



**CERTIFICATE OF INCORPORATION
OF**

TETON CELLULAR, 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: **June 2, 1988**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE
Teton Cellular, Inc.

JUN 2 1988

The undersigned, a natural person of the age of more than 18 years, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name and style of the corporation shall be:

Teton Cellular, Inc.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purposes

The purposes for which this corporation is organized are:

1. To engage, directly or indirectly, in the cellular telephone business and the provision of cellular telephone service.
2. In general, to carry on any and all other lawful business, whatsoever, which may appear to the corporation capable of being carried on in connection with the foregoing or calculated, directly or indirectly, to promote the interest of the corporation, or to enhance the value of its properties; and to have, enjoy and exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of the State of Idaho.

The enumeration herein of purposes of this corporation shall not be deemed to exclude, by inference or otherwise, any powers, objects or purposes, for which corporations may be organized, whether expressed or by force of the laws of the State of Idaho, now or hereafter in effect, or implied by the reasonable construction of such laws.

ARTICLE IV

Capital Stock

1. Authorized Shares. The total number of shares which the corporation is authorized to issue is 1,490,000 shares of common stock, par value \$.001 per share, of which 1,000,000 shares shall constitute Class A Common Stock and 490,000 shares shall constitute Class B Common Stock.

2. Voting Rights. Except as otherwise provided in subsections 3, 9 and 10 of this Article IV and in the Idaho Business Corporation Act with respect to class voting on amendments to these Articles of Incorporation in the event such amendment may affect the rights of the holders of the Class B Common Stock, the entire voting power of the Common Stock shall be vested exclusively in the Class A Common Stock. Each share of Class A Common Stock shall have one vote upon each matter submitted to a vote of the shareholders.

3. Election of Directors. The holders of the outstanding shares of Class B Common Stock shall be entitled to elect one member of the Board of Directors and the holders of the outstanding shares of Class A Common Stock shall be entitled to elect the remaining members of the Board of Directors. At each election for directors every holder of shares of common stock shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected multiplied by the number of such shares held shall equal, or to distribute such votes on the same principle among any number of such candidates.

4. Pre-emptive Rights. Each holder of any shares of Class B Common Stock of the corporation shall have the pre-emptive right to purchase or subscribe for shares of stock of the corporation, whether now or hereafter authorized, or any security exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares in the proportionate amount that the shareholder's stock bears to the then outstanding total number of shares of all classes. No holder of any shares of the Class A Common Stock of the Corporation shall have any preemptive or preferential right to acquire any

shares of securities of the corporation, including shares or securities held in the treasury of the corporation.

5. Consideration for Shares. The common stock shall be issued for such consideration, not less than par value thereof, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the directors as to the value of any property or services received in full, or partial, payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be fully paid and nonassessable.

6. Transfer Restrictions. The corporation shall have the right to impose restrictions on the transfer of any of its authorized shares or any interest therein. The Board of Directors is hereby authorized on behalf of the corporation to exercise the corporation's right to so impose such restrictions, whether by provision in the Bylaws or otherwise.

7. Conversion Privileges. The authorized issued and outstanding shares of Class B Common Stock shall automatically be converted into shares of Class A Common Stock, on a share-for-share basis, upon the earlier to occur of the following events:

- a. The expiration or termination of the separate frequency block allocation for wireline cellular radio telephone carriers, as set forth in 47 C.F.R. subpart 22.902 and the decisions and orders of the Federal Communications Commission thereunder; or
- b. The acquisition by the corporation of a minority interest in an entity formed to effect a settlement between or among mutually exclusive wireline cellular radio telephone applications for the Rural Service Area(s) for which the corporation has applied or will apply for the wireline cellular radio telephone license under the rules, regulations, orders and decisions of the Federal Communications Commission.

Within thirty (30) days after such conversion, the corporation shall notify the shareholders of the corporation in writing of such conversion and shall place a copy of said notification in the books and records of the corporation.

