

**Department of State.**

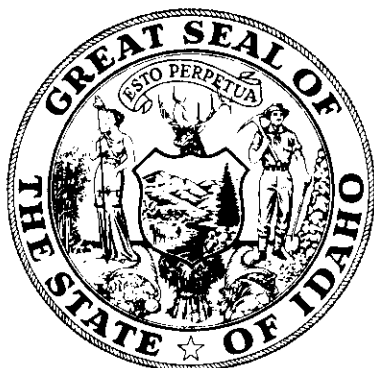
**CERTIFICATE OF AUTHORITY  
OF**

**CASCADE AIRWAYS, INC.**

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

Dated **August 12**, 19 **81**.



*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 CASCADE AIRWAYS, Inc.
2. \*The name which it shall use in Idaho is CASCADE AIRWAYS, INC.
3. It is incorporated under the laws of Washington
4. The date of its incorporation is April 14, 1969 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 P.O. Box 19207, Spokane International Airport, Spokane, Washington 99219
6. The address of its proposed registered office in Idaho is 300 North 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:  
operation of airline

8. The names and respective addresses of its directors and officers are: \*

Name	Office	Address
Mark M. Chestnutt	Director & President	P.O. Box 19207, Spokane Int'l Airport Spokane, Washington 99219
Warren K. Greene	Director & Vice Pres.	88 Field Point Road Greenwich, Connecticut 06830
Max D. Crittenden	Director & Secretary	77-6400 Nalani Street Kailua-Kona, Hawaii 96740
Donald G. Mell	Treasurer	P.O. Box 19207, Spokane Int'l Airport Spokane, Washington 99219

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
5,000,000	common	.05
2,500,000	preferred	.05

\*Other Directors: George A. Chestnutt, Jr., Barbara A. DeGaetani, Clendon H. Lee,  
G. Peter Mumbach

Other Vice Presidents: Stephen A. Gural, Mark A. Nilson, Larry E. Stotts

(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
1,007,182	common	.05

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 July 31, 19 81

CASCADE AIRWAYS, INC.

By

Warren K. Greene

Its Vice President

and

Barbara A. DeGaetani

Its Assistant Secretary

STATE OF CONNECTICUT )

) ss:

COUNTY OF FAIRFIELD )

I, Joanne Lamberton, a notary public, do hereby certify that on

this 31st day of July, 19 81, personally appeared before

me Warren K. Greene and Barbara A. DeGaetani, who being by me first duly sworn, declared that ~~xx~~ they

are ~~xx~~ the Vice President and Assistant of CASCADE AIRWAYS, INC.  
Secretary

they  
that ~~xx~~ signed the foregoing document as Vice President & Asst. of the corporation and that the  
statements therein contained are true. Secretary

Joanne Lamberton  
Notary Public

JOANNE LAMBERTON  
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. MY COMMISSION EXPIRES MARCH 31, 1985

# 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.

D197320  
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

## STATEMENT OF REDUCTION OF STATED CAPITAL

of CASCADE AIRWAYS, INC.  
a domestic corporation of Seattle,

was filed for record in this office at \_\_\_\_\_ o'clock \_\_\_\_\_<sup>am</sup>, on this date, and

I further certify that such Articles remain on file in this office.

Filed at request of \_\_\_\_\_  
Shaw, Pittman, et al  
Attn: Victoria J. Perkins  
1800 M St. NW  
Washington, D.C. 20036

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,

March 16, 1981

Microfilmed, Roll No. 1567

Page 071 - 074

STATEMENT OF REDUCTION OF STATED CAPITAL  
CASCADE AIRWAYS, INC.

MAR 16 1981 *sd*SECRETARY OF STATE  
STATE OF WASHINGTON

Pursuant to the provisions of Section 23A.16.120 of the Washington Business Corporation Act (Revised Code of Washington), the undersigned corporation submits a statement of reduction of stated capital as follows:

1. The name of the corporation is Cascade Airways, Inc.
2. The following resolutions approving a reduction in the stated capital of the corporation were adopted by its shareholders on February 23, 1981:

RESOLVED, that in connection with the .683 for 1 reverse stock split of the Company's outstanding and treasury common stock approved by the shareholders of the Company on December 30, 1980, and in order to retain the par value of all of the Company's common stock after such reverse split at \$.05 per share, the stated capital of the Company be reduced by transferring an aggregate of \$23,373 from the "common stock" account to the "paid-in capital in excess of par value" account; and

FURTHER RESOLVED, that the officers of the Company be and hereby are authorized and directed to execute and file such documents and to take such other actions as they may deem necessary or appropriate to implement such reduction in the stated capital of the Company; and

FURTHER RESOLVED, that such reverse split and such reduction of stated capital shall be deemed effective on the date when a statement of such reduction of stated capital is filed with the Secretary of State of Washington in accordance with the Washington Business Corporation Act.

