



**Department of State.**

**CERTIFICATE OF AMENDMENT  
OF**

**CLEARWATER FLYING SERVICE, INCORPORATED**

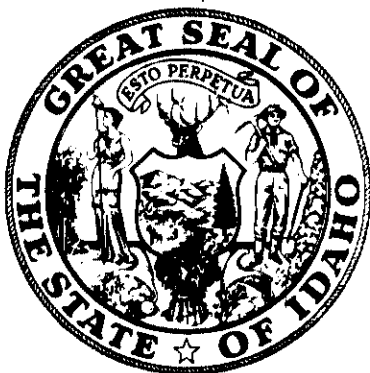
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**EMPIRE AIRLINES, 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  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated \_\_\_\_\_ **May 1** \_\_\_\_\_, 19**89** \_\_\_\_\_.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*

Corporation Clerk

**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

20 MAY 1 1989 10 20 **OF CLEARWATER FLYING SERVICE INCORPORATED** 10 45

**KNOW ALL MEN BY THESE PRESENTS:**

That we, the undersigned, shareholders in the Idaho corporation known as Clearwater Flying Service Incorporated, natural persons of full age, citizens of the United States of America, and residents thereof, do hereby voluntarily re-associate ourselves for the purpose of amending a corporation, in conformity with the laws of the State of Idaho, and for the purposes hereinafter set forth, do hereby adopt amended Articles of Incorporation of Clearwater Flying Service Incorporated as follows:

At the time of the making of the amendments set forth below, there have been issued 56,725 shares of stock in the corporation known as Clearwater Flying Service Incorporated. At the annual shareholders meeting held on the 10th day of February, 1989, all shareholders were present or represented by proxy and a unanimous vote was cast in favor of the amendments set forth herein. On that same date, the duly elected board of directors did, by unanimous vote, approve the adoption of these amendments. All of the Articles of Incorporation contained in these "AMENDED" Articles have been amended to some extent.

**ARTICLE I.**

**NAME**

The old corporate name of the Clearwater Flying Service Incorporated shall be dropped, and a new corporate name adopted.

The new name of the corporation shall be EMPIRE AIRLINES, INC.

**ARTICLE II.**

**LOCATION AND MAILING ADDRESS**

The principal office for the transaction of business of this corporation shall remain the same as the old corporation and located in the Kootenai County Airport, Kootenai County, Idaho.. The mailing address is 11101 Airport Drive, Hayden Lake, Idaho 83835.

### ARTICLE III.

#### DURATION

The term of existence of this corporation shall be perpetual from the date of the filing of the original Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

### ARTICLE IV.

#### PURPOSES

The purposes for which this corporation is formed are and shall be:

To continue to engage in any legitimate business activity whether dealing with private individuals, partnerships, businesses, corporations, or governmental entities, but with specific emphasis on aviation business activities, whether domestic or foreign and to carry out all activities related thereto.

### ARTICLE V.

This corporation shall continue to have the power and authority and capacity as follows:

- A. It shall have the capacity to act possessed by natural persons, but it shall have authority to perform only such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law;
- B. Without limiting or enlarging the grant of authority allowed by Idaho Law, is hereby provided that such corporation shall have authority:
  - 1. To have succession by its amended corporate name for the time stated in these Articles of Incorporation, and when no period is limited, perpetually.
  - 2. To sue and be sued, appear, complain, and defend in any court of law or equity, or before any board, commission or tribunal.
  - 3. To have and use a corporate seal.
  - 4. To continue to receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease real personal property, to dispose of, sell, lease, assign,

transfer, mortgage and/or convey and rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, to acquire, purchase, guaranty, hold, mortgage, own, vote, sell pledge, and/or otherwise dispose of and deal in shares, bonds, securities, and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

5. To continue to appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.
6. To make, amend, and adopt bylaws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock.
7. To continue to issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.
8. To continue to enter into contracts or obligations of any type or kind essential, necessary, or proper to the continued transaction of its ordinary affairs, or for the purposes of the corporation.
9. To continue to conduct business in this State or other states and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real or personal property situated in this State or another state, provided such powers are included within the objects set forth in its Amended Articles of Incorporation.
10. To do all acts as are necessary and expedient to accomplish its stated purposes.

#### ARTICLE VI.

##### AMOUNT OF CAPITAL STOCK

The total authorized number of shares of stock shall be increased to one million (1,000,000) shares at no par. This change from par value to no par value will not change or effect the stated value of the stock. The stated value account of all issued shares

shall remain the same. Each share shall remain common stock, there shall be no preferred stock and each share shall continue to have one (1) vote. The Corporation shall continue to be authorized to issue the shares above and/or to purchase them back.

#### ARTICLE VII.

##### VOTING RIGHTS

PROXY VOTING - In all elections for directors or managers of this corporation, every shareholder shall continue to have the right to vote in person or by proxy for the number of shares of stock owned by him, and such directors or managers shall not be elected in any other manner.

