

# State of Idaho

## Department of State

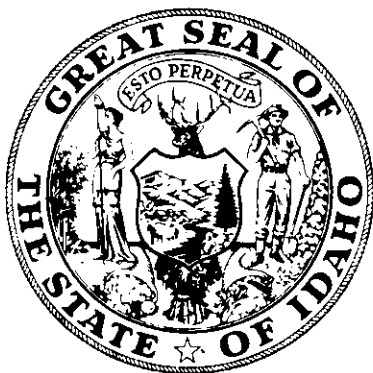
### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of NORTHSTAR AIR EXPRESS, INC. (ID) #81744

into NORTHSTAR AIR EXPRESS, INC. (MT) nq, 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 September 23, 19 91.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*R. Richards*

Corporation Clerk

ARTICLES OF  
MERGER  
OF  
NORTHSTAR AIR EXPRESS, INC.

RECEIVED  
SEC. OF STATE

'91 SEP 23 AM 8 59

TO: Secretary of State  
State of Idaho

Pursuant to the provisions of Section 30-1-77 of the Idaho Business Corporation Act, the undersigned corporations submit the following Articles of Merger:

I.

The Plan of Merger is as set forth on Exhibit "A" attached hereto and by this reference incorporated herein.

II.

The number of outstanding shares of each class of stock of Northstar Air Express, Inc., an Idaho corporation, is 1,000 shares of common stock. The number of outstanding shares of each class of stock of Northstar Air Express, Inc., a Montana corporation, is 100 shares of common stock.

III.

The number of shares of each of the aforesaid corporations which voted for the proposed plan of merger is as follows:

Northstar Air Express, Inc., an Idaho corporation	1,000 shares
Northstar Air Express, Inc., a Montana corporation	100 shares

The number of shares of each of the aforesaid corporations which voted against the Plan of Merger was as follows:

Northstar Air Express, Inc., an Idaho corporation	0 shares
Northstar Air Express, Inc., a Montana corporation	0 shares

The number of shares of each of the aforesaid corporations which did not vote for or against the proposed Plan of Merger was as follows:

Northstar Air Express, Inc., an Idaho corporation	0 shares
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Northstar Air Express, Inc.,  
a Montana corporation

0 shares

No shares of any of the aforesaid corporations were entitled to vote as a class.

Dated this 14<sup>th</sup> day of August, 1991.

Northstar Air Express, Inc., an Idaho corporation

By: [Signature]  
Mark W. Timmons, Its President

ATTEST:

[Signature]  
Secretary

Northstar Air Express, Inc., a Montana corporation

By: [Signature]  
Mark W. Timmons, Its President

ATTEST:

[Signature]  
Secretary

STATE OF MONTANA     )  
                              :     ss.  
County of Missoula    )

Mark W. Timmons, being first duly sworn upon his oath, deposes and says: That he is President of Northstar Air Express, Inc., an Idaho Corporation and that he has read the foregoing Articles of Merger dated August 14, 1991; that the information contained therein is correct to the best of his knowledge and that he hereby executes the same.

[Signature]  
Mark W. Timmons

SUBSCRIBED and SWORN TO before me this 14<sup>th</sup> day of August, 1991.

(SEAL)

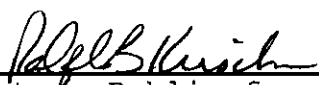
[Signature]  
Notary Public for the State of Montana  
Residing at Missoula, Montana  
My commission expires: 4-19-94

STATE OF MONTANA       )  
                              :       ss.  
County of Missoula    )

Mark W. Timmons, being first duly sworn upon his oath, deposes and says: That he is President of Northstar Air Express, Inc., a Montana corporation, and that he has read the foregoing Articles of Merger dated August 14, 1991; that the information contained therein is correct to the best of his knowledge and that he hereby executes the same.

  
Mark W. Timmons

SUBSCRIBED and SWORN TO before me this 14<sup>th</sup> day of  
August, 1991.

  
Notary Public for the State of Montana  
Residing at Missoula, Montana  
My commission expires: 4-19-94

(SEAL)

EXHIBIT "A"

PLAN OF MERGER

Agreement of Merger and Plan of Merger and Reorganization dated August 14, 1991, by and between NORTHSTAR AIR EXPRESS, INC., an Idaho corporation (hereinafter referred to as the "Idaho corporation") and NORTHSTAR AIR EXPRESS, INC., a Montana corporation (hereinafter referred to as the "Montana corporation").

WHEREAS:

1. The Boards of Directors of the Idaho corporation and the Montana corporation have indicated a desire that the Idaho corporation be merged under and pursuant to the Montana Business Corporation Act and the general corporation law of the State of Idaho into a single corporation existing under the laws of the State of Montana, to-wit: NORTHSTAR AIR EXPRESS, INC., which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368 of the Internal Revenue Code;

2. The authorized capital stock of the Idaho corporation consists of one hundred thousand (100,000) shares of common stock, each share having a value of \$1.00 per share, of which 1,000 shares are issued and outstanding;

3. The authorized capital stock of the Montana corporation consists of fifty thousand (50,000) shares of common stock, each share having no par value, of which 100 shares are issued and outstanding.

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree, in accordance with the provisions of Section 35-1-801, et seq., of the Montana Business Corporation Act, and the applicable business corporation law of the State of Idaho, that the Idaho corporation shall be, at the effective date (as hereinafter defined) merged (hereinafter referred to as "Merger") into a single corporation existing under the laws of the State of Montana, to-wit, NORTHSTAR AIR EXPRESS, INC., which shall be the Surviving Corporation and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the vote of carrying the same into effect.

I.

