



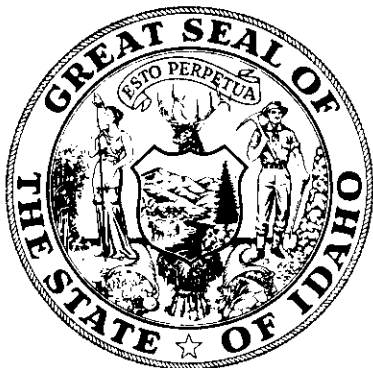
CERTIFICATE OF AUTHORITY
OF

HORIZON AIRLINES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HORIZON AIRLINES, INC. 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 HORIZON AIRLINES, INC. to transact business in this State under the name HORIZON AIRLINES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated January 18, 19 82



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:

1. The name of the corporation is HORIZON AIRLINES, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Washington
4. The date of its incorporation is May 7, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 7887 Perimeter Rd. South, Seattle, WA 98108
6. The street address of its proposed registered office in Idaho is 300 N. 6th Street,
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To acquire aircraft of any and all types; to lease or rent aircraft;
to provide passenger and air cargo service on a scheduled or charter
basis; and to comply with all government regulatory bodies in
providing such services.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Milton G. Kuolt II</u>	<u>P/T/Dir.</u>	<u>7887 Perimeter Rd. S., Seattle, WA 98108</u>
<u>Ralph Sites</u>	<u>VP/Sec.</u>	<u>410 Park Place Bldg., Sixth & University, Seattle, WA 98101</u>
_____	_____	_____
_____	_____	_____

9. 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
<u>10,000,000</u>	<u>Common</u>	<u>No par value</u>
_____	_____	_____
_____	_____	_____

(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>1,980,000</u>	<u>Common</u>	<u>No par value</u>
_____	_____	_____
_____	_____	_____

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

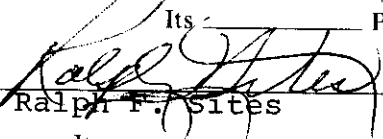
12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 4, 19 82.

HORIZON AIRLINES, INC., a Washington corp.

By 
Milton G. Kuolt II

Its _____ President

and 
Ralph F. Sites

Its _____ Secretary


STATE OF WASHINGTON)

COUNTY OF KING) ss:

I, H. Raymond Carnicross, a notary public, do hereby certify that on this 4th day of January, 19 82, personally appeared before me Milton G. Kuolt II, who being by me first duly sworn, declared that he is the President of HORIZON AIRLINES, INC., a

Washington corporation

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


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.

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE
RALPH MUNRO,
CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

58-79

OFFICIAL CERTIFICATION OF THIS DOCUMENT, AS PREPARED
BY THE OFFICE OF THE SECRETARY OF STATE, APPEARS ON
THE BACK OF THE LAST PAGE.

2-309947-6
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of PACIFIC HORIZON AIRLINES, INC.
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of _____
Robert E. Giles
Perkins, Coie, Stone et al
1900 Washington Building
Seattle, WA 98101

Filing and recording fee \$ _____
License to June 30, 19____ \$ _____
Excess pages @ 25c \$ _____

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

May 7, 1981

Microfilmed, Roll No. 1575

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00115 MAY 20 81
FILED

ARTICLES OF INCORPORATION
OF
PACIFIC HORIZON AIRLINES, INC.

MAY 7 1981

SECRETARY OF STATE
STATE OF WASHINGTON

KNOW ALL MEN BY THESE PRESENTS: That Milton G. Kuolt III, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Washington Business Corporation Act, hereby certifies and adopts, in duplicate, the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be PACIFIC HORIZON AIRLINES, INC., and its existence shall be perpetual.

ARTICLE II

1. The purpose of the Corporation is to acquire aircraft of any and all types; to lease or rent aircraft; to provide passenger and air cargo service on a scheduled or charter basis; and to comply with all government regulatory bodies in providing such services.

2. The Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Washington Business Corporation Act, as amended.

In furtherance of and not in limitation of the general powers conferred by the laws of the State of Washington, it is expressly provided that this Corporation shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this Corporation provided that money or property of the Corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the Corporation. The Corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

(b) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the bonds, debentures, notes, and other securities and obligations of this Corporation.

(c) To borrow money and give security therefor.

(d) To enter into, make, perform and carry out contracts of every kind of any lawful purpose pertaining to its business, with any individual, entity, firm, association or corporation, or with any government, municipality or public authority, domestic or foreign.

