

# State of Idaho

## Department of State.

### CERTIFICATE OF AUTHORITY OF

**WESPERCOM GROUP, LTD.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **WESPERCOM GROUP, LTD.**

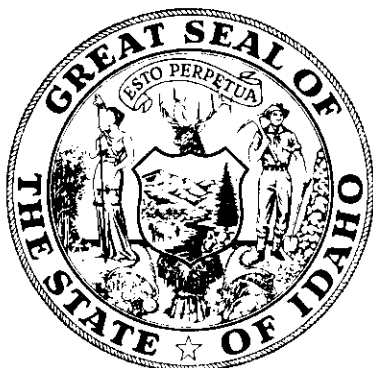
\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **WESPERCOM GROUP, LTD.**

to transact business in this State under the name **WESPERSON GROUP, LTD.**

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

Dated **November 7, 1983**



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## 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 the following statement:

1. The name of the corporation is Wespercom Group, Ltd.
2. The name which it shall use in Idaho is Wespercom Group, Ltd.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of the State of Washington
4. The date of its incorporation is September 6, 1983 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 South 5612 Mohawk Drive, Spokane, Washington 99206
6. The address to which correspondence should be addressed, if different from that in item 5. Same.
7. The street address of its proposed registered office in Idaho is E. 4615 Highland Drive, Post Falls, Idaho 83851, and the name of its proposed registered agent in Idaho at that address is Chuck McDonald
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: wholesale and retail sales, distribution, repair and service as well as manufacturing and related activities of television satellite dish antennas, support structures and related equipment.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Rodney Hoover	President	5612 S. Mohawk Dr., Spokane, WA. 99206
Al James	Vice-President	8740 S.E. 48th, Mercer Island, WA.
Oscar Sandberg	Vice-President	7428 S.E. 71st, Mercer Island, WA.
Harold Blackwell	Vice-President	10532 Talatine Ave. No., Seattle, WA.
Trevor Clarke	Vice-President	P.O. Box 575, Pendicton, B.C., Canada
Cliff Flurey	Chairman of Board	63425 Lynn Way, Bend, Oregon
Chuck McDonald	Vice-President	E. 4615 Highland Drive, Post Falls, Id.
Mark Kirchner	Vice-President	7426 SE 71st, Mercer Island, WA.
John Logan	Vice-President	4348 Hunts Point Road, Bellevue, WA.

(additional names and addresses attached)

(continued on reverse)

10. 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
5,000,000	single	\$ .01

11. 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
4,900,000	single	\$ .01

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

13. 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: October 25, 1983

By [Signature]  
Its President/ ~~Vice President~~ (please specify)

and [Signature]  
Its Secretary/ ~~Assistant Secretary~~ (please specify)

STATE OF Washington )  
 )ss  
COUNTY OF Spokane )

I, Paul G. Cornelius, a notary public, do hereby certify that on this 25 day of October, 19 83, personally appeared before me Rodney E. Hoover, who being by me first duly sworn, declared that he is the President of Wespercom Group, Ltd.

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

[Signature]  
Notary Public

Clyde Turner	Vice-President	321 Calledeltone, Las Vegas, Nv. 89102
Mike James	Vice-President	8740 SE 48th, Mercer Island, WA. 98040
Herbert Gould	Vice-President	P.O. Drawer 3805, Bellevue, WA. 98009
James Sandberg	Vice-President	
Orin Beebe	Vice-President	180 Ayres' Crescent, Pendicton, British Columbia, Canada
Lloyd A. Herman	Secretary	North 122 University, Spokane, WA. 99206
Dan Ellis	Treasurer	20450 Nells-Anderson Rd., Bend, OR. 97701



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## STATE of WASHINGTON SECRETARY of STATE

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I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

### *CERTIFICATE OF INCORPORATION*

to

**WESPERCOM GROUP, LTD.**

a Washington **profit** corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

Corporation Number: **2-335359-2**

Date: **September 6, 1933**

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

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Ralph Munro, Secretary of State