STOCKHOLDERS MEETINGS: FILINGS: EFFECTS OF MERGER

1.1 Idaho Corporation's Directors and Shareholders Meeting.

The Idaho corporation shall call a meeting of its Directors and shareholders to be held in accordance with the business corporation law of the State of Idaho at the earliest practicable date, upon due notice thereof to its Directors and shareholders to consider and vote upon, among other matters, the adoption of this agreement.

1.2 Montana Corporation's Directors and Shareholders Meeting.

The Montana corporation shall call a meeting of its Directors and shareholders to be held in accordance with the provisions of Sections 35-1-801, et seq., of the Montana Business Corporation Act at the earliest practicable date, upon due notice thereof to its Directors and shareholders to consider and vote upon, among other matters, adoption of this agreement.

1.3 Filing of Articles of Merger; Effective Date. If:

(a) This agreement is adopted by the shareholders and directors of the Idaho corporation in accordance with the business corporation law of the State of Idaho;

(b) This agreement is adopted by the directors and shareholders of the Montana corporation in accordance with the provisions of Section 35-1-801, et seq., of the Montana business corporation Act; and

(c) This agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof;

then Articles of Merger shall be filed and recorded in accordance with the provisions of Section 35-1-804 of the Montana Business Corporation Act and appropriate related documents shall be filed with the applicable Idaho authorities in accordance with the business corporation law of the State of Idaho. To the extent possible, such filings shall be made on the same day. The Merger shall become effective at 9:00 a.m., on the calendar day following the day of such filing in Montana, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of the Idaho corporation shall cease, and the Idaho corporation shall be merged into the Montana corporation which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public, as well as a private nature, and shall be subject to all the restrictions, disabilities and duties of the Idaho corporation;

and all and singular, the rights and privileges, powers and franchises of the Idaho corporation and all property, real, personal and mixed, and all debts due to the Idaho corporation on whatever account and all other things in action or belonging to the Idaho corporation, shall be vested in the Surviving Corporation; and all property, rights privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of the Idaho corporation, and the title to any real estate vested by deed or otherwise, under the laws of Montana or Idaho or any other jurisdiction, in the Idaho corporation, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Idaho corporation shall be preserved unimpaired and all debts, liabilities and duties of the Idaho corporation shall thence forth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of the Idaho corporation or the corresponding officers of the Surviving Corporation may, in the name of the Idaho corporation, execute and deliver all such proper deeds, assignments and such other instruments and cause to be taken all such further or other action as the Surviving Corporation as being necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of the Idaho corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this agreement.

## II

### NAME OF SURVIVING CORPORATION; ARTICLES OF INCORPORATION; BYLAWS; AGREEMENT WITH IDAHO SECRETARY OF STATE

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be: Northstar Air Express, Inc.

2.2 Articles of Incorporation. The Articles of incorporation of Northstar Air Express, Inc., a Montana corporation, as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law. The merger will not affect any change in the Articles of Incorporation of the Surviving Corporation.

2.3 Bylaws. The Bylaws of Northstar Air Express, Inc., a Montana corporation, as in effect immediately before the Effective Date shall be from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

2.4 Agreement with Idaho Secretary of State. The Surviving Corporation, Northstar Air Express, Inc., a Montana corporation, hereby agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation existing as of the Effective Date of this merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Idaho corporation against the Surviving Corporation. The Surviving Corporation, Northstar Air Express, Inc., a Montana corporation, further irrevocably appoints the Idaho Secretary of State as its agent to accept service of process in any proceeding involving the enforcement of any obligation existing as of the Effective Date of the merger and the enforcement of the rights of a dissenting shareholder against this Surviving Corporation. The Surviving Corporation, Northstar Air Express, Inc., a Montana corporation, agrees that it will promptly pay to any dissenting shareholder the amount, if any, to which they shall be entitled under the provisions of the general corporation law of the State of Idaho with respect to the rights of dissenting shareholders.

In this regard, the Surviving Corporation specifically states that no dissenting shareholders exist as the sole shareholder has, pursuant to the provisions of this plan of merger, converted his shares of stock for a equal number of shares of stock in the Surviving Corporation.

### III.

#### STATUS AND CONVERSION OF SECURITIES

3.1 Conversion of Securities. The manner and basis of converting the shares of the common stock of Northstar Air Express, Inc., an Idaho corporation, and the nature and amount of securities of Northstar Air Express, Inc., a Montana corporation, which holders of the shares of the Idaho corporation are to receive in exchange for such shares are as follows:

Each one (1) share of the Idaho corporation common stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, be converted at the Effective Date into one (1) fully paid share of the Montana corporation's common stock, and outstanding certificates representing shares of the Idaho corporation common stock shall thereafter represent shares of the Montana corporation common stock. Such certificate shall be exchanged by the holders thereof after the merger becomes effective for new certificates of the appropriate number of shares bearing the name of the Surviving Corporation.

3.2. Montana Corporation Common Stock Held by Mark Timmons.  
All issued and outstanding shares of the Montana corporation



common stock held by Mark Timmons immediately before the Effective Date shall, by virtue of the merger and at the Effective Date, cease to exist and certificates representing such share shall be cancelled.

IV.


MISCELLANEOUS

4.1 Termination/Abandonment. This Agreement of Merger may be terminated and the proposed merger abandoned at any time before the Effective Date of the merger, and whether before or after approval of this Agreement of Merger by the shareholders of either corporation, if the Board of Directors of the Idaho corporation or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts thereto may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Northstar Air Express, Inc., an Idaho corporation, and Northstar Air Express, Inc., a Montana corporation, on the day and year first above written.

NORTHSTAR AIR EXPRESS, INC., an Idaho corporation

By:   
Mark W. Timmons, Its President

ATTEST:

  
Secretary

NORTHSTAR AIR EXPRESS, INC., an Montana corporation

By:   
Mark W. Timmons, Its President

ATTEST:

  
Secretary