3. The number of shares of the corporation outstanding at the time of such adoption was 1,463,424 shares of Common Stock, and the number of shares entitled to vote thereon was 1,463,424 shares of Common Stock.

4. The number of shares voted for such resolutions was 1,463,424; and the number of shares voted against such resolutions was 0.

5. The reduction in stated capital of the corporation is to be effected by transferring \$23,373 from the "Common Stock" account to the "Paid-In Capital in Excess of Par Value" account. The amount of stated capital of the corporation after giving effect to such reduction will be \$50,339.10, consisting of 999,519 outstanding shares and 7,663 treasury shares at \$.05 par value per share.

Dated: November 10, 1981

CASCADE AIRWAYS, INC.

By: 

Vice President

By: 

Assistant Secretary

STATE OF WASHINGTON     )  
                                      )   ss  
COUNTY OF SPOKANE     )

I, the undersigned, a Notary Public in and for the State of Washington, do hereby certify that on this 11th day of March, 1981, personally appeared before me Stephen A. Gural and Sarah K. Gundlach, to me known to be the individuals who executed the foregoing instrument and acknowledged that they signed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

Given under my hand and seal this 11th day of March, 1981

Karen Mueller  
Notary Public in and for the State  
of Washington residing at Spokane

My commission expires: 2/1/85



D197320  
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 CASCADE AIRWAYS, INC.  
a domestic corporation of Seattle, Washington,  
(Increasing capital to \$375,000.00)

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 \_\_\_\_\_  
Shaw, Pittman, et al  
Attn: Victoria J. Perkins  
1800 M. St. NW  
Washington, D.C. 20036

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,

March 16, 1981

Microfilmed, Roll No 1567  
Page 067 - 070

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CASCADE AIRWAYS, INC.

FILED  
MAR 16 1981 *Ja*

SECRETARY OF STATE,  
STATE OF WASHINGTON

Pursuant to the provisions of Chapter 23A.16 of the Washington Business Corporation Act (Revised Code of Washington), the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation of Cascade Airways, Inc.:

First: The name of the corporation is Cascade Airways, Inc.

Second: The following amendment to the Articles of Incorporation of said corporation was adopted by its shareholders on December 30, 1980:

RESOLVED, that the Articles of Cascade Airways, Inc. be amended by deleting the present Article IV Paragraph 1 which reads as follows:

1. Authorized Shares. The total number of shares this corporation is authorized to issue is THREE MILLION (3,000,000) shares of common stock having a par value of FIVE CENTS (\$.05) per share

and substituting therefor the following:

1. Authorized Shares.

A. Common Stock. The total number of shares of common stock this corporation is authorized to issue is FIVE MILLION (5,000,000) shares having a par value of FIVE CENTS (\$.05) per share.

B. Preferred Stock. The total number of shares of preferred stock this corporation is authorized to issue is TWO MILLION FIVE HUNDRED THOUSAND (2,500,000) shares having a par value of FIVE CENTS (\$.05) per share. The Board of Directors

are authorized to fix and determine the relative rights and preferences of the authorized but unissued shares as between the preferred shares and the common shares of the corporation.

Third: The number of shares of the corporation outstanding at the time of such adoption was 1,463,424 shares of Common Stock, and the number of shares entitled to vote thereon was 1,463,424 shares of Common Stock.

Fourth: The number of shares voted for such Amendment was 1,463,424 ; and the number of shares voted against such Amendment was 0 .

Dated: March 1, 1981

CASCADE AIRWAYS, INC.

By: 

Vice President

By: 

Assistant Secretary

STATE OF WASHINGTON     )  
                                      )   ss  
COUNTY OF SPOKANE     )

I, the undersigned, a Notary Public in and for the State  
of Washington, do hereby certify that on this 11th day of  
March, 1981, personally appeared before me Stephen A.

Gural and Sarah K. Gundlach, to me known to be the individuals  
who executed the foregoing instrument and acknowledged that they  
signed the same as their free and voluntary act and deed for the  
uses and purposes therein mentioned.

Given under my hand and seal this 11th day of March,  
1981.

