

ARTICLES OF INCORPORATION

Restated Articles of Incorporation of the Alaska Air Carriers Association

KNOW ALL MEN BY THESE PRESENT:

That we, the undersigned, being adult persons and bona fide residents of the State of Alaska, have this day united and associated ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Alaska and the laws of the United States applicable thereto, and we do hereby make, sign and acknowledge in triplicate the following restated Articles of Incorporation.

ARTICLE I: The name of this corporation shall be the Alaska Air Carriers Association, Inc., hereinafter call the "Association".

ARTICLE II: The nature of business, and the objects and purposes to be transacted, promoted and carried on by this Association shall be, and are, to do any things hereinafter mentioned, as fully and to the same extent and purposes as natural person might or could do to-wit:

- A) To create an organization of the air carriers operating from, to or within, Alaska to prosecute and accomplish all matters of interest or concern to the members thereof.
- B) To further the education of those engaged in such transportation on matters affecting the operation of air carriers, including safety facilities, safety devices, and laws governing such operations.
- C) To affiliate with or to establish reciprocal relations with any other association or organization, commercial or industrial.
- D) To act as the medium for the expression of views of its members on matters affecting the interests of those engaged in the transportation of persons or property.
- E) To foster and advance safety in aviation.
- F) To do such things as may be proper to create and stimulate a fair and intelligent attitude on the part of the public with respect to the air transportation business of its members and to work to accomplish fair and intelligent legislation with respect thereto.
- G) To promote and foster the business of its members and distribute to such members and the public accurate and reliable information on matters of air transportation.
- H) To do everything possible to remove abuses from the business of air transportation.

I) To promote harmony among the members of the Association by encouraging and promoting the welfare of the air carriers both internally, by persuasion and discipline, and externally by affiliation with other associations, thereby promulgating suggestive legislation and the polling of ideas.

J) To lease, buy, mortgage, and sell real estate and personal property, in the manner provided by law, for the purpose of carrying on the purposes of the Association to act as distributing agent, without profit, for the members of this Association; and to do all such acts and things as may be necessary, proper and advisable for increasing the air carrier business of its members and for facilitating the same.

K) In general, to carry on any other business in connection therewith, not forbidden by the laws of the State of Alaska or of the United States, and with all the powers conferred upon non-profit corporations by the laws of the State of Alaska.

ARTICLE III: The location of the principle place of transacting business of the Association within the State of Alaska shall be the Municipality of Anchorage, Alaska.

ARTICLE IV: The existence of this Association shall be perpetual and shall commence with the filing of these restated Articles of Incorporation in office of the Director of Finance, State of Alaska.

ARTICLE V: The terms of admission to membership in this organization shall be those, which the membership thereof shall prescribe in its by-laws.

ARTICLE VI: The highest amount of indebtedness or liability to which the Association shall at any time be subject shall be the sum of Two Hundred Thousand Dollars (\$200,000). The private property of the members of this Association shall not be liable for corporate debts.

ARTICLE VII: A Board of Directors shall manage the affairs of the Association. Such Directors shall be elected at the first meeting of the membership and thereafter in accordance with the by-laws of the Association.

ARTICLE VIII: These restated Articles of Incorporation may be amended, at a regular or special meeting of the members of the Association called for that purpose, by vote of two thirds of the members present or represented at the meeting. However, any amendment of these restated Articles of Incorporation should not be made at a regular or special meeting unless a notice is mailed to each member at his last address record, at least 30 days before the meeting, stating that it is proposed that the Articles be amended at the said meeting.

The foregoing restated Articles of Incorporation correctly set out the provisions of the Articles of Incorporation as amended by the members of the corporation, and have been adopted as required by law and the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, we have hereunto subscribed our name and affixed our seals to these restated Articles of Incorporation, in triplicate, at Anchorage, in the State of Alaska, this first day of March, 1974.

/s/ Rex I. Bishopp, President

/s/ C.R. Gallagher, Secretary

/s/ Paul B. Haggland Jr., Officer