

State of Idaho

Department of State

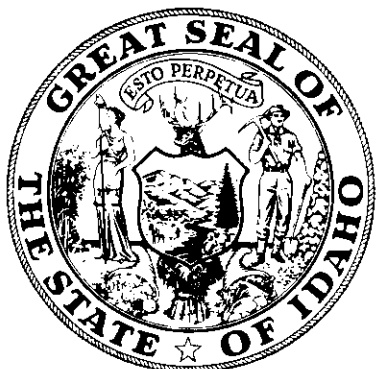
CERTIFICATE OF AUTHORITY OF

BIG SKY TRANSPORTATION CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BIG SKY TRANSPORTATION CO. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to BIG SKY TRANSPORTATION CO. to transact business in this State under the name BIG SKY TRANSPORTATION CO. and attach hereto a duplicate original of the Application for such Certificate.

Dated February 4, 19 80.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation, hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

- The name of the corporation is Big Sky Transportation Co.
- *The name which it shall use in Idaho is Big Sky Airlines
- It is incorporated under the laws of Montana
- The date of its incorporation is August 2, 1979 and the period of its duration is indefinite
- The address of its principal office in the state or country under the laws of which it is incorporated is P.O. Box 31397, Logan International Airport, Billings, MT 59107
- The address of its proposed registered office in Idaho is 3200 Airport Way, Boise Municipal Airport, Boise, ID 83705, and the name of its proposed registered agent in Idaho at that address is Bill Schuyler
- The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Commuter Airline Service - serving Montana, Wyoming, and Idaho.
- The names and respective addresses of its directors and officers are:

Name	Office	Address
Haskell V. Holeman	Director, Chairman of Board	1510 Ninth St. West, Billings, MT 59102
Seabrook Pates	Director, Vice President	1931 Mulberry Dr., Billings, MT 59102
Jase O. Norsworthy	Director, Secretary	2005 Poly Dr., Billings, MT 59102
George H. Selover	Director, Treasurer	2804 Orchard Dr., Billings, MT 59102

- The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
3,000,000	A	.10
100,000	B	.10

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,600,000</u>	<u>A</u>	<u>.10</u>
<u>65,000</u>	<u>B</u>	<u>.10</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 19, 19 79.

By Dale Norby
Its President
and Jase O. Norsworthy
Its Secretary

STATE OF MONTANA)
COUNTY OF YELLOWSTONE) ss:

I, DON JONES, a notary public, do hereby certify that on this 19TH day of DECEMBER, 19 79, personally appeared before me DALE NORBY & JASE O. NORSWORTHY, who being by me first duly sworn, declared that they are the President & Secretary of Big Sky Transportation dba Big Sky Airlines.

that he signed the foregoing document as President & Secretary of the corporation and that the statements therein contained are true.

Don Jones
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

Office of the Secretary of State



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SECRETARY OF
STATE

OF THE STATE OF MONTANA

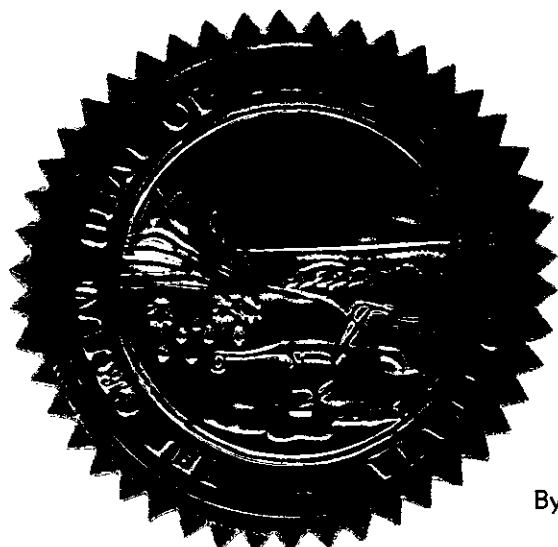
I, Frank Murray, Secretary of State of the State of Montana, do hereby certify that the annexed is a full, true and correct copy of Articles of Incorporation of

BIG SKY TRANSPORTATION CO.

as received and filed in this office on the 2nd
day of August A. D. 1979.
with the Certificate issued thereon.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the Great Seal
of the State of Montana, at Helena, the
Capital, this 29th day of January
A. D. 1980

FRANK MURRAY
Secretary of State



By Thomas Tucker
~~LEONARD D. LARSON~~
Deputy

Office of the Secretary of State



OF THE STATE OF MONTANA

CERTIFICATE OF INCORPORATION

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Incorporation for the incorporation of

BIG SKY TRANSPORTATION CO.

duly executed pursuant to the provisions of Section 35-1-201 of the Montana Code Annotated, Revised Codes of Montana, have been received in my office and are found to conform to law.

