AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE AMERICAN HELICOPTER SOCIETY INTERNATIONAL, INC.

(A NONSTOCK CORPORATION)

1. The name of the corporation is The American Helicopter Society International, Inc. ("Corporation").

2. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.

3. The Corporation shall have two classes of members designated as follows: a) individual members, consisting of regular members and student members; and b) institutional members, consisting of corporate members and educational members. The manner of election and appointment of the Corporation's officers and directors are set forth in the Corporation's Bylaws.

4. The nature of the activities to be conducted or the purposes to be promoted by the Corporation shall be as follows:

The Corporation shall be organized and operated exclusively as an organization authorized to engage in such purposes and activities as permitted by section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) ("Code") and as enumerated in Treasury Regulation section 1.501(c)(3)-1(d)(2), including, but not limited to the following purposes:

a) to engage in educational and scientific activities that advance the theory and practices of the science of vertical flight aircraft;

b) to foster, promote and support appreciation, recognition and public awareness of the history and legacy of vertical flight and its contributions to the world;

c) to foster, promote and support appreciation, recognition and public awareness of the importance of achieving advances and improved safety and reliability in vertical flight operations for military and civilian purposes;

d) to foster, promote and support research into expanding use of vertical flight aircraft for humanitarian assistance, disaster response, search and rescue, medical evacuation, fire fighting, law enforcement, and domestic security;

e) to foster, promote and support research into expanding use of vertical flight aircraft for commercial and passenger transport to reduce congestion, enhance mobility, and improve environmental quality;

f) to foster, promote and support research into improving environmental compatibility of vertical flight aircraft via research into quiet technology and reduced carbon emissions;

g) to underwrite, sponsor, and support educational activities, curricula development, seminars, conferences and presentations as to the topics set forth above in schools, colleges, universities and in other public venues for the benefit of interested members of the public throughout the United States and internationally;

h) to provide grants, funds, aid, awards and assistance to qualified aspiring and established aeronautical engineers and scientists engaged in research concerning vertical flight technology, applications and operations;

i) to accomplish the above purposes by all reasonable and practical means, including the dissemination of information in all forms and through all media, to the public in the United States and internationally; and

j) to do any lawful acts and enter into all lawful agreements that may be necessary, useful, suitable or proper to accomplish the charitable purposes of the Corporation, provided the same is permitted under Section 501(c)(3) of the Code.

The Corporation shall not engage, other than to an insubstantial degree, in activities that are not in furtherance of its purposes.

In furtherance of such purposes, the Corporation shall have full power and authority:

(A) To act as a forum for the exchange of information and materials among other organizations, institutions and members of the general public in connection with the foregoing purposes both in Internet-based formats and in other means and media;

(B) To publish, conduct, sponsor, promote and support academic and scholarly studies, research, publications, periodicals, lectures, seminars, meetings, conferences and discussions on matters related to the foregoing purposes in the United States and internationally;

(C) To collect and acquire books, manuscripts, periodicals, printed materials and other property (both tangible and intangible, personal and real) useful in connection with the foregoing purposes and to donate such property to universities, public libraries and other institutions and organizations or otherwise make the property so acquired available for research, study and dissemination of knowledge;

(D) To acquire or receive from any individual, firm, association, corporation, trust or foundation, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income solely for the purposes set forth herein;

(E) To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in this Amended and Restated Certificate of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to this Amended and Restated Certificate of Incorporation;

(F) To distribute property and extend financial aid and support through grants, gifts, contributions, or other aid or assistance to qualified Code section 501(c)(3) organizations or for their purposes;

(G) To receive and maintain a fund or funds, to invest or reinvest such fund or funds and to apply the income and principal of any funds received to promote the goals and purposes set out herein; and

(H) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in this Amended and Restated Certificate of Incorporation, including the exercise of all other powers and authority enjoyed by nonstock, nonprofit corporations generally by virtue of the provisions of the Connecticut Revised Nonstock Corporation Act (within and subject to the limitations of section 501(c)(3) of the Code.)

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article 4 and with its status as an organization described under section 501(c)(3) of the Code or successor Code section.

5. The Corporation shall be neither organized nor operated for pecuniary gain or profit.

a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or member of the Corporation or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article 4 hereof.

b) The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not participate in, nor intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

c) Notwithstanding any other provisions of this Amended and Restated Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal income taxation under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code; or

ii) by a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Code. All terms and provisions of this Amended and Restated Certificate of Incorporation and the Bylaws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

6. The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be fewer than three (3). The directors shall be elected or appointed as provided in the Bylaws of the Corporation.

The directors shall have the powers and duties set forth in this Amended and Restated Certificate of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a nonstock, non-profit corporation which is exempt from federal income taxation under section 501(c)(3) of the Code.

7. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

8. The personal liability of a director of the Corporation to the Corporation or its members for monetary damages for breach of duty as a director shall be limited as set forth in and shall be subject to the terms and conditions of Conn. Gen. Stat. Sec. 33-1026(b)(4), as amended from time to time.

9. All references in this Amended and Restated Certificate of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any

applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

10. This Amended and Restated Certificate of Incorporation and the Bylaws of the Corporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in office; provided, however, that the amendment shall not be effective unless and until it has been ratified and approved by a majority of the valid votes cast by individual regular members.