

RESTATED

**ARTICLES OF INCORPORATION OF
NORTHERN LIGHTS, INC.**

We, the Board of Directors of Northern Lights, Inc., hereby resolve that the Articles of Incorporation of Northern Lights, Inc., be restated. All of the operative provisions of the Articles of Incorporation as heretofore amended are correctly set forth herein, without change, and superseded the original Articles of Incorporation and all amendments thereto.

RESOLVED that the Articles of Incorporation of Northern Lights, Inc., are restated as follows:

ARTICLE I

The name of this association shall be **NORTHERN LIGHTS, INC.**

ARTICLE II

The objects and purposes for which the Corporation is formed are:

(a) To generate, manufacture, purchase, acquire and accumulate electric energy for its members only and to transmit, distribute, furnish, sell and dispose of such electric energy to its members only, and to construct, erect, purchase lease as lessee and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and electric generation, transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any or all of the foregoing objects and purposes.

(b) To purchase, acquire and accumulate natural gas for its members only and to transmit, distribute, furnish, sell and dispose of such natural gas to its members only, and to construct, erect, purchase lease as lessee and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and natural gas transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any or all of the foregoing objects and purposes.

(b g) To acquire, own, hold, use, exercise and, to the extent permitted by law, to sell, mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses, rights of way and easements necessary, useful or appropriate to accomplish any or all of the objects or purposes of the Corporation;

(c d) To purchase, receive, lease as lessee, or in any other manner acquire, own, hold, maintain, use, convey, sell, lease as lessor, exchange, mortgage, pledge or otherwise dispose of any and all real and personal property or any interest therein necessary, useful or appropriate to enable the Corporation to accomplish any or all of its objects or purposes;

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(d e) To assist its members to wire their premises and install therein electrical, natural gas and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and, in connection therewith and for such purposes, to purchase, acquire, lease, sell, distribute, install and repair electrical, natural gas and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer or otherwise dispose of notes and other evidences of indebtedness and all security therefor;

(e f) To borrow money, to make and issue bonds, notes and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the Corporation; to secure the payment of such bonds, notes or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon, or by the pledge of or other lien upon, any or all of the property, rights, privileges or permits of the Corporation, wheresoever situated, acquired or to be acquired.

(f g) To engage in the business of providing telecommunications, satellite telecommunication reception and related services; to own, sell, distribute, finance, lease, service, install, maintain and create such materials, equipment, properties and programs as may be required therefor and to do all and everything necessary, suitable, or proper for the accomplishment of this purpose either alone or through a subsidiary or in conjunction with other firms, or individuals, and either as principals or agents; provided that no telecommunications activity be taken which would jeopardize the Corporation's tax-exempt status; and provided further that telecommunications and related services may be provided to persons not members of the Corporation only if provision of said services will benefit the Corporation or its members, or enhance the Corporation's ability to provide said services to members.

(g h) To do and perform, either for itself or its members, any and all acts and things, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any or all of the foregoing objects or purposes or as may be permitted by the Act under which the Corporation is formed. The Corporation shall render no service to or for the public.

ARTICLE III

The duration of this Association shall be perpetual.

ARTICLE IV

The location and post office address of the registered office of this Association shall be Sandpoint, Idaho.

ARTICLE V

The names and post office addresses of the incorporators are as follows:

H. E. Bassford	Naples, Idaho	A. Steg	Sandpoint, Idaho Route 1
E. Schevenius	Sandpoint, Idaho Route 1	H. S. Crowder	Sandpoint, Idaho Route 1
Art O. Schauer	Colburn, Idaho	W. H. White	Samuels, Idaho
Carl R. Meserve	Sandpoint, Idaho Route 1		

ARTICLE VI

Section 1. The Corporation is a nonprofit corporation without any purpose of pecuniary profit to itself and shall have no capital stock.

Section 2. The terms, conditions, eligibility, admission, withdrawal, expulsion, rights and obligations of membership; the rights, powers, compensation, qualifications, number, election, removal and filling vacancies of the board of directors and officers; the manner of noticing, holding and conducting, and the quorum requirements for, meetings of the board of directors, and the members, including the voting rights of members; the manner of accounting for revenues and expenses so as to assure nonprofit operation; the manner of adopting alterations, amendments or repeals of the Bylaws; and provisions relating to any other matters not covered by law or by these Articles of Incorporation -shall, except as otherwise provided by law or these Articles, be stated or provisions made therefor in the Bylaws.

ARTICLE VII

The operations of the Corporation shall be carried on in the Counties of Bonner, Boundary and Kootenai, in the State of Idaho, and in such other counties in the State of Idaho and in any other state of the United States, as the board of directors may from time to time decide. The registered office and place of business of the Corporation shall be in the City of Sandpoint, in Bonner County, in the State of Idaho, and the Corporation may maintain offices at such place or places in the State of Idaho and in the United States as the board of directors may from time to time decide.

ARTICLE VIII

The Corporation may amend, alter or repeal any provision of these Articles of Incorporation upon the affirmative vote of the majority of votes cast by the members present at a member meeting n person or by proxy and upon compliance otherwise with 30-326, 30-327 and 30-328 of the Idaho Code as presently worded or as may hereafter be amended.

