

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

THE GREER TV. INC.

was filed in the office of the Secretary of State on the

Tenth

day

of November

A. D. One Thousand Nine Hundred

Sixty-four

and

11 be microfilm Is duly recorded on Film No.

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 and Sections 30-1001 to 30-1005, inclusive, 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

fifty years

from the date hereof, with its registered office in this State located at

Greez

in the County of

Clearmater

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 loth day of hovember,

A.D., 19**54**

Secretary of State.

ARTICLES OF INCORPORATION

.of

THE GREER TV. INC.

We, the undersigned, natural persons of the age of twenty-one years or more, all of whom are citizens of the State of Idaho and the United States of America, and acting as incorporators of a corporation under the non-profit laws of the State of Idaho, Idaho Code Title 30, Chapter 10, do hereby adopt the following Articles of Incorporation:

I.

NAME

The name of this corporation shall be The Greer TV, Inc. II.

DURATION

The period of its duration shall be fifty years from the date of filing these Articles with the Secretary of State of the State of Idaho.

III.

PURPOSE

The purposes of this corporation for which it is organized are:

To own, establish, lease, operate, buy, sell or otherwise acquire, dispose of or deal with TV reflector stations, booster stations, cable installations, or any other device, contrivance, machine installation, apparatus or anything of any kind or description designated or designed to receive television broadcasts, signals or

impulses upon high ground or hills, or otherwise, and relay or otherwise transmit the same to the homereceiving sets or other apparatus in the homes of members, and especially those (but not limited to) who are unable to get satisfactory television reception at their respective residences by reason of dwelling in a valley, and particularly those in the Village of Greer, Idaho, and adjacent territories.

To transmit, re-transmit, transcribe on records or otherwise, broadcast, rebroadcast or distribute by cable or by any means whetsoever, images, impulses, sounds, instrumental or vocal music, speaking or any other reproduction, imitation or similation of the same, or any representation, image or sound, signal or electronic impulse or otherwise transmitted by television apparatus, or otherwise.

To enter into contracts, buy, lease, purchase, sell, mortgage, pledge or assign, or otherwise deal in real estate, personal property, and particularly equipment and apparatus pertaining to the reflection, relay or transmission by cable of television impulses, and likewise to sell, buy, mortgage, purchase, pledge or assign any real estate, franchise or any other thing whatsoever not prohibited by law in the furtherance of providing its members with the television reception and to do and to cause to be done anything which may be lawfully done, and which are not prohibited by law.

IV.

OFFICE

The location and registered office is at Greer, County of Clearwater, State of Idaho. (Mailing address: Orofino, Idaho.)

MEMBERSHIP

The interest of all members shall be equal, and no member shall have or acquire a greater interest therein than any other member. Such association shall not issue any capital stock, but shall issue membership certificates to each member thereof, which certificate cannot be assigned, sold or conveyed so that the transferee can by such transfer become a member of the association only by resolution of the Board of Directors, and under such regulations as the By-Laws may prescribe.

VI.

VOTING

Each holder of a membership certificate shall have but one vote and such holder may vote by written proxy.

VII.

INCORPORATORS

The names and addresses of the incorporators are:

Newton Curl, Route 3, Orofino, Idaho

Helen Curl, Route 3, Orofino, Idaho

Ralph Curl, Route 3, Orofino, Idaho

Everett Hollibaugh, Route 3, Orofino, Idaho

Mary Hollibaugh, Route 3, Orofino, Idaho.

each of whom holds one membership certificate.

VIII.

BUSINESS

This corporation shall not engage in any business, trade or avocation or profession for pecuniary gain or profit.

IX.

DIRECTORS

The business of this corporation shall be managed by

a Board of three directors elected at each annual meeting of members of this corporation, each of whom shall serve for a period of one year, or until his successor has been elected and qualified. The directors shall, at all times, be citizens of the United States of America, and the names, and post office addresses of the directors who shall manage the business of this corporation until the first regular meeting of the members are:

Ralph Curl

Route 3, Orofino, Idaho

Newton Curl

Route 3, Orofino, Idaho

Everett Hollibaugh

Route 3, Orofino, Idaho.

X.

By-Laws

The corporation shall adopt such By-Laws as may be necessary or expedient for the proper conduct of its business and the management of its affairs and such by-laws may be amended, altered, and new by-laws adopted at any regular meeting, or at any special meeting of the members thereof called for that purpose by an affirmative vote of two-thirds of the members present at such meeting, providing that a quorum, as specified in the said by-laws of the association, or the laws of the State of Idaho, are present.

IN WITNESS WHEREOF, we, the undersigned, being all of full age and citizens of the United States of America, do hereby set out hands and seals this day of the day of

Ralph Cours

Everely

On this Hay of Movember, in the year 1964, before me, a notary public in and for the State of Idaho, personally appeared Newton Curl, Helen Curl, Ralph Curl, Everett Hollibaugh and Mary Hollibaugh, known to me to be the persons whose names are subscribed to the foregoing 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.

Notary Public

In and for the State of Idaho. Residing at Orofino, Idaho.