Karen Miller  
Notary Public in and for the State  
of Washington, residing at Spokane

My commission expires: 2/1/85

D197320

FILE NUMBER



DOMESTIC

# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,  
hereby certify that

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

of CASCADE AIRWAYS, INC.  
a domestic corporation of Seattle, Washington,  
(Increasing capital to \$150,000.00)

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 \_\_\_\_\_  
Cascade Airways  
Attn: Max D. Crittenden  
P.O. Box 19207  
Spokane, WA 99219

Filing and recording fee \$ \_\_\_\_\_

License to June 30, 19 \_\_\_\_\_ \$ \_\_\_\_\_

Excess pages @ 25¢ \$ \_\_\_\_\_

Microfilmed, Roll No. 1555

Page 394-396

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

December 18, 1980

**BRUCE K. CHAPMAN**  
SECRETARY OF STATE

00146 DEC 22 80  
FILED mk

DEC 18 1980

SECRETARY OF STATE  
STATE OF WASHINGTON

ARTICLES OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION  
OF  
CASCADE AIRWAYS, INC.

---

Articles of Amendment of the Articles of Incorporation of Cascade Airways, Inc., are herein executed by said corporation, pursuant to the provisions of Revised Code of Washington, 23A.16.040 and 23A.16.050, as follows:

1. The name of the corporation is Cascade Airways, Inc.
2. The amendment to the Articles of Incorporation of said corporation is as follows:

"RESOLVED, that the Articles of Incorporation of Cascade Airways, Inc., be amended by deleting the present Article IV, Paragraph 1, which reads as follows:

1. Authorized Shares. The total number of shares this corporation is authorized to issue is One Million Five Hundred Thousand (1,500,000) shares of common stock having a par value of five cents (\$.05) per share.

and substituting therefore the following:

1. Authorized Shares. The total number of shares this corporation is authorized to issue is Three Million (3,000,000) shares of common stock having a par value of five cents (\$.05) per share.
3. The date of adoption of said amendment by the shareholders of said corporation is September 23, 1980.
4. The number of shares outstanding of said corporation is One Million Four Hundred Sixty-three Thousand, Four Hundred and Twenty-four

5. The number of shares voted for and against said amendment, respectively, were as follows:

### Against Amendment

-0-

CASCADE AIRWAYS, INC.

By: Mark M. Chestnutt  
Mark M. Chestnutt, President

By: Max D. Crittenden  
Max D. Crittenden, Secretary

STATE OF WASHINGTON) ) SS  
COUNTY OF KING )

GIVEN under my hand and seal this 23rd day of September, 1980.

David H. Greenwald  
Notary Public in and for the State  
of Washington, residing at Spokane

D-197320  
FILE NUMBER



DOMESTIC

# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,  
hereby certify that

AMENDED

## ARTICLES OF INCORPORATION

of CASCADE AIRWAYS, INC.  
a domestic corporation of Seattle, Washington,  
(Reclassifying shares)

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  
Max D. Crittenden, Inc., Atty.  
1106 Denny Bldg.  
2200 - 6th Ave.  
Seattle, WA 98121

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No.

Page **058 - 061**

In witness whereof I have signed and have  
affixed the seal of the State of Washington to  
this certificate at Olympia, the State Capitol,  
December 30, 1977

**BRUCE K. CHAPMAN**  
SECRETARY OF STATE



FILED

DEC 30 1977

REGISTRY OF STATE  
STATE OF WASHINGTON

ARTICLES OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION  
OF  
CASCADE AIRWAYS, INC.

Articles of Amendment of the Articles of Incorporation of Cascade Airways, Inc., are herein executed by said corporation, pursuant to the provisions of Revised Code of Washington, 23A.16.040 and 23A.16.050, as follows:

1. The name of the corporation is Cascade Airways, Inc.
2. The amendment to the Articles of Incorporation of said corporation is as follows:

RESOLVED, that the Articles of Incorporation of Cascade Airways, Inc., be amended by deleting the present Article IV, Paragraph 1, which reads as follows:

1. Authorized Shares. The total number of shares which the corporation is authorized to issue is One Million Five Hundred Thousand (1,500,000) shares of common stock at a par value.

and substituting therefore the following:

1. Authorized Shares. The total number of shares this corporation is authorized to issue is One Million Five Hundred Thousand (1,500,000) shares of common stock having a par value of five cents (\$.05) per share.
3. The date of adoption of said amendment by the shareholders of said corporation is November 30, 1977.
4. The number of shares outstanding of said corporation is One Million Four Hundred Sixty-three Thousand, Four Hundred

and Twenty-four (1,463,424). The corporation has one class of share and all of the outstanding shares were entitled to vote on the amendment.

