

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

DICKEY RURAL TELEPHONE COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that DICKEY RURAL TELEPHONE COOPERATIVE, a North Dakota COOPERATIVE ASSOCIATION, was incorporated in this office on November 10, 1950 and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota COOPERATIVE ASSOCIATION.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

DICKEY RURAL TELEPHONE COOPERATIVE

Issued: November 22, 2011

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

DICKEY RURAL COMMUNICATIONS, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that DICKEY RURAL COMMUNICATIONS, INC. , a North Dakota BUSINESS CORPORATION, was incorporated in this office on December 22, 1994 and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota BUSINESS CORPORATION.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

DICKEY RURAL COMMUNICATIONS, INC.

Issued: November 22, 2011

A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

DICKEY RURAL ACCESS, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that DICKEY RURAL ACCESS, INC. , a North Dakota BUSINESS CORPORATION, was incorporated in this office on October 31, 2001 and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota BUSINESS CORPORATION.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

DICKEY RURAL ACCESS, INC.

Issued: November 22, 2011

A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

ARTICLES OF INCORPORATION

3,437,000
6821

DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION

To Thomas Hall, Secretary of State.

We, the undersigned, residents of the state of North Dakota and of the territory to be served thereby, for the purpose of forming a corporation, (hereinafter referred to as the "Cooperative") under the "Mutual Aid Corporation Act" of the state of North Dakota, do hereby adopt the following articles of incorporation:

1. The name of the corporation is Dickey Rural Telephone Mutual Aid Corporation.

2. The purpose for which the corporation is organized is to furnish, improve and expand telephone service.

3. The place where the principal business of the Cooperative will be transacted is Ellendale, North Dakota.

4. The line is intended to be built from Ellendale to Forman, Lisson, LaMoure, Napoleon, Ashley, being the County Seats of their respective Counties, and to Leola, the County Seat of McPherson County, South Dakota, and Frederick in Brown County, South Dakota, and the branches contemplated are the various towns in each of the respective Counties, and Brown and McPherson Counties.

The counties through which it is intended to be run are Dickey, LaMoure, McIntosh, Logan, Sargent and Ransom, all in the State of North Dakota, and Brown and McPherson in the State of South Dakota. The estimated length of the line is five thousand (5000) miles and the estimated cost is Two Million Dollars (\$2,000,000.00)

5. The Cooperative is organized without capital stock and the property rights and interests of the members shall be unequal. The general rules applicable to all members by which the property rights and interests respectively of each member shall be determined and fixed ^{are} as follows:

Upon dissolution, after (a) all debts and liabilities of the Cooperative shall have been paid, and (b) all capital furnished through patronage shall have been retired as provided in the bylaws, the remaining property and assets of the Cooperative shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all such members.

6. The Corporation is authorized to borrow money in an amount not to exceed Two Million Dollars (\$2,000,000.00).
7. The term of existence of this Corporation shall be perpetual.

8. The names and residences of the persons who shall constitute the first board of directors of the Cooperative and who shall serve until their successors are elected and qualified are:

<u>Name</u>	<u>Residence</u>
B.L. Nelson	Fullerton, N. Dak.
John A. Viken	Ellendale, N. Dak.
Stanley Johnson	Oakes, N. Dak.
C. W. Holmes	Guelph, N. Dak.
Albert Hauck	Forbes, N. Dak.
Walter Spott	Merricourt, N. Dak.
Raymond Burkle	Fredonia, N. Dak.
G.B. Coleman	Crete, N. Dak.
Fred G. Klippel	Ashley, N. Dak.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 2nd day of November, 1950.

B. L. Nelson (SEAL)
John A. Viken (SEAL)
Stanley Johnson (SEAL)
C. W. Holmes (SEAL)
Albert E. Hauck (SEAL)
Walter E. Spott (SEAL)
G. B. Coleman (SEAL)
Fred G. Klippel (SEAL)

3
STATE OF NORTH DAKOTA)

COUNTY OF DICKEY)

On this 2nd day of November, 1950, before me, F. J. Graham,
a Notary Public in and for Dickey County, State of North Dakota,
personally appeared E.L. Nelson, John A. Viken
Stanley H. Johnson, C. W. Holmes
Albert E. Hauck, Walter E. Scott
G. B. Coleman, Earl Larson
and Raymond Burkle, known to me to be the per-
sons whose names are subscribed to the foregoing instrument and
severally duly acknowledged to me that they executed the same.

F. J. Graham
Notary Public Dickey Co., N. Dak.

My commission expires
August 4th, 1955.

