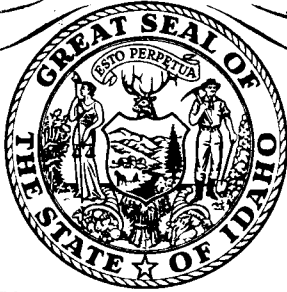


State of Idaho



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

MINK CREEK T. V. NONPROFIT CORPORATION

was filed in the office of the Secretary of State on the **Nineteenth** day of **April** A. D. One Thousand Nine Hundred **Sixty-five** and **will be** is duly recorded on Film No. **microfilm** 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 **Preston,** in the County of **Franklin,** 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 **19th** day of **April**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION
OF MINK CREEK T. V.
NONPROFIT CORPORATION
* * * * *

KNOW ALL MEN BY THESE PRESENTS: THAT WE, THE UNDERSIGNED,
HAVE THIS DAY VOLUNTARILY ASSOCIATED OURSELVES TOGETHER FOR THE
PURPOSE OF FORMING A NONPROFIT CORPORATION UNDER AND PURSUANT TO
THE LAWS OF THE STATE OF IDAHO, AND WE DO HEREBY CERTIFY:

FIRST: THAT THE NAME OF THIS NONPROFIT CORPORATION SHALL BE:

MINK CREEK T. V.
NONPROFIT CORPORATION

SECOND: THAT THE PURPOSE FOR WHICH SAID PERSONS HAVE
ASSOCIATED THEMSELVES TOGETHER AND FORMED THIS NONPROFIT
CORPORATION ARE AS FOLLOWS:

(A) TO FURNISH BETTER TV SERVICE FOR THE PEOPLE OF MINK CREEK
AND IMMEDIATE SURROUNDING AREA SITUATE IN FRANKLIN COUNTY WHO
BECOME MEMBERS OF THIS ASSOCIATION.

(B) TO ENTER INTO ANY CONTRACT OR AGREEMENT ON A COOPERATIVE
NONPROFIT BASIS FOR THE INSTALLATION OF A TV RELAY STATION OR
BOOSTER STATION OR FACILITY SO AS TO IMPROVE THE TV RECEPTION
IN THE ABOVE AREA FOR THE MEMBERS OF THIS ASSOCIATION.

(C) TO PURCHASE, OR OTHERWISE ACQUIRE, OWN, HOLD, AND LEASE
SUCH REAL AND PERSONAL PROPERTY AS IS NECESSARY OR CONVENIENT TO
CARRY OUT THE GENERAL PURPOSES OF THIS ASSOCIATION.

(D) TO ENTER INTO, MAKE, PERFORM, AND CARRY OUT CONTRACTS
OF ANY KIND AND FOR THE LAWFUL PURPOSE FOR WHICH THIS ASSOCIATION
HAS BEEN SET UP ON A NONPROFIT BASIS WITH ANY PERSON, FIRM,
ASSOCIATION, MUNICIPALITY, OR CORPORATION, IT BEING PROVIDED,
HOWEVER, THAT THE PURPOSE OF SUCH CONTRACT IS NOT DIRECTLY OR
INDIRECTLY FOR THE PURPOSE OF FIXING THE PRICE OR REGULATING THE
PRODUCTION OF ANY ARTICLE OF COMMERCE OR PRODUCTION OF THE SOIL
OR OF CONSUMPTION TO THE PEOPLE.

(E) THE SEVERAL CLAUSES CONTAINED IN THIS STATEMENT OF PURPOSES SHALL BE CONSTRUED AS GENERAL PURPOSES AND OF GENERAL POWERS AND THE STATEMENTS CONTAINED IN OR INFERRED FROM, THE TERMS OF ANY OTHER CLAUSE SHALL BE REGARDED AS INDEPENDENT PURPOSES AND POWERS OF A NONPROFIT CORPORATION; AND NO RECITATION, EXPRESSION, OR DECLARATION OF SPECIFIC OR SPECIAL POWERS OR PURPOSES HEREIN ENUMERATED SHALL BE DEEMED TO BE EXCLUSIVE; BUT IT IS HEREBY EXPRESSLY DECLARED THAT ALL OTHER LAWFUL POWERS OF A NONPROFIT CORPORATION PERMITTED BY THE LAWS OF THE STATE OF IDAHO INCONSISTENT HERewith ARE HEREBY INCLUDED.

THIRD: THAT THE COUNTY IN THE STATE OF IDAHO WHERE THE PRINCIPAL OFFICE FOR THE TRANSACTION OF THE BUSINESS OF THIS NONPROFIT CORPORATION IS TO BE LOCATED IN THE CITY OF PRESTON, COUNTY OF FRANKLIN, STATE OF IDAHO. THAT THE POST OFFICE ADDRESS IS:

MINK CREEK T.V.
NONPROFIT CORPORATION
PRESTON, IDAHO

FOURTH: MEMBERSHIP CERTIFICATES IN THIS ASSOCIATION SHALL SHOW THAT ALL INTERESTS OF MEMBERS ARE EQUAL AND ALL RIGHTS THEREIN SHALL BE EQUAL, AND NO MEMBER CAN HAVE OR ACQUIRE A GREATER INTEREST THEREIN THAN ANY OTHER MEMBER. THAT THIS ASSOCIATION AND NONPROFIT CORPORATION SHALL NOT ISSUE ANY CAPITAL STOCK, BUT SHALL ISSUE ONLY MEMBERSHIP CERTIFICATES TO EACH MEMBER THEREOF. THAT MEMBERSHIP CERTIFICATES CANNOT BE ASSIGNED. THAT CANCELLATION AND MEMBERSHIP CERTIFICATES MAY BE FIXED BY THE RESOLUTION OF THE BOARD OF DIRECTORS AND UNDER SUCH REGULATIONS AS THE BY-LAWS MAY PRESCRIBE.

