

**Department of State.**

**CERTIFICATE OF AUTHORITY**  
**OF**

**MOUNTAIN CABLE NETWORK, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MOUNTAIN CABLE NETWORK, INC.

\_\_\_\_\_ for a Certificate of Authority to transact business in this State,  
duly signed and verified 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 Authority to MOUNTAIN CABLE NETWORK, INC.

to transact business in this State under the name MOUNTAIN CABLE NETWORK, INC.  
\_\_\_\_\_ and attach hereto a duplicate original of the Application  
for such Certificate.

Dated January 28, 19 82



Robt. J. Casanova

SECRETARY OF STATE

Penny Garsa  
Corporate

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Mountain Cable Network, Inc.
2. \*The name which it shall use in Idaho is Mountain Cable Network, Inc.
3. It is incorporated under the laws of Nevada
4. The date of its incorporation is December 29, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 376 Fifth Street, Elko, Nevada
6. The street address of its proposed registered office in Idaho is 300 No. 6th Street,  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
operate radio, televison, microwave facilities
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
George C. Hatch	Pres. and Director	2185 So. 3600 West, Salt Lake City, Ut 84119
Wilda Gene Hatch	Vice Pres. & Director	" " "
J. Stephen Glasmann	Vice Pres. & Director	833 No. Main, Wichita, Kansas 67201
Blaine V. Glasmann, Jr.	Secretary & Director	First Security Bank Bldg., Ogden, Ut 84401
Jeffrey B. Hatch	Treasurer & Director	312 E. South Temple, Salt Lake City, Ut 84111
George M. McMillan	Asst. Secretary	50 So. Main #1600, Salt Lake City, Ut 84144
William L. Watson	Asst. Secretary	2185 S. 3600 W., Salt Lake City, Ut 84119

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
250,000	common	\$1.00

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100,000	common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 25th, 19 82.

MOUNTAIN CABLE NETWORK, INC.

By

Its

George C. Hatch  
President

and

Its

Asst. Secretary

STATE OF UTAH )  
COUNTY OF SALT LAKE ) ss:

I, Norma Oliver, a notary public, do hereby certify that on this 25th day of January, 19 82, personally appeared before me George C. Hatch, who being by me first duly sworn, declared that he is the President of Mountain Cable Network, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Norma Oliver  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

STATE OF NEVADA  
DEPARTMENT OF STATE

CERTIFICATE OF CORPORATE STATUS

I, WM. D. SWACKHAMER, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation or suspension of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate,

MOUNTAIN CABLE NETWORK, INC.

is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State as a subsisting corporation.

IN WITNESS WHEREOF, I have hereunto set my hand

and affixed the Great Seal of the State at my office in

Carson City, Nevada, this 11th day of

January, A.D. 1932.

Secretary of State

By \_\_\_\_\_


Deputy

FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

DEC 29 1981

ARTICLES OF INCORPORATION  
OF

WILL SWANBERG - SECRETARY OF STATE MOUNTAIN CABLE NETWORK, INC.

  
NO. 8663-81

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned citizens of the United States of legal age, are desirous of associating ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Nevada, and that we have for this purpose adopted, and we do hereby adopt, certify, agree and declare the following to be our Articles of Incorporation and agreement, to-wit:

ARTICLE I.

The name of the corporation hereby formed shall be MOUNTAIN CABLE NETWORK, INC.

ARTICLE II.

The principal place of business in the State of Nevada shall be located at the office of The Summit County Corporation, 376 Fifth Street, Elko, Nevada, and the corporation shall have such other place or places of business as the Board of Directors may by bylaws or resolutions designate.

ARTICLE III.

The business and pursuit of this corporation is and shall be:

FIRST: To acquire, own, operate, convey, dispose of and deal in cable television and radio stations, microwave systems, satellites and networks, and to engage generally in the cable television, radio and television business.

SECOND: To acquire, own, hold and operate under licenses, privileges and franchises from the government of any state, municipality or nation or any agency or instrumentality thereof, and particularly to own and operate under licenses of all kinds and descriptions issued by the Federal Communications Commission, an agency of the United States Government.

THIRD: To acquire, own, lease, purchase, convey, encumber and otherwise deal in, handle and dispose of real estate and improvements thereon.

FOURTH: To acquire, own, sell, convey, encumber and otherwise deal in and dispose of stocks, bonds, indentures and all other securities or negotiable or non-negotiable documents relating to the extension of credit and credit transactions.

FIFTH: To acquire, own, encumber, sell, convey, and otherwise handle and dispose of personal property of all descriptions, kinds and classes whatsoever.

