



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

RATHDRUM CABLE TELEVISION, INC.

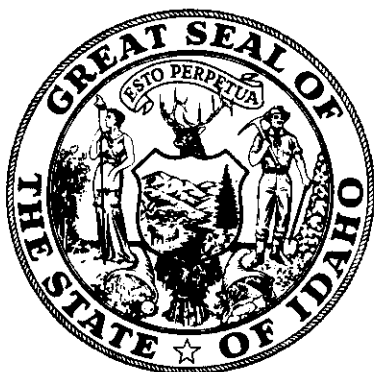
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

RATHDRUM CABLE TELEVISION, INC.,

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 **August 3**, 19 **81**.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
RATHDRUM CABLE TELEVISION, INC.

The undersigned incorporator, a Washington domestic corporation in good standing with the State of Washington, and registered as a foreign corporation in the State of Idaho, desires to form a body corporate under the laws of the State of Idaho and does sign, verify, and deliver to the Secretary of State of the State of Idaho these Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: RATHDRUM CABLE TELEVISION, INC.

ARTICLE 2

Period of Duration

This corporation shall exist in perpetuity from the date of filing these Articles of Incorporation with the Secretary of State of the State of Washington unless dissolved according to law.

ARTICLE 3

Objects and Purposes

The objects and purposes for which the corporation is organized and the nature of the business to be carried on by it are as follows:

1. To own, operate and deal in community antenna systems, cable television systems, and all devices, master antenna, cable and distribution systems whereby radio signals, television signals and other intelligence are transmitted, communicated or relayed from one point to another by such other means as may be practicable in accordance with the nature of the art.

2. To own, lease, acquire, encumber, operate and deal generally in the business of operating electrical and mechanical devices and equipment for the recording of audio and video images at a simultaneous or later time.

3. To engage in the business of creating, recording, reproducing and otherwise dealing in advertisements, programs and program material for use on television and radio stations and networks, and to act for television stations, advertising agencies, networks and advertisers and in its own behalf in such enterprise.

4. To own, lease, operate, acquire and deal generally in electrical and mechanical equipment or mechanisms or devices used for the conveying or disseminating of broadcasting of radio or television signals, and to own and operate microwave and transmitting equipment and devices, and cable and wire facilities for the transmitting of television and radio signals.

5. To engage in the business of buying, booking and dealing generally in motion picture films of all kinds and all classes of program material and entertainment for television stations, television networks, motion picture theatres and all other systems and enterprises relating to or using such program material and motion picture films in connection with the transmission of sound or images by electricity or electrical devices.

6. To acquire, hold and operate under licenses, privileges and franchises from the government of any state municipality or nation or any agency or instrumentality thereof.

7. To take, hold and acquire by purchase, lease, exchange, merger or otherwise, and to sell, lease, mortgage, pledge, exchange or otherwise deal in real and personal property of every kind, nature and description and any and all interests therein, wherever situated.

8. To construct buildings or other improvements upon its land or upon the land of others, and to furnish, manage and operate same.

9. 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.

10. To borrow money for corporate purposes and to make, accept, endorse, guarantee, execute and issue bonds, notes, indentures, bills of exchange and other obligations and to mortgage, pledge and hypothecate any stock, bonds, or other evidence of indebtedness on any property or assets held by it, and to lend money, with or without security.

11. To act as agent, nominee, contractor, trustee or otherwise, either alone or in company with others, as fully and to the same extent as natural persons might or could do.

12. To impose restrictions upon the transfer of its own shares in the manner permitted and upon compliance with limitations imposed by law, and upon such terms as its Board of Directors may direct.

13. To carry on any business activity in connection with the foregoing and to have and exercise all of the powers and rights conferred by the laws of the State of Idaho upon corporations formed under such laws.

The foregoing clause shall be construed as objects, purposes and powers, and the matters expressed in each clause shall not be limited by reference or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the general powers and rights of the corporation as provided by law, nor shall the expression of one object, purpose or power be determined to exclude another, although it be of like nature but not expressed.

ARTICLE 4

Capital

The aggregate number of share of capital stock which the corporation shall have authority to issue is Fifty Thousand (50,000) shares, with a par value of One Dollar (\$1.00), which shares shall be designated "Common Stock."

1. Dividends Dividends in cash, property or shares of the corporation may be paid upon the Common Stock, as and when declared by the Board of Directors, out of funds of the corporation to the extent and in the manner permitted by law.

