

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

BIG BEAR RIDGE TELEPHONE COMPANY, INC.

was filed in the office of the Secretary of State on the **Twenty-fifth** day of **April** A. D. One Thousand Nine Hundred **Sixty-one** and is duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Kendrick in the County of **Latah,**

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **25th** day of **April**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION OF
BIG BEAR RIDGE TELEPHONE COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a natural person and a citizen of the United States of America of the age of twenty-one years and upwards, do hereby associate together for the purpose of forming, and do hereby form, a non-profit corporation under the laws of the State of Idaho, and we do hereby set forth, declare and certify:

FIRST: That the name of this corporation is: BIG BEAR RIDGE TELEPHONE COMPANY, INC.

SECOND: That the purposes for which this corporation is formed are: To own, operate and maintain a rural telephone line and accessories for the purpose of providing telephone service for its members between their respective residences and a telephone exchange or exchanges.

To lease, purchase or otherwise secure, acquire, own, hold, manage, use, operate, sell, transfer or convey, such property, real and personal, or real or personal, as may be necessary, expedient, proper or appropriate for the carrying out of any one or more of the purposes of the corporation.

To enter into, perform, and carry out contracts and agreements of every kind necessary to and in connection with or incidental to the accomplishment of any one or more of the purposes of this corporation.

To borrow money without limit as to amount for any purpose or

purposes of this corporation, whether secured or unsecured, and to make, execute, assign and deliver therefor notes, bonds, debentures, trust deeds, or other evidences of indebtedness of any kind or kinds whatever, and to secure the payment of the same by mortgage, trust deed, pledge, or otherwise upon any or all property, real and personal, or real or personal, belonging to or owned by this corporation at the time of giving such securities or to be acquired by it subsequent thereto.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental, ancillary, related, pertaining, necessary, suitable or proper to or connected with any or all of the objects or purposes in this article mentioned, provided that the same shall not be inconsistent with the laws and statutes of the State of Idaho.

It is hereby expressly provided that the enumeration of purposes herein set forth shall not be held to limit or restrict in any manner the general powers of this corporation.

THIRD: That the duration of this corporation and the term of its existence shall be perpetual.

FOURTH: That the location and post office address of the registered office of this corporation in the State of Idaho is Kendrick, Idaho.

The estimated length of the telephone line to be owned and operated by this corporation is twenty-five miles.

FIFTH: That there are no authorized shares of stock in this corporation and there is no capital stock and there are no shares of stock.

SIXTH: That this is a non-profit organization. That pecuniary profit is not its object or purpose.

SEVENTH: The members of this corporation shall consists of the persons hereinafter named as incorporators and such other persons as from time to time hereafter may become members in the manner provided in the by-laws of the corporation. That upon the issuance of the Certificate of Incorporation, each and all of the undersigned shall ipso facto become members of this corporation.

EIGHTH: That unless and until changed by the by-laws of this corporation, a majority of members of the corporation shall constitute a quorum at any regular or special meeting of the members of the corporation.

NINTH: That the by-laws of this corporation may be altered, amended, or new by-laws adopted at any regular meeting or at any special meeting of the members of the corporation, called for that purpose, by the affirmative vote of two-thirds of the members present at such meeting; provided, that a quorum be present.

TENTH: That the Articles of Incorporation of this corporation may be altered or amended at any regular meeting of the members or at any special meeting of the members called for that purpose by an affirmative vote of two-thirds of the members present at such meeting, provided written notice of the intention to amend the Articles of Incorporation shall be served on each and all of the members not less than seven days prior to such meeting. Such notice to designate the

meeting at which it is intended to vote on the proposition to amend the Articles of Incorporation and shall state in general terms the manner in which it is intended to amend the Articles of Incorporation. The mailing of such notice to a member at Kendrick, Idaho, shall be deemed a service thereof, and such notice shall be deemed to have been served on the date of the mailing thereof.

ELEVENTH: That the names and post office addresses of the incorporators are:

<u>Name:</u>	<u>Post Office Address:</u>
Charles A. Bower	Kendrick, Idaho
Richard Benjamin	Kendrick, Idaho
Cecil Chamberlain	Kendrick, Idaho
Henry Galloway	Kendrick, Idaho
Oscar M. Slind	Kendrick, Idaho
Pearl Hazeltine	Kendrick, Idaho
Edwin Forest	Kendrick, Idaho

TWELFTH: That no pecuniary dividends shall be declared. That in no event shall any of the earnings, if any, of the corporation be distributed to members or any of them. That none of the private property of the members, or any of them, shall be liable for any debt or obligation, contractual or otherwise, of the corporation. The corporation shall issue membership certificates to each member, which certificates cannot be assigned so that the transferee can by such transfer become a member of the corporation. That the rights and interests of each of the members of the corporation shall be equal, and no member shall acquire a greater interest in the corporation than any other member.

IN WITNESS WHEREOF, we, the undersigned, whose post office addresses are set opposite our names, have hereunto set our hands this 31 day of March, 1961.


Charles A. Bower

Richard Benjamin
Richard Benjamin

Henry Galloway
Henry Galloway

Pearl Hazeltine
Pearl Hazeltine

Cecil Chamberlain
Cecil Chamberlain

Oscar M. Slind
Oscar M. Slind

Edwin Forest
Edwin Forest

STATE OF IDAHO)
 : ss.
County of Latah)

On this 31 day of March, 1961, before me, the undersigned, a Notary Public in and for said state personally appeared CHARLES A. BOWER, RICHARD CHAMBERLAIN, CECIL CHAMBERLAIN, HENRY GALLOWAY, OSCAR A. SLIND, PEARL HAZELTINE and EDWIN FOREST, known to me to be the persons whose names are subscribed to the above and foregoing and annexed Articles of Incorporation of BIG BEAR RIDGE TELEPHONE COMPANY, INC., and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last above written.

Robert G. Magnuson
Notary Public in and for the State of
Idaho, residing at Boise, Idaho.