STATE OF NORTH DAKOTA
Department of State

File for record and certificate issued

on 10th day of Nov 1950

at 10:50 and

received in volume

of 1000

Page 1000

Secretary of State

1000

1000

F. J. GRAHAM
ATTORNEY AT LAW
ELLENDALE

DUPLICATE

No. 13765

PRIVATE CORPORATIONS

UNITED STATES OF AMERICA

DEPARTMENT

OF STATE



State of North Dakota

To All to Whom these Presents shall Come,

Whereas, B. W. NELSON JOHN A. VIKEN STANLEY H. JOHNSON

and others have filed in this office a declaration in writing or ARTICLES OF INCORPORATION, as provided by the laws of this State, setting forth all the facts required to be stated therein, and have in all respects complied with the requirements of the law governing the formation of private corporations:

Now, therefore, I, THOMAS HALL, Secretary of State of the State of North Dakota, by virtue and authority of law, do hereby certify that said parties, their associates and successors, have become a body politic and corporate, under the Corporate name of DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION (ELLENDALE, DICKEY CO.)

and by that name have a right to sue and be sued, purchase, hold and convey real and personal property, and to have and enjoy all the rights and privileges granted to a private corporation under the laws of this state, subject to their articles of incorporation, and all legal restrictions and liabilities in relation thereto.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this Tenth day of November, A. D. 1950

SEAL

THOMAS HALL

SECRETARY OF STATE

By DEPUTY

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF THE
DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION

We, the undersigned, President and Secretary and a majority of the Directors of the Dickey Rural Telephone Mutual Aid Corporation, do hereby certify that a meeting of the Directors of the Dickey Rural Telephone Mutual Aid Corporation was held at its office in the City of Ellendale, North Dakota, on the 8th day of July, 1952; in compliance with Section 10-1204 of North Dakota Revised Code of 1943 for the purpose of amending the Articles of Incorporation of the Dickey Rural Telephone Mutual Aid Corporation.

That eight of the nine directors were present at this meeting.

That the following motion approving the amendment of the Articles of Incorporation in accordance with Section 10-1204 of North Dakota Revised Code of 1943 was adopted by eight of the nine Directors, or at least two-thirds of the Directors of said Corporation:

RESOLVED: That the Board of Directors hereby approve the amendment to the Articles of Incorporation in Paragraph 6 of said Articles and hereby authorize that said Paragraph 6 of the Articles of Incorporation be amended to allow the borrowing of not to exceed Five Million Dollars (\$5,000,000.00), and that the Secretary be instructed to send out the necessary notices to the members of said Cooperative and set a date for a members' meeting whereby said amendment shall be approved by the members according to the laws of the State of North Dakota.

Motion carried.

That according to the above resolution, a meeting of the members of the Dickey Rural Telephone Mutual Aid Corporation was held at its office in the City of Ellendale, North Dakota, on the 8th day of December, 1952, in compliance with Section 10-1204 of North Dakota Revised Code of 1943, for the purpose of adopting the amendment to the Articles of Incorporation which had been approved by at least two-thirds of the Directors.

That the following resolution adopting the amendment of the Articles of Incorporation in accordance with Section 10-1204 of

1 North Dakota Revised Code of 1943 was approved by eight of the
2 ten members of the Corporation.

3 Upon the motion of Walter Scott and seconded by G.B. Coleman,
4 it was moved that the members of the Cooperative hereby adopt and
5 approve the action of the Board of Directors whereby they approved
6 the amendment of Paragraph 6 of the Articles of Incorporation to
7 authorize the borrowing of not to exceed Five Million Dollars
8 (\$5,000,000.00); and that Article 6 of the Articles of Incorporation
9 shall read as follows:

10 "6. The Corporation is authorized to borrow money in
11 an amount not to exceed Five Million Dollars
12 (\$5,000,000.00)."

13 A roll call vote was taken and:

14 Raymond Eureka voted aye
15 Fred G. Klipfel voted aye
16 C.W. Holmes voted aye
17 John A. Viken voted aye
18 E.L. Nelson voted aye
19 Walter Scott voted aye
20 Albert E. Hauck voted aye
21 G.B. Coleman voted aye

22 and the President declared that said resolution was unanimously
23 adopted.

