



**Department of State.**

**CERTIFICATE OF AMENDMENT  
OF**

NORTHERN LIGHTS, INC.

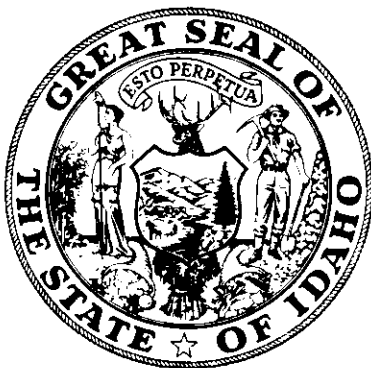
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

NORTHERN LIGHTS, INC.

duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated \_\_\_\_\_ August 18 , 19 89 .



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Lucy J. Clark*  
\_\_\_\_\_  
Corporation Clerk

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SEC. OF STATE

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RESTATED ARTICLES OF INCORPORATION OF  
NORTHERN LIGHTS, INC.

We, the Board of Directors of Northern Lights, Inc., hereby resolve that the Articles of Incorporation of Northern Lights, Inc., be restated. All of the operative provisions of the Articles of Incorporation as heretofore amended are correctly set forth herein, without change, and supersede the original Articles of Incorporation and all amendments thereto.

RESOLVED that the Articles of Incorporation of Northern Lights, Inc., are restated as follows:

ARTICLE I

The name of this association shall be NORTHERN LIGHTS, INC.

ARTICLE II

The objects and purposes for which the Corporation is formed are:

(a) To generate, manufacture, purchase, acquire and accumulate electric energy for its members only and to transmit, distribute, furnish, sell and dispose of such electric energy to its members only, and to construct, erect, purchase, lease as lessee and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and electric generation, transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any or all of the foregoing objects and purposes;

- (b) To acquire, own, hold, use, exercise and, to the extent permitted by law, to sell, mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses, rights of way and easements necessary, useful or appropriate to accomplish any or all of the objects or purposes of the Corporation;
- (c) To purchase, receive, lease as lessee, or in any other manner acquire, own, hold, maintain, use, convey, sell, lease as lessor, exchange, mortgage, pledge or otherwise dispose of any and all real and personal property or any interest therein necessary, useful or appropriate to enable the Corporation to accomplish any or all of its objects or purposes;
- (d) To assist its members to wire their premises and install therein electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and, in connection therewith and for such purposes, to purchase, acquire, lease, sell, distribute, install and repair electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and to receive, transfer or otherwise dispose of notes and other evidences of indebtedness and all security therefor;
- (e) To borrow money, to make and issue bonds, notes and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the Corporation; to secure the payment of such bonds, notes or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon, or by the pledge of or other lien upon, any or all of the property, rights, privileges or permits of the Corporation, wheresoever situated, acquired or to be acquired.
- (f) To engage in the business of providing telecommunications, satellite telecommunication reception and related services; to own, sell, distribute, finance, lease, service, install, maintain and create such materials, equipment, properties and programs as may be required therefor and to do all and everything necessary, suitable, or proper for the accomplishment of this purpose either alone or through a

subsidiary or in conjunction with other firms, or individuals, and either as principals of agents; provided that no telecommunications activity be taken which would jeopardize the Corporation's tax-exempt status; and provided further that telecommunications and related services may be provided to persons not members of the Corporation only if provision of said services will benefit the Corporation or its members, or enhance the Corporation's ability to provide said services to its members.

(g) To do and perform, either for itself or its members, any and all acts and things, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any or all of the foregoing objects or purposes or as may be permitted by the Act under which the Corporation is formed. The Corporation shall render no service to or for the public.

### ARTICLE III

The duration of this Association shall be perpetual.

### ARTICLE IV

The location and post office address of the registered office of this Association shall be Sandpoint, Idaho.

### ARTICLE V

The names and post office addresses of the incorporators are as follows:

H. E. Bassford	Naples, Idaho
E. Schevenius	Sandpoint, Idaho Route 1
Art O. Schauer	Colburn, Idaho
Carl R. Meserve	Sandpoint, Idaho Route 1
A. Steg	Sandpoint, Idaho Route 1
H. S. Crowder	Sandpoint, Idaho Route 1
W. H. White	Samuels, Idaho

## ARTICLE VI

Section 1. The Corporation is a nonprofit corporation without any purpose of pecuniary profit to itself and shall have no capital stock.

Section 2. The terms, conditions, eligibility, admission, withdrawal, expulsion, rights and obligations of membership; the rights, powers, compensation, qualifications, number, election, removal and filling vacancies of the board of directors and officers; the manner of noticing, holding and conducting, and the quorum requirements for, meetings of the board of directors, and the members, including the voting rights of members; the manner of accounting for revenues and expenses so as to assure nonprofit operation; the manner of adopting alterations, amendments or repeals of the Bylaws; and provisions relating to any other matters not covered by law or by these Articles of Incorporation shall, except as otherwise provided by law or these Articles, be stated or provisions made therefor in the Bylaws.

## ARTICLE VII

The operations of the Corporation shall be carried on in the Counties of Bonner, Boundary and Kootenai, in the State of Idaho, and in such other counties in the State of Idaho and in the United States, as the board of directors may from time to time decide. The registered office and place of business of the Corporation shall be in the City of Sandpoint, in Bonner County, in the State of Idaho, and the Corporation may maintain offices at such other place or places in the State of Idaho and in the United States as the board of directors may from time to time decide.

ARTICLE VIII

The Corporation may amend, alter or repeal any provision of these Articles of Incorporation upon the affirmative vote of the majority of votes cast by the members present at a member meeting in person or by proxy and upon compliance otherwise with 30-326, 30-327 and 30-328 of the Idaho Code as presently worded or as may hereafter be amended.

WITNESS our hands and the seal of said corporation this  
31st day of July, 1989, at the hour of 2:40  
P.M.

NORTHERN LIGHTS, INC.

  
President

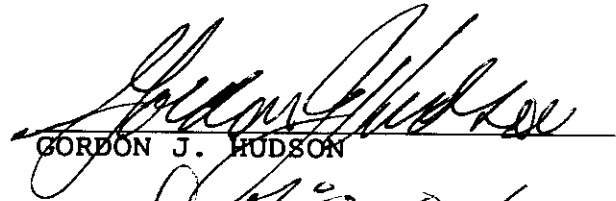
ATTEST:

  
Secretary

STATE OF IDAHO            )  
                                  )    ss.  
County of Bonner        )

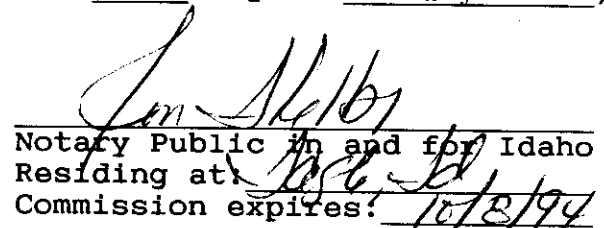
GORDON J. HUDSON and DONALD L. GILLINGHAM, being first duly sworn, upon oath depose and say that they are the President and Secretary respectively of Northern Lights, Inc., the corporation which executed the within Restated Articles of Incorporation.

That they have read the foregoing Restated Articles of Incorporation, know the contents thereof, and believe the facts therein stated to be true.

  
GORDON J. HUDSON

  
DONALD L. GILLENHAM

SUBSCRIBED AND SWORN TO before me this 31st day of July, 1989.

  
Notary Public in and for Idaho  
Residing at: Boise, ID  
Commission expires: 10/8/94