(e) To do everything necessary, proper, convenient or incidental to the accomplishment of this Corporation or which is calculated directly or indirectly to promote the welfare or interests of the Corporation or enhance the value or render profitable any of its property or rights.

(f) To do any and all of the things in this Article set forth to the same extent a natural person might or could do and in any part of the world as principals, agents, contractors, trustees, or otherwise, either alone or in the company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business, to exercise any power or do any act which a corporation formed under the Uniform Business Corporation Act of the State of Washington, or any amendment thereto or substitute therefor may not at any time lawfully carry on or do.

ARTICLE III

Shareholders of this Corporation shall not have pre-emptive rights to acquire additional shares offered for sale by the Corporation.

ARTICLE IV

1. The location and post office address of the registered office of the Corporation in this state shall be: 1200-6th Ave., Suite 1810, Seattle, Washington 98101.

2. The registered agent of the Corporation shall be Ralph F. Sites, whose address is 1200-6th Ave., Suite 1810, Seattle, Washington 98101.

ARTICLE V

1. The authorized capital of the Corporation shall be \$200,000.00.
2. The aggregate number of shares which the Corporation shall have authority to issue is Ten million (10,000,000) shares.
3. Such shares are to consist of one class only, to be known as common stock, and such shares are to have a no-par value.
4. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation and in any manner now or hereafter prescribed or permitted by statute. All rights of Shareholders of the Corporation are granted subject to this reservation.

ARTICLE VI

1. The number of Directors of the Corporation shall be fixed as provided by the Bylaws and may be changed from time to time by amending the Bylaws, as therein provided, but the number of Directors shall not be less than one (1) nor more than nine (9).
2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Washington, the Board of Directors is expressly authorized to make, alter, and repeal the Bylaws of the Corporation, subject to the power of the Shareholders of the Corporation to change or repeal such Bylaws.
3. The Corporation may enter into, contract and otherwise transact business as vendor, purchaser, or otherwise with its Directors, officers and Shareholders and with the corporations, associations, firms and entities in which they are or may become interested as directors, officers, shareholders, members or otherwise as freely as if those such adverse interests did not exist, even though the vote, action or presence

of such directors, officers or shareholders may be necessary to obligate the Corporation upon such contracts or transactions; and in the absence of fraud, no such contracts or transactions shall be avoided and no such Director, officer or Shareholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the Corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of Directors and officers of the Corporation (but not in the case of Shareholders who are not Directors or officers) the nature of the interest of such Directors or officers, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the Corporation at the meeting thereof at which such contract or transaction was authorized or confirmed. A general notice that a Director or officer of the Corporation is interested in any corporation, association, firm or entity, shall be sufficient disclosure as to such Director or officer with respect to all contracts and transactions with the corporation, association, firm or entity.

4. Any contract, transaction or act of the Corporation or of the Directors or of any officers of the Corporation which shall be ratified by a majority of a quorum of the Shareholders of the Corporation at any annual meeting or at any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and binding as though ratified by every Shareholder of the Corporation.

5. The first Directors of this Corporation shall be one (1) in number and their post office addresses are as follows:

<u>Name</u>	<u>Address</u>
Milton G. Kuolt, II	16039 - 21st S.W., Seattle, Washington

6. The term of the first Directors shall be until the first annual meeting of the Shareholders of the Corporation to be held on the 1st day of April, 1981, and until their replacements are elected and qualified.

ARTICLE VII

The name and address of the incorporator is as follows:

Milton G. Kuolt, II, 16039 - 21st S.W., Seattle, Washington.

IN WITNESS WHEREOF, the incorporator hereinabove named set hand, in duplicate, this 1st day of April, 1981.

Milton G. Kuolt II

STATE OF WASHINGTON)
) ss.
 County of King)

ON THIS day personally appeared Milton G. Kuolt, II to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN UNDER my hand and official seal this 1st day of April, 1981.

Kathleen M. Boushly
 NOTARY PUBLIC in and for the State of
 Washington, residing at Lent

STATE OF WASHINGTON)
) ss.
County of King)

That on April 1, 1981, at a meeting of the shareholders of said corporation, duly called for that purpose and held on April 1, 1981, at Seattle, in the county of King, State of Washington, it was voted to authorize the issuance of 10,000,000 shares of common stock having no par value.