24 WITNESS our hands and the seal of this Corporation at Ellendale,
25 North Dakota, this 30th day of December, 1952.

26 Walter Scott
27 Director, President of Board of Directors

28 Albert E. Hauck
29 Director, Secretary of Board of Directors

30 C.W. Holmes
Director

E.L. Nelson
Director

Raymond Eureka
Director

Stanley H. Brown
Director

Walter Scott
Director

G.B. Coleman
Director

F. J. GRAHAM
AND
J. B. GRAHAM
ATTORNEYS AT LAW
ELLENDALE, N. D.

1 (STATE OF NORTH DAKOTA)
2) SS
3)
4)
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20)

On this 30th day of December, in the year A.D., One Thousand
Nineteen Hundred and Fifty-two (1952) before me, J.B. Graham, a
Notary Public in and for Dickey County, North Dakota, personally
appeared: John A. Viken, Director and President of the Board of
Directors; Albert E. Hauck, Director and Secretary of the Board of
Directors; C.W. Holmes, Director; U.L. Nelson, Director; Raymond
Burkley, Director; Stanley Johnson, Director; Walter E. Scott, Dir-
ector; and G.B. Coleman, Director; known to me to be the persons
whose names are subscribed to the foregoing instrument and they
severally, duly acknowledged to me that they executed the same.

WITNESS, my hand and seal this 30th day of December, 1952.

(SEAL)

J. B. Graham
Notary Public, Dickey County, North Dakota

My commission expires:
April 28th, 1957.

Department of State
Notary Public and Notarizing Issues
1952-1957
J. B. Graham
Dickey County, North Dakota
\$6.00

CERTIFICATE OF AMENDMENT

DUPLICATE

No. 65

FEE \$ 6.00

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION (ELLENDALE, DICKEY CO.)

has filed in this office a certificate as provided by the Laws of this State, setting forth all the facts required to be stated therein and has in all respects complied with the provisions of the Law governing the amendments of Articles of Incorporation and has amended its Articles of Incorporation as follows, to-wit: AMENDMENT ARTICLE 6,

INCREASING AUTHORIZATION TO BORROW FROM \$2,000,000.00
TO \$5,000,000.00

Now therefore, I, THOMAS HALL, Secretary of State of the State of North Dakota, in virtue and by authority of Law, do hereby issue this Certificate of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal

of the State at the Capitol in the City of Bismarck, this TWENTYETH

day of JANUARY, 1953

By CHARLES L. ESSLER
DEPUTY.

THOMAS HALL
Secretary of State.

SEAL

1 CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
2 OF THE
3 DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION

4 We, the undersigned president and secretary and seven of the
5 Directors of the Dickey Rural Telephone Mutual Aid Corporation do here-
6 by certify that a meeting of the Directors of the Dickey Rural Tele-
7 phone Mutual Aid Corporation was held in its office in the City of
8 Ellendale, Dickey County, North Dakota, on the 17th day of September,
9 1953, in compliance with Section 10-1204 of the North Dakota Revised
10 Code of 1943 for the purpose of amending the Articles of Incorporation
11 of the Dickey Rural Telephone Mutual Aid Corporation. That seven of
12 the nine Directors were present at this meeting.

13 That the following motion approving the amendment of the Articles
14 of Incorporation in accordance with Section 10-1204 of the North
15 Dakota Revised Code of 1943 was adopted by seven of the nine Directors
16 or at least two-thirds of the Directors of said Corporation:

17 RESOLVED, That the Board of Directors hereby approve the
18 amendment to the Articles of Incorporation in paragraph 6
19 of said Articles and hereby authorize that said paragraph
20 6 of the Articles of Incorporation be amended to allow
21 the borrowing of not to exceed Ten Million and no/100
22 (\$10,000,000.00) Dollars, and be it further,

23 RESOLVED, That the secretary be instructed to send out the
24 required notice of members' meeting as required by law
25 and in compliance with Sections 10-0330 and 10-0523 of
26 the North Dakota Revised Code of 1943.

27 Motion carried.

28 That according to the above resolution a meeting of the members
29 of the Dickey Rural Telephone Mutual Aid Corporation was held at its
30 office in the City of Ellendale, North Dakota, on the 25th day of
November, 1953, in compliance with Sections 10-1204, 10-0523 and
10-0330 of the North Dakota Revised Code of 1943 for the purpose of
adopting the amendment to the Articles of Incorporation which had been
approved by at least two-thirds of the Directors.

That the following motion adopting the amendment of the Articles
of Incorporation in accordance with Section 10-1204, 10-0523 and

10-0330 of the North Dakota Revised Code of 1943 was approved by seven of the nine members of the Corporation:

Upon the motion of C.W. Holmes, and seconded by Stanley Johnson, it was moved that the members of the Cooperative hereby adopt and approve the action of the Board of Directors whereby they approve the amendment of Paragraph 6 of the Articles of Incorporation to authorize the borrowing of not to exceed \$10,000,000.00 and that Article 6 of the Articles of Incorporation shall read as follows:

"6. The Corporation is authorized to borrow money in an amount not to exceed Ten Million and no/100 (\$10,000,000.00) Dollars."

