



CERTIFICATE OF INCORPORATION
OF

RURAL TELEPHONE COMPANY

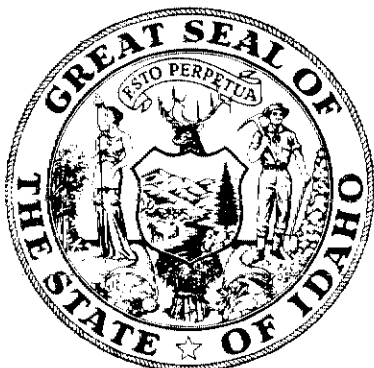
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

RURAL TELEPHONE COMPANY

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 27 _____, 19 79 .



SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION
of the
RURAL TELEPHONE COMPANY

KNOW ALL MEN BY THESE PRESENT, That we, the undersigned,
being natural persons of full age and citizens of the United
States of America, in order to form a corporation for the purposes
hereinafter stated, pursuant to the Idaho Business Corporation Act,
do hereby certify as follows:

SECTION I

The name of the corporation is RURAL TELEPHONE COMPANY.

SECTION II

The purposes for which said corporation is formed are:

A. To acquire, construct, purchase, rent, own and operate
telephone lines and telephone stations at a reasonable profit to
the stockholders of this corporation; the cost of the service to
be fixed by the Board of Directors.

B. To carry on any other kind of business or business
activities that the Board of Directors may from time to time
deem to be advisable or proper in connection with the telephone
business.

C. To buy, sell and otherwise dispose of, trade, and deal
in any and all kinds of telephone equipment and supplies, either
new or used, or any and all products, merchandise and personal
property in any way connected therewith or related thereto.

D. To purchase, lease, own, sell, mortgage, sub-lease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property, rights, franchises and assets of every kind and the liabilities of any person, firm, association, or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation, or otherwise.

E. In the purchase of or acquisition of property, business rights or franchises or for any other object in and about its business or affairs, to incur debt and to borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of, bonds, debentures, notes and other evidences of indebtedness.

F. Without in any particular way limiting any of the objects or purposes or powers of the corporation, the business or purposes of the company shall be empowered from time to time to do any one or more or all of the acts and things herein set forth and to engage in the general telephone business, and all such other acts, things and business in any way connected therewith or auxiliary thereto.

SECTION III

The corporation is to have perpetual existence.

SECTION IV

The total authorized number of shares of stock and the par value thereof are as follows:

<u>Type</u>	<u>Number</u>	<u>Par</u>	<u>Aggregate</u>
Common	2500	\$100.00	\$250,000.00

SECTION V

The description and characteristics of the common shares of stock are as follows:

A. The holders of common stock are entitled to all dividends declared by the Board of Directors.

B. Each stockholder of common stock of record shall be entitled at all meetings of the corporation and in any other matters requiring a vote, to one vote for each share of stock standing in his name upon the books of the corporation.

SECTION VI

The location and post office address of the registered office of the corporation is Devils Creek Ranch, Rogerson, Idaho 83302.

SECTION VII

The registered agent located at the registered office is Mr. Randall Brewer.

SECTION VIII

The names and post office address of the incorporators ^{and initial directors} and the number of shares of stock subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
T. Wayne Irwin	6110 Garfield Avenue Sacramento, California	Common 10 shares
Wilma L. Irwin	6110 Garfield Avenue Sacramento, California	Common 10 shares
James M. Schacher	3738 Lenore Avenue Sacramento, California	Common 1 share


SECTION IX

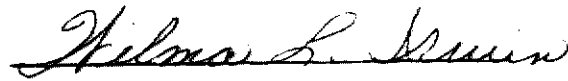
All members of the Board of Directors must be stockholders of common stock; and the Board of Directors must consist of not less than three members and not more than five members.


SECTION X

These Articles of Incorporation may be amended in accordance to provisions of the statutes of the State of Idaho.

IN WITNESS WHEREOF, The parties hereto have set their hands this 8th day of July, 1979.


T. Wayne Irwin


Wilma L. Irwin


James M. Schacher