions of Section 10-12-1, *et seq.* of the Code of Alabama (1975), the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I*Name*

The name of the limited liability company is Western Air Express, LLC (the "Company").

ARTICLE II*Duration*

The Company shall have a perpetual duration from the date of organization, unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the "Act").

ARTICLE III*Purposes*

The purposes for which the Company is formed are:

- (a) To engage in the purchase and ownership of an airplane;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which it may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporation, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (g) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and

I certify this to be a true and correct copy

A handwritten signature in black ink, appearing to be "J. W. [unclear]".

Probate Judge
Shelby County

9/15/2014 3:32 PM

- (h) To engage in any other lawful act or activity for which limited liabilities companies may be organized pursuant to the Act.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 2307 Kala Street, Helena, Alabama 35080 and its registered agent at such address shall be Jeffrey D. Smith.

ARTICLE V

Initial Members

The names and addresses of the initial members are:

Jeffrey D. Smith
2307 Kala Street
Helena, Alabama 35080

James D. Smith
3188-C Airway Avenue
Costa Mesa, California 92626

C. Dallas Day
3188-C Airway Avenue
Costa Mesa, California 92626

ARTICLE VI

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

ARTICLE VII

Cessation of Membership

The cessation of membership of one or more members will not result in the dissolution of the Company unless there is only one member of the Company.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 15th day of September, 2014, by the undersigned member, who affirms that the statements made herein are true under the penalties of perjury.