A roll call vote was taken and:

Raymond Burkle	voted	Aye
Fred G. Klipfel	voted	Aye
C.W. Holmes	voted	Aye
Walter E. Scott	voted	Aye
Albert E. Hauck	voted	Aye
G.E. Coleman	voted	Aye
Stanley Johnson	voted	Aye
John A. Viken	not voting	

and the president declared that said resolution was approved and adopted.

WITNESS our hands and the Seal of this Corporation at Ellendale, North Dakota, this 25th day of November, 1953.

G. B. Coleman

Director, President of Board of Directors.

Walter E. Scott

Director, Secretary of Board of Directors.

Albert E. Hauck

Director.

Stanley H. Johnson

Director.

Fred G. Klipfel

Director.

Raymond Burkle

Director.

C. W. Holmes

Director.

STATE OF NORTH DAKOTA

COUNTY OF DICKEY

SS.

ON this 25th day of November, in the year A.D. One Thousand
 Nine Hundred and Fifty-three (1953) before me, J.B. Graham, a Notary
 Public in and for Dickey County, North Dakota, personally appeared:
 G.E. Coleman, Director and President of the Board of Directors;
 Walter E. Scott, Director and Secretary of the Board of Directors;
 Albert E. Hauck, Director; Stanley H. Johnson, Director; Fred G.
 Klipfel, Director; Raymond Burkle, Director; and C.W. Holmes,
 Director; known to me to be the persons whose names are subscribed
 to the foregoing instrument and they severally, duly acknowledged
 to me that they executed the same.

WITNESS, My hand and seal this 25th day of November, 1953.

(SEAL)

J. B. Graham

 Notary Public, Dickey County, North Dakota.

My commission expires:
 April 28th, 1957.

17
Walter E. Scott
Secretary
Walter E. Scott
Secretary
Walter E. Scott
Secretary

STATE OF NORTH DAKOTA
 Department of State
 This is to return and certificate issued
 this 25th day of *Nov* 19*53* in
 records in Volume *17*
Walter E. Scott
 Secretary of State
Walter E. Scott
 Secretary of State

CERTIFICATE OF AMENDMENT

DUPLICATE

No. 117

FEE \$ 6.00

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION (ELLENDALE, DICKEY CO.)

has filed in this office a certificate as provided by the Laws of this State, setting forth all the facts required to be stated therein and has in all respects complied with the provisions of the Law governing the amendments of Articles of Incorporation and has amended its Articles of Incorporation as follows, to-wit: AMENDING ARTICLE 6

INCREASING AUTHORIZATION TO BORROW FROM

\$5,000,000.00 TO \$11,000,000.00

Now therefore, I, THOMAS HALL, Secretary of State of the State of North Dakota, in virtue and by authority of Law, do hereby issue this Certificate of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal

SEAL

of the State at the Capitol in the City of Bismarck, this THIRD

day of DECEMBER, 1953

By CHARLES LIESSMAN
DEPUTY.

THOMAS HALL
Secretary of State.

113

13

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION

Pursuant to the provisions of Chapter 10-15 of the North Dakota Code as amended, the undersigned association adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE I

The name of the cooperative association is Dickey Rural Telephone Mutual Aid Corporation.

ARTICLE II

The following amendment of the Articles of Incorporation was adopted by the members of the said cooperative on January 16, 1978 in the manner prescribed by Chapter 10-15 North Dakota Century Code as amended.

ARTICLE VI

The Board of Directors of Dickey Rural Telephone Mutual Aid Corporation of Ellendale, N. Dak. is authorized to borrow from time to time such sums of money as it may deem advisable from any source including without limitation additional sums from United States of America pursuant to the provisions of the Rural Electrification Act of 1936 as amended, hereinafter called the Act and to incur indebtedness from time to time by the assumption of the indebtedness of third parties to United States of America as approved by the administrator. The aggregate amount of the unpaid principal of any such loans together with the aggregate amount of the unpaid principal of such indebtedness so assumed and the aggregate amount of the unpaid principal of loans heretofore made to the cooperative by United States of America not to exceed \$50,000,000.00 at any one time.

The Board of Directors of the Cooperative is authorized to mortgage by deed of trust or by mortgage and upon such terms as the Board of Directors shall determine all of the property of the cooperative now owned or hereafter acquired in order to secure such loans heretofore or hereafter made at any one time or times.

ARTICLE III

The total number of members of the cooperative association are 2743.

ARTICLE IV

The number of members voting for such amendment was 1410 and the number of members voting against such amendment was 381.

Dated ~~January~~ Mar. 9, 1978.

DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION

By Oscar Rau
Oscar Rau, its President

and Norman Cross
Norman Cross, its Secretary

14
Oscar Rau, being first duly sworn, says that he is the President
and that he has read the foregoing application and knows the contents thereof, and
verily believes the statements made therein to be true.

Oscar Rau

Subscribed and sworn to before me this 9th day of March, 1978.

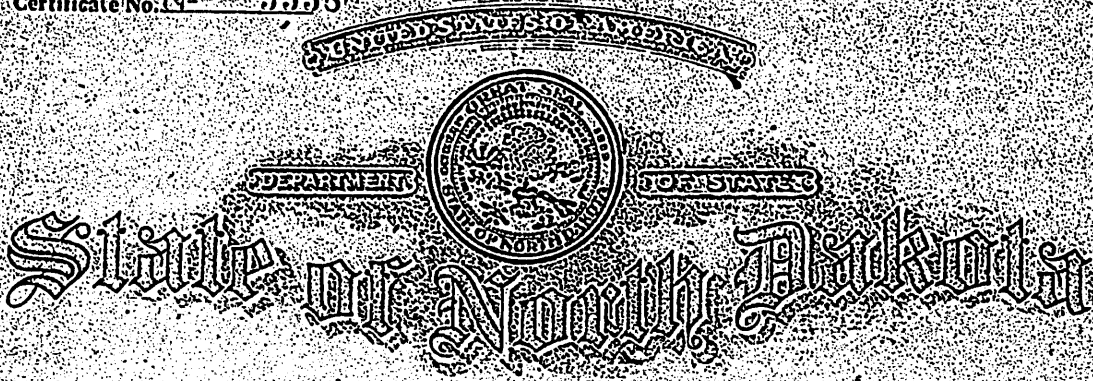
J. B. Graham
Notary Public, Dickey County, North Dakota
My commission expires April 28, 1981

STATE OF NORTH DAKOTA }
Department of State } SS
Certificate No. 5538
Filed for record the 13th
day of April, 1978
Ben Messersmith
SECRETARY OF STATE

DEPUTY

Fee \$20.00

81
15
Certificate No. Nº 5538



CERTIFICATE OF AMENDMENT

OF

DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of

DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION

duly signed and verified pursuant to the provisions of the North Dakota MUTUAL AID AND COOPERATIVE Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION general amendment.

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 13th day of March A.D. 1978.

Great Seal

/s/ BEN MEIER

Secretary of State

File No. 6821 D

DUPLICATE

By _____, Deputy

Fee: \$20.00
North Dakota Business Corporation
SUBMIT DUPLICATE ORIGINALS

File No. 10821- *Mutual Aid*

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-19.1-21 of the North Dakota Century Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

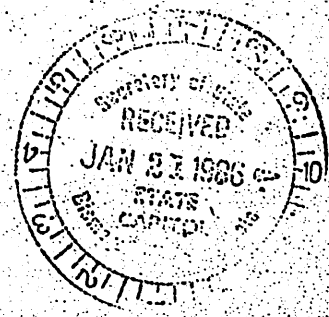
ARTICLE 1. The name of the corporation is DICKEY RURAL TELEPHONE MUTUAL AID
CORPORATION

ARTICLE 2. An amendment to the Articles of Incorporation was adopted on October 19, 1982
in one of the following manners: (Please check one.)

- by the shareholders,
- by the incorporators, OR
- by the board where no shares have been issued.

ARTICLE 3. The amendment adopted is as follows:
Article I was amended to read as follows:

I. The name of the corporation is DICKEY RURAL TELEPHONE COOPERATIVE



(Complete Other Side)

ARTICLE 4. The manner, if not 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:

not applicable

I (We) the undersigned, by virtue of the authority vested in me (us), have read the foregoing articles of amendment, know the contents thereof, and verily believe the statements made therein to be true.

Dated:

11-27

, 19

85

By

Oscar Rau

Oscar Rau, President

Norman Cross

Norman Cross, Secretary

Office Use Only

Filed

Jan 28

, 19

86

Ben Miller

By

Ben

Secretary of State

(Receipt No. 40383-E)

COOPERATIVE ASSOCIATION
REGISTERED AGENT/REGISTERED OFFICE
PRINCIPAL PLACE OF BUSINESS
STATEMENT OF CHANGE

FEE: \$20.00

RECEIVED

APR 26 1999

SEC. OF STATE

ID # 3,437,000

File # 6,821C

WO # 686740

Filed: 4-26-99

By *[Signature]*

The undersigned, submits the following statements to establish or change the name of a registered agent, the address of a registered agent, or the address of the principal place of business. This change is made according to the provisions of North Dakota Century Code Sections 10-15-12, 10-15-12.1, and 10-15-53.

