

# State of Idaho

## Department of State

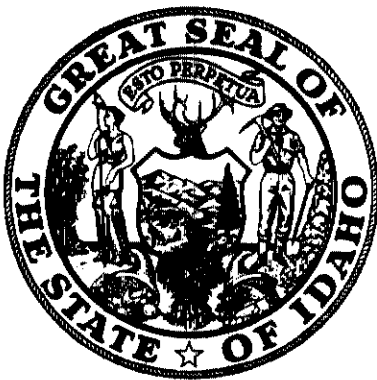
### CERTIFICATE OF INCORPORATION OF

MOUNTAIN PHONE COMPANY WEST, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 09, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth A. Zivada*

Nov 9 3 11 PM '50  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
MOUNTAIN PHONE COMPANY WEST, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I.

The name of this corporation shall be Mountain Phone Company West, Inc.

ARTICLE II.

The principal place of business of the company is P.O. Box 243, Boise, Idaho 83701 and the registered agent and his or her street address is Chris Grathwohl, 408 Fairway Loop, Sun Valley, Idaho 83353.

ARTICLE III.

The objects and purposes for which the corporation is formed are as follows:

As principal, agent or otherwise to do, in any part of the world, any and every of the things herein set forth to the same extent as natural persons might or could do. In furtherance, and not in limitation, of the general powers conferred by the laws of

the State of Idaho, we do expressly provide that the corporation shall have power:

A. To engage in and to own, operate and run, conduct and manage a telecommunications business and to do such other things as are incidental, proper, or necessary to the operation of the business or to the carrying out of any or all of the purposes.

B. To purchase, lease, acquire, construct and operate buildings and other land improvements, whether or not related, together with all fixtures and appurtenances.

C. To engage in every type of lawful business, industry or commercial activity, including, without limitation, the activities set forth in Paragraph A above.

D. To purchase, acquire, own, hold, mortgage, pledge, sell, transfer, encumber and in any other manner to dispose of, deal and trade in goods, wares, merchandise and personal property of every class and description, whether at wholesale, retail or otherwise.

E. To loan money upon notes, bonds, stocks or any other evidence of indebtedness.

F. To establish, form and subsidize or otherwise assist in the establishment, organization or formation of other companies, firms, or corporations having for their objects, or some of them, any of the objects mentioned in these Articles, or the development and furtherance of any other undertaking or business enterprise of any description whatsoever, and to purchase, own and hold stock in other corporations and interest in other business

enterprises, and to sell the same, and to receive compensation for any services rendered in connection with any of the foregoing matters.

G. To borrow money for the business of the company and to give security therefor and, in pursuance of the business of the company, to issue bonds, debentures, promissory notes or other evidences of indebtedness, and to secure the same by mortgage or pledge of all or any of the property of the company, real or personal.

H. To do generally any and all things which the company may deem necessary, proper and convenient in its said business for the improvement and use of the corporation property and in carrying out and accomplishing the purposes hereinbefore specified, and in addition thereto to have all the general powers granted to corporations by virtue of the laws of the State of Idaho and of any other state in which the corporation may do business.

#### ARTICLE IV.

The total authorized capital stock of the corporation shall be one hundred thousand (100,000) shares of common stock of the par value of \$1.00 per share, with each share being entitled to one vote and not subject to assessment.

#### ARTICLE V.

The term of existence of the corporation shall be in perpetuity.

#### ARTICLE VI.

The number of the directors of this corporation at the commencement of business shall be two (2), but the Board of

Directors may at any time, by amendment of the By-Laws, be increased to any number not exceeding fifteen (15).

The name and post office address of each of the initial directors named by the corporation to serve until the first election of directors are as follows:

NAME OF INITIAL DIRECTORS

POST OFFICE ADDRESS

Richard Sands

P.O. Box 243  
Boise, Idaho 83701

Chris Grathwohl

P.O. Box 1798  
Sun Valley, Idaho 83353

ARTICLE VII.

By-Laws of this corporation may be made, amended or repealed by the Board of Directors or shareholders, provided only that the Directors shall not amend or repeal By-Laws fixing their qualifications, classifications, term of office or compensation.

IN WITNESS WHEREOF, Said incorporators, the undersigned, have hereunto set their hands this 22 day of October, 1990.


  
RICHARD SANDS

  
CHRIS GRATHWOHL

STATE OF IDAHO )  
COUNTY OF Ada ) ss.

On this 22<sup>nd</sup> day of October, 1990,  
before me, the undersigned, a Notary Public in and for said State,  
personally appeared RICHARD SANDS and CHRIS GRATHWOHL, known to me  
to be the persons whose names are subscribed to the within  
instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, the day and year in this certificate  
first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Boise Idaho  
My Commission Expires: 9-4-91