

**RESTATED ARTICLES OF INCORPORATION
OF
EXPERIMENTAL AIRCRAFT ASSOCIATION, INC.**

(As amended through July 31, 2013)

The following Restated Articles of Incorporation of Experimental Aircraft Association, Inc., adopted in accordance with Section 181.1003 of the Wisconsin Statutes and the Corporation's Bylaws, shall supersede and replace the heretofore existing Articles of Incorporation for the Corporation and all amendments thereto:

ARTICLE ONE. NAME

The name of the corporation shall be "Experimental Aircraft Association, Inc."

ARTICLE TWO. EXISTENCE

The corporation is incorporated as a nonstock Wisconsin corporation under Chapter 181 of the Wisconsin Statutes. The period of existence of the corporation is perpetual.

ARTICLE THREE. PURPOSES

This corporation is organized and shall be operated exclusively for educational, scientific and/or charitable purposes and, to the extent consistent therewith, shall:

- (a) Cooperate with and assist governmental agencies in the development of programs relating to aviation activities.
- (b) Promote and encourage aviation safety in the design, construction and operation of all types of aircraft.
- (c) Promote and encourage grass roots efforts relating to aviation research and development.
- (d) Promote and encourage aviation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article Three. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax

code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE FOUR. PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing address of the principal office of the corporation is 3000 Poberezny Road, Oshkosh, Wisconsin 54902.

The name and address of the registered agent of the corporation is CT Corporation, 8020 Excelsior Drive, Suite 200, Madison, Wisconsin 53717.

ARTICLE FIVE. BOARD OF DIRECTORS

(a) Number; Composition. The business and affairs of the corporation shall be managed by a Board of Directors of not less than nine (9) nor more than fifty (50) individuals, with the exact number to be determined by the Board from time to time; provided, however, that at all times the number of Class I Directors (as hereinafter defined) shall constitute at least fifty-one percent (51%) of the total Directors of the corporation then serving. All Directors must be members of the corporation, at the time of election and at all times thereafter while serving as a Director.

(b) Classes. The Directors of the corporation shall be divided into three (3) classes, as follows:

- (i) Class I Directors shall consist of individuals elected by the membership of the corporation at each annual meeting of the membership, which generally shall be held in the summer of each calendar year (the "Member Annual Meeting"). Class I directors shall take office immediately following the Member Annual Meeting at which they are elected. Class I Directors shall serve for staggered three-year terms, with such terms expiring as of the Member Annual Meeting in the third year after which each such Class I Director is elected. Vacancies arising in the seat of a Class I Director may be filled by election by the members at a subsequent Member Annual Meeting occurring after the vacancy arises. Any replacement Class I Director so elected shall serve for the duration of the term for which the vacating Director previously was elected.
- (ii) Class II Directors shall consist of individuals who serve in various leadership positions in relation to organizations that are affiliated with, or have other operational or contractual relationships with, the corporation. Such positions shall be as determined by the Board from time to time. Class II directors shall take office immediately upon their designation by the Board, and shall continue to serve until any such Class II director ceases to hold the pertinent leadership position by which they assumed such Board

seat, or until the Board determines that such position should no longer be associated with a Class II Director seat, whichever first occurs.

- (iii) Class III Directors shall consist of individuals appointed by the Board. Class III Directors shall take office immediately following the Board meeting at which they are elected, and unless otherwise provided when elected shall serve until the next following annual Board meeting.

(c) Number of Terms. Directors may serve an unlimited number of consecutive terms on the Board, regardless of Class.

(d) Removal. Any Director, regardless of Class, may be removed by the Board at any time upon a finding in the Board's judgment warranting such Director's removal. The removal of a Director shall require the affirmative vote of at least two-thirds (2/3) of those directors who are present at a meeting at which a quorum exists.

ARTICLE SIX. MEMBERSHIP

Any person may become a member of the corporation by fulfilling those obligations, as may be prescribed from time to time by the Bylaws of the corporation. Each member 18 years of age and older shall have one vote with respect to each matter which is voted on by the members. All members may vote in person or by duly constituted proxy and the presence at a meeting, in person or by proxy, of 250 or more members shall constitute a quorum for all purposes, while an affirmative vote of a majority of the votes entitled to be cast by members present in person or proxy at a meeting at which a quorum is present shall be sufficient for the adoption of the matter voted upon by the members, except as otherwise provided in these Articles of Incorporation or by law. The Bylaws of the corporation shall contain all requirements for membership, including but not limited to the payment of dues, and may also establish procedures for meetings, voting, and voluntary or involuntary termination of membership. Notwithstanding anything herein to the contrary, the Board of Directors may at any time and from time to time adopt a Family Membership Program, pursuant to which voting rights hereunder may be limited to less than all of the members of a participating family.

ARTICLE SEVEN. CHAPTERS

The Bylaws of the corporation may contain provisions relating to the organization and operation of local chapters of the corporation, provided that the Bylaws may not contain any provisions which could or would be deemed or considered to constitute any chapter as an agent of the corporation in any manner or for any purpose whatsoever, nor to render the corporation liable or responsible for the actions of such chapter.

ARTICLE EIGHT. DISSOLUTION

Upon the dissolution of the corporation, all of the assets thereof shall, after payment of its obligations, be distributed in such proportion as the Board of Directors shall determine, to any

organization or organizations organized and operated for charitable, educational or scientific purposes of a type described in Article Three hereof, provided that no portion of the assets shall be distributed to any organization which is not described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and further provided that if, at the time of dissolution, no organization exists which has a primary purpose such as those described in Article Three, the remaining assets shall be distributed to such other organizations described in Section 501(c)(3), or the corresponding section of any future federal tax code, as may be selected by the Board of Directors.

ARTICLE NINE. AMENDMENT

These Articles may be amended or restated at any meeting of the members called for that purpose or at any annual membership meeting at which a quorum is present by a vote of two-thirds or more of the votes cast by members present at such meeting in person or proxy, or a majority of the voting power, whichever is less.