FILED

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ARTICLES OF INCORPORATION  
OF  
WESPERCOM GROUP, LTD.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, NORTH-WEST SATELINC, through its authorized agent HAROLD BLACKWELL; WESPERCOM ELECTRONICS, INC., through its authorized agent CLIFF FLUREY; MICRO LINC, through its authorized agents <sup>ORIN BEEBE and</sup> TREVOR CLARKE; ANTENNAWORKS, through its authorized agent ROD OCHES; MAC LINE, through its authorized agent CHUCK McDONALD; and RODNEY HOOVER, OSCAR SANDBERG, and AL JAMES, who are all of legal age, and legally authorized to bind themselves or the companies they represent, present these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Washington and in pursuance thereof, do hereby sign and acknowledge as incorporators the following Articles of Incorporation in duplicate originals and state as follows:

ARTICLE I.

The name of the corporation shall be WESPERCOM GROUP, LTD.

ARTICLE II.

The general nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted and carried on by it, are as follows:

- (1) To conduct any business not prohibited by law.
- (2) The corporation shall have all powers enumerated in the Washington Business Corporation Act, RCW 23A, et seq., as now enacted or hereinafter amended.
- (3) The purpose of the corporation is to engage in the wholesale distribution, repair and service, wholesale and retail sales, manufacturing and other related activities of home and commercial satellite television dish antennas, support structures or mounts, and related electronic and non-electronic equipment.

#### ARTICLE VIII.

Shares of stock in the corporation are to be closely held by the incorporators and will not, therefore, be readily marketable. Should any shareholder desire to sell his or its shares, such sale or transfer of shares shall occur in accordance with the mutual buy/sell agreements which shall be ratified and endorsed by all incorporators, and the corporation itself upon it becoming a legally recognized entity. Said mutual buy/sell agreement shall allow the potential seller of stock to purchase the proposed purchaser's shares of stock upon the same terms and conditions as the proposed purchaser has offered to buy the shares of the potential seller.

#### ARTICLE IX.

The corporation and its incorporators shall take whatever steps may be necessary to insure the authorized shares of the corporation shall qualify as "Section 1244" of the United States Internal Revenue Code, permitting persons who purchase such stock to obtain an ordinary loss deduction in the event that they subsequently sell their stock at a loss or their stock becomes worthless.

#### ARTICLE X.

Each incorporator who is a natural person and the authorized agent of each Incorporator which is a corporation shall be a member of the Board of Directors and receive wages to be agreed upon among the incorporators for his services rendered to the corporation. Pursuant thereto, each incorporator shall sign and execute an employment agreement which shall set forth the wages of each such incorporator and that each such incorporator shall use his or her best efforts in furtherance of the affairs of the corporation to be formed and that each such incorporator may not be terminated without just cause. Just cause shall include but not be limited to failure to use best efforts to further the purposes and goals of the corporation, self dealing, violation of any By-Laws enacted by the corporation, or any collateral agreements, such as anti-competition clauses, entered into among the incorporators.

#### ARTICLE XI.

Each incorporator shall sign and execute an anti-competition agreement with reasonable restrictions on types of prohibited activities, geographic areas and time durations. Said anti-competition clause shall be in a form agreeable to the incorporators and shall be executed upon incorporation.

#### ARTICLE XII.

The management of this corporation shall be vested in a Board of Directors; the number of directors shall not be less than seven (7) nor more than (21) , and the number, qualifications, term of office, manner of election, time and place of meeting, and powers and duties of the directors shall be such as are prescribed by the By-Laws of the corporation.

#### ARTICLE XIII.

The authority to make By-Laws for the corporation is hereby expressly vested in the initial Board of Directors of this corporation subject to amendment, change or repeal thereof by vote of shareholders.

#### ARTICLE XIV.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the incorporators and/or stockholders herein are granted subject to this reservation.