Dated April 1, 1981.

STATE OF WASHINGTON)
) ss.
County of King)

Kathleen M. Hounsley
Notary Public in and for the State of
Washington residing at Kent

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE
RALPH MUNRO,
CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT, AS PREPARED
BY THE OFFICE OF THE SECRETARY OF STATE, APPEARS ON
THE BACK OF THE LAST PAGE.

2-309947-6
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

of PACIFIC HORIZON AIRLINES, INC.

a domestic corporation of Seattle, Washington,

(Changing name to HORIZON AIRLINES, INC.)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of _____
Ralph Sites
Sites & Co., Inc.
1200 - 6th Avenue #1810
Seattle, WA 98101

Filing and recording fee \$ _____
License to June 30, 19 _____ \$ _____
Excess pages @ 25c \$ _____

In witness whereof I have signed and have af-
fixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

July 14, 1981

Microfilmed, Roll No. 1586

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JUL 14 1981

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PACIFIC HORIZON AIRLINES, INC.

Pursuant to the provisions of RCW 23A.16 of the Washington Business Corporation Act, the undersigned adopts the following Articles of Amendment to the Articles of Incorporation of Pacific Horizon Airlines, Inc.:

1. The name of the corporation is "Pacific Horizon Airlines, Inc."
2. Article 1 is hereby amended to read as follows:

"ARTICLE 1. NAME.

The name of the corporation is 'Horizon Airlines, Inc.'"

3. The date of adoption and approval of such amendment by the shareholders of the corporation is July 13th, 1981.

4. The number of shares outstanding of the corporation is 200,000, all of which are of the same class and all of which were entitled to vote on such amendment.

5. The number of shares for and against such amendment were as follows:

For Amendment.....200,000 Shares

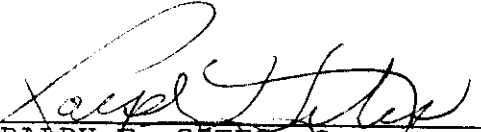
Against Amendment.....0 Shares

6. The amendment makes no change in the amount

of stated capital in the corporation.

EXECUTED this 13th day of July, 1981.


MILTON G. KUOLT II, President


RALPH F. SITES, Secretary

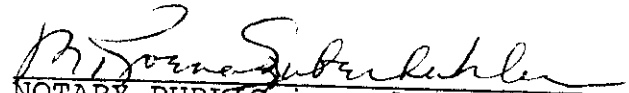
VERIFICATION

STATE OF WASHINGTON)
COUNTY OF KING) ss.

MILTON G. KUOLT II, being first duly sworn on oath, deposes and says that he is the President of Pacific Horizon Airlines, Inc., that he has read the foregoing document, knows the contents thereof, and believes the same to be true.


MILTON G. KUOLT II

SUBSCRIBED AND SWORN TO before me this 13th day of July, 1981.


NOTARY PUBLIC in and for the
State of Washington, residing
at Kent.

PACIFIC HORIZON AIRLINES, INC.

CONSENT IN LIEU OF SPECIAL MEETING OF SHAREHOLDERS

Pursuant to the Washington Business Corporation Act, the undersigned, being the sole shareholder entitled to vote at meetings of the shareholders of Pacific Horizon Airlines, Inc., a Washington corporation (the "Company"), by this instrument in lieu of a meeting of the shareholders of the Company, hereby consents to the adoption of the following resolutions:

RESOLVED, that the proposed Amendment to the Articles of Incorporation of the Company is hereby adopted, amending Article 1 to read as follows:

"ARTICLE 1. NAME

The name of the corporation is 'Horizon Airlines, Inc.'";

and

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed to execute all documents necessary to effect the foregoing amendment and to take all action which they deem necessary in connection therewith.

EXECUTED as of this 13th day of July, 1981.


MILTON G. KUOLT II

S/H Consent

CONSENT TO USE OF CORPORATE NAME

We, the undersigned, hereby certify:

That, in our opinion, the name HORIZON AIRLINES, INC. is not deceptively similar to the name of our corporation;

That HORIZON AVIATION, INC. hereby consents to the use of HORIZON AIRLINES, INC. as a corporate name in the state of Washington.

IN WITNESS WHEREOF, we have set our hands this

7th day of July, 1981.

HORIZON AVIATION, INC.

By Donald L. Edmund
President

By James H. Heroux
Secretary

Consent to Use of Corporate Name