

State of Idaho

Department of State

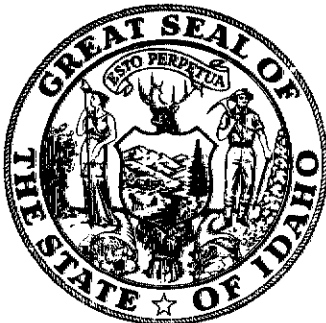
CERTIFICATE OF INCORPORATION OF

COUNCIL TELEPHONE COMPANY
File number C 107725

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: September 20, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sibel*

ARTICLES OF INCORPORATION

OF

COUNCIL TELEPHONE COMPANY

SEP 20 4 34 PM '94
SECRETARY OF STATE

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CORP
CK #: 8774 CUST# 1626
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IDAHO SECRETARY OF STATE

KNOW ALL PERSONS BY THESE PRESENTS, that I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, including the Idaho Business Corporation Act (the "Act"), and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

1. NAME:

The name of the corporation is:

COUNCIL TELEPHONE COMPANY (the "Corporation").

2. DURATION:

The Corporation is to have perpetual existence.

3. PURPOSE AND POWERS:

The purpose for which the Corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have the power to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

4. SHARES:

The authorized amount of capital of the Corporation shall be, and is, 1,000,000 shares of stock with a par value of \$1.00 each, making an authorized aggregate capitalized shares of stock at par value of \$1,000,000.00, which stock shall not be issued until fully paid for and once so issued shall be nonassessable. There shall be only one class of stock.

5. PREEMPTIVE AND PREFERENTIAL RIGHTS:

Stockholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter

authorized, and to any obligations of the Corporation convertible into stock. Any stock or obligations convertible into stock issued by the Corporation shall be offered first to the stockholders of the Corporation.

6. INITIAL REGISTERED OFFICE AND AGENT:

The location and the physical address of the initial registered office of the Corporation and its registered agent is as follows:

	<u>Physical Address</u>
Registered Office:	130 Superior Street Cambridge, Idaho 83610
Registered Agent:	Richard Wiggins

7. DIRECTORS:

The initial number of directors of the Corporation shall be three (3), which directors are to serve until the first annual meeting of the stockholders, or until their successor(s) are elected and qualified, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

The initial directors shall be:

<u>Directors' Names</u>	<u>Address</u>
Richard Wiggins	130 Superior Street P.O. Box 86 Cambridge, Idaho 83610
Joana Wiggins	130 Superior Street P.O. Box 86 Cambridge, Idaho 83610
Kermit Wiggins	130 Superior Street P.O. Box 86 Cambridge, Idaho 83610

8. INCORPORATOR:

The name and address of the incorporator of the Corporation is as follows:

Incorporator's Name

Address

Gregory J. Vietz

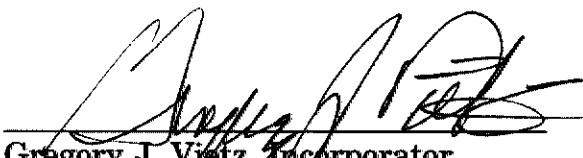
Givens Pursley & Huntley
Park Place, Suite 200
277 North 6th Street
P.O. Box 2720
Boise, Idaho 83701

9. OTHER PROVISIONS:

9.1. Transactions Between Corporations, Officers and Directors. Without in any way limiting the provisions of Idaho law, no contract or other transaction between the Corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of another corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that such director or firm is so interested shall be disclosed or shall have been known to the Board of Directors of the Corporation. Any director of the Corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

9.2. Stockholder Liability. Without in any way limiting the provisions of Idaho law, the private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever, the stock of the Corporation shall not be subject to the payment of corporate debts to any extent whatever, and the stock of the Corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective as of the 20th day of September, 1994.



Gregory J. Vietz, Incorporator