

RESOLUTIONS OF THE BOARD OF DIRECTORS

OF

HAWAIIAN AIRLINES, INC.

AUTHORIZING FILING OF CHAPTER 11 PETITION AND OTHER
RESOLUTIONSADOPTED: March 20, 2003

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interest of Hawaiian Airlines, Inc. (the "Corporation"), its creditors, stockholders and other interested parties, that the Corporation authorize the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President of the Corporation to file a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") at such time as the officer executing said petition on behalf of the Corporation shall determine; and it is further

RESOLVED, that the filing by the Corporation of a petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Hawaii (the "Bankruptcy Court") be, and it hereby is, authorized and approved at such time as the authorized officer executing said petition on behalf of the Corporation shall determine; and it is further

RESOLVED, that the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President of the Corporation be, and each of them hereby is, authorized and empowered, in the name of the Corporation, to execute and verify a petition for relief under chapter 11 of the Bankruptcy Code as well as all other ancillary documents and to cause the same to be filed with the Bankruptcy Court at such time as the officer executing said petition on behalf of the Corporation shall determine; and it is further

RESOLVED, that the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President of the Corporation, and such other officers as they shall from time to time designate, be, and each of them hereby is, authorized to execute and file on behalf of the Corporation all pleadings, schedules, lists and other papers and to take any and all action that they may deem necessary or proper in connection with the chapter 11 case of the Corporation; and it is further

RESOLVED, that the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President of the Corporation, and such other officers as they shall from time to time designate, be, and each of them hereby is, authorized and directed to retain and employ

the law firms of (i) Akin Gump Strauss Hauer & Feld LLP, as lead bankruptcy counsel, and (ii) Cades Schutte, a Limited Liability Law Company, as Hawaii legal counsel and local bankruptcy counsel, to render legal services to and to represent the Corporation in connection with such chapter 11 case and other related proceedings and matters in connection therewith, upon such terms and conditions as such officers shall approve; and it is further

RESOLVED, that the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President of the Corporation, and such other officers as they shall from time to time designate, be, and each of them hereby is, authorized and directed to retain and employ the accounting firm of Ernst & Young LLP as its accountants, and auditors, upon such terms and conditions as such officers shall approve; and it is further

RESOLVED, that the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President of the Corporation, and such officers as they shall from time to time designate be, and each of them is, authorized and directed to retain and employ the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP as its special securities and corporate law counsel, upon such terms and conditions as such officer shall approve; and it is further

RESOLVED, that the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President of the Corporation, and such officers as they shall from time to time designate be, and each of them is, authorized and directed to retain and employ the law firm of Marr, Hipp, Jones & Pepper, a Limited Liability Law Partnership as its labor and employment counsel, upon such terms and conditions as such officer shall approve; and it is further

RESOLVED, that the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President of the Corporation, and such officers as they shall from time to time designate be, and each of them is, authorized and directed to retain and employ the law firm of Dow, Lohnes & Albertson, PLLC as its legislative advocacy and federal regulatory counsel, upon such terms and conditions as such officer shall approve; and it is further

RESOLVED, that the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President of the Corporation, and such officers as they shall from time to time designate be, and each of them is, authorized and directed to retain and employ the law firm of Thompson & Chan as its employee benefits and ERISA counsel, upon such terms and conditions as such officer shall approve; and it is further

RESOLVED, that the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President of the Corporation, and such officers as they shall from time to time designate be, and each of them is, authorized and directed to retain and employ the firm of Watson

Wyatt & Company as actuarial consultants, upon such terms and conditions as such officer shall approve; and it is further

RESOLVED, that the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President of the Corporation, and such officers as they shall from time to time designate be, and each of them is, authorized and directed to retain and employ AVITAS as aircraft financing consultants, upon such terms and conditions as such officer shall approve; and it is further

RESOLVED, that the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President of the Corporation, and such officers as they shall from time to time designate be, and each of them is, authorized and directed to retain and employ Sitrick And Company, Inc. as communications consultant, upon such terms and conditions as such officer shall approve; and it is further

RESOLVED, that the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President of the Corporation, and such other officers as they shall from time to time designate, be, and each of them hereby is, authorized to retain such other professionals as they deem necessary and appropriate to represent, assist or consult with the Corporation during the chapter 11 case, upon such terms and conditions as shall be deemed appropriate; and it is further

RESOLVED, that the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President of the Corporation, and such other officers as they shall from time to time designate, be, and each of them hereby is, authorized and directed to take any and all further actions and to execute and deliver any and all further instruments and documents, and pay all expenses (subject to Bankruptcy Court approval, as necessary), in each case as in their judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purpose of the resolutions adopted herein; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the President, and any such other officers as they shall from time to time designate, that are necessary to effectuate the intent of the resolutions adopted herein, are hereby in all respects ratified, confirmed, and approved; and it is further

RESOLVED, that notwithstanding the delegation of authority to management contained in the preceding paragraphs, management of the Corporation shall continue to inform the Board of Directors of all material matters relating to the chapter 11 case including the retention and employment of professionals by the Corporation, and will present for prior approval to the Board of Directors any matters relating to the operation of the Corporation outside the Corporation's ordinary course of business before

presentation to the Bankruptcy Court, including, without limitation, any chapter 11 Plan of Reorganization; and it is further

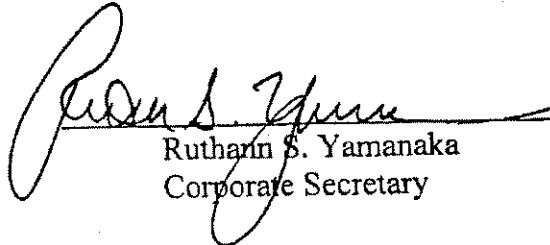
RESOLVED, that all actions taken by the directors or officers of the Corporation since the date of its incorporation, as the same appear of record or in the ordinary course of business to date, in good faith and in the reasonable belief that such actions were or would be in the best interests of the Corporation, including all such actions or elections by directors at all meetings, whether or not directors and officers were properly elected or qualified, and whether or not such actions or elections were otherwise irregular, be and the same hereby are confirmed, ratified and adopted as the acts and deeds of the Corporation; and it is further

RESOLVED, that any and all actions heretofore or hereafter lawfully taken in the name or on behalf of the Corporation in good faith by any of said persons or entities in furtherance of the purposes of the foregoing resolutions or in connection with the transactions contemplated therein are hereby ratified, confirmed, and adopted as the acts and deeds of the Corporation.

CERTIFICATION

I, RUTHANN S. YAMANAKA, being the duly appointed, qualified and acting Corporate Secretary of Hawaiian Airlines, Inc., do hereby certify that the foregoing is a full, true and correct copy of resolutions adopted by the Board of Directors of said corporation at a meeting duly called and held in all respects as required by law and by the Bylaws of said corporation, at which meeting a duly constituted quorum was present and acting throughout, and that said resolutions have not been amended or revoked and is still in full force and effect as of this date.

March 20, 2003


Ruthann S. Yamanaka
Corporate Secretary