SIXTH: To purchase or otherwise acquire all or any part of the business, good will, rights, property and assets of all kinds and assume all or any of the liabilities of any corporation, association, partnership or individual engaged in any lawful business, whether the same business or enterprise is organized under the laws of Nevada or under the laws of any other state or nation.

SEVENTH: To act as agent or representative of individuals, partnerships and corporations, and as such to develop and extend their business or to aid any lawful enterprise.

EIGHTH: To borrow money for corporate purposes, and to make, guarantee, execute and issue bonds, notes, indentures, bills of exchange and other obligations, and to mortgage, pledge and hypothecate any stocks, bonds or other evidence of

indebtedness or any property or assets held by it, and to lend money, with or without security.

NINTH: To buy, acquire, own, use, encumber, sell and dispose of, and otherwise deal in, for any purpose whatsoever, its own corporate stock and any other evidence of indebtedness of any kind whatsoever issued by this corporation.

TENTH: To conduct its business and exercise any and all of its corporate rights and powers, both within the State of Nevada and elsewhere, either for itself or with others, or as agent for any firm, partnership, association or corporation.

ELEVENTH: To make, execute, enter into and negotiate contracts for any other person, legal or fictitious, or any association, partnership or entity whatsoever for any lawful purpose, including but not limited to, joint ventures, profit-sharing transactions, and to acquire, own and dispose of going businesses of all kinds in connection with such contracts.

TWELFTH: To acquire, manufacture, distribute, exchange, purchase, prepare, use, import, export, lease, license to others to use and otherwise deal in motion pictures of all kinds and classes whatsoever, and to own, manage, deal in and operate theaters and all licenses, projection apparatus, photographic instruments, cameras and all other accessories, appliances, devices and apparatus pertaining to or used in connection with animated or still photography and to the cinematograph trade generally.

THIRTEENTH: In general to carry on any other lawful business whatsoever in connection with any of the powers described in these Articles, or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of the corporate property or any enterprise of the corporation, and to promote generally the welfare of the

corporation. All of the power of the corporation shall be both within the State of Nevada and elsewhere without limitation as to location.

FOURTEENTH: Enumeration of specific powers shall not be construed as limiting or restricting in any way the general powers herein set forth, and all powers herein set forth shall be in addition to those powers specifically granted to corporations formed for profit under the laws of the State of Nevada.

#### ARTICLE IV.

##### Capitalization

The capitalization of the corporation shall be \$250,000 consisting of 250,000 shares of common stock of the par value of \$1.00 per share.

#### ARTICLE V.

##### Capital Stock and Voting Rights

The capital stock, when issued, shall be deemed fully paid and non-assessable. The private property of the stockholders shall not be liable for the debts, obligations or liabilities of this corporation. The capital stock of the corporation may be issued at such time and upon such terms and conditions and for such consideration as the Board of Directors shall determine. Each share shall be entitled to one vote on corporate matters except in elections for members of the Board of Directors; each owner of common stock shall have the right to vote in person or by proxy the number of shares owned by him for as many votes as the number of directors multiplied by the number of his shares shall equal, or distribute them on the same principle among as many candidates as he shall deem appropriate.



## ARTICLE VI.

### BOARD OF DIRECTORS

The governing body of this corporation shall be a Board of Directors of from three to nine members, all of whom shall be of legal age and at least one of whom shall be a citizen of the United States. Such directors shall have full power, direction, management and control over the affairs of the corporation, subject, however, to the limitations provided in these Articles. The original number of directors shall be seven. The stockholders shall have the power to change such number from time to time by resolution, subject to the provisions of these articles.

(a) A majority of the elected Board of Directors shall be necessary to constitute a quorum for the transaction of business, and no act of the board shall be binding upon the corporation in the absence of an affirmative vote of a majority of the entire board.

(b) The term of the directors shall be one year or until their successors shall have been duly elected and qualified. Directors shall be chosen at the annual meeting of the stockholders or at the special meeting of the stockholders called for that purpose. The qualified persons with the largest number of votes at any election of directors shall be declared elected. The number of directors shall not be increased or decreased except upon the affirmative action of not less than a majority of the issued and outstanding stock of the corporation.

(c) The resignation of any officer or director shall be effective upon the date tendered or the date specified therein without acceptance by the corporation. In the event of the death, resignation or inability to act of any director, the

secretary shall immediately and forthwith call a special stockholders' meeting to elect an entire new Board of Directors and the terms of all existing directors shall terminate upon the election and qualification of the new board.

(d) The board shall have the power to issue treasury stock in exchange for assets or stock or any interest in any business whatsoever by the unanimous action of the said board, and in addition shall have all the powers permitted directors of corporations under and by virtue of the laws of the State of Nevada. Any stock so issued by the corporation shall be deemed fully paid.

