

# State of Idaho

## Department of State

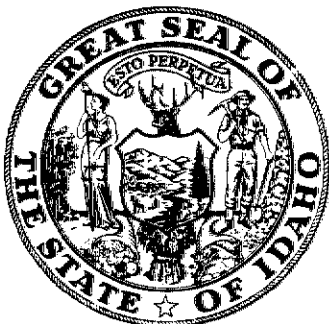
### CERTIFICATE OF INCORPORATION OF

MOUNTAINVIEW SATELLITE SYSTEMS, INC.  
File number C 119692

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 2, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Shirley J. Clark*

**ARTICLES OF INCORPORATION**

**OF**

**MOUNTAINVIEW SATELLITE SYSTEMS, INC. STATE OF IDAHO**

97 JUN -

SECRETARY OF STATE

DATE 06/02/1997  
0900  
DIST# 81244  
100.00= 100.00  
CORP

# : C

The undersigned, Tim R. Higley and Shawn Nelson, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is **Mountainview Satellite Systems, Inc.**

**SECOND:** The period of its duration is perpetual.

**THIRD:** The purpose or purposes for which this corporation is organized is engage in every phase and aspect of the television satellite business, involving the sale of related equipment and servicing of the same. Further, this corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

To do all necessary and proper acts for the accomplishment for any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation and any amendment thereof, necessary or incidental to the protection or benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or attainment of the objects or the furtherance of such purposes or objects of this corporation.

The foregoing shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific

purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**FOURTH:** The aggregate number of shares which the corporation shall have the authority to issue is 50,000 shares, with a par value of \$1.00 per share. Of this 50,000 shares of stock, 25,000 shares of said stock shall be issued to Shawn Nelson, 316 South Main, Mackay, Idaho 83251 and 1,000 shares of said stock shall be issued to Tim R. Higley, P. O. Box 22, Mackay, Idaho 83251. The remaining 24,000 shares of stock shall be held by the corporation as treasury stock to be utilized in the future.

**FIFTH:** The shareholders of this corporation shall have pre-emptive rights to purchase or subscribe to any issues of any type of stock of this corporation at a price equal to or less than that offered to any non-shareholder of this corporation.

**SIXTH:** Provisions for the regulation of the internal affairs of the corporation are as stated in the by-laws.

**SEVENTH:** The address of the initial registered office of this corporation is 316 South Main, Mackay, Idaho 83251, and the name of its initial registered agent at such address is Shawn Nelson.

**EIGHTH:** The corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders. The name and address of the persons who will to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

Tim R. Higley

P. O. Box 22  
Mackay, Idaho 83251

Shawn Nelson

316 South Main  
Mackay, Idaho 83251

NINTH: The name and address of each incorporator is:

NAME

ADDRESS

Tim R. Higley

P. O. Box 22  
Mackay, Idaho 83251

Shawn Nelson

316 South Main  
Mackay, Idaho 83251

TENTH: No shareholder of this corporation shall enter into a voting agreement vesting in another person the authority to exercise the voting power of any or all of the shares of this corporation.

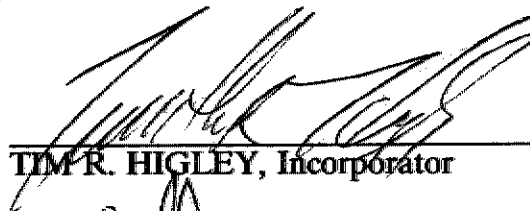
ELEVENTH: The shareholders of this corporation shall have the power to include in the by-laws, adopted by a two-thirds (2/3) majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders. The manner and form, as well as relevant terms, conditions, and details hereto shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless notice of the existence of such provisions shall be plainly written the certificate evidencing the ownership of the stock.


TWELFTH: This corporation shall have the power at its option, to purchase and acquire the shares owned and held by any shareholder who should desire to sell, transfer or otherwise dispose of his or her shares, in accordance with the by-laws adopted by the

shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

THIRTEENTH: This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the by-laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

DATED this 8th day of <sup>MAY</sup>~~April~~, 1997.

  
TIM R. HIGLEY, Incorporator

  
SHAWN NELSON, Incorporators

STATE OF IDAHO                     )  
County of Custer                ): ss

On this 8th day of May, 1997, before me, a Notary Public in and for said state, personally appeared Tim R. Higley and Shawn Nelson, 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.

Sandra Marenai  
Notary Public for Idaho  
Residing at: Mackay, Idaho  
My Commission Expires: 3-15-1999