

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

NORTHWEST TELCO, INC.

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 NORTHWEST TELCO,  
INC.,

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.

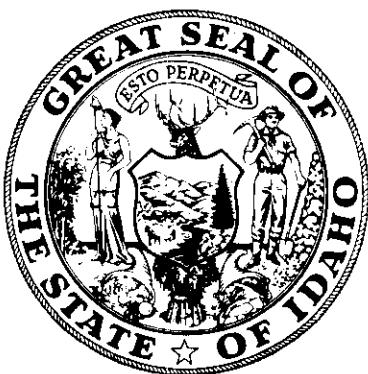
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **October 19, 1984**



SECRETARY OF STATE

by: \_\_\_\_\_



'94 OCT 19 PM 3:39

ARTICLES OF INCORPORATION

OF

**SECRETARY OF  
STATE**

NORTHWEST TELCO, INC.

The undersigned hereby establish a corporation pursuant to the Idaho Business Corporation Act, as amended (the "Act"), and adopt the following articles of incorporation.

FIRST: The name of the corporation is Northwest Telco, Inc.

SECOND: The corporation shall have perpetual existence.

THIRD: (a) The purposes for which the corporation is organized are:

(i) To engage in any and all businesses connected with the long distance telecommunications field; and

(ii) To transact any and all lawful business for which corporations may be incorporated under the Act.

(b) The corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under the Act and may do everything necessary, suitable or proper to accomplish any of its corporate purposes.

FOURTH: (a) The aggregate number of shares that the corporation shall have authority to issue is 25,000 shares of common stock, each having a par value of \$1.00.

(b) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors he shall have the right to vote such number of shares for as many persons as there are directors for whom he has a right to vote. Cumulative voting shall be allowed in the election of directors.

(c) At all meetings of shareholders, a majority of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum; and at any meeting at which a quorum is present the affirmative vote of a majority of the shares represented at such meeting and

entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number is required by the Act.

(d) No shareholder of the corporation shall have any pre-emptive rights.

(e) The corporation shall have the right to purchase its own shares when the Corporation is solvent and when such redemption or purchase would not render it insolvent or reduce the net assets below the aggregate amount payable to the holders of shares having prior or equal rights to the assets of the corporation upon involuntary dissolution.

(f) The board of directors may from time to time distribute to the shareholders in partial liquidation, out of capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in the Act.

FIFTH: The corporation shall have the right to indemnify any person to the fullest extent allowed by the Act, except as limited by the by-laws of the corporation from time to time in effect.

SIXTH: The initial board of directors shall consist of four (4) directors. The number of directors may be increased or decreased from time to time as provided in the by-laws; provided, however, that the number of directors constituting a board shall not be less than three (3) except, a) so long as there are no shareholders the number of directors may be one (1) or two (2) as designated in the Articles; or b) so long as there are fewer than three shareholders the number of directors may equal the number of shareholders. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and have qualified are:

Richard Kindall 4745 Shawnee Way  
Boise, Idaho 83709

SEVENTH: The address of the initial registered office of the corporation is 1000 West Finch Street, Nampa, Idaho 83651. The name of its initial registered agent at such address is Richard Kindall.

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

John R. Hansen, Jr. 1555 Shoreline Dr., Suite 100  
Boise, Idaho 83707

IN WITNESS WHEREOF:

Dated: October 19, 1989

A handwritten signature in black ink, appearing to read "John R. Hansen Jr.", is written over a horizontal line that extends from the date "October 19, 1989".