5. The number of shares voted for and against said amendment, respectively, were as follows:

For Amendment

1,444,424

Against Amendment

-0-

6. The issued and outstanding shares of stock of the corporation will not be cancelled but will be reissued as par value stock.

Dated this 27<sup>th</sup> day of December, 1977.

CASCADE AIRWAYS, INC.

By:

Mark M. Chestnutt  
Mark M. Chestnutt, President

By:

Max D. Crittenden  
Max D. Crittenden, Secretary

STATE OF WASHINGTON )

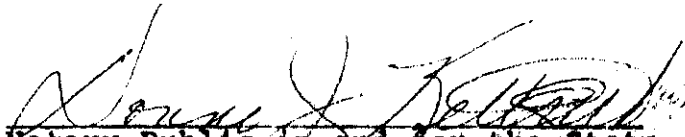
) SS

COUNTY OF KING )

I, the undersigned, a Notary Public in and for the State of Washington, do hereby certify that on this 27 day of December, 1977, personally appeared before me, Mark M. Chestnutt and Max D. Crittenden, to me known to be the individuals and incorporators described in and who executed the foregoing

instrument and acknowledged that they signed and sealed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and seal this 27 day of December, 1977.

  
Notary Public in and for the State  
of Washington, residing at  
Seattle



# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

## AMENDED ARTICLES OF INCORPORATION

of CASCADE AIRWAYS, INC.  
a domestic corporation of Spokane, Washington,  
(Increasing number of non-par shares to 1,500,000 and reducing capital to  
\$75,000)

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  
Max D. Crittenden, Atty.  
941 Denny Bldg  
Seattle, Wa 98121

Filing and recording fee \$ 10.00

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1271

Page 307 310

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

July 10, 1973

A. LUDLOW KRAMER  
SECRETARY OF STATE

FILED

JUL 10 1973

A. LUDLOW KRAMER  
SECRETARY OF STATE

ARTICLES OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION  
OF  
CASCADE AIRWAYS, INC.

---

Articles of Amendment of the Articles of Incorporation of Cascade Airways, Inc. are herein executed by said corporation, pursuant to the provisions of Revised Code of Washington 23A.16.040 and 23A.16.050, as follows:

1. The name of the corporation is Cascade Airways, Inc.
2. The amendment to the Articles of Incorporation of said corporation is as follows:

"RESOLVED, that the Articles of Incorporation of Cascade Airways, Inc. be amended by deleting the present Article IV, Paragraph 1, which reads as follows:

1. Authorized Shares. The total number of shares which this corporation is authorized to issue is One Million (1,000,000) shares of common stock having no par value.

and substituting therefore the following:

1. Authorized Shares. The total number of shares which this corporation is authorized to issue is One Million Five Hundred Thousand (1,500,000) shares of common stock having no par value.

3. The date of adoption of said amendment by the shareholders of said corporation is June 18, 1973.

4. The number of shares outstanding of said corporation is Two Hundred Ninety Five Thousand Five Hundred Fifty Six (295,556) shares.

The corporation has one class of share and all of the outstanding shares were entitled to vote on the amendment.

5. The number of shares voted for and against said amendment, respectively, were as follows:

<u>For Amendment</u>	<u>Against Amendment</u>
270,200 Shares	- 0 -

6. The issued and outstanding shares of stock of the corporation will not be cancelled or reissued but concurrent herewith the stated value of the no par stock of said corporation is being reduced from Fifty Cents (\$.50) per share to Five Cents (\$.05) per share by a Statement as to Reduction of Stated Capital.

The corporation presently has outstanding Two Hundred Ten Thousand (210,000) shares of Treasury Stock and said Treasury Stock will not be cancelled or reissued but the stated value of said Treasury Stock will be reduced from Fifty Cents (\$.50) per share to Five Cents (\$.05) per share.

7. This amendment to the Articles of Incorporation and the concurrent Statement as to Reduction of Stated Capital reduces the authorized capital of the corporation from Five Hundred Thousand (\$500,000) Dollars to a stated capital of Seventy Five Thousand (\$75,000) Dollars.

5(1)

Dated June 18 , 1973.

CASCADE AIRWAYS, INC.