1. The name of the cooperative is:

DICKEY RURAL TELEPHONE COOPERATIVE

2. This statement is submitted to achieve the following: (check applicable purposes)

- a. To establish a registered agent and office of registered agent for a cooperative which has never maintained a registered agent.
- b. To change a registered agent for a cooperative which has continuously maintained a registered agent.
- c. To change the address of a registered agent for a cooperative which has continuously maintained a registered agent.
- d. To eliminate the registered agent for a cooperative which has continuously maintained a registered agent.
- e. To establish the address of the principal place of business in lieu of a registered agent, or to change the address of the principal place of business.

3. The name of the registered agent shall be: (Complete if items 2a or 2b are checked.)

4A. The complete address of the registered agent shall be: (Complete if items 2a or 2c are checked.)

(Complete street or rural address, city, state and zip code is required. A po box number may be added.)

The address of its registered office and the address of the business office of its registered agent as changed will be identical.

4B. Does this address also serve as the principal place of business of the cooperative?
___ yes ___ no

5. The address of the principal place of business shall be: (Complete for all items checked in item 2.)
9628 Hwy 281, PO Box 69, Ellendale, ND 58436 (Is the 911 address assigned by Post Office)
(Complete street or rural address, city, state and zip code is required. A po box number may be added.)

6. These changes were authorized by resolution duly adopted by its board of directors.

7. The undersigned, as a member of the board, has read the foregoing, knows the contents thereof and verily believes the statements made therein to be true.

Date: 21 April, 1999

[Signature], Manager
(Signature and Title)

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
ALSO KNOWN AS
ARTICLES OF ORGANIZATION
OF
DICKEY RURAL TELEPHONE COOPERATIVE

The following amendment of the Articles of Incorporation also known as the Articles of Organization adds the following Article 9 to the Articles of Incorporation effective on the date of the signature below of the authorized agent and the following amendment was adopted by the members of the said cooperative on the 3rd day of October, 2011 in the manner prescribed by Chapter 10-15 of the North Dakota Century Code, as amended.

ARTICLE IX

Sections 4.2.1, 4.2.2, 4.4, 4.5, 4.6(c), and 4.6(e) of Article IV and the first sentence of Article XIV of the Cooperative's bylaws may only be altered, amended, or repealed by vote of two-thirds of the members present at a meeting of the members and upon the affirmative written vote of at least two-thirds of the membership who are present at a meeting from each of at least 6 districts of districts 1 through 9 as defined in Article IV, Section 4.2., at any regular or special meeting, provided the Notice of such meeting shall have contained a written summary statement of the proposed alteration, amendment or repeal. This Article IX of these Articles of Incorporation, also referred to sometimes as Articles of Organization, shall only be altered, amended or repealed by vote of two-thirds of the members present at a meeting of the members and upon the affirmative written vote of at least two-thirds of the membership who are present at a meeting from each of at least 6 districts of districts 1 through 9 as defined in Article IV, Section 4.2., at any regular or special meeting, provided the Notice of such meeting shall have contained a written summary statement of the proposed alteration, amendment or repeal.

Effective with the passage of this amended article of organization, Dickey Rural Access, Inc. and Dickey Rural Communications, Inc. are hereby merged into Dickey Rural Telephone Cooperative.

The total number of members of the cooperative association is 148 voting. The number of members voting for the above-referenced amendment was 111 and the number of members voting against such amendment was 37.

Dated this 1st day of January, 2012.

DICKEY RURAL TELEPHONE COOPERATIVE

Bruno Klima acting Pres.
By: Kent Klima, President

Mylon Yagow acting Secretary
Attested by: Duane Heinrich, Secretary

RECEIVED

JAN 25 2012

Sec. of State

847686

ARTICLES OF MERGER
 OF
 DICKEY RURAL ACCESS, INC. AND 17,413,300
 DICKEY RURAL COMMUNICATIONS, INC. 7,267,300
 INTO THE SURVIVING ENTITY
 DICKEY RURAL TELEPHONE COOPERATIVE 3,437,000

Pursuant to the provisions of North Dakota Century Code Section 10-15-41, the undersigned entities have adopted the following articles of merger for the purpose of merging the subsidiaries into their parent cooperative.

