

# 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

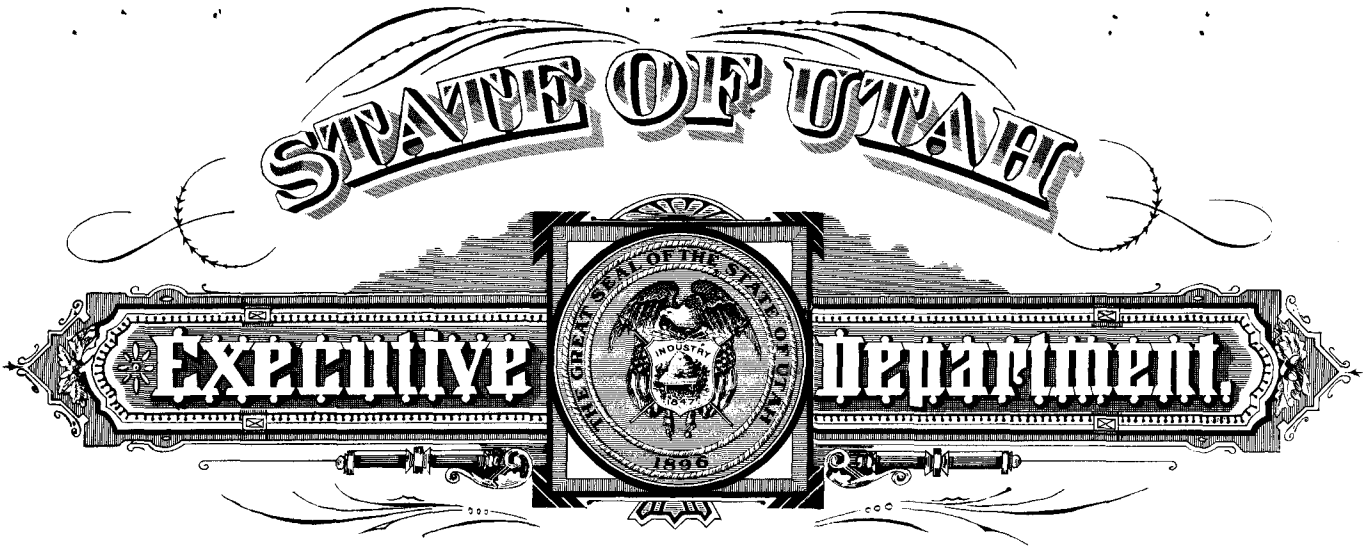
#### UTAH COMMUNICATIONS, INCORPORATED

a corporation duly organized and existing under the laws of **Utah** 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 **7th** day of **December** 19**65**, a properly authenticated copy of its articles of incorporation, and on the **7th** day of **December** 19**65**, a designation of **George C. Peterson** in the County of **Bonneville** 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 **7th** day of **December**, A.D. 19**65**.

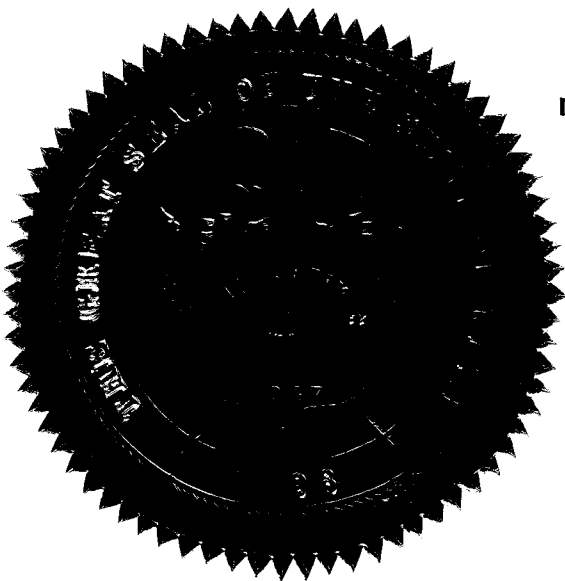
*Arnold Williams*  
Secretary of State.



**Secretary of State's Office**

I, **CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,**  
**DO HEREBY CERTIFY THAT** the attached is a full, true and correct copy  
of the Articles of Incorporation and all amendments thereto of UTAH  
COMMUNICATIONS, INCORPORATED.

