



CERTIFICATE OF AUTHORITY
OF

WESTERN STATES TELECON

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **WESTERN STATES TELECON**

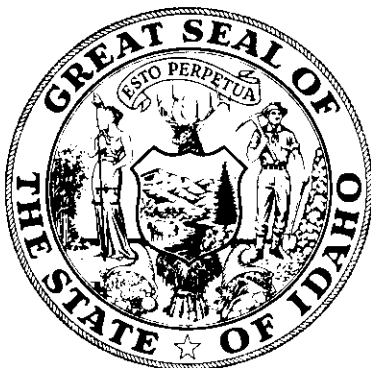
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **WESTERN STATES TELECON**

to transact business in this State under the name **WESTERN STATES TELECON**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **July 11, 1983**



SECRETARY OF STATE

Corporation Clerk

70.00 filing fee

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits:

1. The name of the corporation is Western States Telecom
2. *The name which it shall use in Idaho is the same if available.
3. It is incorporated under the laws of Utah
4. The date of its incorporation is January 1, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 50 West 100 North Kamas, Utah 84036
6. The street address of its proposed registered office in Idaho is 150 East 3rd South
Bern, ID, and the name of its proposed registered agent in Idaho at that address is Darcy Kunz
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Communication, Directory and Investments
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Carl J. Clark</u>	<u>President</u>	<u>12701 S. W. Iron Mtn. Blvd. Portland, OR 97219</u>
<u>D. Vernile Prince</u>	<u>Gen. Mgr/Vice Pres.</u>	<u>265 East 300 So. Kamas, Utah 84036</u>
<u>Connie L. Clark</u>	<u>Secretary</u>	<u>12701 S. W. Iron Mtn. Blvd. Portland OR 97219</u>
<u>William J. Harris</u>	<u>Treasurer</u>	<u>Oakley, Utah 84055</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>500,000</u>	<u></u>	<u>\$1.00</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
302,000		\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 9, 19 83.

By D. Vernile Prince

Its Vice President

and William J. Harris

Its Assistant Secretary

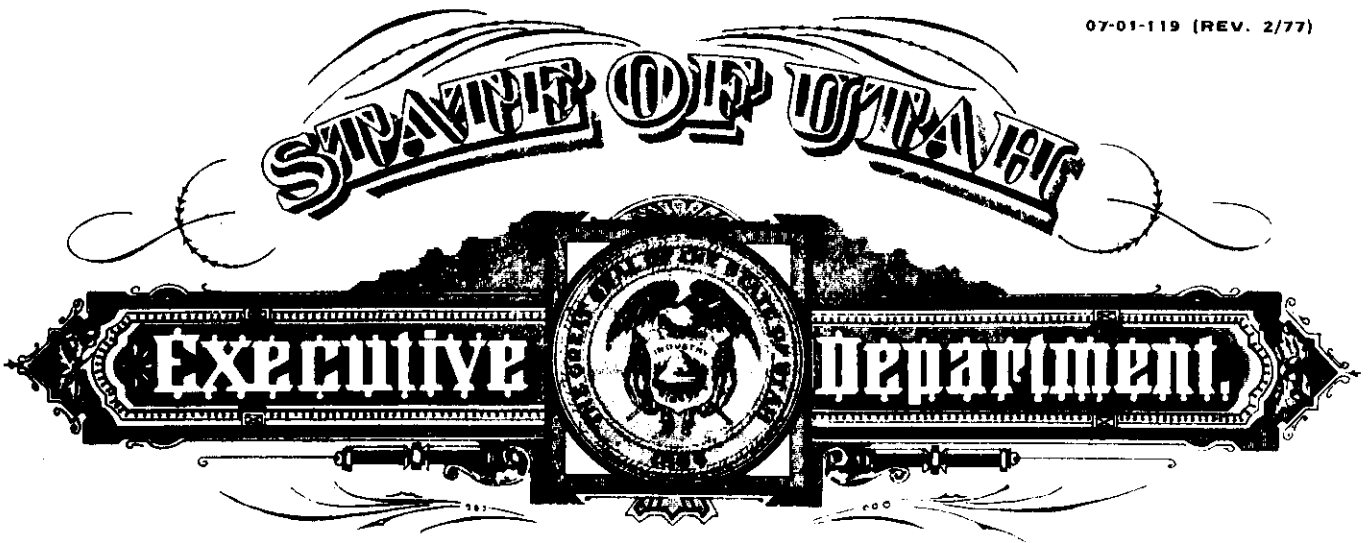
STATE OF Utah)
COUNTY OF Summit) ss:

I, Lynne Pappas, a notary public, do hereby certify that on this 9th day of June, 19 83, personally appeared before me D. Vernile Prince, who being by me first duly sworn, declared that he is the Vice President of Western States Telecom.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Lynne Pappas
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



Office of Lieutenant Governor

I, DAVID S. MONSON, LIEUTENANT GOVERNOR OF THE
 STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full,
 true and correct copy of the Articles of Incorporation of WESTERN STATES
 TELECOM a Utah corporation filed with this office on February 27, 1976. Also
 attached are all subsequent amendments thereto.

JUN 13 3 42 PM '83
 SECRETARY OF STATE

AS APPEARS OF RECORD IN MY OFFICE.

File #068093

IN WITNESS WHEREOF, I have hereunto
 set my hand and affixed the Great Seal
 of the State of Utah at Salt Lake City, this
 2nd day of
 June A.D. 19 83

David S. Monson

LIEUTENANT GOVERNOR

OF

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 04/25/01 BY 60322

(c) To purchase, lease, take or otherwise acquire and own, use, hold, sell, exchange, lease, mortgage, and otherwise handle and dispose of personal property and any interest or right therein and to contract for and engage the services of other parties for the purpose of carrying on the same.

(d) To purchase, lease, take or otherwise acquire and own, use, hold, sell, exchange, lease, mortgage, work, improve, develop, subdivide, cultivate and otherwise handle and dispose of real estate, real property and any interest or right therein and to contract for and engage the services of other parties for the purpose of carrying on the same.

(e) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, invest, trade, deal in and deal with real and personal property of every class and description.

This corporation shall have all general corporate powers granted to corporations under and by the Utah Business Corporation Act, and amendments thereto, and other laws of the State of Utah, and all other powers necessary or convenient to effect or accomplish any or all of the purposes for which the corporation was organized.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Fifty Thousand (50,000) shares of Common Stock of the same class, the par value of each share being One and No/100 Dollars (\$1.00); the total authorized capital of the corporation shall be Fifty Thousand Dollars (\$50,000.00).

ARTICLE V

The corporation shall not commence business until at least One Thousand Dollars (\$1,000.00) has been received by it for consideration of the issuance of shares.

ARTICLE VI

The shareholders of the corporation shall not have preemptive rights to acquire unissued additional or treasury shares of the corporation, or obligations of the corporation convertible into such shares.

ARTICLE VII

Each outstanding share of common stock shall be entitled to one (1) vote on each matter submitted to vote at a meeting of shareholders. At each election for directors every shareholder entitled to vote at such election shall have the right to vote the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote; such shareholder may not accumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his common shares shall equal, nor by otherwise distributing his votes on the same principle.

ARTICLE VIII

No shareholder shall transfer, alienate, or in any way dispose of any share of the common stock of the corporation, unless such share shall first have been offered for sale to the corporation, and the corporation reserves and shall have the exclusive right and option to purchase such share at a price equal to the book value thereof within thirty (30) days after such offer. If the corporation does not exercise such right and option within the designated time, the stock so offered shall be free of any restrictions in the transfer, alienation or disposition thereof.

Nothing herein provided shall be construed to preclude the unrestricted transfer or assignment, or intestate or testate distribution of shares upon the death of a stockholder, and the resulting ownership thereof by a survivor, heir, legatee or beneficiary.

ARTICLE IX

The address of the initial registered office of the corporation is: 1723 Princeton Avenue, Salt Lake City, Utah, 84108, and the name of its initial registered agent at such address is Carl J. Clark.

