

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

IRA H. MASTERS  
I, ~~XXXXXXXXXXXX~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

FILER MUTUAL TELEPHONE COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed  
in this office on the 26th day of March, 1951,

original articles of amendment, as provided by Section s 30-146, 30-147 and 30-160, Idaho  
Code, amending the Articles of Incorporation as a whole,

and that the said articles of amendment contain the statement of facts required by law, and are  
recorded on Film No. 68 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have  
been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed  
the Great Seal of the State. Done at Boise City,  
the Capital of Idaho, this 26th day  
of March, in the year of our Lord  
one thousand nine hundred fifty-one,  
and of the Independence of the United States of  
America the One Hundred Seventy-fifth.

Secretary of State.

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
FILER MUTUAL TELEPHONE COMPANY

The undersigned, T. S. NICHOLSON, President of Filer Mutual Telephone Company, a non-profit cooperative association existing under and by virtue of the laws of the State of Idaho, and C. G. THOMAS, Secretary-Treasurer of said Association, hereby certify:

That we are the President and Secretary-Treasurer, respectively, of said Association; that a Special Meeting of the members of said Association was duly and regularly called by its Board of Directors for the specific purposes of acting upon proposed amendments to the Articles of Incorporation and proposed amendments to the By-Laws of said Association, to be held at the office of the Filer Mutual Telephone Company, in Filer, County of Twin Falls, State of Idaho, at one o'clock P. M., December 19, 1950; that on the 30th day of November, 1950, said Secretary-Treasurer caused written notice setting forth the time, place and purposes of said meeting as aforesaid, and the proposed amendments to be forwarded to each member of said Association by United States mail at his last known address as shown by the records of the Association; that due notice of said meeting of the members was given according to law.

That said Special Meeting of the members of said Association was held on December 19, 1950; that at said meeting it was determined that the members entitled to vote at said

meeting numbered 197, that more than a majority of the members were present in person or proxy and that a quorum was present and that all business coming before the meeting for consideration could be legally transacted and done; that at said meeting it was duly and regularly moved and seconded that said Special Meeting be adjourned until January 16, 1951 at one o'clock P. M., which said motion was unanimously carried; whereupon the Vice-President, who was at said time presiding at said meeting, declared the meeting adjourned until January 16, 1951 at one o'clock P. M.

That the said Special Meeting of the members reconvened on January 16, 1951 at one o'clock P. M. at the office of said Association in Filer, Idaho. That at said meeting the proposed amendments, copies of which had been set forth in said notices, were read by the said Secretary-Treasurer of said Association and at the conclusion of the reading of said proposed amendments said proposed amendments were discussed in said meeting, whereupon it was regularly moved and seconded that said proposed amendments be adopted as read, and said motion upon being put to vote was carried by the vote of more than two-thirds of the members entitled to vote; that the President thereupon declared said motion carried and said amendments adopted.

And we do further certify that the following is a true and correct copy of the Amended Articles of Incorporation of Filer Mutual Telephone Company which were adopted as hereinabove set forth:

"AMENDED ARTICLES OF INCORPORATION OF  
FILER MUTUAL TELEPHONE COMPANY.

"KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the non-profit corporation laws of the State of Idaho.

"ARTICLE I.

NAME AND PLACE OF BUSINESS.

This association shall be known as the FILER MUTUAL TELEPHONE COMPANY. The office and principal place of business of this association shall be at Filer, Idaho.

ARTICLE II.

PURPOSES AND POWERS

The objects and purposes for which this association is formed are as follows:

1. To own, acquire, hold, manage, control, operate and maintain a telephone system in and adjacent to the County of Twin Falls, State of Idaho;
2. To carry on the business of a telephone company, and in particular to establish, work, manage, control and regulate telephone exchanges, and to transmit and facilitate the transmission of telephonic communications;
3. To acquire other telephone systems in case the same may be deemed advisable;
4. To acquire, own, hold, operate and maintain all necessary rights of way, pole lines, apparatus and fixtures in any way connected with the telephone system or to carry on any business connected, directly or indirectly, or capable of being conveniently carried on in connection with any of these objects and purposes or calculated, directly or indirectly, to render profitable any of the property or rights of the association.

This association shall have all the powers, privileges and rights necessary or convenient for carrying out the purposes for which this association is formed; and the members hereby claim for this association all of the benefits, privileges, rights and powers created, given, extended or conferred by the provisions of Title 30, Idaho Code, or any additions or amendments thereto, pertaining to Non-profit Cooperative Associations.

### "ARTICLE III.

#### ASSESSMENTS.

The association shall be operated on a non-profit basis for the mutual benefit of its members. The Board of Directors may levy such assessments and charges as may be deemed necessary or appropriate for carrying out the purposes of the Association.

