

97853

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

#### NORTHERN IDAHO TELECOMMUNICATIONS CORPORATION

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: March 10, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Bellis*

**ARTICLES OF INCORPORATION**

RECEIVED  
SEC. OF STATE

**OF**

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**NORTHERN IDAHO TELECOMMUNICATIONS CORPORATION**

**Article I**

**NAME**

The name of the corporation is Northern Idaho Telecommunications Corporation.

**Article II**

**DURATION**

The period of duration of the corporation shall be perpetual unless dissolved or terminated according to law.

**Article III**

**PURPOSE**

The general purposes and objects for which the corporation is organized are to conduct any and all types of business related to or connected with the business of telecommunications. The corporation shall further have unlimited power to engage in and do any lawful act concerning any and all lawful business for which corporations may be organized under the laws of the State of Idaho.

**Article IV**

**STOCK**

The corporation is authorized to issue one hundred fifty thousand (150,000) shares of stock, each with a par value of one cent (\$0.01). There shall be only one class of stock.

**Article V**

**INITIAL CAPITALIZATION**

The corporation will commence business only after consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares of stock.

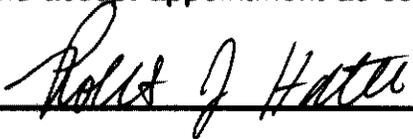
**Article VI**

**REGISTERED OFFICE AND AGENT**

The initial registered agent of the corporation and initial registered office are as follows:

Robert J. Hatch  
Suite 1700, West One Plaza  
101 So. Capitol Blvd.  
Boise, Idaho 83702.

I hereby acknowledge and accept appointment as corporation registered agent:

  
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**Article VII**

**ADDRESS FOR NOTICES**

The name and address where the Division may mail notices is as follows:

Attn: James R. Greenbaum, Jr.  
P.O. Box 510830  
Salt Lake City, Utah 84151-0830.

**Article VIII**

**INCORPORATORS**

The name and address of each incorporator are as follows:

James R. Greenbaum, Jr.  
P.O. Box 510830  
Salt Lake City, UT 84151-0830

Scott F. Cate  
P.O. Box 510830  
Salt Lake City, UT 84151-0830

**Article IX**  
**DIRECTORS**

The number of directors of this Corporation shall be two, or more than two, as fixed from time to time by the By-Laws of the Corporation. The number of directors constituting the present Board of Directors of the Corporation is two, and the names and address of the persons who are to serve as directors until the next annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

James R. Greenbaum, Jr.  
P.O. Box 510830  
Salt Lake City, UT 84151-0830

Scott F. Cate  
P.O. Box 510830  
Salt Lake City, UT 84151-0830

**Article X**  
**OFFICERS**

The officers of the Corporation may consist of a Chairman of the Board, a President, one or more Vice Presidents, a Secretary and a Treasurer, as determined by the Board of Directors.

**Article XI**  
**LIABILITY OF STOCKHOLDERS**

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

**Article XII**  
**LIABILITY OF DIRECTORS**

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for:

- (a) Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;
- (b) Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

If the Idaho statutes on private corporations are amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by those statutes as so amended.

### **Article XIII**

#### **INDEMNIFICATION OF DIRECTORS**

The corporation may indemnify its directors to the full extent permitted by the laws of the State of Idaho, now or hereafter in force. However, such indemnity shall not apply on account of: (a) acts or omissions of the director finally adjudged to be intentional misconduct, or (b) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled. The corporation may advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

### **Article XIV**

#### **PREEMPTIVE RIGHTS**

Shareholders of this corporation shall not have preemptive rights to acquire additional shares issued by the corporation.

### **Article XV**

#### **CUMULATIVE VOTING RIGHTS**

Shareholders of this corporation shall not have cumulative voting rights for directors.

### **Article XVI**

#### **RESTRICTIONS ON THE TRANSFER OF SHARES**

The issued shares of stock of this Corporation are and shall be subject to a Shareholder Agreement which restricts their sale, transfer, assignment, conveyance, pledge or loan.

**Article XVII**

**AMENDMENT**

These Articles may be amended only by the affirmative vote of a majority of the outstanding shares of the Corporation.

In witness whereof, we, James R. Greenbaum, Jr. and Scott F. Cate have executed these Articles of Incorporation this 3rd day of February, 1992, and say the following: that we are all incorporators herein; that we have read the above and foregoing Articles of Incorporation; that we know the contents thereof and that the same is true to the best of our knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matter we believe to be true.

Execution:

 2/3/92 James R. Greenbaum, Jr. Incorporator  
Signature & Date Printed Name Title

 2-3-92 Scott F. Cate Incorporator  
Signature & Date Printed Name Title

Person to contact about this filing: James R. Greenbaum, Jr. (801)363-9600.