

DEPARTMENT OF STATE

To all to Whom these Presents shall Come:

I, Warren E. Hearn, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of—

CERTIFICATE OF INCORPORATION

AND

CHARTER

OF

MISSOURI VALLEY TELEPHONE, INC.

(FILED APRIL 18, 1908)

as the same appears on file and of record in this office.



In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this
24th *day of* *April* *A. D.,*
Nineteen Hundred and *Sixty-three*

Warren E. Hearn

SECRETARY OF STATE

Arthur Hill

DEPUTY SECRETARY OF STATE

No. 94013

STATE OF MISSOURI
CERTIFICATE OF AMENDMENT



To All to Whom These Presents Shall Come:

I, WARREN E. HEARNES, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that

MISSISSIPPI VALLEY HELICOPTERS, INC.

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its Certificate of Amendment increasing the number of authorized shares

From: 150,000 shares of Common Stock, @ \$0.50 par value

To: 40,000 shares of 6% Cumulative Convertible Preferred Stock,
\$10.00 par value

400,000 shares of Common Stock, @ \$0.50 par value

as provided by Law, and has in all respects complied with the requirements of law governing the

Amendment of Articles of Incorporation

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this 12th day of April, A.D. 1962

(SEAL)

Warren E. Hearn
Secretary of State.

Austin
DEPUTY SECRETARY OF STATE

MISSISSIPPI VALLEY HELICOPTERS, INC.

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

Mississippi Valley Helicopters, Inc., a corporation organized and existing under the laws of the State of Missouri, does hereby certify as follows:

1. The name of the Corporation is "Mississippi Valley Helicopters, Inc."
2. Pursuant to a resolution duly adopted by the Board of Directors, the annual meeting of the shareholders of the Corporation was duly called and held at the auditorium of Stix, Baer & Fuller Company, Westroads Store, Clayton Road at Brentwood Boulevard, in Richmond Heights, Missouri, on Friday, October 19, 1962, beginning at 3:15 o'clock P.M., St. Louis time.
3. At the aforesaid annual meeting of the shareholders of the Corporation, the following amendment of the Articles of Incorporation of the Corporation was adopted:

FILED AND CERTIFICATE
ISSUED

APR 12 1963

Harold E. Hunt
Corporation Dept. SECRETARY OF STATE

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RESOLVED, that Article III of the Articles of Incorporation, as heretofore amended, be amended by striking all of the present Article III and substituting therefor the following, to-wit:

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue shall be Four Hundred Forty Thousand (440,000) shares, of which Forty Thousand (40,000) shares, having a par value of Ten Dollars (\$10.00) each, amounting to a total par value of Four Hundred Thousand Dollars (\$400,000) are designated as "6% Cumulative Convertible Preferred Stock" and of which Four Hundred Thousand (400,000) shares, having a par value of Fifty Cents (\$0.50) each, amounting to a total par value of Two Hundred Thousand Dollars (\$200,000) are designated as "Common Stock".

The distinguishing characteristics, preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the 6% Cumulative Convertible Preferred Stock and of the Common Stock are as follows:

SECTION 1

Dividend Rights and Restrictions

1.1 The holders of 6% Cumulative Convertible Preferred Stock, hereinafter sometimes referred to as "Preferred Stock", shall be entitled to receive, when and as declared by the Board of Directors, out of any funds of the Corporation legally available therefor, cumulative cash dividends at the rate of Sixty Cents (\$0.60) per share per annum, and no more, payable quarterly on the first day of January, April, July and October in each year. Such dividends shall be cumulative from the date of original issue. Accumulations of dividends on the Preferred Stock shall not bear interest.

1.2 No dividend (other than a dividend in Common Stock or in any other class of stock ranking junior to the Preferred

Stock as to assets and dividends) shall be declared or paid or set aside for payment, and no other distribution shall be declared or made, upon the Common Stock or upon any other class of stock ranking junior to the Preferred Stock as to assets or dividends, unless the full cumulative dividends on all outstanding shares of the Preferred Stock for all past dividend periods shall have been paid and the full cumulative dividend on all such shares of Preferred Stock for the current dividend period shall have been declared and paid or declared and a sum sufficient for the payment thereof set apart for such payment.

