

# State of Idaho



## Department of State

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

#### ASOTIN TELEPHONE COMPANY

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-fifth** day of **August**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-fifth** day of **August**, 19 **64**, a designation of **Leslie T. McCarthy** in the County of **Ben Foose** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **25th** day of **August**, A.D. 19 **64**.

Secretary of State.

United States of America  
 State of Washington

DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I,

Victor A. Meyers

Secretary of State of the

State of Washington, and custodian of the Seal of said State, do hereby

certify that the annexed is a true and correct copy of the Articles of Incorporation of ASOTIN TELEPHONE COMPANY and all amendments thereto which have been duly filed and recorded in my office in accordance with law; I further certify that ASOTIN TELEPHONE COMPANY has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1965; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.

In Testimony Whereof, I have hereunto set  
 my hand and affixed hereto the Seal of the State of  
 Washington. Done at the Capitol, at Olympia,  
 this 7th day of August, A.D. 1964.

Victor A. Meyers  
 Secretary of State

By Jean C. Dunker  
 Assistant Secretary of State  
 (Mrs.) Jean C. Dunker,

ARTICLES OF INCORPORATION  
OF  
ASOTIN TELEPHONE COMPANY

KNOW ALL MEN BY THESE PRESENTS, that we, E. R. Tyler, Lucille P. Tyler and Charles T. Sharp, each being of full age and a citizen of the United States of America, have signed and acknowledged in triplicate the following:

ARTICLES OF INCORPORATION  
for the purpose of forming a corporation under the laws of the State of Washington:

ARTICLE I

The name of this corporation shall be ASOTIN  
TELEPHONE COMPANY.

ARTICLE II

The purposes for which this corporation is organized are as follows:

1. To engage in and conduct a general telephone, telegraph and telecommunications business in and about the State of Washington and in connection therewith to acquire or construct telephone, telegraph and power lines of every description; to transmit and provide means for the transmission of intelligence, money, funds, and credits, through the aid of electricity or otherwise, and by use of the telephone, the telegraph or in any other way; to receive, transmit and deliver telegraphic and telephonic messages, communications and money, funds and credits, for hire, in any manner which is now or may hereafter be known; to purchase, construct, lease or otherwise acquire and to hold, operate, maintain, lease or otherwise manage or dispose of, all

APPROVED  
AND FILED

JAN 3 - 1956

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SECRETARY OF STATE

BY

*Earl J. Roman*  
Assistant Secretary of State

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kinds of telegraphic and telephonic rights, patents, licenses, franchises, lines, instruments, submarine or other cables, machinery, wires, poles, materials, apparatus and all other kinds of property appertaining to the telegraph or telephone business; and to do and perform any and every other act or thing which may be necessary, proper, or incidental to the conduct of a general telephone, telegraph and telecommunications business in and about the State of Washington.

2. To acquire, hold or dispose of stocks, bonds, or any other obligations of any person, corporation or governmental body.

3. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

#### ARTICLE III

The duration of this corporation shall be perpetual. The location and post office address of this corporation shall be Asotin, Washington.

#### ARTICLE IV

1. The capital stock of the corporation shall be \$55,000 divided into the following classes:

(a) \$30,000 of common stock divided into 600 shares of the par value of \$50 per share;

(b) \$25,000 of 5½% cumulative preferred stock divided into 500 shares of the par value of \$50 per share. The preferred stock shall carry no voting rights except that in the event dividends on the preferred stock are in arrears to the extent of four quarterly installments, then each share of the preferred stock shall entitle the holder thereof to one vote on all corporate matters except the question of the redemption of

preferred stock with respect to which the holders of preferred stock shall have no vote at any time, such right to vote to continue until all dividends on preferred stock have been paid to date. Whenever any arrearage in the payment of preferred dividends has been cleared, the holders of such preferred stock shall no longer be entitled to vote until such time as four quarterly dividends again become in arrears. Amendments to the articles of incorporation or to the bylaws may be made without the consent of the holders of preferred stock, except where such consent is required by law.

The dividend on preferred stock shall be \$2.75 per year payable in quarterly installments when declared by the board of directors on the 15th day of January, the 15th day of April, the 15th day of July and the 15th day of December of each year. Dividends due, but not declared, shall accumulate.

The preferred stock may be called for redemption at any time from such persons and in such amounts as the board of directors may determine. The price payable on such redemption shall be \$50.50 per share, plus accumulated unpaid dividends thereon. The board of directors may prescribe by resolution the manner in which the call for redemption shall be made. Redeemed shares may be canceled, held or reissued as the board of directors may determine.

In the event of liquidation, whether voluntary or involuntary, the holders of preferred stock shall be entitled, before any distribution is made to the holders of common stock, to be paid \$50.00 per share plus accumulated unpaid dividends, and after such payment shall have no further right of participation in the distribution.

2. No dividends may be paid on common stock if any dividend on preferred stock is in arrears.

3. The capital of the corporation, whether common or preferred, shall carry no pre-emptive right to subscribe to any shares of any class of stock, whether now or hereafter authorized.

#### ARTICLE V

The amount of paid-in capital with which the corporation will begin business shall be the sum of \$500.

#### ARTICLE VI

The term of office of the first directors shall be from the date of incorporation until the second Monday in September, 1956. The names and post office addresses of the first directors are as follows:

E. R. Tyler, Post Office Box 80,  
Asotin, Washington,

Lucille P. Tyler, Post Office Box 80,  
Asotin, Washington,

Charles T. Sharp, 5th and Sycamore,  
Clarkston, Washington.

