

# *State of Idaho*

## **Department of State**

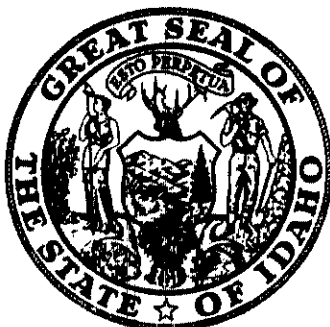
### CERTIFICATE OF INCORPORATION OF

TELSAVE CORPORATION  
File number C 106902

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: July 7, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

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## ARTICLES OF INCORPORATION

of

TelSave Corporation

THE UNDERSIGNED, Acting as the incorporator of TelSave Corporation, (hereinafter referred to as the "Corporation"), under the Idaho Business Corporation Act (hereinafter referred to as the "Act"), adopts the following Articles of Incorporation for such Corporation:

### ARTICLE I

#### NAME

The name of the Corporation is: TelSave Corporation.

### ARTICLE II

#### PERIOD OF DURATION

The period of duration of the Corporation is perpetual from and after July 1, 1994.

### ARTICLE III

#### PURPOSES AND POWERS

Section 1. Purposes. The purpose or purposes for which the Corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Act.

Section 2. Powers. The Corporation shall have and exercise the statutory powers specified in Section 30-1-4, Idaho Code, as the same now exists or may hereafter be amended and, further, the Corporation shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, or other law, or by these Articles of Incorporation.

### ARTICLE IV

#### AUTHORIZED SHARES

Section 1. Common Stock. The total authorized number of shares which the Corporation shall have authority to issue is 10,000 shares of common stock. The par value of each said share is \$1.00 and the aggregate par value of the total of said shares is \$10,000.00.

Section 2. Pre-emptive Rights. There shall be pre-emptive rights entitling the existing shareholders to acquire unissued or treasury

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shares of the Corporation or other securities of the Corporation convertible into such shares or carrying a right to subscribe to or acquire such shares.

#### ARTICLE V

##### REGISTERED OFFICE AND REGISTERED AGENT

The location of the Corporation's initial registered office in this State is 1109 Main Street, Suite 600, Boise, Idaho 83702, or such other place as may be determined by the Board of Directors. The name of the initial registered agent of the Corporation at such address is Richard M. Gustafson.

#### ARTICLE VI

##### BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three (3), and the names of the persons who are to serve as directors until the first annual meeting of shareholders or until the election and qualification of additional directors are as follows:

<u>Name</u>	<u>Address</u>
Richard M. Gustafson	6308 Tahoe Drive, Boise, Idaho 83709
Jerry L. Wilson	19263 Birchwood Dr., Caldwell, Idaho 83605
Loren D. Blickenstaff	4215 Country Club, Boise, Idaho 83705

Upon the unanimous approval by the members of the Board of Directors then duly elected and qualified, the Board of Directors may be dissolved and the business and affairs of the Corporation thereafter managed by such other person or persons designated by the Board of Directors at the time of said dissolution. Such other person or persons empowered by the Board of Directors to manage the Corporation shall have all rights and powers of the Board of Directors as provided in the Act, these Articles and/or by the By-Laws of the Corporation.

#### ARTICLE VII

##### ELIMINATION OF DIRECTORS' LIABILITY

No director serving as a member of the Board of Directors of the Corporation shall have any personal liability to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate the liability of a director for the following:

- (a) For any breach of the director's duty of loyalty to the Corporation or its shareholders;

- (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- (c) Provided for in 30-1-48, Idaho Code; or
- (d) For any transaction from which the director derived an improper personal benefit.

#### ARTICLE VIII

##### DIVIDENDS AND DISTRIBUTION FROM CAPITAL SURPLUS

The Board of Directors may declare dividends on its issued and outstanding common stock payable in cash, property or its own shares except when the Corporation is insolvent or when the payment thereof would render the Corporation insolvent.

The Board of Directors may distribute to its shareholders out of the capital surplus of the Corporation a portion of its assets, in cash, or property subject to the restrictions contained in Section 30-1-46 of the Act as it now exists or may be hereafter amended.

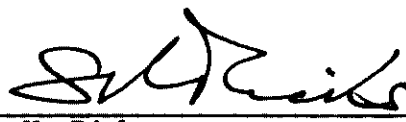
#### ARTICLE IX

##### INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Steven K. Ricks	200 N. 4th St., Suite 300 Boise, Idaho 83702

Dated this 1st day of July, 1994.

  
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Steven K. Ricks  
Incorporator