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Thirtieth DAY OF

November 19 65

Clyde L. Miller  
SECRETARY OF STATE

BY [Signature]  
DEPUTY

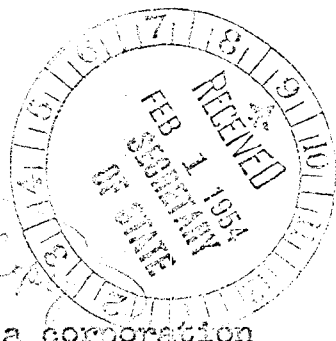
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ARTICLES OF INCORPORATION

OF

UTAH COMMUNICATIONS, INCORPORATED



*Approved*

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Utah, agree as follows:

ARTICLE I

NAME. Said corporation shall be called and known by the name of Utah Communications, Incorporated, and is organized at Salt Lake City, State of Utah.

ARTICLE II

INCORPORATORS. The names and addresses of the incorporators are as follows, to-wit:

Charles A. Boynton, Jr.	Salt Lake City, Utah
Roland G. Christopherson	Salt Lake City, Utah
Theodore G. Wege	Salt Lake City, Utah
Henry A. Lipke	Salt Lake City, Utah
Clarence C. Neslen	Salt Lake City, Utah

ARTICLE III

DURATION. The duration of the corporation shall be one hundred (100) years.

ARTICLE IV

BUSINESS. The pursuit and business agreed upon, and the objects of this corporation in general terms shall be:

(a) To engage in the general business of buying, selling, manufacturing, servicing, exchanging, repairing and otherwise dealing in all kinds and types of radios and radio and electronic equipment and supplies, both new and used; to operate, construct, service and sell two-way radio systems; and to operate all such business or any part thereof under direct franchise or by lease or franchise from any radio or electronic manufacturing company or companies.

(b) To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, and pledge real and personal

property.

(c) To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(d) To carry on any business whatsoever, either as principal or as agent or both, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States and in foreign countries.

(e) To have and to exercise all the powers conferred by the laws of Utah upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause, shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

#### ARTICLE V

PRINCIPAL PLACE OF BUSINESS. The principal place of business and general offices of the corporation shall be in Salt Lake City, State of Utah.

ARTICLE VI

STOCK SUBSCRIPTIONS. The amount of stock each party has subscribed is as follows:

Charles A. Boynton, Jr.	1020 shares
Roland G. Christopherson	1020 shares
Theodore G. Wege	960 shares
Henry A. Lipke	960 shares
Clarence C. Neslen	<u>40 shares</u>
Total	4000 shares

ARTICLE VII

CAPITAL. The amount of capital stock of this corporation shall be Ten Thousand Dollars (\$10,000.00), divided into Ten Thousand (10,000) shares of the par value of One Dollar (\$1.00) per share, of which Four Thousand (4,000) are issued as aforesaid, the unissued stock to be issued, sold, exchanged or otherwise disposed of in such amount or amounts, upon such terms and conditions to such person or persons as the board of directors may, by vote of four members thereof, determine.

ARTICLE VIII

OFFICERS. The officers of this corporation and their qualifications shall be:

1. A board of five directors.
2. A president.
3. A secretary.
4. A treasurer.

The directors must be stockholders in the company as shown by the books of the corporation. The president and secretary shall be directors but no other officer need be either a director or stockholder and the offices of secretary and treasurer may be held by one and the same person.

Officers other than members of the board of directors shall be elected by the board of directors and may be removed by the board at its pleasure.

ARTICLE IX

ELECTION OF DIRECTORS. The directors, except those named as such herein, and those chosen to fill a vacancy for an expired term, must

be elected by the stockholders at the regular annual stockholders' meeting or, if not held, at any special meeting of the stockholders called for that purpose, and shall serve until the next regular annual stockholders' meeting, or until their successors are elected and qualified. Vacancies occurring in the board of directors by death, resignation or incapacity to act may be filled by the remaining directors who shall constitute a quorum for that purpose and the directors so elected shall serve until the election and qualification of their successors as above provided.

