



CERTIFICATE OF INCORPORATION
OF

North Star Satellite T. V., 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 _____

North Star Satellite T. V., 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: May 17, 1982.



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

NORTH STAR SATELLITE T. V, INC.

We the undersigned being natural persons of full age, both of whom are United States citizens, have this day voluntarily associated ourselves for the purpose of forming a private corporation under the law of the State of Idaho, and to that end hereby adopt articles of incorporation as follows;

ARTICLE ONE

The name of the corporation is North Star Satellite T. V, Inc.

ARTICLE TWO

The purpose of the corporation is to engage in any lawful business.

ARTICLE THREE

The duration of the corporation is perpetual.

ARTICLE FOUR

The location and post office address of the registered office of the corporation in the State of Idaho is 3330 - 7th Street, Lewiston, Idaho County of Nez Perce. Zip Code 83501. Doyle E. Willyard is the registered agent at this address.

ARTICLE FIVE

The total authorized number of par value shares is one thousand. The par value of each of the shares is one cent (. 01 \$) There are no authorized shares without par value. The stock of the corporation consists of one class of common stock. Each share of stock has one vote. The shares of common stock are subject to the following restrictions.

(1) Before any sale of stock of the corporation to one other than the corporation, the stock shall first be offered to the corporation, at a price agreed upon by the selling shareholder and the corporation. If the two parties are unable to agree upon a price they will choose a mutually acceptable arbitrator. The arbitrator will determine the amounts to be paid for the stock. The decision of the arbitrator will be binding upon both parties. If the corporation declines to purchase the stock within six (6) months from the time the offer of sale is made or the price is set by the

parties or the arbitrator, whichever occurs later, the shareholders shall be free to dispose of his stock however he wishes or to whomsoever he wishes.

(2) No transfer of any shares of stock of this corporation (hereinafter called shares) shall be made to any person who is not a holder of shares in this corporation prior to ten (10) years after the date of the incorporation of this corporation.

ARTICLE SIX

Any new issuance of stock must be approved by a unanimous vote of the shareholders.

ARTICLE SEVEN

Any purchase of stock must be approved by a unanimous vote of the shareholders.

ARTICLE EIGHT

The initial board of directors will consist of two members who will serve until the first annual meeting of the shareholders.

These members are:

NAME	ADDRESS
DOYLE E. WILLYARD	928 - 16th Street Clarkston, Wash. 99403
SHELTON E. HOCHSTEDLER	928 - 16th Street Clarkston, Wash. 99403

The board of directors and the shareholders shall each meet annually. Written notice of the annual meetings shall be delivered by registered mail at least thirty (30) days prior to any meeting. Notice of any special meeting shall be delivered by registered mail at least ten days prior to the meeting.

ARTICLE NINE

The board of directors shall consist of two members. Each member will be elected annually at the annual shareholders meeting. Each board member will serve a one year term of office. No director may be removed unless at least eight-five percent of the shareholders vote in favor of his removal.

ARTICLE TEN

The following actions will require unanimous approval of the shareholders of the corporation:

1. Any merger of consolidation of the corporation.
2. Dissolution or voluntary bankruptcy of the corporation.
3. Any amendment of the Articles of Incorporation.
4. The hiring or dismissal of a president of the corporation.

ARTICLE ELEVEN

The names, post office addresses of the Incorporators are

<u>NAME</u>	<u>ADDRESS</u>
DOYLE E. WILLYARD	928-16th Street Clarkston, Wash. 99403
SHELTON E. HOCHSTEDLER	928-16th Street Clarkston, Wash. 99403

We, the above-named incorporators, hereby sign our names to these Articles of Incorporation.

Doyle E. Willyard

DOYLE E. WILLYARD

Sheldon E. Hochstedler

SHELDON E. HOCHSTEDLER

5-14-82
Date Signed

5-14-82
Date Signed