



Department of State.

CERTIFICATE OF INCORPORATION

ARNOLD WILLIAMS,

I, ~~JOSHOA HOOVER~~, 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

INDUSTRIAL RADIO COOPERATIVE ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **sixth** day of **August**, A. D. One Thousand Nine Hundred **Fifty-Nine**, and is duly recorded on Film No. **103** 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 and Sections 30-1001 to 30-1005, inclusive, 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 **Boise**, in the County of **Ada**, and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **sixth** day of **August**, A.D., 19 **59**.

Secretary of State.

ARTICLES OF INCORPORATION
INDUSTRIAL RADIO COOPERATIVE ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, That the undersigned, being natural persons of full age and citizens of the United States, have this day voluntarily associated themselves together for the purpose of forming, and there is hereby formed, a non-profit cooperative association under the laws of the State of Idaho, Chapter 10 of Title 30, Idaho Code, and the laws of the State of Idaho relating to the organization and conduct of private corporations, except such as are inconsistent with the provisions of said Chapter 10 of Title 30, and do hereby certify and agree as follows:

I

The name of this cooperative association is INDUSTRIAL RADIO COOPERATIVE ASSOCIATION, INC.

II

The location of the registered office of this cooperative association in this State is the office of Donald D. Oberbillig on Picket Pin Creek in Ada County, Idaho, 3 1/2 miles east of Reserve Street, Boise, Idaho, and the Postoffice address thereof is P. O. Box 827, Boise, Idaho.

III

The purposes of this cooperative association are to establish and maintain civil defense communications and transportation

systems in operational readiness and provide essential services for and in connection with civil and defense mobilization, and to furnish and operate facilities for radio and other communications and transportation for and on behalf of its members.

In connection with the purposes aforesaid, this cooperative association shall have the power to purchase, construct, own, maintain, operate and dispose of radio stations and other media of communication, transportation facilities, and all communications and transportation equipment, supplies, and other real and personal property used in connection therewith; to cooperate with organizations and individuals concerned with civil and defense mobilization, including but not limited to the Idaho State Department of Disaster Relief and Civil Defense, or its successor agency, and other governmental agencies; to apply to local, state and federal governmental units and agencies for the allocation of surplus property or contributions of funds for civil and defense mobilization purposes and to accept and use any such property and funds pursuant to law, to apply to any governmental licensing agency for permits to construct and licenses to operate radio stations and other media of communication and transportation facilities, and for the renewal, modification, assignment, transfer and other processing of such permits or licenses; to act as a partner or joint venturer in any transaction; to have and exercise any and all rights and powers which are now, and in the future shall be, granted to corporations by law; provided, however, that no purpose of this cooperative association shall have as its object pecuniary profit or the fixing of price or regulating of production, directly or indirectly, of any article of commerce or produce of the soil, or of consumption by

the people.

IV

Corporations, associations and copartnerships, as well as persons, may become members of this cooperative association. The rights and interests of all members shall be equal, and no member shall have or acquire a greater interest therein than any other member. It shall not issue any capital stock, but shall issue membership certificates to each member thereof, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the association, except by resolution of the Board of Directors and under such regulations as the By-laws may prescribe.

V

No contract or other transaction between this cooperative association, and any other corporation, shall in any way be affected or invalidated by the fact that such other corporation is a member of this cooperative association, or any of the capital stock of such other corporation is owned by this cooperative association, or any of the members or directors of this cooperative association is pecuniarily or otherwise interested in or is an officer or director of such other corporation. Any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this cooperative association, and any director who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this cooperative association which authorizes such contract or transaction, and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other

corporation and not so interested.

VI

The directors of this cooperative association as well as the members shall have the power to repeal and amend its By-laws, and adopt new By-laws by a two-thirds vote of the Board of Directors; provided, however, that the Board of Directors shall not make or alter any by-law fixing their qualifications, classification, term of office, or compensation.

VII

This cooperative association shall have perpetual existence.

VIII

The name and postoffice address of each of the incorporators and members who shall constitute the first Board of Directors are as follows:

- | | |
|--------------------------|-----------------------------------|
| (1) Harlow H. Oberbillig | P. O. Box 448, Boise, Idaho |
| (2) Lesley E. Oberbillig | P. O. Box 827, Boise, Idaho |
| (3) Everett McNeil | 703 Americana Blvd., Boise, Idaho |
| (4) Ernest E. Oberbillig | 2808 Ona Street, Boise, Idaho |
| (5) Donald D. Oberbillig | P. O. Box 827, Boise, Idaho |

IN WITNESS WHEREOF, We have hereunto subscribed our names this 4th day of August, 1959.

Donald D. Oberbillig
Donald D. Oberbillig

Ernest E. Oberbillig
Ernest E. Oberbillig

Everett McNeil
Everett McNeil

Lesley E. Oberbillig
Lesley E. Oberbillig

Harlow H. Oberbillig
Harlow H. Oberbillig

STATE OF IDAHO,)
 : SS.
COUNTY OF ADA.)

On this 4th day of August, in the year 1959, before me, the undersigned, a Notary Public in and for said State, personally appeared DONALD D. OBERBILLIG, ERNEST E. OBERBILLIG, EVERETT McNEIL, LESLEY E. OBERBILLIG, and HARLOW H. OBERBILLIG, known to me to be the persons whose names are subscribed to the foregoing 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.

Edith J. Miller

Notary Public for Idaho,
Residing at Boise, Idaho.