

State of Idaho

Department of State.

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
 duplicate originals of Articles of Merger of SOUTHWIND HELICOPTERS, INC.

into NORTHWEST HELICOPTERS, INC.

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

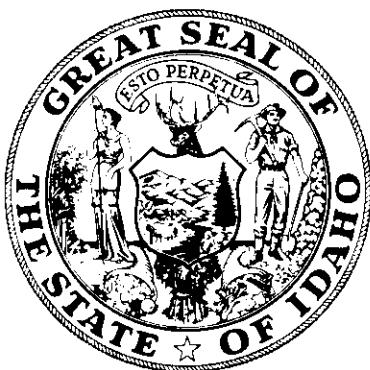
Merger, and attach hereto a duplicate original of the Articles of

Merger.

Dated November 13, 1989.

Pete T. Cenarrusa
SECRETARY OF STATE

Atterson
Corporation Clerk



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ARTICLES OF MERGER 89 OCT 23 AM 10 32

On the 30th day of June, 1989, all of the shareholders of Southwind Helicopters, Inc., an Idaho Corporation, consisting of David L. Reynolds, President, and Brian A. Reynolds, Secretary-Treasurer, met with all the shareholders, of Northwest Helicopters, Inc., a Washington Corporation, consisting of Brian A. Reynolds, President and David L. Reynolds, Secretary-Treasurer, and the shareholders of both Corporations voted unanimously to merge Southwind in to Northwest in accordance with the terms of the merger agreement attached hereto, and that all activity would henceforth be carried on within the State of Washington and in accordance with the laws of the State of Washington.

*Brian A. Reynolds
By David Reynolds
Attorney in Fact*

BRIAN A. REYNOLDS, Secretary
Southwind Helicopters, Inc.
by David L. Reynolds
Attorney in Fact
October 19, 1989

David L. Reynolds
David L. Reynolds, Secretary
Northwest Helicopters, Inc.
October 19, 1989

David L. Reynolds
DAVID L. REYNOLDS, PRESIDENT
SOUTHWIND HELICOPTERS, INC.
OCTOBER 19, 1989

*Brian A. Reynolds
By David Reynolds
Attorney in Fact*
BRIAN A. REYNOLDS, PRESIDENT
NORTHWEST HELICOPTERS, INC.
BY DAVID L. REYNOLDS,
ATTORNEY IN FACT.
OCTOBER 19, 1989

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VERIFICATION

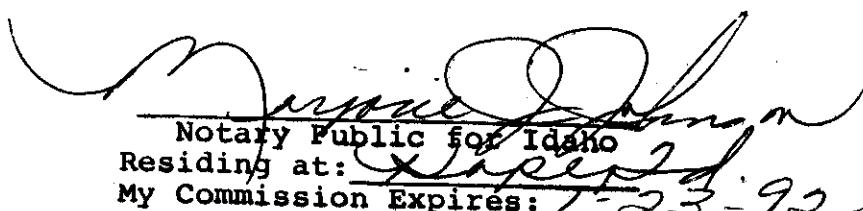
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STATE OF IDAHO)
COUNTY OF Bonner)
ss

I, Marjorie J. Johnson, a notary public, do
hereby certify that on this 27 day of October 1989,
personally appeared before me David L. Reynolds, who,
being by me first duly sworn, declared that he is the
Secretary of Northwest Helicopters, Inc.

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

(Notarial Seal)


Notary Public for Idaho
Residing at: Aspermont
My Commission Expires: 1-31-92

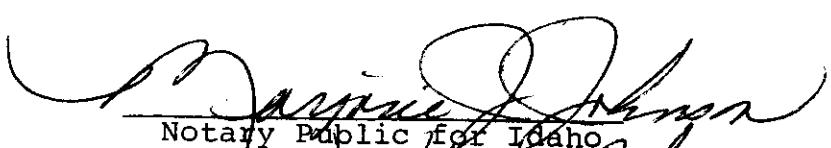
VERIFICATION

STATE OF IDAHO)
 ss
COUNTY OF Bonner)

I, MARJORIE J. JOHNSON, a notary public, do
hereby certify that on this 19 day of October 19 89,
personally appeared before me David L. Reynolds, who,
being by me first duly sworn, declared that he is the
President of Southwind Helicopters, Inc.

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

(Notarial Seal)


Notary Public for Idaho

Residing at: Xasper, Id.

My Commission Expires: 1-23-92

VERIFICATION

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SAC, G. A. STATE

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STATE OF IDAHO)
COUNTY OF Bonner)
ss

I, Marjorie J. Johnson, a notary public, do
hereby certify that on this 27 day of October 1989,
personally appeared before me David L. Reynolds, who,
being by me first duly sworn, declared that he is the
Attorney in Fact of Brian A. Reynolds
Secretary of Southwind Helicopters, Inc.,
that he signed the foregoing document as Secretary
of the corporation, and that the statements therein
contained are true.