By Mark M. Chestnutt  
Mark M. Chestnutt, President

By Max D. Crittenden  
Max D. Crittenden, Secretary

STATE OF WASHINGTON )  
COUNTY OF ) SS

I, the undersigned, a Notary Public in and for the State of Washington, do hereby certify that on this 18th day of June, 1973, personally appeared before me Mark M. Chestnutt and Max D. Crittenden, to me known to be the individuals and incorporators described in and who executed the foregoing instrument and acknowledged that they signed and sealed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and seal the day and year first above written.

Richard C. [Signature]  
Notary Public in and for the  
State of Washington residing  
at [Address].

D-230855

FILE NUMBER



DOMESTIC

# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that:

**STATEMENT AS TO REDUCTION OF STATED  
CAPITAL**

of **CASCADE AIRWAYS, INC.**  
a domestic corporation of **Spokane,** Washington,

was filed for record in this office at **8:00** o'clock **A** m, on this date, and

I further certify that such Articles remain on file in this office.

Filed at request of  
Max D. Crittendon, Atty.  
241 Penny Bldg  
Seattle, Wa 98121

Filing and recording fee \$ **10.00**

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. **1271**

Page **303-304**

In witness whereof I have signed and have  
affixed the seal of the State of Washington to  
this certificate at Olympia, the State Capitol,  
**July 10, 1973**

A. LUDLOW KRAMER  
SECRETARY OF STATE



FILED

JUL 10 1973

A. LUDLOW KRAMER  
SECRETARY OF STATECASCADE AIRWAYS, INC.

## STATEMENT AS TO REDUCTION OF STATED CAPITAL

Cascade Airways, Inc. herein executes its statement as to reduction of its stated capital, pursuant to the provisions of Revised Code of Washington 23A.16.120 as follows:

1. The name of the corporation is Cascade Airways, Inc.
2. A copy of the Resolution of the shareholders of said corporation adopted on June 18, 1973 and approving said reduction of stated capital is herein set forth as follows:

"BE IT RESOLVED THAT,

- a. By concurrent action the Articles of Incorporation of Cascade Airways, Inc. shall be amended to increase the total number of authorized shares from One Million (1,000,000) to One Million Five Hundred Thousand (1,500,000).
  - b. The stated value of the common stock of the corporation established by the Board of Directors November 10, 1970 shall be reduced from Fifty Cents (\$.50) per share to Five Cents (\$.05) per share.
  - c. Present stockholders of the corporation will retain their present shares but their stated value will be reduced from Fifty Cents (\$.50) to Five Cents (\$.05) per share."
3. The number of shares authorized of said corporation is One Million (1,000,000) shares. The number of shares of said corporation entitled to vote on said

304

resolution are Two Hundred Ninety Five Thousand Five Hundred Fifty Six (295,556) shares.

4. The number of shares voted for and against said reduction of stated capital respectively was as follows: 270,200 shares voted for said reduction, -0- shares voted against said reduction.
5. Said reduction of stated capital is to be effected by concurrently filing the Articles of Amendment and the Statement of Reduction of Stated Capital with the Secretary of State. Thereupon the stated value of shares of the corporation, authorized or issued, will be Five Cents (\$.05).
6. The amount of stated capital of said corporation after giving effect to said reduction and giving effect to the increase from One Million (1,000,000) to One Million Five Hundred Thousand (1,500,000) shares is Seventy Five Thousand (\$75,000) Dollars.

Dated June 18 , 1973.

CASCADE AIRWAYS, INC.

By Mark M. Chestnutt  
Mark M. Chestnutt, President

By Max D. Crittenden  
Max D. Crittenden, Secretary

3065

STATE OF WASHINGTON )  
COUNTY OF KING ) SS

Mark M. Chestnutt and Max D. Crittenden being first  
duly sworn on oath state that they are the President and Secretary  
of Cascade Airways, Inc. They have read the Statement as to Reduction  
of Stated Capital, know the contents thereof and believe the same  
to be true.

Mark M. Chestnutt  
Max D. Crittenden

Subscribed and sworn to before me this 18 day of June, 1973.

Richard C. Carzone  
Notary Public in and for the  
State of Washington residing  
at Snodgrass.



---

STATE OF WASHINGTON | DEPARTMENT OF STATE

---

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal,  
hereby certify that

AMENDED  
**ARTICLES OF INCORPORATION**

of CASCADE AIRWAYS, INC.  
a domestic corporation of Spokane, Washington,  
(Increasing capital to \$500,000.00)

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  
Max D. Crittenden  
610 United Pacific Bldg.  
Seattle, Washington 98104

Filing and recording fee \$ 350.00

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1207

Page 461-464

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

December 8, 1970

A. LUDLOW KRAMER  
SECRETARY OF STATE

AS TO FORM AND FILED

ARTICLES OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION  
OF  
CASCADE AIRWAYS, INC.