FIFTH: THAT THE BY-LAWS OF THIS NONPROFIT CORPORATION MAY, FOR THE PURPOSE OF GOVERNING THE AFFAIRS OF THE MEMBERS OF SAID ASSOCIATION, IN ADDITION TO OTHER PROVISIONS PRESCRIBED BY LAW, PROVIDE FOR:

(A) THE NUMBER AND QUALIFICATION OF MEMBERS AND THE TERMS AND CONDITIONS OF ADMISSION.

(B) THE TIME, MODE, CONDITIONS AND EFFECT OF EXPULSION OR WITHDRAWAL FROM AND OF RESTORATION TO MEMBERSHIP.

(C) THE ASSIGNMENT OR TRANSFER OF THE INTEREST OF MEMBERS, THE MANNER OF DETERMINING THE VALUE, IF ANY, OF SUCH INTEREST, AND THE PURCHASE BY THE ASSOCIATION, AT ITS OPTION, OF SUCH INTEREST, UPON THE DEATH, WITHDRAWAL OR EXPULSION OF A MEMBER.

(D) FEES FOR ADMISSION, ASSESSMENTS OR DUES TO CARRY ON THE BUSINESS OF THE ASSOCIATION AND REIMBURSEMENT FOR SERVICES RENDERED AND EXPENSES INCURRED BY THE ASSOCIATION FOR ITS MEMBERS, THE TIME OF PAYMENT AND MANNER OF COLLECTING AMOUNTS DUE AND FOR FORFEITURE OF THE INTEREST OF A MEMBER IN THE ASSOCIATION FOR NONPAYMENT THEREOF.

(E) CONTRACTING, SECURING, PAYING, AND LIMITING THE INDEBTEDNESS OF THE ASSOCIATION; AND,

(F) OTHER REGULATIONS NOT REPUGNANT TO THE LAWS OF THE STATE AND CONSONANT WITH THE OBJECTS OF THE ASSOCIATION.

SIXTH: THAT THE NAMES OF THE PERSONS WHO HAVE ASSOCIATED THEMSELVES TOGETHER AS INCORPORATORS AND WHO SHALL CONSTITUTE THE FIRST BOARD OF DIRECTORS, AND WHO SHALL MANAGE THIS NONPROFIT CORPORATION DURING THE FIRST YEAR, AND UNTIL NEW DIRECTORS ARE ELECTED AND QUALIFIED, ARE AS FOLLOWS:

GUS L. MINK
PRESTON, IDAHO

ORVID CHRISTENSEN
PRESTON, IDAHO

VERDON HANSEN
PRESTON, IDAHO

KEITH CRANE
PRESTON, IDAHO

VERNON WESTERBERG
PRESTON, IDAHO

ORLANDO RASMUSSEN
PRESTON, IDAHO

ELIAS JEPSEN
PRESTON, IDAHO

JAMES H. BAIRD
PRESTON, IDAHO

MELROY LARSEN
PRESTON, IDAHO

BOB ERICKSON
PRESTON, IDAHO

(A) THAT EACH AND ALL OF THE INCORPORATORS HEREIN NAMED ARE CITIZENS OF THE UNITED STATES AND OVER THE AGE OF 21 YEARS.

SEVENTH: THAT THIS NONPROFIT CORPORATION SHALL BE AND SHALL CONTINUE PERPETUALLY OR UNTIL DISSOLVED BY OPERATION OF LAW OR BY ACTION OF THE BOARD OF DIRECTORS OR BY THE MAJORITY VOTE OF THE MEMBERS.

EIGHTH: THAT THE ORIGINAL OFFICERS OF THIS INCORPORATED NONPROFIT ASSOCIATION SHALL BE: GUS L. MINK, PRESIDENT; ORVID CHRISTENSEN, VICE PRESIDENT; VERDON HANSEN, SECRETARY-TREASURER; .

IN WITNESS WHEREOF THE PERSONS NAMED AS DIRECTORS AND INCORPORATORS HAVE HEREUNTO SET THEIR HANDS THIS 16th DAY OF April, 1965.

Gus L. Mink
Orvid Christensen
Verdon Hansen
Keith R. Grant
Harold Gustafson
Clarence Persson
Elias Jepsen
James H. Baird
Melroy Larsen
Bob Erickson

STATE OF IDAHO)
 : SS
COUNTY OF FRANKLIN)

ON THIS 16th DAY OF April, 1965, BEFORE
ME Ted B. Larsen, A NOTARY PUBLIC OF FRANKLIN COUNTY
IDAHO, PERSONALLY APPEARED.

James J. White
David Christensen
Wendy Hansen
Keith K. Ertter
Minor Westberg
Calvin Peterson
Elias Jensen
James H. Baird
Walter Jensen
Bob Erickson

EACH AND ALL OF WHOM ARE PERSONALLY KNOWN TO ME TO BE THE SAME
PERSONS NAMED AND WHO HAVE PERSONALLY SUBSCRIBED THE FOREGOING
ARTICLES OF INCORPORATION, AND SAID PERSONS APPEARED PERSONALLY
BEFORE ME AND EACH SEPARATELY ACKNOWLEDGED THAT HE SIGNED AND
ACKNOWLEDGED THE SAID INSTRUMENT AS HIS FREE ACT AND DEED FOR
THE USES AND PURPOSES THEREIN SET FORTH.

WITNESS MY HAND AND NOTARY SEAL THIS 16th DAY OF April,
1965, IN THIS CERTIFICATE LAST ABOVE WRITTEN.

Ted B. Larsen

NOTARY PUBLIC FOR IDAHO
RESIDING AT PRESTON, IDAHO