

MAR 28 1977

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THYRA THOMSON
SECRETARY OF STATE

CERTIFICATE OF ORGANIZATION

OF

RAWLINS-CARBON COUNTY AIRPORT BOARD

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned duly appointed members of the Rawlins-Carbon County Airport Board, having been duly appointed by the mutual action of the Board of County Commissioners of Carbon County, Wyoming and the City Council of the City of Rawlins, Wyoming, do hereby give notification of the organization of the Rawlins-Carbon County Airport Board pursuant to the laws of the State of Wyoming and by resolution of the Board of County Commissioners, Carbon County, Wyoming and the ordinances of the City of Rawlins, Wyoming and toward that end do hereby adopt, agree and declare the following to be the certificate of organization of the Rawlins-Carbon County Airport Board.

1.

NATURE AND PURPOSE

The Rawlins-Carbon County Airport Board, hereinafter referred to as the "board" is hereby established for the purpose of providing control, supervision, maintenance, operation, and expansion of a joint city-county airport to furnish airport service to both the city and county and to exercise all the authority, powers, and privileges granted to such boards by the laws of the State of Wyoming.

2.

DURATION

The duration of this board shall be perpetual unless terminated as hereinafter provided.

3.

ESTABLISHMENT AS CONTROLLING AUTHORITY

Pursuant to §10-37 through §10-37.4 of the Wyoming Statutes (Supp. 1975 and as amended from time to time), the board is hereby created as a body corporate, empowered to sue and be sued under the name and style of the "Rawlins-Carbon County Airport Board". The board is the controlling administrative authority for operation, control, supervision and expansion of a joint city-county airport, empowered as set forth at §10-37 through §10-37.4 of the Wyoming Statutes (Supp. 1975 and as amended from time to time).

4.

FINANCING

The board shall each year prepare a budget for airport finances for the ensuing fiscal year. The board shall submit such budget to the city and the county not later than June 1 of each year. All revenues generated by the airport shall be applied to operation of the airport

to the extent of the budget prepared by the board and the city and county shall pay 50% of the total additional contribution requested by the board to fulfill its proposed budget. If either the city or the county fixes its contributions at less than the amount requested by the board, the contribution of the other shall be decreased proportionately, unless the latter shall decide to pay a larger portion of the total contribution than is required by this agreement. The city shall be the fiscal agent of the airport and shall receive all revenues and disburse payments approved by the board.

5.

RECORDS

Within ten days after close of each fiscal year the board shall prepare and present to the city and the county a comprehensive annual report of its activities and finances. The board shall also prepare and present to Federal and State officials such reports as may be required by law, regulation or contract.

6.

COMPOSITION OF BOARD

The board shall consist of five (5) members, all of whom shall be qualified electors of Carbon County. The present board is comprised of the individuals named hereinbelow with terms expiring as follows:

MEMBER	OFFICE	TERM EXPIRATION
Dwight H. France	President	First Monday in February, 1979
Sam Kelly, Jr.	Vice President	First Monday in February, 1980
Kermit C. Brown	Secretary	First Monday in February, 1981
L.M. Olson	Treasurer	First Monday in February, 1982
J.A. Zwierzycki		First Monday in February, 1978

Appointments for a full term of five years are made alternately by the city and county governing bodies during their January meeting of each year, it being agreed that the county shall proceed first in the alternating schedule by appointing a full term member during its January, 1977 meeting, then the city during its January, 1978 meeting ad infinitum. Vacancies for unexpired terms shall be filled by appointment of the governing bodies of the city and county acting jointly and the appointee so selected shall serve the remaining term of his predecessor so as not to disturb the alternating appointment schedule set forth hereinabove. Members of the board may be removed for cause by the joint action of the city and county.

7.

