

ARTICLES OF INCORPORATION

OF

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IDAHO REGIONAL OPTICAL NETWORK, INC

SECRETARY OF STATE
OFFICE OF IDAHO

The undersigned, in order to form a nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), hereby executes the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the corporation is Idaho Regional Optical Network, Inc.

ARTICLE 2. DURATION

The duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSES

3.1 Purposes

The corporation is organized exclusively for charitable, scientific, literary, educational or religious purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, without limitation, grants to other organizations that are tax exempt under Section 501(c)(3) of the Code.

3.2 Limitations

3.2.1 Nonprofit Status

The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any member, Director or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation to its Directors or officers for services rendered, and to make payments and distributions in furtherance of the purposes of the corporation and subject to the limitations of Sections 3.2.2 and 3.2.3 hereof.

3.2.2 Distributions; Dissolution

No member, Director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon

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dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the corporation, all the remaining assets of the corporation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in Section 3.1 hereof, to any other organization that then qualifies for exemption under the provisions of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction, exclusively for a purpose or purposes similar to those set forth in Section 3.1 hereof, or to such organization or organizations, as said court shall determine, that are organized and operated for similar purposes.

3.2.3 Prohibited Activity

(a) No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except as may be permitted to Section 501(c)(3) organizations by the Code. The corporation shall not, directly or indirectly, participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities which characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code that would subject the corporation to tax under Section 4943 of the Code, from making any investments that would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is deemed applicable to the corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

3.3 Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the

corporation, the corporation shall have the authority to (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the corporation set forth in Section 3.1 hereof and (b) to exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the corporation.

ARTICLE 4. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the corporation.

ARTICLE 5. DIRECTORS

5.1 Number

The number of Directors of the corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

5.2 Initial Directors

The number of Directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial Directors are as follows:

Brent Stacey
1910 University Dr.
Boise, ID 83725

David P. McAnaney
1101 W. River St., Ste. 100
Boise, ID 83702

Platt Thompson
12754 W. LaSalle St.
Boise, ID 83713

ARTICLE 6. NO MEMBERS

The corporation shall have no members.

ARTICLE 7. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Act (as it exists on the date hereof or as it may hereafter be amended) permits the limitation or elimination of the liability of Directors, a Director of the corporation shall not be liable to the corporation or its members, if any, for monetary damages for conduct as a Director. Any amendments to or repeal of this Article 7 shall not adversely affect any right or protection of a Director of the corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Act is amended in the future to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director for the Corporation shall be eliminated or

limited to the full extent permitted by the Act, as so amended, without any requirement of further action by the Corporation.

ARTICLE 8. REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is 1101 W. River Street, Suite 100, Boise, Idaho, 83702, and the name of its initial registered agent at such address is David P. McAnaney.

ARTICLE 9. AMENDMENT TO ARTICLES OF INCORPORATION

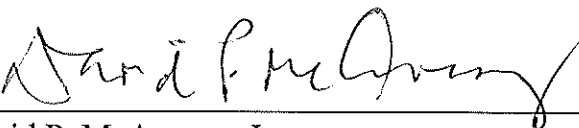
The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law.

ARTICLE 10. INCORPORATOR

The name and address of the incorporator of the corporation are as follows:

David P. McAnaney
c/o McAnaney & Associates PLLC
1101 West River Street, Suite 100
Boise, Idaho 83702

DATED: August 7, 2007.



David P. McAnaney, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

David P. McAnaney hereby consents to serve as registered agent in the state of Idaho for the following corporation:

Idaho Regional Optical Network, Inc.

David P. McAnaney understands that as agent for the corporation, it will be his responsibility to accept service of process in the name of the corporation, to forward all mail and license renewals to the appropriate officer(s) of the corporation, and to notify the Office of the Secretary of State immediately of his resignation or of any changes in the address of the registered office of the corporation for which he is agent.

Dated: August 7 2007.

By David P. McAnaney

David P. McAnaney
c/o McAnaney & Associates PLLC
1101 West River Street, Suite 100
Boise, Idaho 83702