

COPY

PLAN OF MERGER

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OF

SECRETARY OF STATE
STATE OF IDAHO

IAS AIR, LLC,
A WASHINGTON LIMITED LIABILITY COMPANY,

WITH AND INTO

IAS AIR, LLC,
AN IDAHO LIMITED LIABILITY COMPANY

This Plan of Merger (this "Plan") is made as of September 3, 2010, by IAS Air, LLC, a Washington limited liability company (the "Merging Company"), and IAS Air, LLC, an Idaho limited liability company (the "Surviving Company" and together with the Merging Company, the "Companies").

RECITALS

A. The Companies are each owned by the same limited partnership (the "Member"). The Member desires to merge the Merging Company with and into the Surviving Company on the terms set forth in this Plan (the "Merger").

B. Each Company deems it advisable and in its own best interest that the Merging Company be merged with an into the Surviving Company.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual agreements and covenants herein contained, it is hereby agreed as follows:

1. **Merger.** On the Effective Date (as defined below), the Merging Company shall be merged with and into the Surviving Company. The Merging Company shall thereupon cease to exist, and the Surviving Company shall continue to exist.

2. **Surviving Company.** After the Merger, the Surviving Company shall have the use of and operate under the name of IAS Air, LLC and it shall be a limited liability company organized under and governed by the laws of the State of Idaho.

3. **Property.** Upon and after the Effective Date, all of the assets and properties (real, personal, mixed, tangible, intangible, and of every other kind and description and

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wheresoever situated) of the Merging Company shall become the assets and properties of the Surviving Company, and title thereto shall be deemed to be vested, without further act or deed, in the Surviving Company just as effectively as such title was vested in the Merging Company.

4. Capital Accounts; Percentage Interest. As of the Effective Date, (i) the interest of the Surviving Company issued and outstanding immediately prior to the Effective Date shall continue to remain issued and outstanding without change, (ii) the interest of the Merging Company shall be converted into interest of the Surviving Company of the same proportion, and (iii) the capital account of the Member of the Merging Company shall be transferred to the capital account of the Member of the Surviving Company.

5. Liabilities. Upon and after the Effective Date, all debts, liabilities, obligations, and duties (collectively "Liabilities") of the Merging Company shall be assumed by the Surviving Company and thence forth the Surviving Company shall be responsible without limitation as to amount for such Liabilities, just as fully and to the same extent as if such Liabilities had been originally incurred or contracted by the Surviving Company.

6. Operating Agreement. As of the Effective Date, the Operating Agreement of the Merging Company as in force and effect immediately prior to the Merger shall be the Operating Agreement governing the Surviving Company and shall continue in full force and effect until changed, altered, or amended as provided therein.

7. Effective Date. The Merger shall become effective (the "Effective Date") upon the filing of this Plan (which shall also serve as the Statement of Merger) with the Secretary of State of the State of Idaho.

8. Statement of Merger. This Plan and the Merger were approved by (i) the Surviving Company in accordance with Idaho Code § 30-18-205 and (ii) the Merging Company in accordance with Washington law.

[Signature Page Follows]

In Witness Whereof, the undersigned have executed this Plan as of the date first above written.

Merging Company

IAS AIR, LLC, a Washington limited liability company

By: RLS INVESTMENTS, L.P., Member

By: STONE MANAGEMENT TRUST,
General Partner

By: Roxine Stone
Roxine Stone, Trustee

Surviving Company

IAS AIR, LLC, an Idaho limited liability company

By: RLS INVESTMENTS, L.P., Member

By: STONE MANAGEMENT TRUST,
General Partner

By: Roxine Stone
Roxine Stone, Trustee

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