

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

GOODING TELECABLE, INC.

was filed in the office of the Secretary of State on the **Twenty-eighth** day
of **July,** A.D. One Thousand Nine Hundred **Sixty-four** and
duly recorded on Film No. **129** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Gooding in the County of **Gooding.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **28th** day of **July,** **, 1964**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

GOODING TELECABLE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens of the United States of America, over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file this certificate for this purpose as follows, to-wit:

ARTICLE I

The name of this corporation is and shall be:

GOODING TELECABLE, INC.

ARTICLE II

In order to effectuate the objects and purposes herein declared to be the purposes for which this corporation is organized, it is formed and is authorized to perform as principal, agent, or otherwise, in any and every part of the world, any and everything herein set forth to the same extent as natural persons might and could perform. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Idaho, it is hereby expressly provided that this corporation shall have the following powers:

- 1- To engage in the business of transmitting to television receiving sets by wire or other means, electrical impulses, television impulses, currents, and impressions enabling the reproduction of programs on such television sets, and in connection therewith to obtain, use, and exploit franchises, licenses, and other rights reasonably required in the operation of the business.
- 2- To construct, erect, hire, and use poles, wires, conduits, and appurtenances reasonably required in the operation of the business.

3- To borrow money for corporate purposes and to issue therefor evidence of indebtedness, including but not limited to bonds, notes and debentures;

4- To enter into, carry out and perform contracts of every kind and nature; to enter into and perform agency contracts, to give, take, accept, buy, sell, endorse, guarantee, negotiate and assign conditional sales contracts, notes, commercial paper, and any and all other evidences of indebtedness;

5- To acquire and give rights of way, easements and licenses over, through and under buildings, roads, streets and lands in order to carry out the business purposes of the corporation;

6- To acquire by purchase, by subscription or otherwise, become interested in, deal in, invest in, buy, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of all forms of securities, including stocks, bonds, debentures, notes, evidences of indebtedness, certificates of indebtedness, bills of exchange, acceptances, commercial paper, mortgages, and other similar instruments and rights, issued or created by corporation, public, quasi-public, or private, domestic or foreign, associations, firms, trustees, syndicates, individuals, partnerships, governments, provinces, colonies, states, districts, territories, municipalities, or other political divisions, domestic or foreign, of the United States of America, or any foreign government or otherwise issued or created by others, and to deal with and in the same and to issue in exchange therefor, or in payment thereof, its own stocks, bonds or other obligations or securities, or otherwise pay therefor; to exercise in respect thereof any and all rights, powers and privileges of individual ownership or interest therein, including the right to vote thereon for any and all purposes, and to consent or otherwise act with respect thereto;

7- To enter into and make and perform and carry out contracts of any kind and description made for any lawful purpose without limit as to amount with any person, firm, association or corporation, whether public or private, with any territory or government or agency thereof;

8- To acquire, hold, own and dispose of grants, consignments, franchises, or interests therein; to cause to be formed, merged or reorganized, and to promote and aid in any way permitted by law, the formation, merger or reorganization with any other corporation or corporations to the full extent and in the manner permitted by law; to enter into contracts of underwriting of the securities of any other corporation, domestic or foreign, and to buy, sell and deal in the same, or any interest therein, and to act as manager of such underwriting agreements; to investigate and report with respect to, and undertake, carry on, assist and participate in the liquidation and reorganization or consolidation of business concerns, manufacturing concerns, power companies and other firms, associations and corporations, domestic and foreign, and for all purposes, and to the extent permitted by law; to take over the properties, manage the affairs and conduct the business of such concerns, firms, associations and corporations, domestic or foreign, and in the course of such business to acquire and dispose of, deal in, realize upon, or otherwise turn to account all and any negotiable or transferable instruments or securities;

9- To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, association, or corporation, and to conduct in any lawful manner the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

10- To develop, improve, operate, buy or sell, acquire, own, operate, mortgage, sell, assign, transfer or otherwise dispose of, trade and deal in and with lands, residences, buildings, power plants, power lines, ditches, water rights, hospitals, airports, airways, airlines, restaurants, and any and all facilities in connection therewith;

11- To acquire, by purchase or otherwise, own, hold, control, dispose of by sale or otherwise, realize upon or otherwise turn to account, manage,

liquidate, or reorganize the properties, assets, business undertakings, enterprises or ventures, or any part thereof, of corporations, domestic or foreign, associations, firms, individuals, syndicates and others, to further and promote the general business interests of any thereof;

