

98134

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

INDEPENDENT CELLULAR TELEPHONE SALES, 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 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: April 3, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By

*Sheryl Dennis*

ARTICLES OF INCORPORATION

OF

INDEPENDENT CELLULAR TELEPHONE SALES, INC.

\* \* \* \*

RECEIVED  
SEC. OF STATE

92 APR 3 AM 8 31

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of full age, citizens and residents of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be:

INDEPENDENT CELLULAR TELEPHONE SALES, INC.

ARTICLE II.

That subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

ARTICLE III.

The corporation formed herein shall be for the purpose of transacting any and all lawful business for which a corporation may be incorporated pursuant to the Idaho Code.

ARTICLE IV.

The total authorized capital stock of this corporation shall be one hundred thousand (100,000) shares of common stock with no par value. Shares of stock of this corporation shall not be transferred or sold until said sale shall be approved by the board of directors of the corporation and the By-laws of the corporation shall provide the method for such approval.

ARTICLE V.

That the principal place of business, registered office and the location and the post office address of the registered office of said corporation shall be 1596 East 3300 South, Wendell, County of Gooding, State of Idaho, and Dale M. McMinn shall be the registered agent at such address.

ARTICLE VI.

That the number of the Directors of said corporation shall be three (3) at its inception and shall not be less than 2 nor more than 8, which number of directors shall be fixed by the By-laws of the corporation. The names and addresses of the initial members of the Board of Directors is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Dale M. McMinn	1596 East 3300 South Wendell, ID 83355
Loretta M. McMinn	1596 East 3300 South Wendell, ID 83355
Diana K. McMinn	1596 East 3300 South Wendell, ID 83355

ARTICLE VII.

All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho.

ARTICLE VIII.

The names and addresses of the incorporators, and the number of shares of stock subscribed by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Dale M. McMinn	1596 East 3300 South Wendell, ID 83355	5000
Loretta M. McMinn	1596 East 3300 South Wendell, ID 83355	5000
Diana K. McMinn	1596 East 3300 South Wendell, ID 83355	5000

ARTICLE IX.

The number, qualifications, term of office, manner of election, and powers and duties of directors shall be fixed and may be altered from time to time as may be provided in the By-laws.

ARTICLE X.

The private property of the stockholders shall not be subject to or liable for the payment of corporate debts to any extent whatever.

ARTICLE XI.

By-laws shall be adopted by the directors and when so adopted may thereafter be repealed, amended or new By-laws adopted by the directors by two-thirds (2/3) vote of the directors or may be repealed, amended or new By-laws adopted by a two-thirds (2/3) vote of the outstanding stock of the corporation.

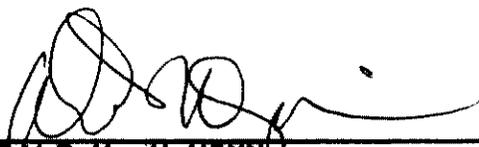
ARTICLE XII.

The corporation shall have the power to purchase or otherwise acquire, hold and reissue its own stock, and to buy, acquire, deal in and transfer shares of capital stock, bonds, debentures and other securities issued or created by any other corporation, cooperative marketing or purchasing association.

ARTICLE XIII.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred on stockholders are granted subject to this reservation.

1st IN WITNESS WHEREOF, we have hereunto set our hands this day of April, 1992.

  
DALE M. McMINN

  
LORETTA M. McMINN

  
DIANA K. McMINN

STATE OF IDAHO }  
County of ~~Gooding~~ <sup>Jerome</sup> } ss.

On this 1<sup>st</sup> day of April, 1992, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DALE M. McMINN, LORETTA M. McMINN and DIANA K. McMINN, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation, and they severally acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

**RICK BERNSEN**  
★ NOTARY PUBLIC ★  
STATE OF IDAHO  
RESIDES AT JEROME, ID  
MY COMMISSION EXPIRES 7-20-97

  
NOTARY PUBLIC FOR IDAHO  
Residing at: Jerome, Idaho  
Commission Expires: 7-20-97