(Notarial Seal)


Notary Public for Idaho
Residing at: Spokane
My Commission Expires: 1-23-72

MERGER AGREEMENT

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This agreement is made this 1st day of July, 1989, between NORTHWEST HELICOPTERS, INC., a corporation organizing and existing under the laws of the State of Washington, having its principle office at 7822 Old Highway 99 S.E., Olympia, Washington 98501, and SOUTHWIND HELICOPTERS, INC., a corporation organizing and existing under the laws of the State of Idaho, having its principle office and place of business at P.O. Box 70, ~~Olympia~~, ID 83811.

OLYMPIA, WA

RECITALS

The total numbers of share of stock which the surviving corporation is authorized to issue is 500 shares of common stock, and each shall have a par value of \$100 for a total capitalization of \$50,000.

The Board of Directors of the respective corporations deem a desirable and in the best interest of the corporations and their shareholders that SOUTHWIND HELICOPTERS, INC., be merged into NORTHWEST HELICOPTERS, INC..

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Chapter 23A.20 RCW that SOUTHWIND HELICOPTERS, INC. corporation shall be merged into NORTHWEST HELICOPTERS, INC., corporation as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying into effect, and the manner of converting the shares of SOUTHWIND HELICOPTERS, INC., into the shares of NORTHWEST HELICOPTERS, INC., as hereinafter set forth.

SECTION ONE
NORTHWEST HELICOPTERS, INC., TO BE A SURVIVING CORPORATION

SOUTHWIND HELICOPTERS, INC. shall be merged into NORTHWEST HELICOPTERS, INC. and the corporate existence of SOUTHWIND HELICOPTERS, INC. shall cease and the corporate existence of NORTHWEST HELICOPTERS, INC. shall continue under the same name, and NORTHWEST HELICOPTERS, INC., shall become the owner, without other transfer, of all the rights and property of the constituent corporation, and NORTHWEST HELICOPTERS, INC. shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if NORTHWEST HELICOPTERS, INC., had itself incurred them.

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JOHN J. SINCLAIR & ASSOCIATES
ATTORNEYS AT LAW
810 LAKERIDGE WAY SW
OLYMPIA WASHINGTON 98502

SECTION TWO PRINCIPLE OFFICE

The principle office of NORTHWEST HELICOPTERS, INC., shall be at 7822 Old Highway 99 S.E., Olympia, Washington 98501 and shall remain the principle office of the corporation following the merger.

SECTION THREE OBJECTS AND PURPOSES

The nature of the purpose and the object and purposes proposed to be transacted, promoted and carried on by the corporation following the merger, shall be for any and all lawful business relating to the operation of a commercial helicopter service and any and all lawful business for which corporation may be incorporated under Title 23A of the Revised Code of Washington, as amended.

SECTION FOUR ARTICLES OF INCORPORATION

The Articles of Incorporation of NORTHWEST HELICOPTERS, INC. shall continue as the Articles of Incorporation of the NORTHWEST HELICOPTERS, INC. after the date of merger.

SECTION FIVE BYLAWS

The present bylaws of NORTHWEST HELICOPTERS, INC., in so far as not inconsistent with disagreement of merger, shall be the bylaws of the corporation following the merger until altered, amended or appealed as therein provided.

SECTION SIX NAME AND ADDRESSES OF DIRECTORS

The names and address of the persons that shall constitute the Board of Directors of NORTHWEST HELICOPTERS, INC. following merger, shall hold office following merger are:

Brian Reynolds
7822 Old Highway 99 S.E.
Olympia, WA 98501

AND

Dave Reynolds
P.O. Box 70
Clark Fork, ID 83811.

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SECTION SEVEN
METHOD OF CONVERTING SHARES

Immediately upon this agreement of merger becoming effective, the shares of the constituent corporation shall, without any other action on the part of respective holders thereof, become and be converted into shares of stock of NORTHWEST HELICOPTERS, INC., in equal amounts, so that Brian Reynolds and Dave Reynolds shall remain fifty percent (50%) owners of each of the remaining corporation.

SECTION EIGHT
STOCKHOLDER'S APPROVAL

The directors, Brian Reynolds and Dave Reynolds, are the sole shareholders of both corporations, SOUTHWIND HELICOPTERS, INC. and NORTHWEST HELICOPTERS, INC., and hereby approve this merger agreement in their capacity as Directors of both corporations and as shareholders of both corporations and authorize the officers of the corporation to execute all documents and take such further action as may be deemed necessary or advisable to implement this merger agreement.

IN WITNESS WHEREOF, directors and shareholders of SOUTHWIND HELICOPTERS, INC. and NORTHWEST HELICOPTERS, INC. executed this agreement on the day here first above written.


BRIAN REYNOLDS


DAVE REYNOLDS