

RECEIVED

RESTATED ARTICLES OF INCORPORATION

OF

SKYWEST, INC.

WE, THE UNDERSIGNED, being the President and Secretary of SKYWEST, INC., and acting pursuant to a resolution adopted by the board of directors of said corporation at a meeting of said board of directors held on May 14, 1986 setting forth proposed restated articles of incorporation and stating that the same correctly set forth without change the corresponding provisions of the articles of incorporation as previously amended, hereby set forth in full and sign said restated articles of incorporation:

ARTICLE I - NAME

The name of this corporation is SKYWEST, INC.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSES

The purpose or purposes for which this corporation is organized are:

a. To own, operate, manage, and maintain a general aviation business and to engage in the sale, service and maintenance of aircraft, to do charter, airline and any and all types and kinds of flying services for hire and further to sell gasoline and any and all concessions that would be used in the general aviation industry and to give flight instruction both in the air and on the ground for any and all licenses and ratings offered and approved by the Federal Aviation Administration.

b. To acquire by purchase, exchange, gift, bequest, subscription, or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitation, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivision, agency or instrumentality thereof; to make payment therefore in any lawful manner or to use its unrestricted and unreserved earned surplus for

the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - AUTHORIZED SHARES

This corporation is authorized to issue two classes of shares, to be designated respectively Common Shares and Preferred Shares, as follows:

(a) The total number of Common Shares which this corporation shall have authority to issue is 20,000,000, no par value per share.

(b) The total number of Preferred Shares which this corporation shall have authority to issue is 5,000,000, no par value per share. The Board of Directors shall have authority, without shareholder approval and by resolution of the Board of Directors, to divide this class of Preferred Shares into series, to designate each such series by a distinguishing letter, number, or title so as to distinguish the shares thereof from the shares of all other series and classes, and to fix and determine the following relative rights and preferences of the shares of each series so established: (i) the rate of dividend, (ii) the price at which, and the terms and conditions on which, the shares may be redeemed, (iii) the amount payable upon the shares in the event of involuntary liquidation, (iv) the amount payable upon the shares in the event of voluntary liquidation, (v) any sinking fund provision for the redemption or purchase of the shares, and (vi) the terms and conditions on which the shares may be converted to shares of another series or class, if the shares of any series are issued with the privilege of conversion.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE VI - SHAREHOLDER RIGHTS

The authorized treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall not have any preemptive rights.

At each election of Directors, each shareholder entitled to vote at such election shall not have the right to accumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VII - CAPITALIZATION

This corporation will not commence business until consideration of a value of at least \$1,000 has been received for the issuance of shares.

ARTICLE VIII - INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its original registered agent at such address is: J. RALPH ATKIN, 37 North Main Street, St. George, Utah, 84770.

ARTICLE IX - DIRECTOR

The number of Directors constituting the initial Board of Directors of this corporation is five (5). The names and addresses of persons who are to serve as Directors until the first annual meeting of the stockholders, or until their successors are elected and qualify, are :

J. Ralph Atkin	914 Bloomington Drive St. George, Utah 84770
Jerry Fackrell	355 West 200 North St. George, Utah 84770
Garn Huntington	Middleton St. George, Utah 84770

or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 14 day of May, 1986.



JERRY C. ATKIN, President


J. RALPH ATKIN, Secretary

STATE OF UTAH)
) ss.
COUNTY OF WASHINGTON)

On the 14 day of May, 1986, personally appeared before me Jerry C. Atkin and J. Ralph Atkin, who being by me duly sworn did say, each for himself, that he, the said Jerry C. Atkin is the President, and he, the said J. Ralph Atkin is the Secretary of SKYWEST, INC., and that the within and foregoing instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors, and said Jerry C. Atkin and J. Ralph Atkin each duly acknowledge to me that said Corporation executed the same and that the seal affixed is the seal of said Corporation.

My Commission Expires:
October 20, 1987


NOTARY PUBLIC
Residing at: St. George, Utah