1.3 No dividend shall be declared or any other distribution ordered upon the Common Stock or upon any other class of stock ranking junior to the Preferred Stock as to assets or dividends which shall be payable or distributable more than sixty (60) days after such declaration or order.

SECTION 2

Liquidation Rights

2.1 Upon the voluntary dissolution, liquidation or winding-up of the Corporation, the holders of the shares of Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation (whether representing capital or surplus), before any payment or distribution shall be made on the Common Stock or on any other class of stock ranking junior to the Preferred Stock as to assets, cash in an amount equal to Eleven Dollars (\$11.00) per share, plus an amount equal to all Dividends Accrued and Unpaid thereon (as defined in Section 7, and whether or not earned or declared) to the date of final distribution to the holders of the Preferred Stock; the holders of the shares of Preferred Stock shall not be entitled to participate in the distribution of any surplus remaining after the payments provided for in this subsection 2.1.

2.2 Upon the involuntary dissolution, liquidation or winding-up of the Corporation, the holders of the shares of Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation (whether representing capital or surplus), before any payment or distribution shall be made on

the Common Stock or on any other class of stock ranking junior to the Preferred Stock as to assets, cash in an amount equal to Ten Dollars (\$10.00) per share, plus an amount equal to all Dividends Accrued and Unpaid thereon (whether or not earned or declared) to the date of final distribution to the holders of the Preferred Stock; the holders of the Preferred Stock shall not be entitled to participate in the distribution of any surplus remaining after the payments provided for in this subsection 2.2.

2.3 If the assets distributable on any dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, shall be insufficient to permit the payment to the holders of the Preferred Stock of the full preferential amounts as aforesaid, then such assets, or the proceeds thereof, shall be distributed among the holders of the Preferred Stock ratably, in proportion to the respective amounts the holders of such shares of stock would be entitled to receive if they were paid the full preferential amounts as aforesaid.

SECTION 3

Redemption

3.1 Subject to the provisions of subsection 3.7, the Corporation, at its option to be exercised by its Board of Directors, may redeem all or any part of the Preferred Stock at any time or from time to time upon payment in cash of Eleven Dollars (\$11.00) per share, plus an amount equal to all Dividends Accrued and Unpaid thereon to the date fixed for redemption, which total amount is hereinafter referred to as the "redemption price".

3.2 If less than all of the outstanding shares of Preferred Stock are to be redeemed at any one time, the shares to be redeemed shall be selected by lot or pro rata, or by such other equitable method as the Board of Directors in its sole discretion may determine.

3.3 Notice of any redemption of Preferred Stock, setting forth

(a) the redemption date,

- (b) the redemption price,
- (c) the place of redemption (which shall be either in the City of St. Louis, State of Missouri, or at the principal office of the Corporation),
- (d) the number of shares to be redeemed, if less than all of the shares owned by the shareholder are to be redeemed,
- (e) that the conversion rights in respect of the shares to be redeemed shall terminate on the redemption date, and
- (f) that dividends on the shares to be redeemed shall cease to accrue from and after the redemption date, shall be mailed to each holder of record of the shares of Preferred Stock to be redeemed, at his address registered with the Corporation, not less than 45 nor more than 90 days prior to the redemption date.

3.4 Notice of redemption having been so mailed, the shares of Preferred Stock therein designated for redemption shall not be entitled to any dividends accruing after the redemption date specified in such notice, unless default be made in payment of the redemption price, and on such redemption date, all rights of the respective holders of such shares, as shareholders of the Corporation by reason of the ownership of such shares, shall cease, except the right to receive the redemption price of such shares, but without interest, upon presentation and surrender of the certificates representing such shares, and after such redemption date, such shares shall not be deemed to be outstanding except for the purpose of such rights. If less than all the shares represented by any such certificate are redeemed, a new certificate, representing the unredeemed shares, shall be issued to the holder thereof without cost (except for the payment of any applicable transfer taxes) to such holder.

3.5 Any shares of Preferred Stock which shall at any time have been redeemed shall be forthwith permanently retired and cancelled and shall under no circumstances be reissued.

3.6 In order to facilitate the redemption of any shares of Preferred Stock, the Board of Directors is authorized to cause the transfer books of the Corporation to be closed as to such

shares after the redemption date.