8. Quorum. A quorum, for the purpose of shareholders' meetings, will consist of a majority of the shares issued and outstanding.

9. Voting Requirements. If a quorum is present, the affirmative vote of a majority of the shares represented at a shareholders' meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number is required by law or these Articles.

10. Shareholder Approval.

- a. The affirmative vote of a majority of the outstanding shares of each Class of Common Stock shall be required to approve the following matters:
 - i. The removal and/or election of any director of the corporation;
 - ii. The sale, merger, consolidation or liquidation of the corporation.
- b. Unanimous shareholder approval shall be required to amend any provision of this Article IV of these Articles of Incorporation.

ARTICLE V

Management

The management of the business, and the conduct of the affairs of the corporation, shall be under the control of a Board of Directors.

1. Size of the Board. The initial Board of Directors shall consist of three (3) members. The number of directors may be increased or decreased from time to time in such manner as prescribed by the Bylaws. Directors need not be shareholders.

2. Quorum. A quorum for the purpose of directors' meetings shall be a majority of the directors.

3. Director Approval. The affirmative vote of a majority of the directors shall be required to approve the following matters:

- a. The removal and/or election of any officer of the corporation.
- b. The sale of any of the corporation's stock.

4. Powers of the Board. In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered:

- a. To make, alter, amend, and repeal the Bylaws subject to the power of the shareholders to alter or repeal the Bylaws made by the Board of Directors;
- b. To authorize and issue, without shareholder consent, obligations of the corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the corporation, including after acquired property;
- c. To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, from among its members, which, to the extent permitted by law and authorized by the resolution or the Bylaws, shall have and may exercise the powers of the Board;
- d. In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Idaho, of these Articles of Incorporation, and of the Bylaws of the corporation.

5. Interested Directors. No contract or transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, partnership, association, or other organization in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose if:

- a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or

ratifies such contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

- b. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent, in which vote or consent such interested directors may participate to the extent that they are also shareholders; or
- c. The contract or transaction is fair and reasonable to the corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the contract or transaction.

ARTICLE VI

Limiting Liability

No director shall be personally liable to the corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability for: (i) any breach of the director's duty of loyalty to the corporation or to its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts provided for under Section 30-1-48 of the Idaho Business Corporation Act, as amended; or (iv) any transaction from which the director derived an improper personal benefit.

ARTICLE VII

Registered Office and Registered Agent

The registered office of the corporation in the State of Idaho is at 158 W. 4th Ave., Rockland, ID 83271

_____. The registered agent at that address is
Leonard May.

ARTICLE VIII

Directors

The names and addresses of the persons who are to serve as the members of the Board of Directors of the corporation until the first annual meeting of the shareholders, or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
<u>Leonard May</u>	<u>P.O. Box 269</u> <u>Rockland, ID 83271</u>
<u>Marilyn May</u>	<u>P.O. Box 269</u> <u>Rockland, ID 83271</u>
<u>Michael A. Fluharty</u>	<u>5990 Greenwood Plaza Blvd., Suite 131</u> <u>Englewood, CO 80111</u>

ARTICLE VIII

Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
<u>Thomas D. Flaherty</u>	<u>5990 Greenwood Plaza Blvd., Suite 131</u> <u>Englewood, CO 80111</u>

DATED this 1 day of June, 1988.

Thomas D. Flaherty
_____, Incorporator

STATE OF Colorado)
COUNTY OF Arapahoe) ss:

I, Elizabeth Perkinson, Notary Public, hereby
certify that on the 1st day of June, 1988,
personally appeared before me Thomas D. Flaherty,
who being by me first duly sworn declared that he is the person
who signed the foregoing instrument as the incorporator, and that
the statements contained therein are true.

WITNESS MY HAND AND OFFICIAL SEAL.

Elizabeth Perkinson
Notary Public

My Commission Expires:

My Commission expires December 16, 1991

(S E A L)