

ARTICLES OF INCORPORATION
OF
NORTHWEST TELECOMMUNICATIONS ASSOCIATION

ARTICLE I

The name of this Corporation is NORTHWEST TELECOMMUNICATIONS ASSOCIATION.

ARTICLE II

This Corporation is a mutual benefit corporation.

ARTICLE III

The Corporation shall have two classes of members: Telecommunications Provider and Associate Member. The Corporation may have subclasses of voting and nonvoting members as established by the Corporation's bylaws. Criteria for admission as a member, termination, expulsion, or suspension or dues and assessments shall be established by the Corporation's bylaws.

ARTICLE IV

The purposes for which this Corporation is organized are:

1. To unify, promote, support, and assist companies in the telecommunications industry in order to improve the quality and availability of services to members of the public who use telecommunications services within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;
2. To recognize the telecommunications industry's diversities by providing a forum for education and information exchange within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;
3. To enhance the professional, technical, and personal skills of the employees of companies within the telecommunications industry through education within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;
4. To facilitate and promote industry relations and to solve industry problems within the telecommunication industry through industry forums and communications and to promote common business interests and improve business conditions in the telecommunication industry within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;

5. To represent the interests of the telecommunications industry before legislative bodies and regulatory agencies within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986; and

6. To perform all and any acts necessary to carry out the purposes of this Association and which are permissible activity within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986.

ARTICLE V

The limitations on the Corporation include:

1. The Corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director, officer, or member of the Corporation, or any private individual.

2. No member, director or officer of the Corporation, nor any private individual shall be entitled to assets upon dissolution of the Corporation, or winding up its affairs. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of the assets of the Corporation pursuant to Article X of these Articles of Incorporation.

3. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code as now stated, or as it may be hereafter amended.

ARTICLE VI

To the fullest extent permitted by the Oregon Nonprofit Corporation Act, no trustee, director or officer of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a trustee, director or officer. Without limiting the generality of the foregoing, if the provisions of the Oregon Nonprofit Corporation Act are amended after this Article VI becomes effective, to authorize corporate action further eliminating or limiting the personal liability of trustees, directors or officers of the Corporation, then the liability of trustees, directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Oregon Revised Statutes, as so amended. No amendment or repeal of this Article VI, nor the adoption of any provision of these Articles inconsistent with this Article VI, nor a change in the law, shall adversely affect any right or protection that is based upon this Article VI and pertains to conduct that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law shall reduce or eliminate the rights and protections set forth in this Article VI unless the change in law specifically requires such reduction or elimination.

ARTICLE VII

A. The Corporation shall indemnify, to the fullest extent permitted by the Oregon Nonprofit Corporation Act, any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director, trustee, officer, employee or agent of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, trustee, officer, employee or agent, or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise.

B. In addition, the Corporation shall pay for or reimburse any reasonable expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Oregon Nonprofit Corporation Act.

C. Indemnification provided hereunder shall continue to cover any director, officer, trustee, employee or agent after such person ceases to serve in said capacity and shall inure to the benefit of such person's heirs, executors and administrators.

D. The right to indemnification conferred by this Article V shall be considered a contract right between the Corporation and any such person entitled to indemnity hereunder.

ARTICLE VIII

The affairs of the Corporation shall be managed by a Board of Directors which shall be constituted and have such powers as provided for in the bylaws and the Oregon Nonprofit Corporation Act. The power to amend, modify or repeal the Corporation's bylaws are reserved to both the Board of Directors, acting as a board of directors, and to the members, as provided for in the bylaws.

ARTICLE IX

The Board of Directors shall consist of a representative from each member in the Telecommunications Provider category of members, who need not be residents of the state of Oregon. The number of directors may be increased or decreased from time to time by amendment to the bylaws approved by the members.

ARTICLE X

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation for identical uses and purposes to any other organizations which would then qualify for exemption under the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization as that term is then defined in the Internal Revenue Code, as the Board of Directors

shall so determine. Any assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, except that any organization receiving said assets shall be an exempt organization as that term is then defined in the Internal Revenue Code and which is organized and operated exclusively for charitable, educational, religious, or scientific purposes, or is otherwise qualified under Section 501(c)(6) of the Internal Revenue Code of 1986.

ARTICLE XI

The undersigned officers are authorized and directed to deliver these Articles of Incorporation and the necessary information to the office of the Secretary of State pursuant to ORS 65.047 and ORS 65.051.

Richard W. Ryan, President *Richard W. Ryan* 10/20/2010
Jeff Crews, Secretary *JEWS* 20oct2010

Person to contact about this filing:

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The initial registered agent and office is:

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