



STATE OF WASHINGTON | DEPARTMENT OF STATE

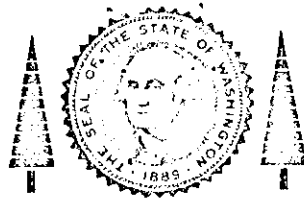
I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of the Amended Articles of Incorporation of ASOTIN TELEPHONE COMPANY, as received and filed in my office in accordance with law on September 11, 1967; and I further certify that ASOTIN TELEPHONE COMPANY is in good standing with all annual license fees paid to July 1, 1969.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

July 22, 1968

A. LUDLOW KRAMER
SECRETARY OF STATE



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

AMENDED
ARTICLES OF INCORPORATION

of ASOTIN TELEPHONE COMPANY
a domestic corporation of Asotin, Washington,
(Increasing capital to \$115,000.00)

were filed for record in this office at 8:00 o'clock A. m., on this date, and
I further certify that such Articles remain on file in this office.

Filed at request of Davies, Biggs, Strayer, Stoel and
Boley
1410 Yeon Bldg.
Portland, Oregon 97204
Attn: William W. Wyse

Filing and recording fee \$ 35.00
License to June 30, 19 \$
Excess pages @ 25¢ \$

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

September 11, 1967

Microfilmed, Roll No. 1125

Page 139 - 143

A. LUDLOW KRAMER
SECRETARY OF STATE

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

ASOTIN TELEPHONE COMPANY

APPROVED
AS TO FORM AND CONTENT

SEP 11 1967

A. LUDLOW KRAMER
SECRETARY OF STATE

BY *[Signature]*
CORPORATION SECRETARY

Pursuant to the provisions of Section 61, Chapter 53, Laws of 1965, as amended, of the laws of the State of Washington, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Asotin Telephone Company.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on September 7, 1967, in the manner prescribed by the laws of the State of Washington:

"ARTICLE IV

- "1. The capital stock of the corporation shall be \$115,000, divided into the following classes of shares:
 - "(a) \$30,000 of common stock divided into 600 shares of the par value of \$50 per share;
 - "(b) \$50,000 of 5½ per cent cumulative preferred stock divided into 1,000 shares of the par value of \$50 per share. The 5½ per cent cumulative preferred stock shall carry no voting rights except that in the event dividends on the 5½ per cent cumulative preferred stock are in arrears to the extent of four quarterly installments, then each share of the 5½ per cent cumulative preferred stock shall entitle the holder thereof to one vote on all corporate matters except the question of the redemption of 5½ per cent cumulative preferred stock with respect to which the holders of 5½ per cent cumulative preferred stock shall have no vote at any time, such right to vote to continue until all dividends on 5½ per cent cumulative preferred stock have been paid to date. Whenever any arrearage in the payment of 5½ per cent cumulative preferred dividends has been cleared, the holders of such 5½ per cent cumulative preferred stock shall no longer be entitled to vote until such time as four quarterly

dividends again become in arrears. Amendments to the articles of incorporation or to the bylaws may be made without the consent of the holders of $5\frac{1}{2}$ per cent cumulative preferred stock, except where such consent is required by law.

"The dividend on $5\frac{1}{2}$ per cent cumulative preferred stock shall be \$2.75 per year, payable in quarterly installments when declared by the board of directors on the 15th day of January, the 15th day of April, the 15th day of July and the 15th day of December of each year. Dividends due, but not declared, shall accumulate.

"The $5\frac{1}{2}$ per cent cumulative preferred stock may be called for redemption at any time from such persons and in such amounts as the board of directors may determine. The price payable on such redemption shall be \$50.50 per share, plus accumulated unpaid dividends thereon. The board of directors may prescribe by resolution the manner in which the call for redemption shall be made. Redeemed shares may be cancelled, held or reissued as the board of directors may determine.

"In the event of liquidation, whether voluntary or involuntary, the holders of $5\frac{1}{2}$ per cent cumulative preferred stock shall be entitled, before any distribution is made to the holders of common stock, to be paid \$50 per share plus accumulated unpaid dividends, and after such payment shall have no further right of participation in the distribution.

- "(c) 1,400 shares of the 3 per cent noncumulative preferred stock, of the par value of \$25 per share. The 3 per cent noncumulative preferred stock shall carry no voting rights. Amendments to the articles of incorporation or to the bylaws may be made without the consent of the holders of 3 per cent noncumulative preferred stock except where such consent is required by law.

"The dividend on the 3 per cent noncumulative preferred stock shall be \$0.75 per year, and no more, payable in quarterly installments when declared by the board of directors on the 15th day of January, the 15th day of April, the 15th day of July and the 15th day of December of each year. Dividends due, but not declared, shall not accumulate.

"The 3 per cent noncumulative preferred stock may be called for redemption at any time from such persons and in such amounts as the board of directors may determine. The price payable on such redemption shall be \$25.00 per share.

The board of directors may prescribe by resolution the manner in which the call for redemption shall be made.

"In the event of liquidation, whether voluntary or involuntary, the holders of 3 per cent non-cumulative preferred stock shall be entitled, after all distributions are made to holders of $5\frac{1}{2}$ per cent cumulative preferred stock but before any distributions are made to the holders of common stock, to be paid \$25 per share, and after such payment shall have no further right of participation in the distribution.

- "2. No dividend may be paid on the common stock or on the 3 per cent noncumulative preferred stock if any dividend on the $5\frac{1}{2}$ per cent cumulative preferred stock is in arrears, and no dividends may be paid on the common stock in any year until the dividend on the 3 per cent noncumulative preferred stock is paid.
- "3. The capital of the corporation, whether common or preferred, shall carry no pre-emptive rights to subscribe to any shares of any class of stock, whether now or hereafter authorized."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 580 shares of common and 658 shares of $5\frac{1}{2}$ per cent cumulative preferred; and the number of shares entitled to vote thereon was 580 shares of common.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

None

FIFTH: The number of shares voted for such amendment was 580; and the number of shares voted against such amendment was 0.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

None

SEVENTH: The manner, other than that set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

No change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

No change

DATED: September 7, 1967.

ASOTIN TELEPHONE COMPANY

By E. R. Tyler
President

By Lucille P. Tyler
Secretary

STATE OF WASHINGTON }
County of Asotin } ss

I, Kent C. Jones, a notary public, do hereby certify that on this day of September, 1967, personally appeared before me E. R. TYLER and LUCILLE P. TYLER, who being by me first duly sworn, declared that they are the President and Secretary of Asotin Telephone Company, that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Kent C. Jones
NOTARY PUBLIC for Washington
residing at Asotin, Wash.