

## **Exhibit 8**

**Amended and Restated Articles of Incorporation  
of  
Pinnacle Airlines, Inc.**

**ARTICLE ONE**

**Name**

The name of the corporation is Pinnacle Airlines, Inc.

**ARTICLE TWO**

**Authorized Shares**

The corporation shall have authority to be exercised by the Board of Directors to issue not more than one thousand (1,000) shares of capital stock, par value \$0.01 per share, all of which shall be designated as "Common Stock." The Common Stock shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

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.

**ARTICLE THREE**

**Registered Office and Agent**

The registered office of the corporation is located at 40 Technology Pkwy South, #300, Norcross, Georgia 30092, in Gwinnett County. The registered agent at such address is Corporation Service Company.

**ARTICLE FOUR**

**Purpose**

The corporation is organized for profit and is organized for the purpose of engaging in any lawful business. The corporation shall have all of the general powers granted to corporations organized under the Georgia Business Corporation Code, whether granted by specific statutory authority or by construction of law.

**ARTICLE FIVE**

**Limitation of Director Liability**

A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except liability: (1) for

any appropriation, in violation of his or her duties, of any business opportunity of the corporation; (2) for acts or omissions which involve intentional misconduct or a knowing violation of law; (3) for the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code; or (4) for any transaction from which the director received an improper personal benefit.

Any repeal of modifications of the provisions of this Article by the shareholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

If the Georgia Business Corporation Code is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Business Corporation Code.

In the event that any of the provisions of this Article (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

#### **ARTICLE SIX** **Indemnification**

The corporation shall, to the fullest extent permitted by the provisions of the Georgia Business Corporation Code, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and any indemnification effected under this provision shall not be deemed exclusive of rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### **ARTICLE SEVEN** **Constituency Considerations**

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the corporation, the Board of Directors, committees of the Board of Directors, and individual directors, in addition to considering the effects of any action on the corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the corporation and its subsidiaries, the communities in which offices or other establishments of the corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this provision shall be deemed solely to grant discretionary authority to the

directors and shall not be deemed to provide to any constituency any right to be considered.

**ARTICLE EIGHT**  
**Shareholder Action by Less Than Unanimous Written Consent**

Action required or permitted by the provisions of the Georgia Business Corporation Code to be taken at a shareholders' meeting may be taken without a meeting in accordance with the provisions of Section 14-2-704 of the Georgia Business Corporation Code if the action is taken by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted.

**ARTICLE NINE**  
**No Preemptive Rights**

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.