---

DEC - 8 1970

A. LUDLOW KRAMER  
SECRETARY OF STATE  
BY *[Signature]*  
CORPORATION SECRETARY

Articles of Amendment of the Articles of Incorporation of Cascade Airways, Inc. are herein executed by said corporation, pursuant to the provisions of Revised Code of Washington 23A.16.040 and 23A.16.050, as follows:

1. The name of the corporation is Cascade Airways, Inc.
2. The amendment to the Articles of Incorporation of said corporation is as follows:

"RESOLVED, that the Articles of Incorporation of Cascade Airways, Inc. be amended by deleting the present Article IV, Paragraph 1, which reads as follows:

- '1. Authorized Shares. The total number of shares which this corporation is authorized to issue is fifteen thousand (15,000) shares of common stock of Ten Dollars (\$10.00) Par Value.'

and substituting therefor the following:

- '1. Authorized Shares. The total number of shares which this corporation is authorized to issue is one million (1,000,000) shares of common stock having no par value.'"

3. The date of adoption of said amendment by the shareholders of said corporation is November 23, 1970.

4. The number of shares outstanding of said corporation is 5,000 shares.

The corporation has one class of share and all of the outstanding shares were entitled to vote on the amendment.

5. The number of shares voted for and against said amendment, respectively, were as follows:

For Amendment

5,000 Shares

Against Amendment

None

6. The issued and outstanding shares of stock of the corporation will be cancelled and twenty shares of the newly authorized no par stock will be issued for each share of outstanding stock of the corporation having a par value of \$10.00 per share. The stated value of the newly created no par stock of said corporation is \$ .50 per share.

The corporation presently has outstanding 10,000 shares of Trêasury Stock and said Treasury Stock will be exchanged for 200,000 shares of the newly authorized no par capital stock, with said 200,000 shares of newly issued stock remaining as Treasury Stock of the corporation.

7. This amendment to the Articles of Incorporation increases the authorized capital of the corporation from \$150,000.00 to a stated capital of \$500,000.00.

DATED November 23, 1970.

CASCADE AIRWAYS, INC.

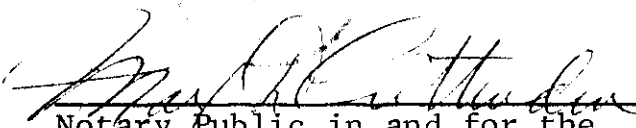
By Mark M. Chestnutt  
Mark M. Chestnutt, President

By Leon E. Wilson  
Leon E. Wilson, Secretary-  
Treasurer

STATE OF WASHINGTON)  
COUNTY OF KING ) ss

I, the undersigned, a Notary Public in and for the State of Washington, do hereby certify that on this 23rd day of November, 1970, personally appeared before me MARK M. CHESTNUTT and LEON E. WILSON, to me known to be the individuals and incorporators described in and who executed the foregoing instrument and acknowledge that they signed and sealed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and seal the day and year first above written.

  
Notary Public in and for the  
State of Washington, residing  
at Seattle

D-197320

FIRE NUMBER



DOMESTIC

# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

## ARTICLES OF INCORPORATION

of **CASCADE AIRWAYS, INC.**  
a domestic corporation of **Spokane,** Washington,

was filed for record in this office at \_\_\_\_\_ o'clock \_\_\_\_\_ m, on this date, and  
I further certify that such Articles remain on file in this office.

Filed at request of \_\_\_\_\_  
**Wolff and Shields**  
**1407 Old Nat'l Bank Bldg.**  
**Spokane, Washington 99201**  
**Attn: George T. Shields**

Filing and recording fee \$ **150.00**

License to June 30, 19 69 \$ **80.00**

Excess pages @ 25¢ \$

✓ Microfilmed, Roll No. **1162**

Page **61-69**

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

**April 14, 1969**

A. LUDLOW KRAMER  
SECRETARY OF STATE



APR 14 1969  
APPROVED  
AS TO FORM AND FILED

APR 14 1969

A. LUDLOW KRAMER  
SECRETARY OF STATE  
BY *[Signature]*  
ACTING SUPERVISOR OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
CASCADE AIRWAYS, INC.

