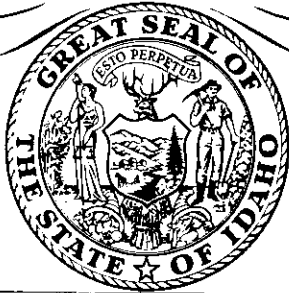


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

POTLATCH TELEPHONE CO., INC.

was filed in the office of the Secretary of State on the **nineteenth** day of **November**, A.D. One Thousand Nine Hundred **Fifty-nine** and duly recorded on Film No. **109** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Kendrick**, in the County of **Latah**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **19th** day of **November**, A.D., **199**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
POTLATCH TELEPHONE CO., INC.

WE, the undersigned all of whom are of full age and citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho; and we hereby set forth, declare, certify and adopt the following Articles of Incorporation;

ARTICLE I. The name of the corporation is POTLATCH TELEPHONE CO., INC.

ARTICLE II. The purposes specified herein shall be construed both as purposes and as powers and shall be in nowise limited or restricted by reference to, or inference from the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed; now, therefore, the object, business, and purposes of this corporation shall be as follows, to-wit:

To engage in and conduct a general telephone business with all of the rights and powers conferred by law or like corporations.

To make contracts, including such contracts as may be necessary in the construction of telephone lines, telephone stations, toll stations and exchanges, and in general in carrying out and continuing the business of this corporation and in fulfilling the powers and rights defined in these Articles of Incorporation.

To acquire, own, rent, buy and sell such real and personal property, vehicles, equipment, machinery and all other facilities deemed necessary and expedient for the conduct of the business of the corporation.

To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and description.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of, or turn to account or deal with, all or any part of the property of the corporation.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental to or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE III. The duration of the corporation is perpetual existence.

ARTICLE IV. The location and address of the registered office of the corporation in the State of Idaho, is Kendrick, Latah County, Idaho.

ARTICLE V. The total authorized number of par value shares is One Thousand (1,000) with a par value of one hundred dollars (\$100.00) per share. The aggregate par value of the total authorized number of par value shares is One Hundred Thousand Dollars (\$100,000.00).

ARTICLE VI. The stock of the corporation consists of One Thousand (1,000) shares of common stock, all of the same class, with a par value of One Hundred Dollars (\$100.00) per share. At all meetings of the stockholders and at all elections of directors every stockholder of record shall be entitled to one vote for each share of

stock standing in his name on the books of the corporation.

ARTICLE VII. The names and post office address of each of the incorporators and the number of shares for which each subscribes is as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>	<u>Aggregate Par Value</u>
Otto Schupfer	Juliaetta, Idaho	1	\$100.00
Herman C. Schupfer	Kendrick, Idaho	1	100.00
Josephone Schupfer	Juliaetta, Idaho	1	100.00
Alberta Schupfer	Kendrick, Idaho	<u>1</u>	<u>100.00</u>
TOTAL		4	\$400.00

ARTICLE VIII. Only stockholders shall be eligible and qualify for the Board of Directors.

ARTICLE IX. The holders of stock of this corporation shall not be held individually responsible as such stockholders for any debts, contracts, liabilities or engagements of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation, nor shall such stock be liable to assessment for any purpose.

ARTICLE X. Unless otherwise determined by the Board of Directors no holder of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether out of unissued shares authorized by the certificate of incorporation of the corporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any

holder of any shares of the capital stock of the corporation be entitled as such, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant or warrants or other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the corporation any shares of its capital stock of any class or classes.

ARTICLE XI. That the telephone lines are already constructed and the system has been in operation for many years; that the telephone system is a combination dial and manually operated system; that the estimated total length of the telephone lines is three hundred (300) miles.

ARTICLE XII. That the Board of Directors shall consist of four (4) directors all of whom shall be residents of the State of Idaho; that three (3) directors shall constitute a quorum for the transaction of business and the act and decision of a majority of the directors present at a meeting at which a quorum is present shall be the act or decision of the Board and shall be valid as a corporate act.

ARTICLE XIII. That all meetings of the Board of Directors for the transaction of any business of the corporation may be held at the principal office of the corporation in the State of Idaho, or at such other place or places within or without the State of Idaho as the directors may, by resolution or by the by-laws, provide.

ARTICLE XIV. That these Articles of Incorporation may be amended, in any respect conformable to the laws of the State of Idaho, by an affirmative vote representing a majority of the stock issued

STATE OF IDAHO)
) ss.
County of Nez Perce)

On this 14th day of November, 1959, before me, the undersigned, a Notary Public in and for the said State, personally appeared OTTO SCHUPFER, HERMAN C. SCHUPFER, JOSEPHINE SCHUPFER and ALBERTA SCHUPFER, known to me to be the persons whose names are subscribed to the within instrument and 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.

Frank Barton
Notary Public in and for the State of Idaho,
residing at Lewiston, therein.

(SEAL)