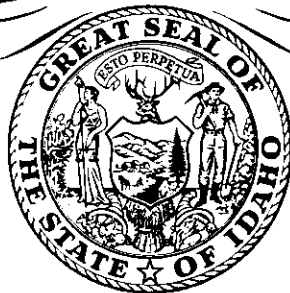


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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 original of the articles of incorporation of

NEZ PERCE TELEPHONE COMPANY

was filed in the office of the Secretary of State on the **First** day of **August,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **124** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Gifford** in the County of **Nez Perce**

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 **1st** day of **August**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
NEZ PERCE TELEPHONE COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being natural persons of full age and citizens of the United States, do under and in pursuance of the general corporation laws of the State of Idaho hereby organize, constitute and appoint ourselves, and such other persons as may hereafter become associated with us, into a body politic and corporate, and to that end execute the following Articles of Incorporation; and we hereby set forth and declare as follows:

ARTICLE I

The name of the corporation is and shall be NEZ PERCE TELEPHONE COMPANY.

ARTICLE II

That the period of the existence of the corporation shall be perpetual.

ARTICLE III

That the principal office shall be located at 206 Jones Building, Walla Walla, Washington, Walla Walla County, and the principal business of said corporation shall be transacted in Nez Perce County, State of Idaho.

ARTICLE IV

That the purposes for which this corporation is formed are as follows:

(1) To carry on the business of a telephone company both within and without the State of Idaho; to construct, maintain and operate a dial telephone system located within and without the State; to purchase, acquire, lease, sell and convey real property and easements, rights-of-way or any other interest therein; to construct, maintain and operate buildings and plants used for or incidental to such purposes; and to do all other things necessary to operate a telephone exchange system. The initial length of telephone line will be 100 miles.

(2) To acquire, hold and sell the shares of other corporations, and negotiate for the sale, hypothecation or disposal of the same; to borrow and loan money in connection with the foregoing purposes with or without

security therefor. To borrow or raise money for any of the purposes of the corporation and, from time to time, without limit as to amount, draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness for any of the objects or purposes of the corporation, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

ARTICLE V

That the corporate powers, business and property of this corporation shall be exercised and controlled by a Board of Directors consisting of five (5), who shall have power to repeal and amend and adopt new By-Laws for the Company. That three members of the Board shall constitute a quorum and that every decision by a majority of such quorum of the Board of Directors shall be a valid corporate act. That all the meetings of the Board of Directors may be held at the principal office of the corporation in Gifford, Nez Perce County, Idaho, or at such other place or places within or without this state for the transaction of any business of the corporation as the Directors may, by resolution or by the By-Laws, provide. That at least one member of the Board of Directors shall be a resident of this state.

ARTICLE VI

That the registered office of said corporation shall be at Gifford, Nez Perce County, Idaho.

ARTICLE VII

The authorized capital stock of the corporation shall be Twenty-Five Thousand Dollars (\$25,000.00) consisting of Two Thousand Five-Hundred (2,500) shares of common stock having a par value of Ten Dollars (\$10.00) each. No stockholder shall be individually liable for the debts of the corporation. The stock of this corporation shall be non-assessable.

ARTICLE VIII

The amount of capital stock that has been actually subscribed is 100 shares; and the names and residences of the persons who have subscribed therefor and the number of shares subscribed by each are as follows:

Harold W. Weis	Noslyn, Washington	50 shares
Wayne Hereford	206 Jones Building Walla Walla, Washington	49 shares
Dorothy Hereford	206 Jones Building Walla Walla, Washington	1 share

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 28th day of June, 1968.

Harold W. Weis
Harold W. Weis

Wayne Hereford
Wayne Hereford

Dorothy Hereford
Dorothy Hereford

STATE OF WASHINGTON)

55.

County of Talla Talla)

On this 28th day of June, 1963, before me, Herbert H. Freise, a Notary Public in and for the State of Washington, personally appeared HAROLD A. THIS, WAYNE ALBERTSON and DOROTHY ALBERTSON, known to me to be the persons whose names are subscribed to the foregoing instrument, and they acknowledged to me that they executed the foregoing.

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

Notary Public in and for the State of
Washington, residing at Walla Walla.