



CERTIFICATE OF INCORPORATION
OF

IDAHO ENGINEERING AND CONSTRUCTION COMPANY, INC.

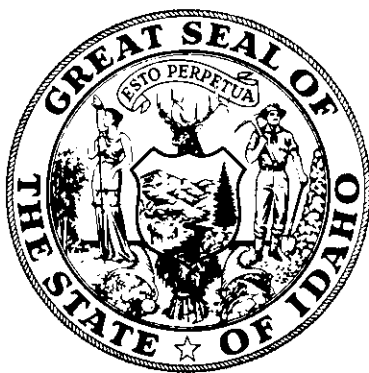
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO ENGINEERING AND CONSTRUCTION COMPANY, INC.

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: **August 16, 1984**



SECRETARY OF STATE

by: _____

1
2 ARTICLES OF INCORPORATION 34 AUG 16 AM 9:18
3 OF
4 IDAHO ENGINEERING AND CONSTRUCTION COMPANY, INC. SECRETARY OF
5 STATE

6 The undersigned hereby establishes a general business
7 corporation under the provisions of the Idaho Business Corpora-
8 tion Act and adopts the following charter:

9 1. The name of the corporation is Idaho Engineering
10 and Construction Company, Inc.

11 2. The corporation shall commence on August 1, 1984,
12 and the period of its duration is perpetual.

13 3. The purposes for which the corporation is organ-
14 ized include the transaction of any and all lawful business,
15 including, but not limited to, the installation and construction
16 of CATV stations.

17 4. The address of the initial registered office is
18 2399 S. Orchard, Suite 202, Boise, Idaho, and the name of its
19 original registered agent at such address is Michael J. Staab.

20 5. The names and addresses of the initial persons who
21 are to serve as directors until the first annual meeting of
22 shareholders or until their successors are elected and shall
23 qualify are as follows:

24 Semone M. Bigham
25 3592 W. Idaho Blvd.
26 Emmett, Idaho
27
28

1 James Bighar
2 3592 W. Idaho Blvd.
3 Ernett, Idaho

4 Ron Claggett
5 1609 Bergeson
6 Boise, Idaho

7 6. The Board of Directors shall consist of one or
8 more shareholders of the corporation, as specified in its By-
9 laws, elected by the shareholders of the corporation.

10 7. Each director shall hold office until the next
11 annual meeting of the corporation or until his successor shall
12 have been duly elected and qualified.

13 8. The officers of the corporation shall be a presi-
14 dent, vice-president, secretary/treasurer, and such other offic-
15 ers as the Board of Directors shall designate from time to time.

16 9. The officers of the corporation shall be elected
17 by the Board of Directors and shall hold office until the next
18 annual meeting of the board or until their successors shall have
19 been duly elected and qualified.

20 10. The duties and powers of the officers shall be
21 such as are designated by the Board of Directors.

22 11. The capital stock of this corporation shall be the
23 sum of \$100,000.00. The aggregate number of shares which the
24 corporation shall have authority to issue is Ten Thousand
25 (10,000) shares with a par value of ten dollars (\$10.00) per
26 share. No distinction shall exist between the shares of this
27 corporation and all shares shall have the same rights in this
28 corporation.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

The number of shares subscribed are as follows:

| | | |
|------------------|---|-------------|
| Semone M. Bigham | - | 4000 shares |
| James Bigham | - | 4000 shares |
| Ron Claggett | - | 2000 shares |

12. Shares shall be voted only by the holder of record or another shareholder of the corporation in accordance with a written proxy executed by a holder of record.

13. The share of the corporation held by a deceased or retired shareholder shall be either redeemed or cancelled by the corporation, or transferred to another shareholder within six months after the date of death or retirement. Shares not so redeemed or transferred within the required period of time shall be cancelled at the end of such period.

No stockholder shall sell, assign, convey, transfer or dispose of the capital stock of this corporation unless and until he shall have first offered the said share or shares of stock in writing to the board of directors of this corporation for the benefit of the shareholder of the corporation, which shareholders, within thirty days from the notice in writing to the board of directors of intention by the stockholder, shall have the right to purchase the said share or shares of stock at book value as reflected by the books of the corporation on the first day of August of the year in which the stock is offered for sale; provided that no shareholder shall have the right to purchase more of the share or shares offered for sale than the number of shares owned by him bears to the total stock issued

1 unless and until all other stockholders have failed or refused
2 to purchase their proportionate part of the shares offered for
3 sale. No transfer, other than by death, of the shares of this
4 corporation shall be valid or binding on the corporation unless
5 the foregoing requirements have been met.

6 14. The name and address of the incorporators are as
7 follows:

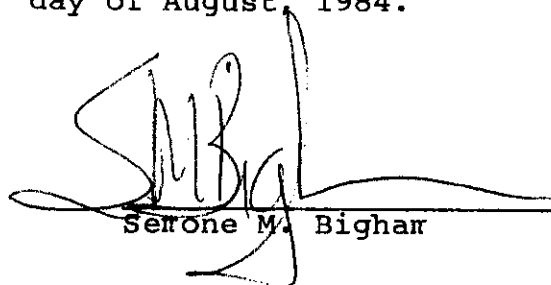
8 Serone M. Bighar
9 3592 W. Idaho Blvd.
10 Errett, Idaho

11 Jir Bighar
12 3592 W. Idaho Blvd.
13 Errett, Idaho


14 Ron Claggett
15 1609 Bergeson
16 Boise, Idaho

17 The undersigned applies to the State of Idaho, by vir-
18 tue of the laws of the land, for a charter for the purposes and
19 with the powers, etc., in the foregoing instrument.

20 DATED this day of August, 1984.

21 
22 Serone M. Bighar

23 
24 Jir Bighar

25 
26 Ron Claggett
27
28

1
2 STATE OF IDAHO)
3) ss.
4 County of Ada)

5 On this 1st day of August, 1984, before me, the under-
6 signed, a Notary Public in and for said state, personally ap-
7 peared Serone M. Bighar, known to me to be the person whose name
8 is subscribed to the within and foregoing instrument, and
9 acknowledged to me that she executed the same.

10 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
11 my official seal the day and year in this certificate first a-
12 bove written.

13
14 L. Sue Pearson
15 Notary Public for Idaho
16 Residing at Boise

17 STATE OF IDAHO)
18) ss.
19 County of Ada)

20 On this 1st day of August, 1984, before me, the under-
21 signed, a Notary Public in and for said state, personally ap-
22 peared Jim Bighar, known to me to be the person whose name is
23 subscribed to the within and foregoing instrument, and acknowl-
24 edged to me that he executed the same.

25 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
26 my official seal the day and year in this certificate first a-
27 bove written.

28 L. Sue Pearson
Notary Public for Idaho
Residing at Boise

On this 1st day of August, 1984, before me, the under-
signed, a notary Public in and for said state, personally ap-
peared Ron Claggett, known to me to be the person whose name is
subscribed to the within and foregoing instrument, and acknowl-
edged to me that he 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 a-
bove written.

L. Sue Pearson

Notary Public for Idaho
Residing at Boise