POWERS

The board shall be a body corporate empowered to sue and be sued and further empowered to exercise any and all functions authorized by §10-37 through §10-37.4 of the Wyoming Statutes (Supp. 1975 and as amended from time to time) pertaining to the operation, maintenance, complete control, supervision and expansion of a joint city-county airport. Any person aggrieved by any action of the board shall have the right to appeal said action to the city and county sitting jointly. In the event such an appeal is taken, the board's action shall be upheld unless the board's action is shown to be arbitrary, capricious or not in conformance with law to the satisfaction of both governing bodies.

8.

DISSOLUTION AND DISCONTINUANCE

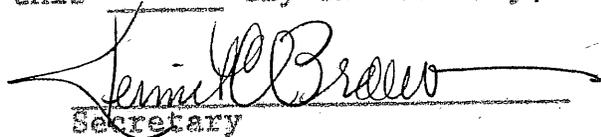
The board may be dissolved and discontinued by resolution or resolutions of the city and county governing bodies in regular and public meetings; provided, however, that the board shall not be dissolved or discontinued within the two (2) year period following the date of its establishment and creation. Within 90 days after the passage of resolutions dissolving the board, the board shall proceed to terminate its affairs. After payment of all obligations, any monies remaining under the control of the board shall be credited to the general fund of the city and the county and be apportioned in the same manner as the cost of maintaining the board was apportioned between the city and county.

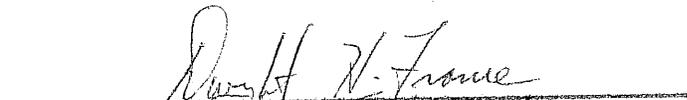
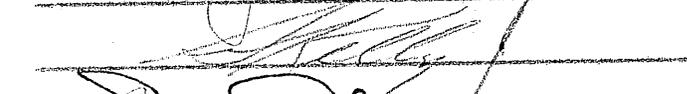
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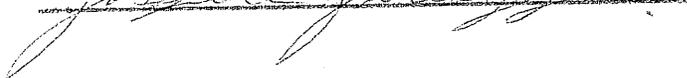
WITHDRAWAL OF BODY POLITIC

Either the city or the county may withdraw from the board by resolution of its governing body; provided, however, that neither may withdraw from the board within the two (2) year period following the establishment of the board and then only after 90 days written notice given to the board and to the other governing body. In the event of withdrawal from the board, any funds which may have been appropriated by the withdrawing governing body before withdrawal to cover its proportionate share of maintaining the board shall not be returned to the withdrawing governing body.

WHEREFORE, by the power and authority vested in the undersigned by the laws of the State of Wyoming, the undersigned has set his hand this _____ day of February, 1977.


Secretary



MACPHERSON & GOLDEN

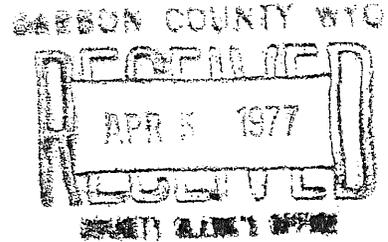
ATTORNEYS AND COUNSELORS
FIRST NATIONAL BANK BUILDING
RAWLINS, WYOMING 82301

JOHN A. MACPHERSON
T. MICHAEL GOLDEN
KERMIT C. BROWN

AREA CODE 307
TELEPHONE 324-6606

March 31, 1977

Ms. Mary Bradford
Carbon County Clerk
Carbon County Courthouse
Rawlins, Wyoming 82301



Re: Rawlins-Carbon County Airport Board

Dear Mary:

I am forwarding herewith a copy of the Certificate of Organization of the above referenced board. The copy contains a filing mark from the Secretary of State and should be filed with the City-County Agreement previously executed by the commissioners. This certificate completes our requirements for organization under §10-37.1 W.S. (Supp. 1975).

Very truly yours,

A handwritten signature in cursive script that reads "Kermit C. Brown". The signature is written in black ink and is followed by a long horizontal line that extends to the right.

Kermit C. Brown

KCB/kw

Enc.

cc: Dwight France