3.7 Regardless of any other provision hereof, if at any time the Corporation shall fail to pay full cumulative dividends on all then outstanding shares of Preferred Stock, thereafter, and until full cumulative dividends on all such shares for all past dividend periods shall have been paid and the full cumulative dividend on all such shares for the current dividend period shall have been declared and paid or declared and a sum sufficient for the payment thereof set apart for such payment, no Preferred Stock shall be redeemed, unless all of the Preferred Stock at the time outstanding is simultaneously redeemed, and the Corporation shall not purchase any Preferred Stock except in accordance with a purchase offer made upon the same terms to all holders of the Preferred Stock at the time outstanding.

SECTION 4

Voting Rights

4.1 Except as provided herein, and except as may from time to time be required by law, the holders of the Preferred Stock shall have no voting rights. Whenever the holders of the Preferred Stock shall be entitled to exercise voting rights, each holder of record of Preferred Stock shall have one vote for each share thereof so held by him.

4.2 In all elections for directors held at a time when four or more quarter-annual dividends, whether or not consecutive, on the 6% Cumulative Convertible Preferred Stock shall be in arrears and unpaid in whole or in part, whether or not earned or declared, each holder of the Preferred Stock shall have the right to cast as many votes in the aggregate as shall equal the number of shares of Preferred Stock held by him multiplied by the number of directors to be elected at such election, and may cast the whole number of votes either in person or by proxy, for one candidate or may distribute them among two or more candidates. Notice of all elections of directors at which the holders of the Preferred Stock are entitled to vote shall be given to the holders thereof at the same time and in the same manner as notice thereof is required to be given to the holders of the Common

Stock. Whenever less than four quarter-annual dividends on the 6% Cumulative Convertible Preferred Stock shall be in arrears and unpaid, such special voting rights of the holders of the Preferred Stock shall cease, subject to revival from time to time, as aforesaid, whenever four or more quarter-annual dividends on the Preferred Stock shall be in arrears and unpaid.

4.3 Unless the vote or consent of the holders of a greater number of shares of Preferred Stock shall at the time be required by law, the consent of the holders of at least 66-2/3% of all the shares of Preferred Stock at the time outstanding (given in person or by proxy, either in writing or by a vote at a meeting called for the purpose at which the holders of the Preferred Stock shall vote separately as a class) shall be necessary for authorizing, effecting or validating any one or more of the following (subject to the provisions of subsection 4.4 applicable in case of the simultaneous redemption of all of the Preferred Stock at the time outstanding):

(a) any increase in the authorized amount of 6% Cumulative Convertible Preferred Stock, or the authorization of any shares of stock of the Corporation ranking prior to the Preferred Stock as to dividends or assets, or the reclassification of any authorized stock of the Corporation into any such prior shares, or the authorization of any obligation or security convertible into any such prior shares; or

(b) the authorization of any shares of stock of the Corporation ranking on a parity with the 6% Cumulative Convertible Preferred Stock as to dividends or assets, or the reclassification of any stock of the Corporation into any such parity shares, or the authorization of any obligation or security convertible into any such parity shares; or

(c) the amendment, alteration or repeal of any of the provisions of the Articles of Incorporation of the Corporation, or any articles amendatory thereof, so as to affect adversely any of the preferences, rights, powers or privileges of the Preferred Stock or the holders thereof; or

(d) the sale, lease or conveyance of all or substantially all of the property or business of the Corporation, or the parting with control thereof, or the merger or consolidation of the Corporation into or with any other corporation or the merger or consolidation of any other corporation into or with the Corporation; provided, however, that the provisions of this subsection 4.3(d) shall not apply to, nor shall any consent of the holders of the Preferred Stock be required for, the merger or consolidation of the Corporation into or with another corporation, or the merger or consolidation of another corporation into or with the Corporation, if none of the preferences, rights, powers or privileges of the Preferred Stock or the holders thereof will be adversely affected thereby, and if the corporation resulting from such merger or consolidation

(i) will have authorized or outstanding immediately after such merger or consolidation no class of stock or other securities (except such stocks or securities of the Corporation as may be properly authorized or outstanding immediately preceding such merger or consolidation) ranking prior to or on a parity with the Preferred Stock as to dividends or assets, and

(ii) shall be bound by the provisions of this Article III as fully and to the same extent as if it were the Corporation.

