



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

BINGHAM COUNTY CABLE TELEVISION COMPANY

was filed in the office of the Secretary of State on the **eleventh** day of **December** A.D., One Thousand Nine Hundred **seventy** and **will be** / duly recorded on ~~Film~~ **No** microfilm 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 **Blackfoot, Idaho** in the County of **Bingham**

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 **11th** day of **December**, A.D., 19 **70**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

of

BINGHAM COUNTY CABLE TELEVISION COMPANY

Know all men by these presents, that we, the undersigned being natural persons of full age, and at least two-thirds of them being citizens of the United States, in order to form a corporation for the purposes as hereinafter stated, pursuant to the Business Corporation Act of Idaho do hereby certify as follows:

ARTICLE I

The name of this corporation is:

Bingham County Cable Television Company.

ARTICLE II

The purposes for which the said corporation is formed are:

To carry on the cable television business and related activities, in Bingham County, State of Utah, or elsewhere in the State of Idaho and other states as may be good business practice, and generally to engage in the television business and the sale of television time and other incidentals thereto, and to engage in associated or allied business as may be required or may be helpful to the corporation activities.

To subscribe for, purchase, or otherwise obtain the shares of capital stock, debentures, or other evidence of indebtedness of any other corporation and to issue in exchange or payment therefor, this corporation's own shares of capital stock or other evidence of indebtedness.

To do and perform all things necessary that are helpful in connection with the conduct or management of the affairs of this corporation and generally to engage in any and all classes of business

connected with or incidental to the objects and purposes of this corporation that a natural person might or could do in the State of Idaho or any state or territory of the United States or elsewhere.

The corporation may donate any or all of its accumulated profits or surplus earnings to the purchase or acquisition of its own capital stock, and when acquired by it, may dispose of it as treasury stock or otherwise, as the directors may determine; or the corporation may distribute any or all of its accumulated profits or surplus earnings as dividends to the stockholders.

The foregoing clauses shall be construed both as to objects and powers, and it is expressly provided that the foregoing enumeration of objects and powers shall not be held to limit or restrict in any manner the general powers of this corporation granted to it by right of its existence and as outlined in the corporation laws of the State of Idaho; and are in furtherance of and in addition to and not in limitation of the general powers extended and granted to the corporation by the laws of the State of Idaho.

ARTICLE III

This corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation is c/o KBLI, Pocatello Highway, Blackfoot, State of Idaho.

ARTICLE V

The amount of the total authorized capital stock of this corporation is FIFTY THOUSAND (\$50,000.00) DOLLARS consisting of ONE HUNDRED THOUSAND (100,000) shares with a par value of FIFTY CENTS (\$0.50) per share.

No holder of the shares of the capital stock of this corporation shall be entitled as a matter of right, as owner of such capital stock, to purchase or subscribe for any part of the unissued stock of this corporation or any stock of the corporation to be issued, by reason of any increase of the authorized capital stock of the corporation, or bonds, certificates of indebtedness, debentures or other securities convertible into stock of this corporation.

The authorized capital stock of this corporation not subscribed for, may be sold or disposed of by the Board of Directors at such times, in such manner, on such terms and at such prices as the Board of Directors may determine, and if any such stock is sold for less than the par value thereof, the same upon the payment of the price for which the stock is sold, shall be deemed to be fully paid capital stock and no purchaser shall be required to pay any further sum therefor.

ARTICLE VI

The members of the governing board of this corporation shall be known as directors and there shall be five in number. It is expressly provided that the number of directors may be increased by provisions of the by-laws of the corporation, but not to exceed nine directors.

The names, post office addresses of the first Board of Directors of this corporation are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Jack Cayias	405 Continental Bank Bldg. Salt Lake City, Utah
Ronald B. England	3281 Santa Rosa Avenue Salt Lake City, Utah
Jerold W. Johnson	3332 South 3175 East Salt Lake City, Utah

ARTICLE VII

The capital stock after the subscription price and par value has been paid in, shall not be subject to any further assessment to

pay the debts of the corporation, and all stock of the corporation shall be and remain nonassessable.

ARTICLE VIII

The names and post office addresses of each of the incorporators signing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>POST OFFICE ADDRESS</u>
Jack Cayias	20,000	405 Continental Bank Bldg. Salt Lake City, Utah
Ronald B. England	20,000	3281 Santa Rosa Avenue Salt Lake City, Utah
Jerold W. Johnson	20,000	3332 South 3175 East Salt Lake City, Utah

ARTICLE IX

In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors of this corporation are expressly authorized:

Subject to any by-laws that may be adopted by the stockholders, to make, alter or amend the by-laws of the corporation.

To fix the amount to be reserved as working capital over and above the capital stock paid in, and to authorize and cause to be executed mortgages upon the real and personal property of this corporation.

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation, or any of them, shall be open to the inspection of stockholders.

Pursuant to the affirmative vote of the holders of at least the majority of the stock issued and outstanding, and having voting power, and given at a stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell,

lease or exchange any or all of the property and assets of this corporation, including its good will and its corporate franchises, upon such terms and conditions as the Board of Directors deem expedient for the best interests of the corporation.

ARTICLE X

Meetings of the stockholders of this corporation may be held in or outside the State of Idaho, and the books of this corporation may be kept, subject to the provisions of the statutes of the state of Idaho, outside of the State of Idaho, and in such places as may be from time to time determined or designated by the Board of Directors or as provided by the by-laws of the corporation.

Failure to hold any annual meeting of the stockholders shall not forfeit or in any way interfere with the corporate rights acquired hereunder and any such meeting may be held at any subsequent time upon giving not less than ten days nor more than sixty days written notice thereof, pursuant to the order of the Board of Directors, or pursuant to the call of the President of the corporation; and in case of such failure for three months after the regular time provided for the annual meeting, then such meeting of the stockholders may be called for by any stockholders holding not less than one-third of the outstanding and issued capital stock of the corporation. In case of a special meeting being called, the notice must specify the purpose for the meeting being called.

ARTICLE XI

The private property of the stockholders of this corporation shall not be liable for the obligations of this corporation.

ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision made in these Articles of Incorporation in

the manner now or hereafter prescribed by statute, or by these Articles of Incorporation, and all rights conferred upon the stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 9th day of December, 1970.

Jack Cayias

Ronald B. England

Jerold W. Johnson

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

On this 9th day of December, 1970, before me personally appeared Jack Cayias, Ronald B. England and Jerold W. Johnson, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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.

Edward M. Sullivan

Notary Public
Residing at Salt Lake City, Utah

My Commission Expires:

May 20, 1974