1. Dickey Rural Access, Inc. is a cooperative organized to do business under the laws of North Dakota and is a wholly owned subsidiary of Dickey Rural Telephone Cooperative.
2. Dickey Rural Communications, Inc. is a cooperative organized to do business under the laws of North Dakota and is a wholly owned subsidiary of Dickey Rural Telephone Cooperative.
3. Dickey Rural Telephone Cooperative is a cooperative association organized to do business under the laws of North Dakota and is the parent company of Dickey Rural Access, Inc., Dickey Rural Communications, Inc.
4. Dickey Rural Telephone Cooperative will be the name of the surviving cooperative entity after Dickey Rural Access, Inc. and Dickey Rural Communications, Inc. are merged into the parent company.
5. The plan of merger was duly approved at a meeting of the members of Dickey Rural Telephone Cooperative on October 3, 2011 with approval of 2/3rds of those voting according to the bylaws. The Boards of Directors of the subsidiaries, which are all the same directors as those for Dickey Rural Telephone Cooperative approved the plan of merger and these articles of merger following the affirmative vote of the cooperative membership. The articles of organization of Dickey Rural Telephone Cooperative are being amended at the same time as these articles of merger are being approved and those amendments along with amendments of the bylaws of Dickey Rural Telephone Cooperative are being executed and filed, as the case may be, at the same time that these articles of merger are being executed and filed.
6. The manner of the adoption of the plan of merger and the vote by which it was adopted constitute full legal compliance with the provisions of North Dakota Century Code Section 10-15-41 and with the articles of organization (also known as articles of association) and the bylaws of the subsidiaries and the surviving cooperative.
7. The effective date of this merger is when filed with the Secretary of State.
8. The number of members of the cooperative association is 148 voting. The number of members voting for this merger was 111 and the number of members voting against such merger was 37.

NORTH DAKOTA

Filed

1-25 2012

Alvin D. Jensen
 Secretary of State

SR



Dated this 1st day of January, 2012.

DICKEY RURAL TELEPHONE COOPERATIVE

Bruce Knight acting Pres
By: Kent Klima, President

Mylon Yagow acting Secretary
Attested by: Duane Heinrich, Secretary

DICKEY RURAL ACCESS, INC.

Bruce Knight Acting Pres.
By: Kent Klima, President

Mylon Yagow acting Secretary
Attested by: Duane Heinrich, Secretary

DICKEY RURAL COMMUNICATIONS, INC.

Bruce Knight acting Pres.
By: Kent Klima, President

Mylon Yagow acting Secretary
Attested by: Duane Heinrich, Secretary

MERGER AGREEMENT
BETWEEN
DICKEY RURAL ACCESS, INC. AND
DICKEY RURAL COMMUNICATIONS, INC. AND
DICKEY RURAL TELEPHONE COOPERATIVE

AGREEMENT of merger dated this 3rd day of October, 2011, between Dickey Rural Telephone Cooperative, the surviving entity, and Dickey Rural Access, Inc. and Dickey Rural Communications, Inc., the absorbed wholly owned subsidiary entities.

RECITALS

1. Dickey Rural Telephone Cooperative (DRT) is a cooperative association organized and existing under the laws of North Dakota, having its principal office at 9628 Highway 281, P.O. Box 69, Ellendale, ND 58436.
2. DRT is a cooperative association and its customers are based on its members.
3. Dickey Rural Access, Inc. and Dickey Rural Communications, Inc. are cooperatives organized and existing under the laws of North Dakota and all have their principal places of business at 9628 Highway 281, P.O. Box 69, Ellendale, ND 58436.
4. Dickey Rural Access, Inc. and Dickey Rural Communications, Inc. have shares of common stock and all of said shares that are issued and outstanding are owned solely by DRT.
5. The Board of Directors of DRT based on an affirmative vote of the members of DRT at the 2011 annual meeting, deem it advisable and in the best interests of the cooperative and the aforementioned subsidiaries that Dickey Rural Access, Inc. and Dickey Rural Communications, Inc. be merged into DRT, by dissolution of the said subsidiaries and transfer by said wholly owned subsidiaries' assets into DRT effectuated by said dissolutions.
6. "Merger" shall have the meaning of dissolution of the said subsidiaries and transfer by said wholly owned subsidiaries' assets into DRT effectuated by said dissolutions as governed by law and by the internal revenue code.

SECTION ONE

MERGER/TRANSFER OF ASSETS

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent cooperatives and the parent cooperative hereto agree as follows:

Dickey Rural Access, Inc. and Dickey Rural Communications, Inc. shall merge with and into Dickey Rural Telephone Cooperative, which shall be the surviving cooperative entity. Said merger shall take place by dissolution of said subsidiaries and transfer of said subsidiaries' assets into DRT.

SECTION TWO

TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the absorbed entities shall cease, and the surviving cooperative shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the absorbed cooperatives, with transfer of said assets and liabilities being made via bill of transfer. The surviving cooperative shall thereafter be responsible and liable for all liabilities and obligations of the absorbed cooperatives, and neither the rights of creditors nor any liens on the property of the absorbed cooperatives shall be impaired by the merger.