### ARTICLE IV.

#### LENGTH OF SYSTEM

The estimated length of the said telephone system is one thousand (1000) miles.

### ARTICLE V.

#### TERM OF EXISTENCE

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

### ARTICLE VI.

#### MEMBERS.

Section 1. Eligibility Any person, corporation, association or co-partnership that desires to receive telephone service within the territorial limits served by the Filer Mutual Telephone Company shall be eligible to membership.

Section 2. Any eligible person, corporation, association or co-partnership may apply for membership on an application form prescribed by the Board of Directors. Upon approval of the application by the Board of Directors or by any officer designated by the Board of Directors, and upon payment of the required membership fee, the applicant shall become a member and shall be entitled to a Membership Certificate.

Section 3. Duration of Membership. A member shall remain a member so long as he is receiving telephone service from this association.

Section 4. Restoration to membership. Any member who has discontinued receiving telephone service from this association may be restored to the status of a member by requesting a restoration of telephone service within the territorial limits served by this association.

"ARTICLE VII  
MEMBERS' MEETINGS.

Section 1. Annual Meeting. The annual meeting of the association shall be held at the office of said association at Filer, Idaho, or such other place as shall be designated by the Board of Directors, at one-thirty o'clock P. M. on the third Wednesday of January of each year, or at such other time as the Board of Directors shall fix between the fifteenth and thirtyfirst day of January, inclusive, of each year, for the purpose of electing Directors and transacting such other business as may come before the meeting.

ARTICLE VIII  
DIRECTORS.

Section 1. Number of Directors. The number of the Board of Directors shall be five, and three of their number shall constitute a quorum for the transaction of business, and every decision by a majority of said quorum of the Board of Directors shall be valid as a corporate act.

Section 2. Election. The Board of Directors shall be elected by the majority vote of the members present either in person or proxy at the annual meetings. At the next annual meeting of the members one director shall be elected to serve for the term of one year, two directors shall be elected to serve for the term of two years, and two directors shall be elected to serve for the term of three years, and thereafter at each annual meeting a successor or successors shall be elected to serve for a term of three years.

Section 3. Residence. At least one member of the Board of Directors shall be a resident of the State of Idaho.

ARTICLE IX.  
MEMBERS NOT LIABLE FOR DEBTS OF ASSOCIATION.

The members shall not be individually liable for the debts of this association.

ARTICLE X.  
AMENDMENTS.

These articles may be amended by a majority vote of all the members at any regular meeting or at any special meeting called for that purpose.

"IN WITNESS WHEREOF, we have hereunto set our hands and seals this 20th day of March, 1934.

T. DAN CONNOR

H. C. REINKE

FRED REICHERT

WALTER C. MUSGRAVE

C. W. POTTER

E. M. RAYBORN

Incorporators.

STATE OF IDAHO                    )  
  SS.  
COUNTY OF TWIN FALLS )

On this 20th day of March 1934, before me, Earl S. LaHue, a Notary Public in and for the said County and State, personally appeared T. Dan Connor, Fred Reichert, H. C. Reinke, Walter C. Musgrave, E. M. Rayborn and C. W. Potter, personally known to me to be the persons whose names are subscribed to the within instrument, and that they each duly acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of my said office the day and year first above written.

(SEAL)

EARL S. LAHUE  
Notary Public in and for the  
State of Idaho, residing at  
Filer, Idaho

My commission expires on the  
17th day of March 1937."

That all of the foregoing proceedings were duly and regularly had for the purpose of amending said Articles of Incorporation in the manner aforesaid and that said Articles of Incorporation

have been duly and legally amended as hereinabove set out.

Dated at Filer, Idaho, this 27th day of January, 1951.

T. S. Nicholson  
President

ATTEST:

C. G. Thomas  
Secretary

STATE OF IDAHO,                    )  
  ) SS.  
COUNTY OF TWIN FALLS. )

T. S. NICHOLSON and C. G. THOMAS, each being first duly sworn, depose and say upon their oaths, each for himself and not one for the other:

That they are the President and Secretary-Treasurer, respectively, of Filer Mutual Telephone Company and that the facts set forth in the foregoing Articles of Amendment of Articles of Incorporation of Filer Mutual Telephone Company are true to the best of their knowledge and belief and that they, as such President and Secretary-Treasurer, respectively, of such Association, made, signed and executed the said Articles of Amendment for the uses and purposes therein mentioned.

T. S. Nicholson  
C. G. Thomas

SUBSCRIBED and SWORN to before me this 27th day of January, 1951.

James L. Stephens  
Notary Public for Idaho,  
Residing at Twin Falls, Idaho.