Any director or other officer may resign by filing with the President a written resignation accepted by the board of directors, or if not accepted by the board within thirty (30) days, the resignation shall take effect and the office become vacant.

Any director or other officer may be removed by the board of directors for cause and after a hearing before the board on notice to the parties sought to be removed and by the affirmative vote of a majority of the whole board. A director sought to be removed by the board shall not be allowed to vote at said meeting on the question of his removal.

#### ARTICLE X

NAMED DIRECTORS. The directors who shall hold office until the first annual stockholders' meeting in the year 1955, as hereinafter provided, unless vacancies by death, resignation or removal shall sooner occur, and until election and qualification of their respective successors, are as follows:

Charles A. Boynton, Jr.

Roland G. Christopherson

Theodore C. Wege

Henry A. Lipke

Clarence C. Nesien

#### ARTICLE XI

NAMED OTHER OFFICERS. The officers other than directors who shall

hold office until death, resignation, or removal by the board of directors, are as follows:

Charles A. Boynton, Jr.	President
Roland G. Christopherson	Secretary and Treasurer.

ARTICLE XIII

QUORUM. Three members of the board of directors shall constitute a quorum at all meetings.

ARTICLE XIII

DIRECTORS' MEETINGS. Special meetings of the board of directors may be called by any two directors who shall give notice to the remaining directors in time to be present. No notice to directors of regular monthly or other periodical meetings of the board of directors, which may be provided for by the by-laws, shall be necessary.

ARTICLE XIV

BY-LAWS. The board of directors may by the affirmative vote of at least four members thereof make, amend or repeal at pleasure, by-laws of this corporation, not inconsistent with provisions of this agreement.

ARTICLE XV

STOCKHOLDERS' MEETINGS. The regular annual meeting of the stockholders of the corporation for the election of directors and the transaction of such other business as may properly come before the meeting, shall be held at the general offices of the company in Salt Lake City, Utah on the fourth Tuesday in January in each year, commencing with the year 1955, at 2:00 o'clock P.M., unless such Tuesday comes on a legal holiday, in which event said meeting shall be held at the same hour on the next succeeding day not a holiday.

No notice of such annual stockholders' meeting need be given.

Special meetings of the stockholders may be called by any two directors or by any number of stockholders owning not less than one-third of the outstanding stock entitled to vote at such meeting and notice of such meeting shall be given as provided by law.

The manner of voting at stockholders' meetings shall be by ballot, each stockholder being entitled to one vote in person or by proxy for

each share of stock held by him. Fifty per cent of the issued and outstanding stock of the corporation shall be necessary to constitute a quorum at all stockholders' meetings, but in the absence of such quorum the stockholders may adjourn the same from day to day or to a day certain.

ARTICLE XVI

PRIVATE PROPERTY EXEMPT. The private property of the stockholders shall not be liable for the debts of the corporation.

ARTICLE XVII

NON-ASSESSABLE STOCK. The stock of this corporation shall be non-assessable.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands this 27th day of January, 1954.

Charles A. Boynton, Jr.  
(Charles A. Boynton, Jr.)

Roland G. Christopherson  
(Roland G. Christopherson)

Theodore G. Wege  
(Theodore G. Wege)

Henry A. Lipke  
(Henry A. Lipke)

Clarence C. Neslen  
(Clarence C. Neslen)

STATE OF UTAH )  
                  ) ss.  
COUNTY OF SALT LAKE )

Charles A. Boynton, Jr., Roland G. Christopherson and Henry A. Lipke, each being first duly sworn upon his oath,

for himself deposes and says: That he is an incorporator and subscriber to the stock of Utah Communications, Incorporated, and that it is bona fide the intention of the incorporators of said company to at once commence and carry on the business mentioned in the foregoing Articles of Incorporation, and that the affiants verily believe



that each party to the Articles of Incorporation has paid or is able to and will pay the amount of the capital stock subscribed for by him; and that at least 10% of the capital stock subscribed by each stockholder and not less than 10% of the capital stock of the corporation has been paid in.

Charles A. Boynton, Jr.  
(Charles A. Boynton, Jr.)

Roland G. Christensen  
(Roland G. Christensen)

Henry A. Lipke

Subscribed and sworn to before me this 27th day of January, 1954.

