

**CERTIFICATE OF INCORPORATION  
OF**

**NORTHWEST COMMUNICATIONS, 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.

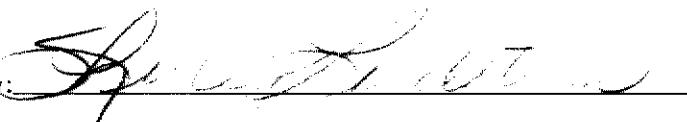
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **December 22, 1986**



  
**Pete T. Cenarrusa**

**SECRETARY OF STATE**

by: 

ARTICLES OF INCORPORATION  
OF  
NORTHWEST COMMUNICATIONS, INC.

REG'D. 12-15  
SEC. 12-15  
25 DEC 22 1941

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for said corporation:

ARTICLE I

The name of the corporation is NORTHWEST COMMUNICATIONS, INC.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purpose and object for which this corporation is formed as follows:

To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The address of the initial registered office of the corporation is 1301 Grelle, Lewiston, Idaho, and the name of its initial registered agent at such address is CARL V. MATTOON

ARTICLE V

The Corporation shall have authority to issue ONE HUNDRED FIFTY THOUSAND (150,000) shares, all one class, of common stock with a par value of \$1.00 per share.

ARTICLE VI

No member of the Board of Directors needs to be a stockholder of this corporation, and the number of directors constituting the initial board of directors of the corporation is three (3) or such other number as shall be established by the bylaws of this corporation, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

ARTICLES OF INCORPORATION -1-

<u>NAME</u>	<u>ADDRESS</u>
Steven J. Mattoon	337 West Syringa Court Lewiston, Idaho 83501
Jerry V. Mattoon	2013 Ridgeway Drive Lewiston, Idaho 83501
Carl V. Mattoon	3812 15th Street E Lewiston, Idaho 83501

#### ARTICLE VII

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Steven J. Mattoon	337 West Syringa Court Lewiston, Idaho 83501
Jerry V. Mattoon	2013 Ridgeway Drive Lewiston, Idaho 83501

#### ARTICLE VIII

No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder or an heir of a stockholder, without the written consent of all common stockholders, unless the common stock shall first be offered for sale to the corporation and secondly to each of the other common stockholders of this corporation at a price and by a method to be determined by the rules and procedures outlined in the bylaws of this corporation. The bylaws of this corporation shall further prescribe the rules and regulations as to the formalities and procedures to be followed in effecting the transfer of common stock to anyone other than a common stockholder. On the face of each and every certificate of stock issued by this corporation shall be printed a notice as follows: "The transferability of this stock is limited and subject to specific provisions in the Articles of Incorporation of this Corporation."

#### ARTICLE IX

The directors shall have the power to make and to alter or amend the bylaws, to fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and

liens without limit as to the amount upon the property and franchise of this corporation.

#### ARTICLE X

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever, except as follows: In the event any expenses of the corporation are disallowed by any taxing authority including but not limited to the Internal Revenue Service and the Idaho Tax Commission, as being the personal expenses of the stockholder or a director, such stockholder or director shall reimburse the corporation to the extent such expenses are disallowed.

#### ARTICLE XI

The method and manner of holding directors' meetings and stockholders' meetings, and the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the bylaws of this corporation and by the Laws of the State of Idaho.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate and do hereby certify that the facts herein stated are true; and we have accordingly hereunto set our hand.

DATED at Lewiston, Idaho this 19<sup>th</sup> day of December, 1986.

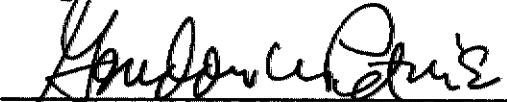
  
\_\_\_\_\_  
STEVEN J. MATTOON

  
\_\_\_\_\_  
JERRY V. MATTOON

STATE OF IDAHO )  
: ss.  
County of Nez Perce )

On this 19<sup>th</sup> day of December, 1986, before me, the undersigned, a Notary Public in and for the state of Idaho, personally appeared STEVEN J. MATTOON, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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 in and for the  
State of Idaho, residing at  
Lewiston.

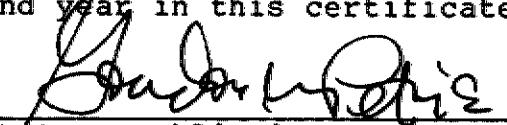
My Commission Expires: 12-20-88

(SEAL)

STATE OF IDAHO )  
: ss.  
County of Nez Perce )

On this \_\_\_\_\_ day of December, 1986, before me, the undersigned, a Notary Public in and for the state of Idaho, personally appeared JERRY V. MATTOON, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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 in and for the  
State of Idaho, residing at  
Lewiston.

My Commission Expires: 12-20-88

(SEAL)