(e) 1. The provisions of this subsection 1 shall be applicable in any event where any liability is asserted by any person other than the corporation or any subsidiary or any director or stockholder of the corporation or any subsidiary thereof. The Corporation shall indemnify its past, present and future officers, directors, employees, agents and the officers, directors, employees and agent of any subsidiary, and all officers, directors, agents and employees of the Corporation or its subsidiaries who are appointed by any of such entities to act for the Corporation or any subsidiary in which it has an ownership or the liabilities of any such persons acting for or on behalf of any of the aforesaid entities except for willful misconduct, gross negligence or fraud perpetrated upon the corporation or any of such entities which was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he was or is a director, officer, employee or agent of such entity or is or was serving at the request of such entity against expenses, including attorney's fees, judgments, fines and

amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding had no reason to believe his conduct to be unlawful (the determination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent does not of itself create a presumption that the indemnified person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and that with respect to any action or proceeding he had reasonable cause to believe that his conduct was unlawful), subject to the following terms and conditions:

(a) The Securities and Exchange Commission rules and regulations and the appropriate provisions of the Nevada Statutes shall be applicable.

(b) The corporation or any subsidiary as defined herein shall have power to purchase and maintain insurance on behalf of any eligible person or indemnification under the provisions of this subsection against any liability asserted against such person and incurred by him in such capacity or arising out of his status as such, whether or not the said corporation would have the power to indemnify such indemnified person against such liability under the provisions of this article.

(c) Such indemnification shall extend to judgments, fines, settlements and expenses, including reasonable attorney's fees, incurred by any indemnified person.

(d) Costs and expenses shall be advanced by the indemnitor upon the promise of the indemnitee that in the event the indemnification is not permissible, any advanced amounts shall be repaid by the indemnitee to whom such costs or expenses were advanced upon demand.

2. The provisions of this subsection 2 shall be applicable in the event any claim is asserted by any person other than the persons described in the first sentence of subsection 1 of this Article V(e), supra.

The Corporation may indemnify its past, present and future officers, directors, employees, agents and the officers, directors, employees and agents of any subsidiary, and all officers, directors, agents and employees of the Corporation or its subsidiaries who are appointed by any of such entities to act for the corporation or any subsidiary in which it has an ownership or the liabilities of any such persons acting for or on behalf of any of the aforesaid entities except for willful misconduct, gross negligence or fraud perpetrated upon the corporation or any of such entities which was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he was or is a director, officer, employee or agent of such entity or is or was serving at the request of such entity against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by

him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding had no reason to believe his conduct to be unlawful (the determination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent does not of itself create a presumption that the indemnified person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and that with respect to any action or proceeding he had reasonable cause to believe that his conduct was unlawful), subject to the following terms and conditions:

(a) The Securities and Exchange Commission rules and regulations and the appropriate provisions of the Nevada Statutes shall be applicable.

(b) The corporation or any subsidiary as defined herein shall have power to purchase and maintain insurance on behalf of any person eligible for indemnification upon the provisions of this subsection against any liability asserted against such person and incurred by him in such capacity or arising out of his status as such, whether or not the said corporation would have the power to indemnify such indemnified person against such liability under the provisions of this article.

(c) The liability, if any, of the Corporation or such other entity as described in this article shall be determined by the stockholders; the board of directors by majority vote if a quorum consisting of directors who are not parties to such

act, suit or proceeding are present; if such a quorum of disinterested directors so orders, then by independent legal counsel in a written opinion; or if such quorum of disinterested directors cannot be obtained, then by independent legal counsel in a written opinion.

(d) Such indemnification may be applicable to any suit by the corporation, any person purporting to exercise a right of the Corporation, including stockholders or creditors, and any claim independent of the filing of a final suit by any of such persons.

(e) Such indemnification may extend to judgments, fines, settlements and expenses, including reasonable attorney's fees, incurred by any indemnified person.

(f) Costs and expenses may be advanced by the indemnitor upon the promise of the indemnitee that in the event the indemnification is not permissible, any advanced amounts shall be repaid by the indemnitee to whom such costs or expenses were advanced upon demand.

3. Indemnification in addition to that provided in this article shall be permitted notwithstanding any other limitation contained herein if approved in writing by a majority of disinterested stockholders of the Corporation.

4. The indemnification authority described and provided in this article shall not be exclusive if indemnification is otherwise available to the indemnitee by reason of any other contractual commitment or provision of law.

#### ARTICLE VI.

The capital stock of this corporation shall not be assessable. It shall be issued as fully paid and the private property of the stockholders shall not be liable for the debts, obligations or liabilities of this corporation. The Articles

of Incorporation shall not be subject to amendment in this respect.