ARTICLE I

Name

The name of the corporation is Cascade Airways, Inc.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purposes and Powers

The purposes and powers for which this corporation is organized are:

1. To establish, provide and maintain scheduled and nonscheduled commuter, taxi, charter, and connecting air transportation service within and from the States of Washington, Oregon, Idaho and Montana.
2. To engage in the chartering, rental, lease, sale and transportation of airplanes and aircraft, including passengers, baggage, mail, cargo and freight of any nature whatsoever.
3. To carry on by means of airplanes, seaplanes, hydroplanes, amphibian planes, and any other aircraft of every

kind and description, and/or by means of automobiles, busses, motorboats, trucks and other conveyances of any and all kinds, the general business of a common carrier and/or private carrier engaged in the transportation of passengers, baggage, mail, cargo and freight of any nature whatsoever, for hire, by air, land or water, and to do any and all things necessary, advantageous or useful in connection with the conduct of said business.

4. To acquire, purchase, lease, construct, own, maintain, operate and dispose of airplanes, seaplanes, hydroplanes, amphibian planes and other aircraft of every kind and description, also automobiles, busses, motorboats, trucks and other conveyances of any and all kinds, whether adapted for transportation by air, land or water; also to establish, purchase, own, acquire, operate and generally turn to account air lines and other transport service for the transportation of passengers, baggage, mail, cargo and freight of any nature whatsoever by air, land and water, and all other service of a similar character which may from time to time be necessary, convenient or appropriate.

5. To own, purchase, construct, lease, operate and dispose of hangars, transportation depots, garages, aircraft, air and/or automotive service stations and agencies, and other objects and service of a similar nature which may be necessary, convenient or useful as an auxiliary to aircraft and automobile transportation.

6. To own and operate educational institutions for instruction in the construction, operation, maintenance and repair of aircraft and automobiles; also to service and repair aircraft and automobiles and buy, sell and generally deal in oils, gasoline, fuel, automobile and aircraft accessories and equipment, goods, wares and merchandise of every name and description.

7. To undertake, conduct, assist, promote and engage in research and developmental work in connection with such transportation.

8. To carry on such other businesses as may be necessary, convenient or desirable to accomplish the above purposes, and to do all other things incidental thereto which are not forbidden by law or by these articles of incorporation.

9. To have and exercise the powers of corporations organized under the Washington Business Corporation Act, Laws 1965, Chapter 53, Section 5.

10. To purchase, take, receive or otherwise acquire,

hold, own, pledge, transfer or otherwise dispose of its own shares to the extent provided by law.

11. To purchase, lease, or otherwise acquire, and to hold, exercise and enjoy all or any of the property, franchises, goodwill, rights, powers and privileges held or enjoyed by any individual, association, partnership, corporation or other legal entity, and to undertake the liabilities of any such individual, association, partnership, corporation or other legal entity.

12. To issue from time to time when authorized by the Board of Directors securities convertible into shares of its corporate stock, whether now or hereafter authorized.

13. The foregoing provisions of this Article shall be construed both as purposes and powers and each as an independent purpose and power in furtherance of and not in limitation of the powers which the corporation may have under present or future laws of the State of Washington, and the purposes and powers hereinbefore specified shall, except when otherwise provided in this Article, be in no wise limited or restricted by reference to or inference from the terms of any provisions of this or any other Article in these Articles of Incorporation; provided, however, that nothing herein contained shall be construed as authorizing the corporation to carry on any business, or to exercise any power, or to do any act which a corporation now or hereafter organized under the Washington Business Corporation Act may not at any time lawfully carry on, exercise or do; and provided further that the corporation shall not carry on any business or exercise any power in any state, territory, district or possession of the United States, or in any foreign country which under the laws thereof the corporation may not lawfully carry on or exercise.

#### ARTICLE IV

##### Capital Stock

1. Authorized Shares. The total number of shares which this corporation is authorized to issue is fifteen thousand (15,000) shares of common stock of Ten Dollars (\$10.00) Par Value.

2. Voting Rights of Stockholders. Each holder of the common stock shall be entitled to one vote for each share of stock standing in his name on the books of the corporation. At each

election of Directors, each holder of the common stock shall have as many votes as the number of shares of common stock owned by him multiplied by the number of Directors to be elected by the holders of the common stock. These votes may be divided among the total number of Directors to be elected by the holders of common stock, or distributed among any lesser number, in such proportion as the holder may desire.

3. Consideration for Shares. The common stock shall be issued for such consideration, but not less than the Par Value thereof, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be nonassessable.