James A. Reid  
Notary Public  
Residing at Salt Lake City, Utah

My Commission Expires:

Nov 5, 1957



STATE OF UTAH            )  
                                  ) ss.  
County of Salt Lake     )

Personally appeared before me, *Henry A. Lipke,*  
*Richard E. Hopla and Derrell G. Miller*

the signers of the foregoing Certificate of Amendment to Articles of  
Incorporation, and acknowledged that they executed the same for the uses and  
purposes therein set forth.

*L. Anna R. Byers*  
\_\_\_\_\_  
Notary Public

Residing at: *Salt Lake Co., Utah*

My commission expires: *1-31-65*

AMENDMENT TO ARTICLES OF INCORPORATION

OF

UTAH COMMUNICATIONS, INCORPORATED

The Articles of Utah Communications, Incorporated are hereby amended to add at the end thereof the following provision:

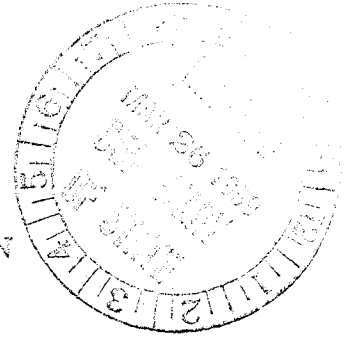
" Replacement of Stock

"In the event of the death of any stockholder of the corporation, the corporation shall have the right and obligation to re-purchase all shares of stock held by such stockholder. Re-purchase of such stock shall be based on the book value of said stock as of the time of the stockholder's death, plus a sum equal to that percentage represented by the stock of such stockholder divided by the total outstanding shares of stock in the corporation of a figure equal to forty-five percent (45%) of the average annual gross income over the two-year period immediately preceding the death of such stockholder. The purchase price shall be payable twenty percent (20%) within thirty days of the stockholder's death and the balance in thirty-six equal monthly installments, payable monthly thereafter.

"In the event a stockholder desires to dispose of his stock during his lifetime, the corporation shall have an option to purchase such stock on the same terms and conditions or for the same value as any proposed sale by such stockholder. The stockholders shall be required to give written notice of intention to sell and of the terms of the sale to the corporation and the corporation shall have sixty days after receipt of such notice to exercise its option to purchase the stock."

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AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
UTAH COMMUNICATIONS, INCORPORATED



The Articles of the above-entitled corporation are hereby amended as follows:

ARTICLE VIII

OFFICERS. The officers of this corporation and their qualifications shall be:

1. A board of not less than two, nor more than five directors.
2. A President.
3. A Vice-President.
4. A Secretary-Treasurer

The directors must be stockholders in the company as shown by the books of the corporation. The president, vice-president and secretary shall be directors, but one person may hold the office of vice-president and secretary-treasurer at the same time. Any other officers which may be required from time to time shall be appointed by and serve at the pleasure of the Board of Directors and may be removed by the Board of Directors as the Board sees fit.

ARTICLE XII

QUORUM. A Majority of the Board of Directors shall constitute a quorum at all meetings.

ARTICLE XVIII

Before any stockholder may sell shares of stock held by him in this corporation, the corporation shall first have the option for a thirty-day period following written notice of the intention of the stockholder to sell, to purchase such stock at the then book value as it appears in the books and records of the corporation. No stock may be sold by any stockholder to any person or organization other than the corporation until written notice of such intention shall have been given and the thirty-day option time of the corporation shall have expired without the corporation having exercised its option.

Dated this 11<sup>th</sup> day of March, 1959.

*Richard E. Hafia*  
Secretary

STATE OF UTAH )  
                  ) ss.  
County of Salt Lake )

Richard E. Hafia, being first duly sworn, deposes and says that he is the secretary of Utah Communications, Inc., a Utah corporation, that the foregoing amendments to the Articles of the said corporation were unanimously approved by a vote of all of the stockholders of the said corporation at a duly called meeting held on the 11<sup>th</sup> day of March, 1959, at Salt Lake City, Utah.

Dated this 11<sup>th</sup> day of March, 1959.

*Richard E. Hafia*  
Richard E. Hafia

Subscribed and sworn to before me this 11<sup>th</sup> day of March, 1959.

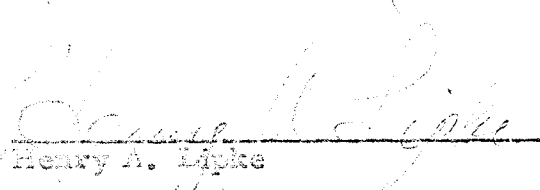
*William E. [Signature]*  
Notary Public


Residing at Salt Lake City, Utah.

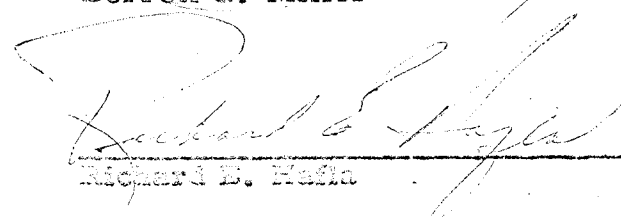
My commission expires: 10-9-1963

We, the undersigned, being all of the stockholders of Utah  
Communications, Inc., a Utah corporation, do hereby certify that the Articles  
of said corporation were amended at a special stockholders meeting, duly called  
and held on the 11<sup>th</sup> day of March, 1959, at which all  
outstanding shares of stock in the corporation were represented in person and  
at which meeting the attached amendments to the said Articles were unanimously  
approved.

Dated this 11<sup>th</sup> day of March, 1959.

  
Henry A. Lipke

  
Berrell G. Miller

  
Richard E. Hoffa

30<sup>th</sup> day of Nov. A.D. 1965  
DELL MILLER  
Secretary of State  
Fees 20<sup>00</sup>

RECEIVED  
OFFICE OF  
SECRETARY OF STATE

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AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
UTAH COMMUNICATIONS, INCORPORATED

The Articles of Incorporation of Utah Communications, Incorporated, are hereby amended as follows:

ARTICLE I

NAME: Said corporation shall be called and known by the name Utah Communications, Incorporated, and is organized at Salt Lake City, Utah. The corporation shall also be authorized to do business under other names including Teton Communications when engaged in business in the State of Idaho and such others as the Board of Directors may from time to time authorize.


The foregoing Amendment to the Articles of Incorporation of Utah Communications, Incorporated, was adopted at a special meeting of the stockholders of Utah Communications, Incorporated, on the 17 day of November, 1965, in Salt Lake City, State of Utah. The number of shares of said corporation outstanding at said date being 3000 and the number of shares entitled to vote thereon being the same and all of the aforementioned shares voted in favor of the said amendment.

Henry A. Lipke  
Henry Lipke, President  
Richard E. Hafla  
Richard E. Hafla, Secretary-Treasurer



STATE OF UTAH )  
 : ss  
COUNTY OF SALT LAKE )

Richard E. Hafla, being first duly sworn, deposes and says: that he is the Secretary-Treasurer of Utah Communications, Incorporated, that the foregoing Amendment to the Articles of Incorporation of Utah Communications, Incorporated, was unanimously approved by a vote of all of the stockholders at a special meeting of the stockholders of said corporation on the 17 day of November, 1965, at Salt Lake City, Utah.

  
Richard E. Hafla, Secretary-Treasurer

Subscribed and sworn to before me this 27 day of November, 1965.

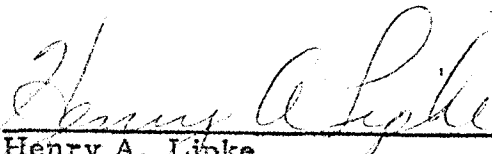
  
Notary Public  
Residing at Salt Lake City, Utah

My Commission Expires:


1-12-66

We, the undersigned, being all of the stockholders of Utah Communications, Inc., a Utah corporation, do hereby certify that the Articles of said corporation were amended at a special stockholders meeting, duly called and held on the 17 day of November, 1965, at which all outstanding shares of stock in the corporation were represented in person and at which meeting the attached amendments to the said Articles were unanimously approved.

Dated this 29 day of November, 1965.

  
Henry A. Lipke

  
Derrell G. Miller

  
Richard E. Hafila