NOW, THEREFORE, I, FRANK MURRAY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to

BIG SKY TRANSPORTATION CO.

and attach hereto a duplicate original of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 2nd

(GREAT SEAL)

day of August A.D. 19 79

Frank Murray

FRANK MURRAY
Secretary of State

Leonard C. Larson
By LEONARD C. LARSON
Chief Deputy

275069

STATE OF MONTANA

FILED

AUG - 2 1979

FRANK MURRAY

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
BIG SKY TRANSPORTATION CO.

By Hermit W. Brown
Pa #276⁰⁰ Deputy Sec

The undersigned, a natural person of legal age, acting as incorporator of a corporation under the Montana Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST:

The name of the corporation is BIG SKY TRANSPORTATION CO.

SECOND:

The period of its duration is perpetual.

THIRD:

The purpose or purposes for which the corporation is organized are:

(a) To operate a commercial common carrier airline passenger and freight service and to do all things necessary, incident and related thereto.

(b) To exercise all corporate powers and privileges permitted by law, including the ownership and use and disposition of real estate and personal property, and the privilege of holding and dealing in securities; and including further the power to be a promoter, partner, member, associate or manager of any partnership, joint venture, trust or other enterprise.

(c) To have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which the corporation may be organized under the Montana Business Corporation Act.

FOURTH:

The total number of shares of stock which the corporation shall have authority to issue is 3,100,000 shares and the number of shares into which the authorized shares shall be divided is as follows:

Class A Common Stock consisting of 3,000,000 shares of a par value of Ten Cents (10¢) each; and

Class B Common Stock consisting of 100,000 shares of a par value of Ten Cents (10¢) each.

The relative rights, privileges and limitations of the Class A shares and the Class B shares shall be in all respects identical, share for share, except:

- (a) Voting power for all purposes shall be vested exclusively in the holders of the Class A shares; and
- (b) Distribution of Class B shares shall be made only to employees and consultants of the corporation.

(c) The Board of Directors shall have the power to issue shares of common stock, bonds, debentures, or other obligations convertible into shares of any class, or bearing warrants or other evidences of optional rights to purchase and/or subscribe to shares of any class, upon such terms, in such manner and under such conditions as may be fixed by resolution of the Board prior to the issue thereof.

SEVENTH:

The address of the initial registered office of the corporation is Billings Logan International Airport, Billings, Montana, 59101, and the name of its registered agent at such address is Thomas L. Foottit.

EIGHTH:

The number of directors constituting the initial Board of Directors of the corporation is four (4), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
H. V. HOLEMAN	1510 Ninth Street Billings, Montana 59102
JASE O. NORSWORTHY	2005 Poly Drive Billings, Montana 59102
GEORGE H. SELOVER	2804 Orchard Drive Billings, Montana 59102
SEABROOK PATES	1931 Mulberry Drive Billings, Montana 59102

Nothing provided in these Articles shall preclude any employee of the corporation from also owning Class A shares of the corporation.

FIFTH:

No holder of any shares of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

SIXTH:

Provisions for the regulation of the internal affairs of the corporation are:

(a) The corporation may purchase its own shares of stock, directly or indirectly, out of unreserved and unrestricted capital surplus available therefor;

(b) The Board of Directors of the corporation may, from time to time, distribute to the shareholders out of capital surplus of the corporation a portion of its assets, in cash or property without consent or authorization of the shareholders, but subject to the conditions otherwise imposed by the Montana Business Corporation Act;

NINTH:

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT H. PRIGGE	2230 Ridgeview Drive Billings, Montana 59101

DATED: July 30, 1979.

Robert H. Prigge

STATE OF MONTANA)
 : ss.
County of Yellowstone)

I, MARIAN E. MILLER, a Notary Public for the State of Montana, hereby certify that on the 30 day of _____, 1979, before me personally appeared ROBERT H. PRIGGE, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Notary Public for the State of Montana
Residing at Billings, Montana
My Commission expires: May 14, 1981