

# State of Idaho

## Department of State.

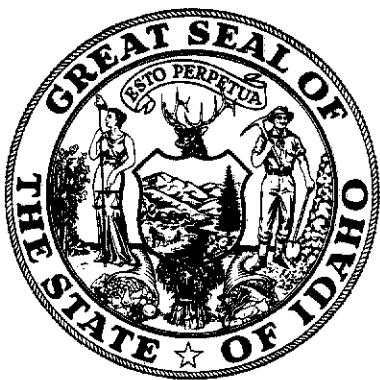
### CERTIFICATE OF INCORPORATION OF

TCI OF IDAHO, 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 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: **February 21, 1986**



*Pete T. Cenarrusa*

**SECRETARY OF STATE**

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
TCI OF IDAHO, INC.

The undersigned incorporator, a natural person of the age of 18 years or more, 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:  
TCI of Idaho, Inc.

ARTICLE II  
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 Idaho, unless dissolved according to law.

ARTICLE III  
Objects and Purposes

The purpose of this corporation shall be the transaction of all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV  
Capital

This corporation is authorized to issue only one class of shares. The aggregate number of shares of capital stock which the corporation shall have authority to issue is one thousand (1,000) shares, with a par value of \$1.00 each, 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 payment of all 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

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compliance with limitations imposed by law.

3. Voting Rights; Grant of 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 a vote of shareholders. Cumulative voting shall be allowed in the election of directors of the corporation, and 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.

4. Denial of Preemptive Rights. No holder of any shares of the corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any shares or securities of the corporation, including shares or securities held in the treasury of the corporation.

#### ARTICLE V

#### 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 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 of such relationship or interest or 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 or committee 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 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 presence of a quorum at a meeting of the board of directors or a committee of the board which authorizes, approves or ratifies such contract or transaction and if the 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 VI  
Registered Office and Registered Agent

The address of the initial registered office of the corporation is 300 North 6th Street, Boise, Idaho 83701 and the name of the registered agent at such address is CT Corporation System. Either the registered office or the registered agent may be changed in the manner permitted by law.

ARTICLE VII  
Initial Board of Directors

The initial board of directors of the corporation shall consist of three 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 follow:

<u>Name</u>	<u>Address</u>
Bob Magness	5455 S. Valentia Way Englewood, CO 80111
John C. Malone	5455 S. Valentia Way Englewood, CO 80111
D.F. Fisher	5455 S. Valentia Way Englewood, CO 80111

ARTICLE VIII  
Incorporator

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Diana Brasel	5455 S. Valentia Way Englewood, CO 80111

IN WITNESS WHEREOF, the above named incorporator has signed these Articles of Incorporation this 21st day of January 1986.

Diana Brasel

STATE OF COLORADO )  
                          ) ss  
COUNTY OF ARAPAHOE)

I, the undersigned, a Notary Public, hereby certify that on the 30th day of February, 1986, personally appeared before me, DIANA BRASEL, who being first duly sworn, declared that she is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

WITNESS my hand and official seal.

My Commission Expires Nov. 1, 1989

My commission expires: 2017 Woodpecker Lane  
Residing at: Elizabeth, Colorado 80107.

Norma M. Hinchy  
Notary Public

(SEAL)

