

**FILED EFFECTIVE**

RESTATED ARTICLES OF INCORPORATION

2004 MAY 13 AM 11: 28

of

SECRETARY OF STATE THE DEARY TELEVISION CO-OP, INCORPORATED  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that the DEARY TELEVISION CO-OP, INCORPORATED, organized and formed by the Incorporators indicated herein on September 2nd, 1955, and certified by the Idaho Secretary of State on September 12th, 1955, does hereby Restate the Articles of Incorporation, as amended at a duly Noticed meeting of the Corporation pursuant to the provisions of Idaho statute, as follows:

FIRST: That the name of this corporation is: The Deary Television Co-op, Incorporated.

SECOND: That the purposes for which this corporation is formed are: to own, operate and maintain a master or central television antenna or antennae (reception equipment) for the purpose of receiving television signals; and to distribute and transmit such signals, by wire or otherwise, to television receiving sets.

To obtain, use and exploit franchises, licenses, and other rights reasonably required in the furtherance of the purposes of the corporation.

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

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Restated Articles (Amended) of DEARY TELEVISION CO-OP, INCORPORATED

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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 each and every thing essential, necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear necessary to, conducive to or expedient for the accomplishment of the purposes set herein set forth, or for the protection, extension, development or benefit of this corporation, or any of its property.

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 place where the principal business of this corporation is to be conducted and transacted is at the City of Deary, in Latah County, State of Idaho, and vicinity and the location and post office address of its registered office in the State of Idaho is:

PO Box 105, Deary, Idaho 83823

The Registered Agent at this Address is Barbara Femreite (Clerk/Secretary).

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 corporation. That pecuniary profit is not its object or purpose.

SEVENTH: The corporation shall have members who shall have such rights as are provided by the Idaho Non-Profit Corporations Act that are consistent with the management authority granted to the

Board of Directors of the Corporation by the Articles of the Corporation. Any person may become a member of the corporation upon payment of such dues or fees as may be fixed by the Board of Directors.

EIGHTH: The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. The Directors shall be elected by the members of the Corporation in the manner and for the term provided for in the Bylaws of the Corporation.

NINTH: Membership dues shall be fixed by the Board of Directors in such manner and at such time as set forth in the Bylaws of the Corporation. Dues shall be payable at such times or intervals, and upon such notice, as the Board of Directors may prescribe.

TENTH: That unless or 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.

ELEVENTH: The Board of Directors of the Corporation shall be authorized to amend the Corporation's bylaws at a properly noticed special or regular meeting of the Board of Directors, provided that a quorum of Directors be present.

TWELFTH: 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 his last known post office address shall be deemed a service thereof, and such notice shall be deemed to have been served on the date of the mailing thereof.

THIRTEENTH: The names and addresses of the incorporators were:

<u>Name</u>	<u>POST OFFICE ADDRESSES</u>
Donald G. Lawrence	Box 185, Deary, Idaho
Thomas I. Femreite	Box 6, Deary, Idaho
Robert L. Smith	Box 224, Deary, Idaho
S. E. Anderson	Box 127, Deary, Idaho
Ralph A. Wherry	Box 11, Deary, Idaho

FOURTEENTH: Upon dissolution of the Corporation, the Board of Directors shall, after making provision for payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation, consistent with the purposes of the Corporation, to such organization or organizations as shall at that time qualify as non-profit or exempt under State law or applicable provisions of the U. S. Internal Revenue Code, in such manner as the Board of Directors may determine.

2004 MAY 12 AM 8: 54

CERTIFICATION OF ADOPTION OF RESTATED ARTICLES  
THE DEARY TELEVISION CO-OP, INCORPORATED

CLERK/SECRETARY  
STATE OF IDAHO

As Clerk of The Deary Television Co-op, Incorporated, the undersigned does hereby certify, pursuant to the terms of Idaho statute, that the foregoing RESTATED ARTICLES OF INCORPORATION OF THE DEARY TELEVISION CO-OP, INCORPORATED, were adopted at a duly Noticed meeting (as according to statute and/or requirements of the Articles of the Corporation) of the membership of the Corporation held on September 16, 2003, at 7:00 PM at the Deary City Hall, Deary, Idaho. Pursuant to Article the Tenth of the corporation's original Articles of Incorporation, membership approval, by affirmative vote of two-thirds of members present, was and is (Article the Twelfth of the Restated Articles) required for amendment or Restatement of the Articles of Incorporation. The meeting was attended by seven members of the corporation's one class of common voting rights, who voted unanimously for adoption of Restatement of the Articles of Incorporation as submitted.

Barbara A Femreite

5-10-04

Barbara Femreite

Date

CLERK/SECRETARY, THE DEARY TELEVISION CO-OP, INCORPORATED

CERTIFICATION OF ADOPTION OF RESTATED ARTICLES  
DEARY TELEVISION CO-OP, INCORPORATED