#### ARTICLE VIII.

##### NAME AND ADDRESS OF INCORPORATORS

This Corporation (Clearwater Flying Service Incorporated) is already incorporated and these articles merely amend the Articles heretofore and thereafter and the original incorporators have not changed.

#### ARTICLE IX.

##### PREEMPTIVE RIGHTS

The holders of shares of stock of this corporation shall continue to be authorized to purchase additional shares of stock in the corporation for cash or other valuable considerations acceptable to the Board of Directors and to have this right during a reasonable period of time each year to be fixed by the Board of Directors to purchase the shares in proportion to the respective holdings of shares as such price as may be fixed from time to time by the Board of Directors. Eligibility of these shares shall be determined from time to time by the Board of Directors. Further, the Board of Directors shall be authorized to repurchase corporate shares, from time to time, at a price to be determined by the Board of Directors.

#### ARTICLE X.

##### DIRECTORS

This amended corporation shall now have no less than five (5), nor more than eight (8) directors who shall at all times be citizens of the United States of America, the names and addresses of said directors who shall manage the business of the corporation

shall be chosen at the annual shareholders meeting which shall take place after January 1st and no later than February 28th of each year after proper notice to all shareholders. The Board of Directors shall schedule this and other such meetings as they deem proper, to conduct business of the corporation.

#### ARTICLE XI.

##### UNISSUED STOCK

Any unissued shares herein authorized or hereafter increased or created, may be issued from time to time by the corporation for any purpose by the Board of Directors of the corporation in such manner, amounts, and proportions, and for such consideration as shall be determined from time to time by the Board of Directors and as may be permitted by law.

#### ARTICLE XII.

##### RESTRICTIONS ON TRANSFER OF STOCK

The stockholders of the corporation shall have the power to include in the bylaws, adopted by a majority of stockholders of the corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or the disposition of any of the outstanding stock of the corporation by any of its stockholders. Or, in the event of death of any of its stockholders, the manner and from as well as the relevant terms, conditions, and details thereof, shall be determined by the stockholders of the corporation, provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provision shall be plainly written on the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer his stock except to another individual who is eligible to be a stockholder of the corporation, and such sale or transfer will be made only after the same shall have been approved at a stockholders' meeting especially called for such purpose. In any proposed sale or transfer of stock by any stockholder, the corporation shall be given the option of first refusal to purchase such shares at a price that may be fixed therefore by the Board of Directors.

#### **ARTICLE XIII.**

##### **PROVISIONS FOR BYLAWS AND AMENDMENT THEREOF**

This amended corporation shall be governed by a duly adopted code of bylaws, which bylaws shall not be inconsistent with the provisions of the laws of the State of Idaho or the Certificate of Incorporation. At any shareholders' meeting, a majority of the outstanding shares of this corporation is required to amend these bylaws.

#### **ARTICLE XIV.**

##### **AMENDMENT OF ARTICLES OF INCORPORATION**

These amended articles of Incorporation may be again amended by a majority vote of the stock issued at any regular meeting or at a special meeting called for that purpose by a majority of the Board of Directors after thirty (30) days notice to all holders of stock, which notice shall be in conformance with the statutes of the State of Idaho, made and provided therefor.

#### **ADOPTION XV**

The above Amended and Restated Articles were offered at the regular annual meeting of shareholders and directors on the 10th day of February, 1989. Upon proper motion and second and unanimous vote of those shareholders present and subsequently by a unanimous vote of the Board of Directors, the Amended and Restated Articles of Incorporation were adopted and ratified.

IN WITNESS WHEREOF, we the subscribed have executed these Articles of Incorporation this 10th day of February, 1989.

We, the undersigned shareholders and directors own more than 85% of the issued corporate share. No other individuals hold more than 5%.

Nicholas S. Chenoweth  
Nicholas S. Chenoweth,  
shareholder and director

Victor B. Walters  
Victor B. Walters, shareholder  
and director

Melvin E. Speide  
Melvin E. Speide, shareholder,  
president and director

Robin Bevis  
Robin Bevis, shareholder and  
Director

I, David B. Holloway, Secretary of Clearwater Flying Service, Inc., do hereby certify and swear that the foregoing Amended and Restated Articles of Incorporation were presented to the shareholders at the annual shareholders meeting on the 10th day of February, 1989, held at the corporate offices in Hayden Lake Idaho. That a unanimous vote of approval was given by the majority of the shareholders on that date. That at subsequent meeting of the Board of Directors of the Corporation, the same articles were presented and unanimously adopted.

David B. Holloway  
David B. Holloway, shareholder,  
secretary, and director

State of Idaho )  
County of Clearwater ) ss

SUBSCRIBED AND SWORN to before me this 10<sup>th</sup> day of  
February, 1989.

David B. Holloway  
Notary Public residing at  
Hayden, therein.

NEW SEAL

OLD SEAL