4.4 Notwithstanding the provisions of subsection 4.3, no vote or consent of the holders of the Preferred Stock shall be required to authorize any shares of any class of stock of the Corporation ranking prior to or on a parity with the Preferred Stock as to dividends or assets, if prior to or simultaneously with the authorization thereof

(a) the redemption price of all the Preferred Stock at the time outstanding shall be deposited with a depository, and

(b) provision shall be made for the redemption of all such Preferred Stock, in accordance with the provisions of Section 3 hereof, on a redemption date or dates not more than 30 days after the date of such authorization.

SECTION 5

Conversion Rights

5.1 The shares of Preferred Stock shall be convertible at any time at the option of the respective holders thereof into fully paid and non-assessable shares of Common Stock of the Corporation, and the number of shares of Common Stock into which any share of Preferred Stock shall be convertible, shall be determined by dividing the par value of such share by the applicable conversion price, all subject to the provisions of this Section 5. The conversion price applicable to the shares of Preferred Stock shall be Five Dollars (\$5.00), subject to adjustments as hereinafter set forth.

5.2 In order to exercise his right of conversion with respect to any shares of Preferred Stock, the holder shall surrender the certificate therefor to the Corporation at the office or agency of any then transfer agent for said shares (or, if there be no such transfer agent, then at the principal office of the Corporation), accompanied by a written request that such shares be converted and endorsements or instruments of transfer which are in form satisfactory to such transfer agent (or to the Corporation if there be no such transfer agent) and are duly executed by the holder or by his duly authorized attorney.

5.3 As promptly as practicable after the conversion of any shares of Preferred Stock, the Corporation shall deliver or cause to be delivered at the office where the shares were surrendered for conversion, to or upon the written order of the holder thereof, certificates representing the shares of Common Stock into which said shares shall have been converted, but the Corporation shall not be required to issue or deliver such certificates until all taxes payable by reason of the issuance of such Common Stock in a name other than that of the record holder of

the shares converted, shall have been paid or the amount thereof paid to the Corporation. No fractional shares or scrip representing fractional shares shall be issued upon the conversion of any shares of Preferred Stock, but the Corporation shall purchase any fractional share resulting from the conversion of any shares of Preferred Stock at the conversion price in effect at the time of conversion. In case of conversion, no payment or adjustment with respect to dividends (in arrears, accrued but not declared, or declared) on shares of Preferred Stock or on the Common Stock shall be made; provided, that if the conversion of any share occurs after a record date for determination of holders entitled to payment of a dividend on the shares of Preferred Stock, such dividend shall be paid to the person who was the record holder on such record date.

5.4 Conversion of any shares of Preferred Stock shall be deemed to have been made at the close of business on the day when such shares are duly surrendered for conversion, or, if that day is a day on which the stock transfer books are closed, then at the close of business on the next such succeeding day on which the stock transfer books are open, so that the rights of the holder thereof as a holder of shares of Preferred Stock shall cease at that time, and the person entitled to receive shares of Common Stock upon such conversion shall be treated for all purposes as having at that time become the record holder of such shares of Common Stock, and such conversion shall be at the conversion price in effect at that time.

5.5 With respect to any share of Preferred Stock called for redemption the conversion right shall, subject to the provisions hereinafter set forth in this subsection 5.5, terminate at the close of business on the redemption date (but if on the redemption date default shall be made in payment of the redemption price, such conversion right shall thereupon be reinstated). If the last day for exercise of the conversion right be in the city where the share of Preferred Stock is actually surrendered for conversion a legal holiday or a day on which banking institutions are authorized to close, then such conversion right may be exercised on the next succeeding day which in such city is not a legal holiday or a day on which banking institutions are authorized to close.

5.6 If the Corporation at any time or from time to time after the issuance of the 6% Cumulative Convertible Preferred Stock shall issue additional shares of its Common Stock, other than

- (i) shares in the treasury of the Corporation, or
- (ii) shares issued upon conversion of shares of the Preferred Stock, or
- (iii) shares issued upon the exercise of Series A Warrants, or
- (iv) shares issued upon exercise of restricted stock options outstanding prior to the initial issuance of the Preferred Stock,

for a consideration per share less than the Conversion Price in effect immediately prior to the time of such issue, then the Conversion Price shall be adjusted to equal the result (calculated to the nearest cent) obtained by dividing

- (v) the sum of (x) the result obtained by multiplying the number of shares of Common Stock outstanding immediately prior to such issue by the Conversion Price in effect immediately prior to such issue, and (y) the consideration, if any, received by the Corporation upon such issue,

by

- (vi) the number of shares of Common Stock outstanding immediately after such issue.