ARTICLE X

The number of directors constituting the initial board of directors of the corporation is Three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Carl J. Clark	1723 Princeton Avenue Salt Lake City, Utah 84108
Connie L. Clark	1723 Princeton Avenue Salt Lake City, Utah 84108
Ruth Clark	1684 Roosevelt Avenue Salt Lake City, Utah 84105

ARTICLE XI

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Carl J. Clark	1723 Princeton Avenue Salt Lake City, Utah 84108
Connie L. Clark	1723 Princeton Avenue Salt Lake City, Utah 84108
Ruth Clark	1684 Roosevelt Avenue Salt Lake City, Utah 84105

DATED this 26th day of February, 1976.

Carl J. Clark

Connie L. Clark

Ruth Clark

STATE OF UTAH)
 : ss.
County of Salt Lake)

I, Christie J. Wood, a Notary Public, hereby
certify that on the 26th day of February, 1976,
personally appeared before me CARL J. CLARK, CONNIE L. CLARK, and
RUTH CLARK who being by me first duly sworn severally declared
that they are the persons who signed the foregoing document as
incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 26th day of February, 1976.

Christie J. Wood
NOTARY PUBLIC in and for said
County and State

My Commission Expires:
January 12, 1980

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MAY 10 1980
CLERK OF STATE
68093

in the office of the Lt. Gov/Sec. of **ARTICLES OF AMENDMENT**
of the State of Utah, on the 6th day of May, A.D. 1980 to the
of DAVID S. MONROE
Lt. Gov/Sec. of State **ARTICLES OF INCORPORATION**
Filing Clerk m c Fees \$25.00 of

UTAH-WYOMING SERVICE CORPORATION

Pursuant to the provisions of Section 16-10-57, of the Utah Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Utah-Wyoming Service Corporation.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on the 28th day of March, 1980, in the manner prescribed by the Utah Business Corporation Act, Article I and Article III of the Articles of Incorporation being amended to read as follows:

ARTICLE I

The name of the corporation is Western States Telecom.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

- (a) To acquire, own, sell, let or hire, and deal in telephones and all kinds of apparatus, equipment, instrumentalities, interconnections, devices, mechanisms,

facilities, conveniences, works, machinery and other things capable of being used in connection with telephones and telephonic communication, and to provide all service relating thereto.

(b) To engage in, carry on, and conduct a general rental business, including but not limited to the renting, lending, and leasing of equipment, machinery, vehicles, goods, wares, merchandise and all other personal property, of every kind, nature, and description, and to provide rental services in connection therewith.

(c) To engage in the business of providing any and all services as may be permitted by law.

(d) To purchase, lease, take or otherwise acquire and own, use, hold, sell, exchange, lease, mortgage, and otherwise handle and dispose of personal property and any interest or right therein and to contract for and engage the services of other parties for the purpose of carrying on the same.

(e) To purchase, lease, take or otherwise acquire and own, use, hold, sell, exchange, lease, mortgage, work, improve, develop, subdivide, cultivate and otherwise handle and dispose of real estate, real property and any interest or right therein and to contract for and engage the services of other parties for the purpose of carrying on the same.

(f) To manufacture, purchase or other-wise dispose of, invest, trade, deal in and deal with real and personal property of every class and description.

This corporation shall have all general corporate powers granted to corporations under and by the Utah Business

Corporation Act, and amendments thereto, and other laws of the State of Utah, and all other powers necessary or convenient to effect or accomplish any or all of the purposes for which the corporation was organized.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 2000; and the number of shares entitled to vote thereon was 2000

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
None (Inapplicable)	

FIFTH: The number of shares voted for such amendment was 2000; and the number of shares voted against such amendment was 0.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None (Inapplicable)		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

No change.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

No change.

Dated this 28th day of March, 1980.

Utah-Wyoming Service Corporation

BY

Carl J. Clark
Its President

and

Corrie L. Clark
Its Secretary

VERIFICATION

STATE OF UTAH)
: ss
COUNTY OF SALT LAKE)

I, MARYLYNN H. PACE a notary public, do hereby certify that on this 30th day of April, 1980, personally appeared before me Carl J. Clark who, being by me first duly sworn, declared that he is the President of Utah-Wyoming Service Corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

MY COMMISSION EXPIRES:

April 15, 1981

Marylynn H. Pace
Notary Public
Residing at Salt Lake City, Utah