

FILED

MAY 13 11:17 '99

ARTICLES OF INCORPORATION

OF

IDAHO INTERNET ASSOCIATES, INC.

Name. The name of the corporation is Idaho Internet Associates, Inc..

2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be 1,000,000 (one million) all of which shall be common voting stock.

3. Registered office and agent. The registered office of the corporation is 6202 Edgewater Drive, Boise Idaho, 83709, and its registered agent at that address is Richard W. Haener.

4. Incorporator. The name of the incorporator is Richard W. Haener and the incorporator's address is 6202 Edgewater Drive, Boise, Idaho, 83709.

Voting Entitlement of Shares. All shareholders are entitled to cumulate their votes for directors, that is, they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

(1) Except as provided in sections (2) and (4) of this Article providing for cumulative voting for votes cast for directors, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

(2) This corporation is not entitled to vote treasury shares.

(3) Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

(4) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

IDAHO SECRETARY OF STATE

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6. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be one, and the name and address of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Directors need not be residents of the State of Idaho or shareholders of the corporation.

7. Preemptive Rights. The corporation elects to have preemptive rights.

8. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment.

9. Limitation of Liability. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

In witness whereof, I have subscribed these Articles of Incorporation this 10th day of May 1999.



Richard W. Haener, Incorporator