12- To borrow money and have monies borrowed for or in payment for property acquired or for any other objects or purposes of this corporation, or otherwise, in connection with the transactions of any part of its business; to issue bonds, debentures, notes and other obligations, secured or unsecured, and to mortgage, pledge or hypothecate any or all of its property or assets as security therefor; to loan its own funds with or without security;

13- To apply for, obtain, register, purchase, lease or otherwise acquire, hold, own, use, operate, introduce, develop or control, sell, assign, or otherwise dispose of, take or grant franchises, licenses, leases, patents, and trade-marks or other rights with respect to, and in any and all ways to finance or turn to account, inventions, improvements, processes, copyrights, patents, trade-marks, trade-names and distinctive marks and similar rights of any and all kinds, and whether granted, registered or established by or under the laws of the United States or any other states, country or place;

14- To conduct its business in any and all of its premises, and maintain offices, both within the State of Idaho and in all parts of the world;

15- To acquire, by purchase, or otherwise, hold, take, own, develop, operate, possess, mortgage, pledge, improve, lease, transfer, sell, convey, assign, or otherwise dispose of and deal in real and personal property and rights and privileges therein, without limitation, in all parts of the world;

16- To do each and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes of the attainment of any and all of the objects herein enumerated or incident to the powers herein named and which at any time shall appear conducive thereto, or expedient for the protection or benefit

of this corporation; to do and perform every kind of business or corporate act permitted by law under Articles of Incorporation of this character, whether or not such business or act is included among the purposes herein specified;

17- To acquire, retain, deal in and retire its own corporate stock insofar as it is lawful for it so to do;

18- To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; and to engage in the manufacture, sale, purchase, importing, and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale and handling of goods, wares and merchandise of any kind and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another;

19- To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, whether along or in connection with any person, firm, association or corporations, and to enter into partnership with other corporations, firms, associations, persons, individuals or others, for the attainment of any of the foregoing objects or purposes, or for any lawful purpose, business or enterprise;

20- The foregoing clauses should be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any way the general powers of this corporation, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this ARTICLE II of these Articles of Incorporation shall in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, but that each of the purposes, objects and powers specified in this Article, and each of the Articles or paragraphs of these Articles of Incorporation, shall be regarded as and for independent purposes, objects and powers.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The principal business of this corporation is to be transacted in Gooding, Gooding County, Idaho, hereby designated as its principal place of business and the location and post office address of its registered office in the State of Idaho.

ARTICLE V

The number of Directors of this corporation shall be fixed and may be altered from time to time as may be provided in the By-Laws of the corporation; PROVIDED HOWEVER, that the number of Directors shall never be less than three (3) nor more than five (5). In the event of an increase in the number of Directors, the additional Directors may be elected by the then qualified and elected Directors, or by the shareholders at an annual or special meeting, as shall be provided in the By-Laws; Until the Board of Directors shall increase the number of Directors as provided in this ARTICLE V, the number of Directors of this corporation shall be three (3).

ARTICLE VI

That the total amount of the authorized capital stock of this corporation shall be FIFTY THOUSAND (\$50,000.00) DOLLARS, divided into 50,000 shares of common voting stock of the par value of ONE (\$1.00) DOLLAR per share.

ARTICLE VII

The amount of the capital stock actually subscribed is THREE (3) shares, by the persons, and in the amounts as follows, to-wit:

Phillip M. Becker	Box 456 Gooding, Idaho	One share at one dollar per share
Charles F. Degler	Rt. #1 Box 472 Mountain Home, Idaho	One share at one dollar per share
William V. Long	765 E. 16th North Mountain Home, Idaho	One share at one dollar per share

IN WITNESS WHEREOF, We have hereunto set our hands and seal this

27th day of July, 1964.

Phillip M. Becker (SEAL)

Charles F. Degler (SEAL)

William V. Long (SEAL)

STATE OF IDAHO)
COUNTY OF Gooding) SS.

On this 27th day of July, 1964, before me, the undersigned, a Notary Public in and for said County and State, personally appeared PHILLIP M. BECKER, CHARLES F. DEGLER and WILLIAM V. LONG, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

M. A. Ryan
Notary Public for the State of Idaho
Residing at Gooding, Idaho