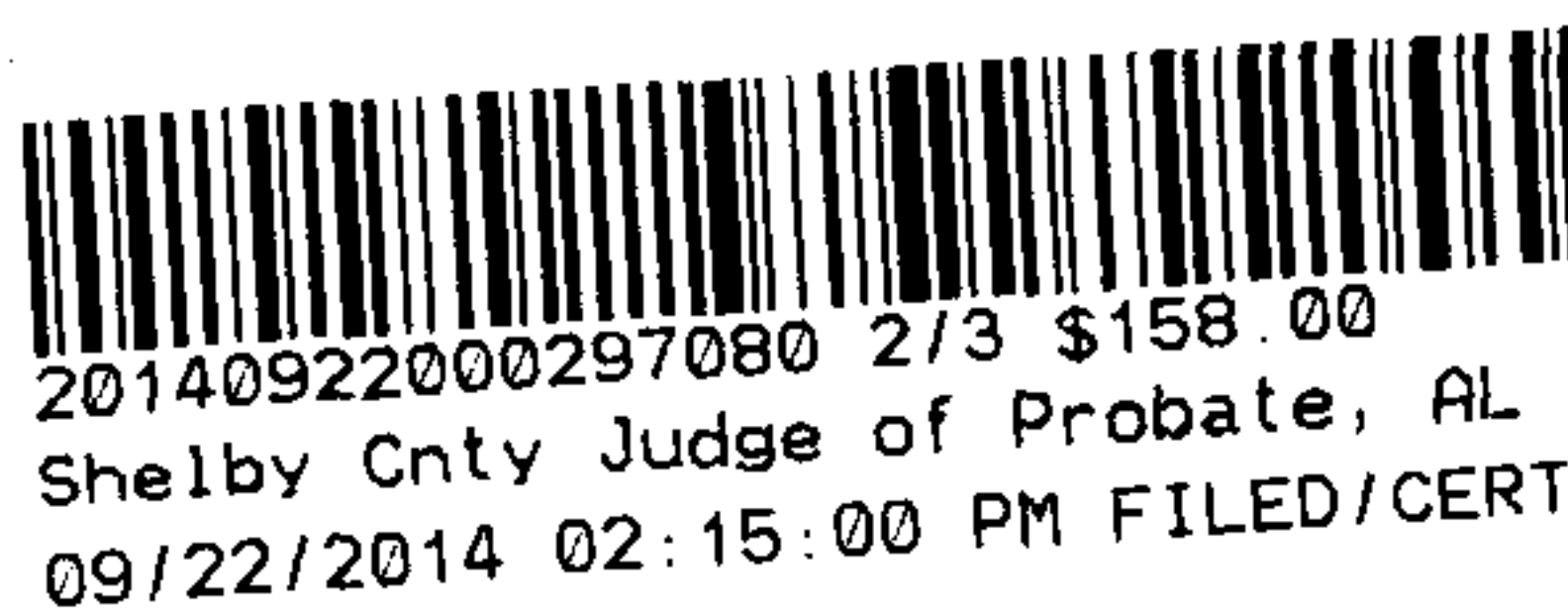
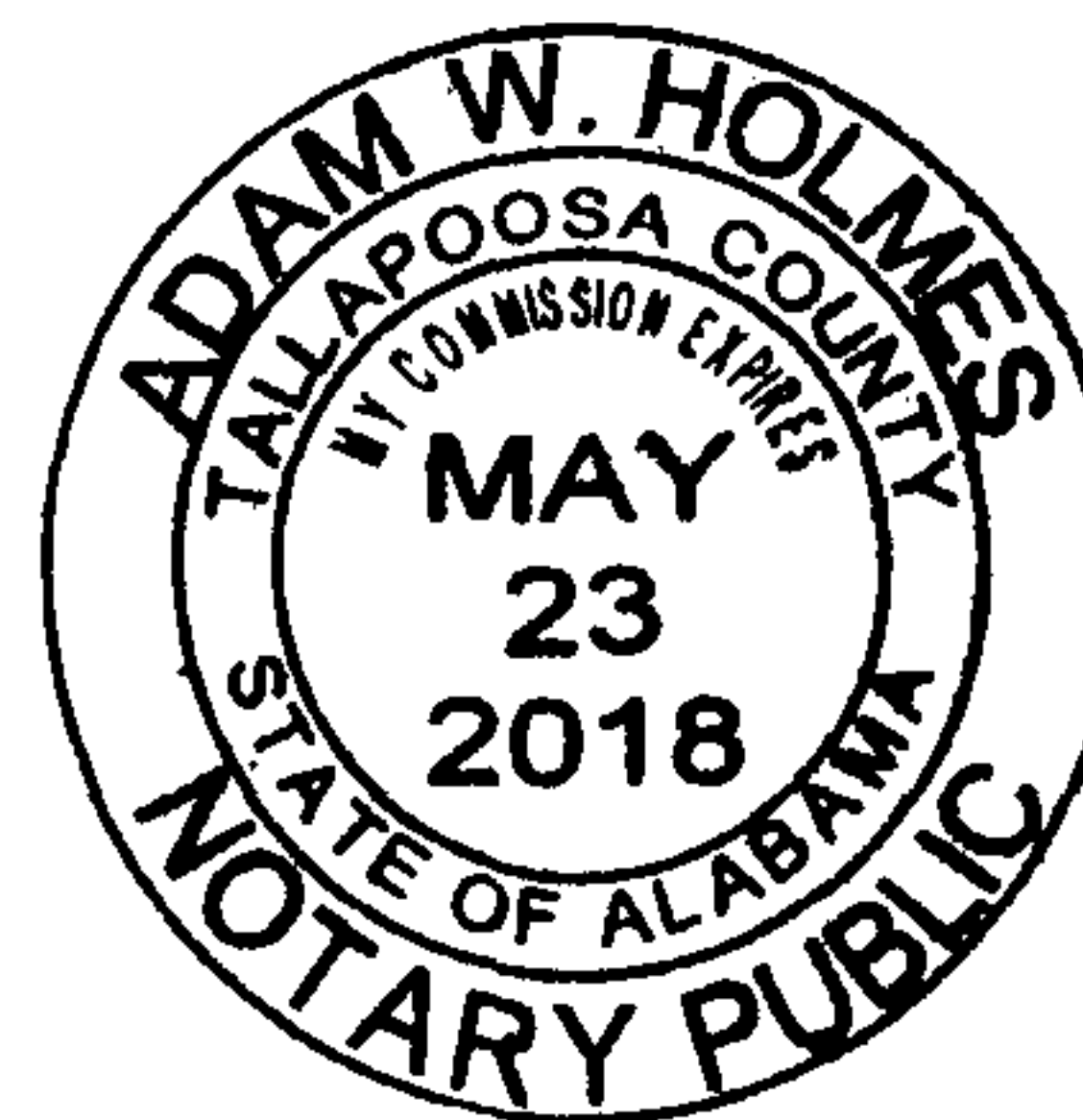
Name Member

Jeffrey Dee Smith

PREPARED BY:
R. CLIFF MENDHEIM
P.O. BOX 1193
DOTHAN, AL 36302
(334)793-3377

x Adam W. Holmes

9-16-14
DATE



Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Jim Bennett, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Western Air Express, LLC

This name reservation is for the exclusive use of Jeffrey D. Smith, 2307 Kala
Street, Helena, AL 35080 for a period of one year beginning September 15, 2014
and expiring September 15, 2015

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Shelby Cnty Judge of Probate, AL
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**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

September 15, 2014

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State