2. Distribution in Liquidation Upon any liquidation, dissolution or winding up of the corporation, and after paying or adequately providing for the payments of all of its obligations, the remainder of the assets of the corporation shall be distributed, either in cash or in kind, pro rata to the holders of the Common Stock. The Board of Directors may, from time to time, distribute to the shareholders in partial liquidation, out of stated capital or capital surplus

of the corporation, a portion of its assets, in cash or in property, in the manner permitted and upon compliance with limitations imposed by law.

3. Voting Rights: Cumulative Voting Each outstanding share of Common Stock shall be entitled to one vote and each outstanding fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to vote of shareholders, except that at each election for directors every shareholder entitled to vote at such election shall have the right to a number of votes equal to the number of such shareholder's Common Stock multiplied by the number of directors to be elected, and each such shareholder may cast all of such votes for a single candidate, or may distribute them among any number of candidates.

4. Preemptive Rights The holders of Common Stock of the corporation shall have the preemptive and preferential right, in proportion to their respective holdings of Common Stock to purchase or subscribe for any shares of the corporation, whether now or hereafter authorized, and any bonds, debentures, notes, or other securities convertible into or carrying options, warrants, or privileges to purchase any shares of the corporation (including any such shares, bonds, debentures, notes, or other securities held in the treasury of the corporation). This preemptive right shall extend, without limitation, to shares issued on exercise of stock rights and options to all or any of the directors, officers, and employees of the corporation, or any subsidiary thereof, and to shares issued pursuant to stock bonus plans and other incentive plans for their benefit.

ARTICLE 5

Right of Directors and Officers to Contract with Corporation

It being the express purpose and intent of this Article to permit the corporation to buy from, sell to or otherwise deal with other corporations, firms, associations or entities of which any or all of the directors and officers of the corporation may be directors, officers or members or in which any or all of them may have pecuniary interests, no contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because such directors are present at the meeting of the Board of Directors or a committee of the board which authorizes, approves or ratifies such contract or transaction or solely because their votes are counted for such purpose if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee and noted in the minutes and the Board of Directors authorizes, approves or ratifies the contract or transaction in good faith by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they approve or ratify such contract or transaction in good faith by a majority vote or written consent of stockholders holding a majority of the shares entitled to vote; the votes of the common or interested directors shall be counted in any such vote of the stockholders; or

3. The contract or transaction is fair as to the corporation at the time it is authorized or approved.

Furthermore, common or interested directors may be counted in determining the presense of a quorum at a meeting or the Board of Directors or a committee of the board which authorizes, approves or ratifies such contract or transaction and if votes of the common or interested directors are not counted at such meeting, then a majority of the disinterested directors may authorize, approve or ratify such contract or transaction.

ARTICLE 6

Resistered Office and Registered Agent

The address of the initial registered office of the corporation is 307 Elder Bldg., Coeur d'Alene, ID. 83814 and the name of the registered agent at such address is Michael J. VRABLE. Either the registered office or the registered agent may be changed in the manner permitted by law.

ARTICLE 7

Initial Board of Directors

The initial Board of Directors of the corporation shall consist of four directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Theodore M. Krauss	Route 1, Box 327 Spokane, Washington 99204
Kenneth V. Mettler	E. 12523 26th Spokane, WA 99216
Donald P. Cary	Route 1, Box 327 Spokane, Washington 99204
Dell R. Mathis	612 E. Main Bozeman, Montana 59715

ARTICLE 8

Incorporator

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Broadcast Services, Inc.	Route 1, Box 327 Spokane, Washington 99204

IN WITNESS WHEREOF, the above-named incorporator has signed these Articles of Incorporation this 29th day of July, 1981.

BROADCAST SERVICES, INC.

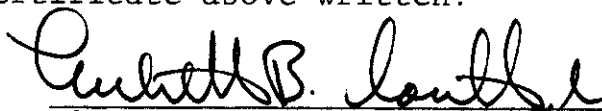
Theodore M. Krauss
Theodore M. Krauss
President

Donald P. Cary
Donald P. Cary
Secretary

STATE OF WASHINGTON)
)ss.
County of Spokane)

On this 24th day of July, 1981, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn personally appeared THEODORE M. KRAUSS and DONALD P. CARY to be known to be the President and Secretary respectively, of BROADCAST SERVICES, INC., the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated they they were authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

WITNESS my hand and official seal hereto affixed the day and year in this certificate above written.



NOTARY PUBLIC in and for the State
of Washington, residing at Spokane