
NEW CERTIFICATE OF INCORPORATION
OF
REORGANIZED FRONTIER HOLDINGS

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
FRONTIER AIRLINES HOLDINGS, INC.**

Frontier Airlines Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), does hereby certify as follows:

FIRST: The name of the Corporation is Frontier Airlines Holdings, Inc.

SECOND: The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on January 13, 2006.

THIRD: An Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on February 14, 2006.

FOURTH: A Second Amended and Restated Certificate of Incorporation (the “**Certificate of Incorporation**”) was filed with the Secretary of State of the State of Delaware on [DATE].

FIFTH: This Second Amended and Restated Certificate of Incorporation of the Corporation has been duly adopted in accordance with the provisions of Sections 242, 245 and 303 of the General Corporation Law of the State of Delaware.

SIXTH: The text of the certificate of incorporation of the Corporation, as heretofore amended and restated, is hereby amended and restated so as to read in its entirety as follows:

**ARTICLE 1
NAME**

The name of the corporation is Frontier Airlines Holdings, Inc.

**ARTICLE 2
REGISTERED OFFICE**

The registered office of the Corporation in the State of Delaware shall be in the City of Wilmington, County of New Castle, and the name and address of the Registered Agent in charge thereof shall be Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

ARTICLE 3
PURPOSE

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware (the “**DGCL**”).

ARTICLE 4
CAPITAL STOCK

Section 4.01. *Authorization.* The Corporation shall be authorized to issue 1,000 shares of capital stock. All shares shall be shares of Common Stock, par value \$0.001 per share (“**Common Stock**”).

Section 4.02. *Non-Voting Securities.* The Corporation shall not issue any class of non-voting equity securities until and unless a majority of the Board of Directors of the Corporation determines that it is no longer in the best interests of the Corporation for such prohibition to be effective. The Corporation shall publicly disclose such determination within a reasonable time after any such determination.

Section 4.03. *Common Stock Rights.* Except as otherwise provided by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote on each matter properly submitted to the stockholders of the Corporation for their vote, and the holders of the Common Stock shall vote together as a single class.

Section 4.04. *Restriction on Ownership by Non-Citizens.* At no time shall more than 25% of the voting interest of the Corporation be owned or controlled by persons who are not “citizens of the United States” as such term is defined in Title 49, United States Code, Section 40102 and administrative interpretations thereof issued by the Department of Transportation or its successor, or as the same may be from time to time amended (“**Non-Citizens**”). In the event that Non-Citizens shall own (beneficially or of record) or have voting control over any shares of capital stock of the Corporation, the voting rights of such persons shall be subject to automatic suspension to the extent required to ensure that the Corporation is in compliance with applicable provisions of law and regulations relating to ownership or control of a U.S. air carrier. The Bylaws shall contain provisions to implement this Article 4, Section 4.04, including, without limitation, provisions restricting or prohibiting transfer of shares of voting stock to Non-Citizens and provisions restricting or removing voting rights as to shares of voting stock owned or controlled by Non-Citizens. Any determination as to ownership, control or citizenship made by the Board of Directors shall be conclusive and

binding as between the Corporation and any stockholder for purposes of this Article 4, Section 4.04.

ARTICLE 5 BOARD OF DIRECTORS

Section 5.01. *Number of Directors.* The number of directors of the Corporation shall be fixed at not less than three and not more than 13, and may be increased or decreased from time to time, exclusively by resolution of the Board of Directors.

Section 5.02. *Written Ballot.* Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

Section 5.03. *Removal.* Any director or the entire Board of Directors may be removed from office with or without cause by the holders of a majority of the voting power of the outstanding shares of the Corporation entitled to vote at an election of directors.

Section 5.04. *Vacancies.* Unless the Board of Directors determines by resolution that any vacancy or newly created directorship shall be filled by the stockholders, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors, or by the sole remaining director. Any director so chosen shall hold office until such director's successor shall be elected and qualified and until the next election of the class for which such director shall have been chosen. No decrease in the number of directors shall shorten the term of any incumbent director.

ARTICLE 6 AMENDING THE BYLAWS

In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized and empowered to adopt, amend and repeal the Bylaws of the Corporation at any regular or special meeting of the Board of Directors or by written consent, subject to the power of the stockholders of the Corporation to adopt, amend or repeal any Bylaws.

ARTICLE 7
AMENDING THE CERTIFICATE OF INCORPORATION

Subject to the provisions of Article 10 hereof, the Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law. All rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

ARTICLE 8
DIRECTOR LIABILITY; INDEMNIFICATION AND INSURANCE

Section 8.01. *Elimination of Certain Liability of Directors.* The personal liability of the directors of the Corporation shall be eliminated to the fullest extent permitted by law. No amendment, modification or repeal of this Article, adoption of any provision in this Certificate of Incorporation, or change in the law or interpretation of the law shall adversely affect any right or protection of a director or officer of the Corporation under this Article 8 with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal, adoption or change.

Section 8.02. *Indemnification and Insurance.* To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the DGCL permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL. Any amendment, repeal or modification of the foregoing provisions of this Section shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or other agent occurring prior to, such amendment, repeal or modification.

**ARTICLE 9
STOCKHOLDER MEETINGS**

Section 9.01. *Advance Notice.* Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws.

**ARTICLE 10
SEC. 203 NOT APPLICABLE**

The Corporation expressly elects not to be governed by Section 203 of the DGCL.

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that these Amended and Restated Articles of Incorporation are the act and deed of the Corporation, and accordingly has hereunto set his hand this [•] day of [•], 2009,

FRONTIER AIRLINES HOLDINGS, INC.

By: _____
Name:
Title: Authorized Corporate Officer