#### ARTICLE VII

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

Name	Post Office Address	Number of Shares Subscribed
E. R. Tyler	Post Office Box 80, Asotin, Washington	5
Lucille P. Tyler	Post Office Box 80, Asotin, Washington	4
Charles T. Sharp	5th and Sycamore, Clarkston, Washington	1

#### ARTICLE VIII

The directors may make and alter bylaws not inconsistent with law or with these articles of incorporation, subject to the power of the stockholders of the corporation entitled to vote on

corporate matters to change or repeal them.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation in triplicate this 27<sup>th</sup> day of December, 1955.

E. R. Tyler  
Lucille P. Tyler  
Charles T. Sharp

STATE OF WASHINGTON }  
County of Asotin } ss.

On the 27<sup>th</sup> day of December, 1955, personally appeared the above named E. R. TYLER, LUCILLE P. TYLER and CHARLES T. SHARP and acknowledged the foregoing instrument to be their voluntary act and deed.

Before me:

Charles H. Hestrich  
Notary Public for Washington  
residing at

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

APPROVED  
AND FILED

OF

ASOTIN TELEPHONE COMPANY

APR 15 1958

VICTOR A. MEYERS

SECRETARY OF STATE

BY *[Signature]*

DEPUTY SECRETARY OF STATE

DEPUTY

We, the undersigned, being president and secretary of Asotin Telephone Company, a corporation organized and existing under the provisions of Chapter 185, Laws of 1933, as amended, of the laws of the State of Washington, do hereby certify as is required by Section 37 of said Act as follows:

At a meeting of the stockholders of Asotin Telephone Company called on the 15th day of February, 1958, especially for the adoption of a resolution amending the articles of incorporation, written notice of said meeting having been given to all shareholders of the corporation pursuant to the provisions of Section 27 of said Chapter 185, Laws of 1933, an amendment to the articles of incorporation was adopted by the vote, either in person or by proxy, of two thirds of each class of capital shares and the vote of two thirds of all capital shares of the corporation; said amendment providing that the total authorized capital stock of the corporation be increased from \$55,000 to \$80,000, this increase to be accomplished by an increase in the number of authorized preferred shares of the par value of \$50 each, from 500 shares to 1,000 shares.

This meeting was held on the said 15th day of February, 1958, at the offices of Asotin Telephone Company in Asotin, Washington, and it was then and there resolved by the vote either in person or by proxy of two thirds of each class of capital shares and by the vote of two thirds of all the capital shares of said company that the articles of



incorporation be amended by the adoption of the following resolution:

RESOLVED: That the article designated as "IV" of the articles of incorporation of Asotin Telephone Company be and the same is hereby amended to read as follows:

"ARTICLE IV

"1. The capital stock of the corporation shall be \$80,000, divided into the following classes of shares:

"(a) \$30,000 of common stock divided into 600 shares of the par value of \$50 per share;

"(b) \$50,000 of 5½ per cent cumulative preferred stock divided into 1,000 shares of the par value of \$50 per share. The preferred stock shall carry no voting rights except that in the event dividends on the preferred stock are in arrears to the extent of four quarterly installments, then each share of the preferred stock shall entitle the holder thereof to one vote on all corporate matters except the question of the redemption of preferred stock with respect to which the holders of preferred shall have no vote at any time, such right to vote to continue until all dividends on preferred stock have been paid to date. Whenever any arrearage in the payment of preferred dividends has been cleared, the holders of such preferred stock shall no longer be entitled to vote until such time as four quarterly dividends again become in arrears. Amendments to the articles of incorporation or to the bylaws may be made without the consent of the holders of preferred stock, except where such consent is required by law.

"The dividend on preferred stock shall be \$2.75 per year, payable in quarterly installments when declared by the board of directors on the 15th day of January, the 15th day of April, the 15th day of July and the 15th day of December of each year. Dividends due, but not declared, shall accumulate.

"The preferred stock may be called for redemption at any time from such persons and in such amounts as the board of directors may determine. The price payable on such redemption shall be \$50.50 per share, plus accumulated unpaid dividends thereon. The board of directors may prescribe by resolution the manner in which the call for redemption shall be made. Redeemed shares may be canceled, held or reissued as the board of directors may determine.

"In the event of liquidation, whether voluntary or involuntary, the holders of preferred stock shall be entitled, before any distribution is made to the holders of common stock, to be paid \$50 per share plus accumulated unpaid dividends, and after such payment shall have no further right of participation in the distribution.

- "2. No dividends may be paid on common stock if any dividend on preferred stock is in arrears.
- "3. The capital of the corporation, whether common or preferred, shall carry no pre-emptive rights to subscribe to any shares of any class of stock, whether now or hereafter authorized."

IN WITNESS WHEREOF we have hereunto set out hands and seals this 7<sup>th</sup> day of April, 1958.

ASOTIN TELEPHONE COMPANY

By E. R. Tyler  
President

By Lucille P. Tyler  
Secretary

STATE OF WASHINGTON }  
COUNTY OF ASOTIN } ss.

On this 7<sup>th</sup> day of April, 1958, personally appeared before me, E. R. Tyler and Lucille P. Tyler, who, being duly sworn, did say that they are the president and secretary, respectively, of Asotin Telephone Company, and they acknowledged that they executed the foregoing articles of amendment to articles of incorporation of Asotin Telephone Company as such president and secretary freely and voluntarily and for the uses and purposes therein mentioned.

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

W. H. Anderson  
Notary Public for Washington  
residing at Asotin