#### ARTICLE VII.

The names and post office addresses of the incorporators of this business and the number of shares subscribed are as follows:

George M. McMillan 50 South Main, Suite 1600 Salt Lake City, Utah 84144	one share
Enid H. Clegg 50 South Main, Suite 1600 Salt Lake City, Utah 84144	one share
Paul Durham 50 South Main, Suite 1600 Salt Lake City, Utah 84144	one share

#### ARTICLE VIII.

The term of existence of this corporation shall be perpetual.

#### ARTICLE IX.

Neither directors nor officers need be stockholders.

#### ARTICLE X.

Except for qualifying shares, all stock issued after the original issue of stock by the corporation shall be offered pro-rata to the owners of said stock in proportion to the amount of stock issued and outstanding immediately prior to such issue. All existing owners of stock shall have the right for thirty days to purchase their proportionate share of such stock as may be issued by the corporation. Any stockholder shall have the right to convey or assign his preemptive right, as provided in this article, to any other owner of stock. The requirements of this article may be waived in writing by the

owners of all of the issued and outstanding stock of the corporation. If any stock is issued by the corporation pursuant to the provision of Article V, sufficient stock shall be offered to all owners of stock to satisfy the requirements of this article.

#### ARTICLE XI.

These articles shall be amended only by the concurring vote of not less than a majority of the issued and outstanding capital stock.

#### ARTICLE XII.

The annual meeting of the stockholders of this corporation shall be held on the Wednesday following the first Monday in April of each year commencing with the year 1982 at the hour of 3:00 P.M., at the office of the corporation in Elko, Nevada, or such other place as the Board of Directors may determine. Notice thereof shall be given in writing signed by the President or Vice President, and Secretary or Assistant Secretary, and shall be given personally or by mail to each stockholder at his last known address as shown on the stockbook of the corporation not less than ten days nor more than sixty days before said meeting. Special stockholders' meetings may be called by any two directors of the corporation or by the owner or owners of not less than one-third of the issued and outstanding capital stock of the corporation. In such event such notices shall be given in the same manner as notices of the annual meeting, except that they shall be signed by the persons calling the meeting. No special stockholders' meeting shall consider any business except that which is designated with particularity in the notice of said meeting. Any meeting to amend the Articles



of Incorporation shall describe in detail the proposed amendment. Stockholders may vote in person or by proxy on such matters as shall be presented to them for determination.

#### ARTICLE XIII.

Until the first meeting of the stockholders of this corporation, the following named persons shall act as directors and officers:

George C. Hatch 2185 South 3600 West Salt Lake City, Ut 84119	President & Director
Wilda Gene Hatch 2185 South 3600 West Salt Lake City, Ut 84119	Vice Pres. & Director
Jeffrey B. Hatch 312 East South Temple Salt Lake City, Ut 84111	Vice Pres. & Director
Blaine V. Glasmann, Jr. First Security Bank Bldg. Ogden, Utah 84402	Secretary & Director
George M. McMillan 50 South Main #1600 Salt Lake City, Ut 84144	Assistant Secretary
Gordon O. Glasmann Rte 3 Jerome, Idaho 83338	Treasurer & Director
Diane G. Orr 2185 So. 3600 West Salt Lake City, Ut 84119	Asst. Treas & Director
Marvin J. Harris 2185 So. 3600 West Salt Lake City, Ut 84119	Asst. Treasurer
Jay W. Glasmann 1700 Penn Ave., N.W. Washington, D. C. 20006	Director

#### ARTICLE XIV.

The Board of Directors and the stockholders may hold meetings within or without the State of Nevada in the discretion of the Board of Directors. The Board of Directors shall have power to adopt such bylaws and rules as may be necessary in its judgment for the management of the affairs of this corporation.

ARTICLE XV.

The Board of Directors shall have the power to establish an executive committee to manage and operate the affairs of the corporation if in the judgment of the board the appointment of such committee is necessary or desirable to achieve the corporate purposes. Any such committee shall report to the Board of Directors not less often than quarterly on its activities and shall be responsible to the Board for the conduct of the enterprises and affairs entrusted to it.

IN WITNESS WHEREOF the Incorporators have hereunto set their hands this 24th day of December, 1981.

George M. McMillan  
Paul M. Durham  
Enid H. Clegg

STATE OF UTAH            )  
                              : ss.  
COUNTY OF SALT LAKE )

On this 24th day of December, 1981, personally appeared before me GEORGE M. McMILLAN, ENID H. CLEGG and PAUL DURHAM, known to me to be the persons described in an who executed the foregoing instrument, who duly acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the county of Salt Lake, State of Utah the day and year first above written.

My commission expires: 9-5-84  
Notary Public  
Residing at Salt Lake City, Utah