For the purposes of this subsection 5.6, the number of shares of Common Stock outstanding at any given time shall exclude shares in the treasury of the Corporation. Also for the purposes of this subsection 5.6, the following provisions shall be applicable:

- (a) In case the Corporation shall issue any stock (other than the Preferred Stock) or other securities

convertible into or exchangeable for Common Stock (any such stock - other than the Preferred Stock - or other securities so convertible or exchangeable being hereinafter called "Convertible Securities"), and the price per share for which Common Stock is issuable upon the conversion or exchange (determined by dividing

(i) the total amount received or receivable by the Corporation as consideration for the issue of such Convertible Securities, plus the minimum aggregate amount of additional consideration, if any, payable to the Corporation upon the conversion or exchange thereof, by

(ii) the total maximum number of shares of Common Stock issuable upon the conversion or exchange of all of such Convertible Securities)

shall be less than the Conversion Price in effect immediately prior to the time of such issue, then such issue shall be deemed to be an issue for cash (as of the date of issue of such Convertible Securities) of the total maximum number of shares of Common Stock issuable upon the conversion of all such Convertible Securities at the price per share determined as aforesaid, provided that upon the expiration of such rights of conversion or exchange of such Convertible Securities, if any thereof shall not have been exercised, the Conversion Price shall forthwith be adjusted and thereafter be the price which it would have been had an adjustment been made on the basis only of the shares of Common Stock actually issued and of the consideration actually received upon the exercise of such rights of conversion or exchange.

(b) In case the Corporation shall grant any rights or options (other than Series A Warrants and other than restricted stock options outstanding prior to the initial issuance of the Preferred Stock) to subscribe for or purchase Common Stock or Convertible Securities, and the price per share (including any consideration received for such rights or options) for which Common Stock is issuable

upon the exercise of such rights or options (determined by dividing

(i) the total amount, if any, received or receivable by the Corporation as consideration for the granting of such rights or options, plus the minimum aggregate amount of additional consideration payable to the Corporation upon the exercise of such rights or options, by

(ii) the total maximum number of shares of Common Stock issuable upon the exercise of such rights or options)

shall be less than the Conversion Price in effect immediately prior to the time of the granting of such rights or options, then the granting of such rights or options shall be deemed to be an issue for cash (as of the date of granting of such rights or options) of the total maximum number of shares of Common Stock issuable upon the exercise of such rights or options at the price per share determined as aforesaid, provided that upon the expiration of such rights or options, if any thereof shall not have been exercised, the Conversion Price shall forthwith be adjusted and thereafter be the price which it would have been had an adjustment been made on the basis only of the shares of Common Stock actually issued and of the consideration actually received upon the exercise of such rights or options.

(c) In case the Corporation shall declare any dividend or make any other distribution upon any stock of the Corporation of any class payable in Common Stock or in Convertible Securities, such declaration or distribution shall be deemed to be an issue (as of the record date) of the aggregate number of shares of Common Stock issuable in payment of such dividend or distribution or issuable or deliverable upon conversion or exchange of all of such Convertible Securities, as the case may be; and such shares of Common Stock shall be deemed to have been issued without consideration, provided that, with

respect to Convertible Securities, upon the expiration of such rights of conversion or exchange of such securities; if any thereof shall not have been exercised, the Conversion Price shall forthwith be readjusted and thereafter be the price which it would have been had an adjustment been made on the basis only of the shares of Common Stock actually issued upon the exercise of such rights of conversion or exchange.

(d) In case any shares of Common Stock or Convertible Securities or any rights or options to purchase any Common Stock or Convertible Securities shall be issued for cash, the consideration received therefor shall be deemed to be the net amount received by the Corporation therefor, after deduction therefrom of any expenses incurred and any underwriting commissions or concessions paid or allowed by the Corporation in connection therewith.

