



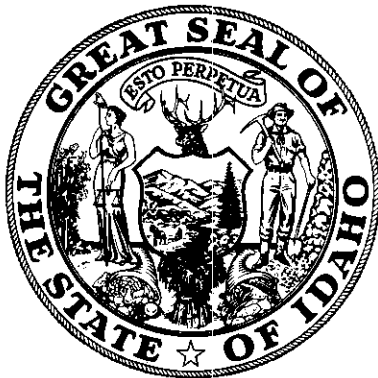
**CERTIFICATE OF INCORPORATION  
OF**

**WILLIAMS MARKETING CO., 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: **November 4, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

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

ARTICLES OF INCORPORATION

Nov 4 1 58 PM '85

SECRETARY OF STATE

OF

WILLIAMS MARKETING CO., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes herein after stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is Williams Marketing Co., Inc.

SECOND

The purposes and objects for which the corporation is formed are:

(a) To sell, promote and market long-distance telecommunications services to residential and commercial customers.

(b) The remaining purposes for which the corporation is organized are the transaction of any and/or all business for which corporations may be incorporated under the Idaho Business Corporations Act.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name and location of the registered agent and office of the corporation is:

Brian Williams  
3210 Crane Creek  
Boise, ID 83702

FIFTH

The amount of capital stock of this corporation shall be and is 1,000 shares of stock; no par value, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

### SIXTH

The names and post office addresses of the incorporators and the number of shares subscribed for by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Brian or Kathy Williams	3210 Crane Creek Boise, ID 83702	750
Demond or Leora Deppe	3630 W. Greenhurst Nampa, ID 83651	250

### SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

### EIGHTH

The number of directors of the corporation shall be specified in the By-Laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, and in accordance with Section 30-1-36 of the Idaho Code provided that the first Board of Directors shall be 4 in number. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. In case of any increase in the number of directors, the additional directors may be elected by a majority of the remaining directors though less than the quorum of the Board of Directors. The directors so elected shall hold office until the next annual meeting or at any special meeting duly called for that purpose and until their successors are elected and qualified.

### NINTH

The names and addresses of the members of the first Board of Directors of the Corporation are:

Brian Williams	3210 Crane Creek Boise, ID 83702
Kathy Williams	3210 Crane Creek Boise, ID 83702
Demond Deppe	3630 W. Greenhurst Nampa, ID 83651
Leora Deppe	3630 W. Greenhurst Nampa, ID 83651

Such persons shall hold office until the first annual meeting of shareholders, and until the successors have been elected and qualified.

#### TENTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

#### ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all shareholders.


#### TWELFTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### THIRTEENTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and 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 law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.


IN WITNESSS WHEREOF, WE have ~~hereunto set our hands and seals~~  
this 4th day of November, 1985.

  
\_\_\_\_\_  
Kathy Williams  
\_\_\_\_\_  
Demond B. Deppe  
\_\_\_\_\_  
Leora Deppe  
\_\_\_\_\_

STATE OF IDAHO     )  
                              ) ss.  
County of Canyon )

On this 4<sup>th</sup> day of NOVEMBER, 1985, before me,  
the undersigned, a notary public in and for said state, personally  
appeared, Brian and Kathy Williams and Demond and Leora Deppe,  
known to me to be the persons whose names are subscribed to the within  
and foregoing instrument, and acknowledged to me that they executed  
the same, and that they were persons over the age of twenty-one years  
and citizens of the United States of America.

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

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: