

SAWTOOTH CABLE-VISION, INC.

SUN VALLEY CABLEVISION, INC.

CERTIFICATE OF RESOLUTIONS OF THE BOARDS OF DIRECTORS

This is to certify that as Secretary of Sun Valley Cablevision, Inc. and as Secretary of Sawtooth Cable-Vision, Inc., I do hereby attest that the attached Joint Plan of Merger and Agreement of Merger between Sun Valley Cablevision, Inc., and Sawtooth Cable-Vision, Inc., with Sun Valley Cablevision, Inc., as Surviving Corporation, was adopted by the Directors of each Company and approved by unanimous vote of the shareholders of Sun Valley Cablevision, Inc., and by Sun Valley Cablevision, Inc., as the sole shareholder of Sawtooth Cable-Vision, Inc., on May 15, 1978, but effective as of May 31, 1978 at 12:01 a.m.


Secretary of Sun Valley
Cablevision, Inc.


Secretary of Sawtooth
Cable-Vision, Inc.

JOINT PLAN OF MERGER AND AGREEMENT OF MERGER
BETWEEN
SUN VALLEY CABLEVISION, INC.
AND
SAWTOOTH CABLE-VISION, INC.
WITH
SUN VALLEY CABLEVISION, INC. AS
SURVIVING CORPORATION

Sun Valley Cablevision, Inc., hereafter called "Sun Valley," an Idaho corporation, is the sole owner of all of the authorized and issued shares of Sawtooth Cable-Vision, Inc., an Idaho corporation, hereafter called "Sawtooth," and

It is desirable for the benefit of both parties and their shareholders that the properties, businesses, assets and liabilities of both parties be combined into one surviving corporation which shall be Sun Valley.

Now therefore, in consideration of the premises and of the mutual agreements herein contained, the parties hereto in accordance with the applicable provisions of the laws of the State of Idaho do hereby agree as follows:

1. Merger. Sawtooth shall be merged with and into Sun Valley and Sun Valley does hereby merge Sawtooth with and into itself. On and after the effective date of this contemplated merger:

a) Sun Valley shall be the surviving corporation and shall continue to exist as a domestic corporation under the laws of the State of Idaho.

b) Sawtooth, as a corporation, shall cease to exist and all of its property shall become the property

of Sun Valley, which shall be responsible for all of the obligations of Sawtooth.

2. Ownership and Government of the Surviving Corporation.

On and after the effective date of this merger:

a) Each common share of Sun Valley outstanding on the effective date of the merger shall thereupon, without further action, become one common share of the surviving corporation without the issuance or exchange of new shares or share certificates.

b) The directors of Sun Valley shall be directors of the surviving corporation until their successors are duly elected and qualified under the bylaws of the surviving corporation.

c) The articles of incorporation and bylaws of Sun Valley shall continue as the articles of incorporation and bylaws of the surviving corporation.

3. Cancellation of Sawtooth Shares. All authorized and outstanding common shares of Sawtooth, such shares being owned in their entirety by Sun Valley, and all rights in respect thereof, shall be cancelled forthwith on the effective date of this merger, and the certificates representing such shares shall be surrendered and cancelled.

4. Approval. This agreement and plan of merger shall be submitted to the shareholders of Sun Valley and of Sawtooth as required by the law of Idaho. When approval is obtained by no

less than two thirds of the voting power of each constituent corporation, the proper officers of each corporation shall, and they are hereby authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents as may be necessary or proper to render effective the merger contemplated by this Plan and Agreement.

5. Effective Date. Subject to approval by no less than two thirds of the shares of each corporation, this merger shall be effective as of 12:01 a.m. on May 31, 1978.

6. Abandonment of Plan. Notwithstanding any of the provisions of this Agreement, the directors of Sun Valley, at any time before or after approval by shareholders of either or both corporations, and prior to the effective date of this merger, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective this contemplated merger and in such event, this Plan and Agreement shall thereby be cancelled and become null and void.

In witness whereof, Sun Valley Cablevision, Inc., and Sawtooth Cable-Vision, Inc., have caused this Agreement to be executed by their respective officers and also by majorities of their boards

of directors on this 15th day of May, 1978.

SUN VALLEY CABLEVISION, INC.

ATTEST:

R. Dow Bowman
Secretary

By *Robert Rogan*
President

Robert Rogan
Director

R. Dow Bowman
Director

Roy J. Anderson
Director

SAWTOOTH CABLE-VISION, INC.

ATTEST:

R. Dow Bowman
Secretary

By *Robert Rogan*
President

Robert Rogan
Director

R. Dow Bowman
Director

Jim S. Gilly
Director

STATE OF TEXAS §

COUNTY OF SMITH §

On this 15th day of May, in the year 1978, before me,
Suzy Willman, a Notary Public, personally appeared
Robert M. Rogers, known to me to be the President of Sawtooth
Cable-Vision, Inc., and acknowledged to me that the said
corporation executed the attached Joint Plan of Merger and
Agreement of Merger between Sun Valley Cablevision, Inc. and
Sawtooth Cable-Vision, Inc. with Sun Valley Cablevision, Inc.
as Surviving Corporation on behalf of the said Sawtooth
Cable-Vision, Inc. as the true act and deed of the said
corporation.

In witness whereof I have hereunto set my hand and affixed my
official seal the day and year in this certificate first
above written.

Suzy Willman
Notary Public residing in
Smith County, Texas.

STATE OF TEXAS §

COUNTY OF SMITH §

On this 15th day of May, in the year 1978, before me,
Suzy Willman, a Notary Public, personally appeared
Robert M. Rogers, known to me to be the President of Sun Valley
Cablevision, Inc., and acknowledged to me that the said
corporation executed the attached Joint Plan of Merger and
Agreement of Merger between Sun Valley Cablevision, Inc. and
Sawtooth Cable-Vision, Inc. with Sun Valley Cablevision, Inc.
as Surviving Corporation on behalf of the said Sun Valley
Cablevision, Inc., as the true act and deed of the said corporation.

In witness whereof I have hereunto set my hand and affixed my
official seal the day and year in this certificate first
above written.

Suzy Willman
Notary Public residing in
Smith County, Texas