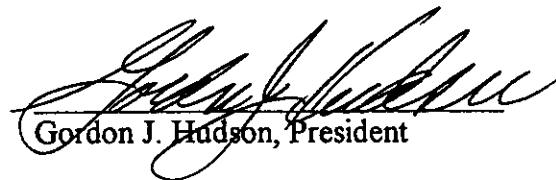
RESOLUTION NO. 785

**RE: AMENDMENTS TO BYLAWS
AND
REVISION TO ARTICLES OF INCORPORATION**

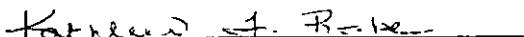
WHEREAS, Northern Lights, Incorporated, held its Annual Meeting on May 1, 1999, at the Sandpoint Senior High School in Sandpoint, Idaho. A proposed amendment, as attached to this Resolution, to the Bylaws of Northern Lights, Incorporated, and revision to the Articles of Incorporation were presented to the membership and, after voting thereupon, were approved.

NOW, THEREFORE, BE IT RESOLVED that the attached Amendment to the Bylaws of Northern Lights, Inc. and revision to the Articles of Incorporation be and the same are hereby certified by the Directors and Secretary of the Cooperative and shall be immediately recorded in the book of Bylaws and Articles of Incorporation kept in the registered files of the Cooperative.

NORTHERN LIGHTS, INC.


Gordon J. Hudson, President

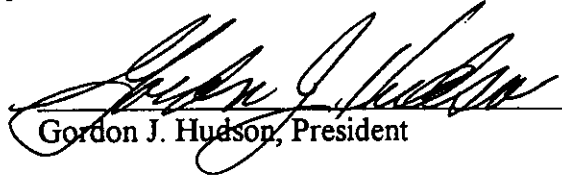
ATTEST:


Kathleen F. Rabe, Secretary-Treasurer

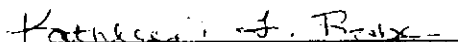
CERTIFICATE OF AMENDMENT TO BYLAWS
AND
REVISIONS TO THE ARTICLES OF INCORPORATION
OF NORTHERN LIGHTS, INCORPORATED

We, Gordon J. Hudson and Kathleen F. Rabe, being the President and the Secretary-Treasurer of Northern Lights, Inc., a Corporation organized and existing under the laws of the State of Idaho, do hereby certify that a regular Annual Meeting of the members of said Corporation was held at the Sandpoint Senior High School in Sandpoint, Idaho, on the 1st day of May, 1999; that said meeting was held in accordance with the laws of the State of Idaho, and the Corporation's Articles of Incorporation and Bylaws; that at said meeting a majority of the total number of members present and members voting by mail-in ballot voted in favor of the Amendment to the Bylaws and Articles of Incorporation of the Corporation as hereinafter set forth; that the Board of Directors and the Secretary of the Cooperative have certified the amendment of the Bylaws and Articles of Incorporation by Resolution on this 24th day of May, 1999; and that attached hereto is a true copy of that Resolution and Amendment to the Bylaws as adopted and certified.

Witness our hands and the seal of said Corporation on this 24th day of May, 1999.



Gordon J. Hudson, President

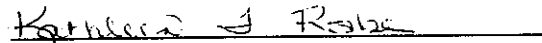
ATTEST:


Kathleen F. Rabe
Secretary-Treasurer

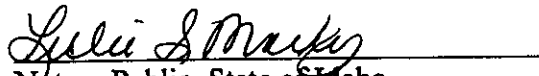
STATE OF IDAHO)
) ss
COUNTY OF BONNER)

Gordon J. Hudson and Kathleen F. Rabe, being first duly sworn, upon oath depose and say that they are the President and Secretary-Treasurer respectively of Northern Lights, Inc., the Corporation which executed the within Certificate; that they have read the foregoing Certificate, know the contents thereof, and believe the facts therein stated to be true.


Gordon J. Hudson, President


Kathleen F. Rabe, Secretary-Treasurer

SUBSCRIBED AND SWORN TO before me this 24th day of May, 1999.


Notary Public, State of Idaho
Residing at Sagle
My Commission expires 3-15-2002

RESOLUTION NO. 768

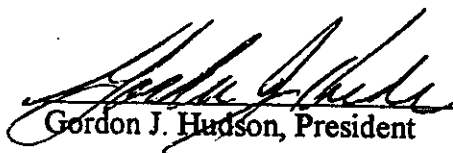
RE: AMENDMENTS TO BYLAWS

WHEREAS, Northern Lights, Incorporated, held a Special Membership Meeting January 26, 1998, at the Corporate Headquarters, 1423 Dover Highway in Sandpoint, Idaho.

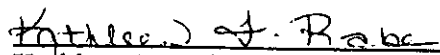
Proposed Bylaw Amendments and Articles of Incorporation, as attached to this Resolution, were presented to the membership and, after voting thereupon, were approved.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Northern Lights, Incorporated meeting in regular session this 23rd day of February, 1998, does hereby certify the attached Amendments to the Bylaws and Articles of Incorporation of Northern Lights, Inc. be and the same are hereby certified by the Directors and Secretary of the Cooperative and shall be immediately recorded in the book of Bylaws kept in the registered files of the Cooperative.

NORTHERN LIGHTS, INC.


Gordon J. Hudson, President

ATTEST:


Kathleen F. Rabe, Secy-Treas.

CERTIFICATION OF ELECTION RESULTS

The Credentials & Election Committee having met this 26th day of January, 1998, does hereby certify and verify the following bylaw amendment results:

YES

~~2308~~ 2309 *sub*

NO

310

The Credentials & Election Committee hereby declares that the bylaw amendment

passed

Dated this 26th day of January, 1998.

CREDENTIALS & ELECTION COMMITTEE

Margaret Bryant
Chairman

Patricia Johnson
Secretary