4. Stock Rights and Options. The corporation shall have the power to create and issue rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock upon such terms and conditions and at such times and places as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

## ARTICLE V

### Commencement of Business

The minimum amount of capital with which the corporation will commence business is Five Hundred Dollars.

## ARTICLE VI

### Pre-Emptive Rights

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the corporation shall have any pre-emptive right to purchase, subscribe for, or

otherwise acquire any shares of stock 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.

## ARTICLE VII

### Regulation of Internal Affairs

For the management of the business, and for the conduct of the affairs of the corporation, and for the further definition, limitation and regulation of the powers of the corporation and its Directors and stockholders, it is further provided:

1. Size of Board. The number of Directors shall be not less than three nor more than eleven and such number may from time to time be determined as prescribed by the By-Laws. Directors need not be stockholders.

2. Powers of Board of Directors. In furtherance and not in limitation of the powers conferred by the Laws of the State of Washington, the Board of Directors is expressly authorized and empowered:

a. To make, alter, amend and repeal the By-Laws subject to the power of the stockholders to alter or repeal the By-Laws made by the Board of Directors;

b. To authorize and issue, without stockholder consent, obligations of the corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage as security therefor any real or personal property of the corporation including after-acquired property;

c. To determine whether any and, if so, what part, of the earned surplus of the corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus;

d. To fix from time to time the amount of the profits of the corporation to be reserved as working capital or for any other lawful purpose;

e. To establish bonus, profit-sharing, stock option or other types of incentive compensation plans for the employees, including officers and Directors, of the corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations;

f. To designate by resolution or resolutions passed by a majority of the whole Board one or more committees each consisting of two or more Directors which to the extent permitted by law and authorized by the resolution or by the By-Laws shall have and may exercise the powers of the Board;

g. To provide for the reasonable compensation of its own members by By-Law and to fix the terms and conditions upon which such compensation will be paid; and

h. In addition to the powers and authority hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Washington, these Articles of Incorporation, and of the By-Laws of the corporation.

3. Interested Directors. No contract or transaction between this corporation and any of its Directors, or between this corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the Director of the corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association or legal entity, or because the interested Director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such Director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested Director or Directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested

Director or Directors is or was necessary for the approval of such contract or transaction, then such contract or transaction shall with disclosure of the Director's or Directors' interest be submitted for the approval or ratification of the stockholders.

#### ARTICLE VIII

##### Address of Initial Registered Office

The initial Registered Office of this corporation shall be: 1407 Old National Bank Building, Spokane, Washington 99201 and the initial registered agent shall be George T. Shields.

#### ARTICLE IX

##### First Directors

The first Directors of this corporation and their respective post office addresses are:

Mark M. Chestnutt	East 13216 Nixon Avenue Spokane, Washington 99216
Phillip J. Guidice	North 7022 Calispel Spokane, Washington 99208
Vaughn R. Gundlach	South 3730 Lamonte Spokane, Washington 99203
Leon E. Wilson	North 704 Summit Blvd. Spokane, Washington 99201
George T. Shields	South 2616 Madison Spokane, Washington 99203

and each of said Directors shall hold office until the First Annual Meeting of Shareholders, or until his successor has been elected and qualified in the manner prescribed by law.

#### ARTICLE X

##### Incorporators

The names and places of residence of each of the Incorporators are as follows:

Mark M. Chestnutt	East 13216 Nixon Avenue Spokane, Washington 99216
Phillip J. Guidice	North 7022 Calispel Spokane, Washington 99208
Vaughn R. Gundlach	South 3730 Lamonte Spokane, Washington 99203
Leon E. Wilson	North 704 Summit Blvd. Spokane, Washington 99201

IN WITNESS WHEREOF, we the undersigned Incorporators have hereunto fixed our hands and seals this 10<sup>th</sup> day of April, 1969.

Mark M. Chestnutt

Phillip J. Guidice

Vaughn R. Gundlach

Leon E. Wilson

STATE OF WASHINGTON )  
: ss.  
County of Spokane )

I, the undersigned, a Notary Public in and for the above County and State, do hereby certify that on this 10<sup>th</sup> day of April, 1969, personally appeared before me Mark M. Chestnutt, Phillip J. Guidice, Vaughn D. Gundlach and Leon E. Wilson, to me known to be the individuals and Incorporators described in and who executed the foregoing instrument and acknowledge that they signed and sealed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

Given under my hand and seal the day and year first above written.

Raymond Smith  
Notary Public in and for the State  
of Washington, residing at Spokane