(e) In case any shares of Common Stock or Convertible Securities or any rights or options to subscribe for or purchase any Common Stock or Convertible Securities shall be issued for a consideration other than cash (or a consideration which includes cash, if such cash constitutes a part of the assets of a corporation or business substantially all of the assets of which are being received as such consideration), then, for the purpose of this subsection 5.6, the Board of Directors of the Corporation shall determine the fair value of such consideration, and such Common Stock, Convertible Securities, rights or options shall be deemed to have been issued for an amount of cash equal to the value so determined. Such value may differ from the amount at which such consideration is recorded in the books of the Corporation for accounting purposes. In case any shares of Common Stock or Convertible Securities or any rights or options to subscribe for or purchase any Common Stock or Convertible Securities shall be issued together with other securities or assets of the Corporation for a consideration which covers both, the Board of Directors of the Corporation shall determine what part of the consideration so received is to be deemed to be the consideration

for the issue of such shares of Common Stock or Convertible Securities or such rights or options to subscribe for or purchase Common Stock or Convertible Securities.

(f) In case the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them

(i) to receive a dividend or other distribution payable in Common Stock or in Convertible Securities, or

(ii) to subscribe for or purchase Common Stock or Convertible Securities,

then such record date shall be deemed to be the date of the issue of the shares of Common Stock issued or deemed to have been issued upon the declaration of such dividend or the making of such other distribution or the date of the granting of such right of subscription or purchase, as the case may be.

5.7 In case the Corporation shall subdivide its outstanding shares of Common Stock, the Conversion Price in effect immediately prior to such subdivision shall be proportionately decreased, and in case the Corporation shall combine its outstanding shares of Common Stock, the Conversion Price in effect immediately prior thereto shall be proportionately increased.

5.8 The Corporation shall not declare or pay any dividend or make any other distribution payable in Common Stock or in Convertible Securities, or effect any capital reorganization, reclassification, consolidation, merger, conveyance of assets or other corporate action, if the effect thereof would be to reduce the Conversion Price below the par value or stated value per share of the Common Stock then outstanding.

5.9 Anything herein to the contrary notwithstanding, the Corporation shall not be required to give effect to any adjustment in the Conversion Price at the time in effect unless the net effect of one or more adjustments, determined as above

provided, shall have resulted in a change of the Conversion Price by at least 10 cents; but when the cumulative net effect of one or more adjustments so determined shall be to change the Conversion Price by at least 10 cents, such change in the Conversion Price shall thereupon be given effect.

5.10 In case of any capital reorganization or any reclassification of the capital stock of the Corporation or in case of the consolidation or merger of the Corporation with or into another corporation or the conveyance of all or substantially all of the assets of the Corporation to another corporation, adequate provision shall be made whereby each share of Preferred Stock shall thereafter be convertible into the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such share of Preferred Stock immediately prior to such reorganization, reclassification, consolidation, merger or conveyance would have been entitled upon consummation of such reorganization, reclassification, consolidation, merger or conveyance; and, in any such case, appropriate adjustment (as determined by the Board of Directors) shall be made in the application of the provisions herein set forth with respect to the rights and interests of the holder of Preferred Stock to the end that such provisions (including, without limitation, the provisions with respect to changes in and other adjustments of the Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, to the shares of stock or other securities or property thereafter deliverable upon the conversion of the shares of Preferred Stock.

5.11 Whenever the Conversion Price is adjusted as herein provided, independent certified public accountants selected by the Corporation shall compute the adjusted Conversion Price in accordance herewith, and shall prepare a certificate setting forth such adjusted Conversion Price and showing in detail the facts upon which such adjustment is based, including a statement of the consideration received or to be received by the Corporation for any additional stock issued or deemed to have been issued and of the number of shares of Common Stock outstanding or deemed to be outstanding, and such certificate shall be kept at the principal office of the Corporation, where it shall be open to inspection by any holder of Preferred Stock.