SECTION THREE

CONVERSIONS OF SHARES

After the effective date of the merger, the shares of common stock of Dickey Rural Access, Inc. and Dickey Rural Communications, Inc. shall all be cancelled. All such shares and the property that they represent shall be merged via effect of law and via the aforementioned bill of transfer into Dickey Rural Telephone Cooperative and shall be the property of Dickey Rural Telephone Cooperative.

SECTION FOUR

ARTICLES OF ASSOCIATION

The articles of association (also known as articles of organization) of the surviving cooperative shall continue to be its articles of association, as amended, following the effective date of the merger, subject to the following amendments: Article IX of the Articles of Organization shall be amended to read as follows:

ARTICLE IX

Sections 4.2.1, 4.2.2, 4.4, 4.5, 4.6(c), and 4.6(e) of Article IV and the first sentence of Article XIV of the Cooperative's bylaws may only be altered, amended, or repealed by vote of two-thirds of the members present at a meeting of the members and upon the affirmative written vote of at least two-thirds of the membership who are present at a meeting from each of at least 6 districts of districts 1 through 9 as defined in Article IV, Section 4.2., at any regular or special meeting, provided the Notice of such meeting shall have contained a written summary statement of the proposed alteration, amendment or appeal. This Article IX of these Articles of Incorporation, also referred to sometimes as Articles of Organization, shall only be altered, amended or repealed by vote of two-thirds of the members present at a meeting of the members and upon the affirmative written vote of at least two-thirds of the membership who are present at a meeting from each of at least 6 districts of districts 1 through 9 as defined in Article IV, Section 4.2., at any regular or special meeting, provided the Notice of such meeting shall have contained a written summary statement of the proposed alteration, amendment or appeal.

Effective with the passage of this amended article of organization, Dickey Rural Access, Inc. and Dickey Rural Communications, Inc. are hereby merged into Dickey Rural Telephone Cooperative.

SECTION FIVE

BYLAWS

The bylaws of the surviving cooperative shall continue to be its bylaws following the effective date of the merger, subject to the following amendments: Those amendments to the bylaws shown Exhibit A to the Resolution of the members Approving the Merger.

SECTION SIX

DIRECTORS AND OFFICERS

The directors and officers of the surviving cooperative on the effective date of the merger shall continue as the directors and officers of the surviving cooperative for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified and the two new districts shall have their first directors appointed by the board members from districts 1 through 9.

SECTION SEVEN

APPROVAL OF MEMBERS

This agreement of merger is in compliance with the Resolution of the Members approving the merger that was approved by affirmative vote of 2/3rds of the members in accordance with the bylaws at the October 3, 2011 annual meeting of the members and said resolution directs the DRT board of directors to "take all necessary legal steps to prepare to effectuate the merger of Dickey Rural Access, Inc. and Dickey Rural Communications, Inc. into Dickey Rural Telephone Cooperative" and this plan of dissolution of wholly owned subsidiaries and transfer of their assets into the cooperative shall effectuate such merger. The number of members of the cooperative association is 148 voting. The number of members voting for this merger and other terms included in this merger agreement was 111 and the number of members voting against was 37.

SECTION EIGHT

EFFECTIVE DATE

The effective date of this merger and amendments shall be when filed with the Secretary of State following the affirmative vote of 2/3rds of the voting members in accordance with the bylaws.

Dated this 1st day of January, 2012.

DICKEY RURAL TELEPHONE COOPERATIVE

Bruce Hughes Acting Pres
By: Kent Klima, President

Myron Yagow acting Secretary
Attested by: Duane Heinrich, Secretary

DICKEY RURAL ACCESS, INC.

Bruce Hughes Acting Pres.
By: Kent Klima, President

Myron Yagow acting Secretary
Attested by: Duane Heinrich, Secretary

DICKEY RURAL COMMUNICATIONS, INC.

Bruce Hughes Acting Pres.
By: Kent Klima, President

Myron Yagow acting Secretary
Attested by: Duane Heinrich, Secretary

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF MERGER OF DOMESTIC CORPORATIONS INTO

DICKEY RURAL TELEPHONE COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that Articles of Merger of DICKEY RURAL ACCESS, INC. and DICKEY RURAL COMMUNICATIONS, INC. into DICKEY RURAL TELEPHONE COOPERATIVE a domestic corporation, duly signed and verified pursuant to North Dakota statutes governing mergers, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of DICKEY RURAL ACCESS, INC. and DICKEY RURAL COMMUNICATIONS, INC. into DICKEY RURAL TELEPHONE COOPERATIVE.

Effective date of merger: January 25, 2012

Issued: January 27, 2012

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State