#### ARTICLE XV.

In the election of the Directors of the corporation, the principle of cumulative voting shall apply. In any such election, each stockholder entitled to vote shall have votes equal to the number of shares with voting rights multiplied by the number of Directors to be elected. He may divide and distribute his votes, as so calculated, among any two or more candidates for the directorships to be filled, or he may cast all his votes for a single candidate. A shareholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of Directors, but his ballot shall be invalid if the total votes shown thereon are in excess of the total number of votes to which



he is entitled. At any such election the candidates receiving the highest number of votes, up to the number of Directors to be chosen, shall stand elected, and any absolute majority of votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

ARTICLE XVI.

The names and post office addresses of the directors who shall first manage the affairs of the corporation until the first annual meeting are as follows:

RODNEY HOOVER  
South 5612 Mohawk Drive  
Spokane, WA 99206

OSCAR SANDBERG  
7428 S.E. 71st  
Mercer Island, WA 98040

AL JAMES  
8740 S.E. 48th  
Mercer Island, WA 98040

HAROLD BLACKWELL, agent for  
NORTHWEST SATELINC  
10532 Palatine Avenue North  
Seattle, WA 98133

CLIFF FLUREY, agent for  
WESPERCOM ELECTRONICS, INC.  
63425 Lynn Way  
Bend, Oregon 97701

TREVOR CLARKE, agent for  
MICRO LINC  
P.O. Box 575  
Penticton, B.C. CANADA


ORIN BEEBE, agent for  
MICRO LINC  
180 Ayres Cresent  
Penticton, B.C. CANADA V2A6X9


CHUCK McDONALD, agent for  
MAC LINE  
E4615 Highland Drive  
Post Falls, Idaho 83851


The initial Board of Directors of this corporation are the incorporators of the corporation, and the names and post office

addresses of the incorporators are listed immediately above.

IN WITNESS WHEREOF, we have hereunto set our hands this  
1st day of September, 1983.

  
\_\_\_\_\_  
RODNEY HOOVER


  
\_\_\_\_\_  
OSCAR SANDBERG

  
\_\_\_\_\_  
AL JAMES


NORTHWEST SATELINC

By:   
\_\_\_\_\_  
Harold Blackwell

WESPERCOM ELECTRONICS, INC.

By:   
\_\_\_\_\_  
Cliff Flurey

MICRO LINC

By:   
\_\_\_\_\_  
Trevor Clarke & Orin Beebe

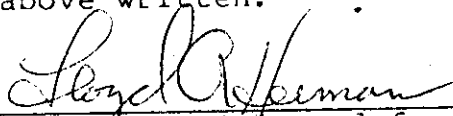
MAC LINE

By:   
\_\_\_\_\_  
Chuck McDonald

STATE OF WASHINGTON     )  
                                  ) ss.  
County of Spokane        )

This is to certify that on the 1st day of September, 1983, appeared personally before me RODNEY HOOVER, OSCAR SANDBERG and AL JAMES, to me known personally to be the persons described in and who executed the foregoing Articles of Incorporation, and they did acknowledge and declare to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

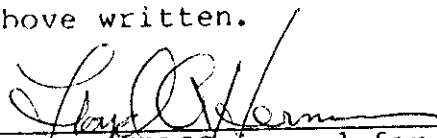
IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

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

STATE OF WASHINGTON     )  
                                  ) ss.  
County of Spokane        )

This is to certify that on the 1st day of September, 1983, appeared personally before me HAROLD BLACKWELL, to me known personally to be the authorized agent of NORTHWEST SATELINCO the corporation that executed the foregoing Articles of Incorporation, 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 that he is authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

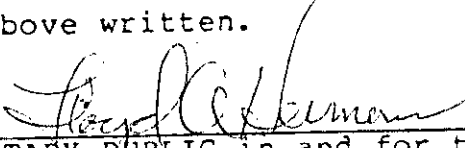
IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

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

STATE OF WASHINGTON )  
 ) ss.  
County of Spokane )