5.12 In case

(a) the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to receive any dividend (or any other distribution), or

(b) the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to subscribe for or purchase any shares of stock of any class or to receive any other rights, or

(c) of any capital reorganization of the Corporation, any reclassification of the capital stock of the Corporation, any consolidation or merger of the Corporation with or into another corporation, or any conveyance of all or substantially all of the assets of the Corporation to another corporation, or

(d) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation,

then the Corporation shall cause to be mailed to the holders of record of the outstanding shares of Preferred Stock a notice (x) specifying the date on which a record is to be taken for the purpose of such dividend, distribution or rights, and stating the amount and character of such dividend, distribution or rights, or (y) specifying the date on which such reorganization, reclassification, consolidation, merger, conveyance, dissolution, liquidation or winding-up is to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, conveyance, dissolution, liquidation or winding-up. Such notice shall be so mailed at least 10 days prior to the date therein specified.

5.13 All shares of Preferred Stock at any time converted as herein provided shall be forthwith permanently retired and cancelled and shall under no circumstances be reissued.

5.14 The Corporation will at all times reserve and keep available out of its authorized Common Stock, solely for the purpose of issue upon conversion of shares of Preferred Stock as herein provided, the maximum number of shares of Common Stock which would be issuable upon immediate conversion of all then outstanding shares of Preferred Stock.

SECTION 6

No Preemptive Rights

None of the holders of shares of Preferred Stock shall be entitled as such, as a matter of right, to purchase, subscribe for or otherwise acquire any new or additional shares of stock of the Corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any new or additional shares, or any shares, bonds, notes, debentures or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

SECTION 7

Definition


For the purposes of this Article III, the term "Dividends Accrued and Unpaid" with reference to shares of 6% Cumulative Convertible Preferred Stock shall mean an amount computed at the rate of Sixty Cents (\$0.60) per share per annum, computed from November 1, 1962 to the date with reference to which the expression is used (whether or not such amount or any part thereof shall have been declared as dividends, whether or not there shall have been earnings in such amount, and whether or not there exist or shall have existed available funds out of which dividends in such amount might be or might theretofore have been declared), less the aggregate of all dividends paid on such shares.

4. The number of shares of common stock of the par value of \$0.50 per share outstanding was 96,415, and all said outstanding shares of common stock were entitled to vote on said amendment.

5. The number of shares of common stock of the par value of \$0.50 per share voting for said amendment was 66,619. The number of shares of common stock of the par value of \$0.50 per share voting against said amendment was 10.

6. The said amendment effects a change in the number of authorized shares having a par value, and, expressed in dollars, the amount of authorized shares having a par value is changed from an aggregate of \$75,000 to \$600,000.

IN WITNESS WHEREOF, Mississippi Valley Helicopters, Inc. has caused its corporate seal to be affixed and this certificate to be signed by James R. Hodge, Chairman of the Board and Chairman of said meeting of shareholders, and attested by Courtney Shands, Jr., its Secretary, this 9th day of April, 1963.


James R. Hodge
Chairman of the Board of Mississippi Valley Helicopters, Inc. and Chairman of the meeting of its shareholders hereinabove referred to.

Attested:

Courtney Shands, Jr.
Courtney Shands, Jr.
Secretary

STATE OF MISSOURI)
) SS.
COUNTY OF ST. LOUIS)

On this 9th day of April, 1963, before me personally appeared James R. Hodge and Courtney Shands, Jr., to me personally known to be the Chairman of the Board and Secretary, respectively, of Mississippi Valley Helicopters, Inc., a corporation organized and existing under the laws of the State of Missouri, who executed the foregoing instrument and acknowledged that they executed the same pursuant to authority given by the shareholders and the Board of Directors of said Corporation as their free act and deed and as the free act and deed of said Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above mentioned.

My Commission expires: June 5, 1963

Joseph E. Hake
Notary Public

STATE OF MISSOURI)
) SS.
COUNTY OF ST. LOUIS)

James R. Hodge, being duly sworn, on his oath states that he is the Chairman of the Board of Mississippi Valley Helicopters, Inc., a corporation organized and existing under the laws of the State of Missouri, and the Chairman of the meeting of the shareholders referred to in the foregoing certificate, and that the facts set forth in the foregoing certificate are true.

James R. Hodge
James R. Hodge

Subscribed and sworn to before me this 9th day of April, 1963.

My Commission expires: June 5, 1963

Joseph C. Flake
Notary Public

FILED AND CERTIFICATE
ISSUED

APR 12 1963

Wm. E. Davis
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