This is to certify that on the 1st day of September, 1983, appeared personally before me CLIFF FLUREY, to me known personally to be the authorized agent of WESPERCOM ELECTRONICS, INC., the corporation that executed the foregoing Articles of Incorporation, 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 that he is authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

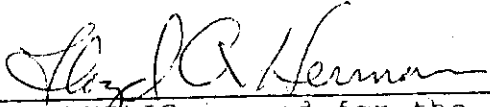
IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

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

STATE OF WASHINGTON )  
 ) ss.  
COUNTY OF SPOKANE )

This is to certify that on the 1st day of September, 1983, appeared personally before me TREVOR CLARKE, to me known personally to be the authorized agent of MICRO LINC, the corporation that executed the foregoing Articles of Incorporation, 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 that he is authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

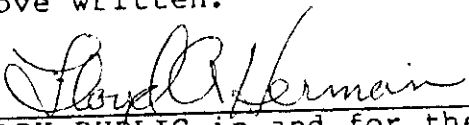
IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

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

STATE OF WASHINGTON     )  
                                  ) ss.  
County of Spokane        )

This is to certify that on the 1st day of September, 1983, appeared personally before me ORIN BEEBE, to me known personally to be the authorized agent of MICRO LINC, the corporation that executed the foregoing Articles of Incorporation, 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 that he is authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

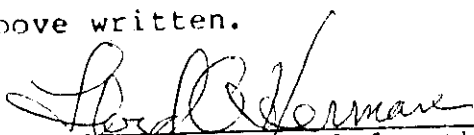
IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

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

STATE OF WASHINGTON     )  
                                  ) ss.  
County of Spokane        )

This is to certify that on the 1st day of September, 1983, appeared personally before me CHUCK McDONALD, to me known personally to be the authorized agent of MAC LINE, the corporation that executed the foregoing Articles of Incorporation, 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 that he is authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

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

ARTICLE III.

The corporation is to have perpetual existence.

ARTICLE IV.

The registered office of the corporation is to be located at S. 5612 Mohawk Drive \_\_\_\_\_, Spokane, Washington 99206, which is also the address of its registered agent at such address, RODNEY HOOVER.

ARTICLE V.

The authorized capital stock of the corporation shall be FIFTY THOUSAND DOLLARS (\$50,000.00) consisting of five million shares (5,000,000) of stock of a single class with a one cent (\$0.01) par value per share.

ARTICLE VI.

The corporation shall not commence business until at least FIVE HUNDRED DOLLARS (\$500.00) in cash or assets has been received for the issuance of shares.

ARTICLE VII.

The incorporators shall receive the below listed percentage of shares appearing opposite each name in consideration of either cash, or a transfer or pledge of good will and assets/and/or shares of stock of each said incorporator:

<u>Name</u>	<u>% of Shares Issued</u>
Rodney Hoover, Oscar Sandberg and Al James	58%
Micro Linc	15.75%
Mac Line	5.25%
Wespercom Electronics, Inc.	15.75%
Northwest Satelinc	3.25%

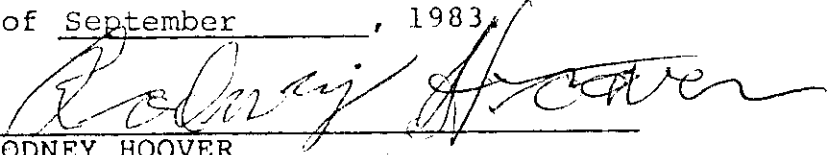
In addition, the corporation may assume defined liabilities of the incorporators and become liable thereon as a surity and not as a principal.

CONSENT TO SERVE AS REGISTERED AGENT

I, RODNEY HOOVER, hereby consent to serve as registered agent, in the State of Washington, for the following corporation, WESPERCOM GROUP, LTD.

I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

DATED this 1st day of September, 1983.

  
\_\_\_\_\_  
RODNEY HOOVER  
Registered Agent

S. 5612 Mohawk Drive  
Spokane, Washington 99206  
Registered Office Address