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February 8, 2012

RECEIVED

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FEB 10 2012

Attn: Patrick J. Fahn, Executive Secretary
PUBLIC SERVICE COMMISSION OF NORTH DAKOTA
600 East Boulevard Avenue, Dept. 408
Bismarck, ND 58505-0480

PUBLIC SERVICE COMMISSION

Re: *Dickey Rural Telephone Cooperative—Application for Certificate of Public Convenience and Necessity*

Dear Public Service Commission:

In relation to the recent vote by the members of Dickey Rural Telephone Cooperative to merge into itself fully owned subsidiaries comprised of Dickey Rural Communications Incorporated and Dickey Rural Access Incorporated, please find enclosed herewith for filing one original and seven (7) copies of an Application of Dickey Rural Telephone Cooperative for Certificates of Public Convenience and Necessity together with the following attachments:

1. Application for Protective Order (Trade Secrets);
2. Affidavit of Jeff Wilson in support of Filing;
3. Certificates of Good Standing issued on the 22nd day of November, 2011;
4. Financial Statement as of December 31, 2008, 2009 and 2010 along with our Consolidated Statement of Operations and Balance Sheet dated December 31, 2010;
5. Dickey Rural Telephone Cooperative's Articles of Organizations and all amendments thereto—best available copy from Secretary of State for ones that have been filed to-date;
6. Dickey Rural Telephone Cooperative Articles of Merger;
7. Dickey Rural Telephone Cooperative Merger Agreement with Subsidiaries; and
8. Certificate of Merger of Domestic Corporations into Dickey Rural Telephone Cooperative from North Dakota Secretary of State;

This application is being filed at the same time that we are also filing a separate application for expansion of eligible telecommunications carrier designated geographical service area.

Sincerely,

Fallon M. Kelly
Attorney for Dickey Rural Telephone
Cooperative

FMK:jrc

cc: Dickey Rural Telephone Cooperative, Attn: Jeff Wilson

STATE OF NORTH DAKOTA

PUBLIC SERVICE COMMISSION

Application of Dickey Rural Telephone
Cooperative for Expansion of Eligible
Telecommunications Carrier Designated
Geographical Service Area

Case No. PU-_____

APPLICATION

I.

Dickey Rural Telephone Cooperative, a North Dakota business corporation, (hereinafter "Dickey Rural") under Certificates of Public Convenience and Necessity issued by the North Dakota Public Service Commission (hereinafter the "Commission"), is engaged in the business of providing local exchange telecommunications service, exchange access, and other telecommunications activities in the following North Dakota exchanges, which shall hereinafter be collectively referred to as the "Dickey Rural Area": Forbes, Nelvik, Fullerton, Merricourt, Milnor, Verona, Marion, Ventura, Jud, Fredonia, Crete, Litchville, Dickey, Guelph, Kathryn and Fort Ransom.

II.

Dickey Rural Access Incorporated, a wholly owned subsidiary of Dickey Rural, (hereinafter "Dickey Rural Access Subsidiary"), under a Certificate of Public Convenience and Necessity issued by the Commission, was engaged in the business of providing local exchange telecommunications service, exchange access, and other telecommunications services in the following exchanges: Gwinner (PC&N No. 4898) and Lisbon (PC&N No. 4899). The Dickey Rural Access Subsidiary has approximately 530 North Dakota access lines in the Gwinner exchange and approximately 1557 access lines in the Lisbon exchange.

III.

Dickey Rural Communications Incorporated, a wholly owned subsidiary of Dickey Rural, (hereinafter "Dickey Rural Communications Subsidiary"), under a Certificate of Public Convenience and Necessity issued by the Commission, was engaged in the business of providing local exchange telecommunications service, exchange access, and other telecommunications services in the following exchanges: Ashley (PC&N No. 3420), Edgeley (PC&N No. 3436), Ellendale (PC&N No. 3439), Forman (PC&N No. 3449), Kulm (PC&N No. 3470), LaMoure (PC&N No. 3472) and Oakes (PC&N No. 3493). This subsidiary has approximately 562 North Dakota access lines in the Ashley exchange, 545 in the Edgeley exchange, 864 in the Ellendale exchange, 856 in the Forman exchange, 303 in the Kulm exchange, 789 in the LaMoure exchange and 1292

in the Oakes exchange.

IV.

Following a vote on October 3, 2011 of the cooperative's membership to merge Dickey Rural Access Subsidiary and Dickey Rural Communications Subsidiary into the parent cooperative, Dickey Rural Telephone Cooperative and operate as a single company, the said Subsidiaries are merging (effective date of merger for the Secretary of State was January 25, 2012) with and into Dickey Rural Telephone Cooperative, which merger includes distribution into the parent cooperative of assets, which include current assets and facilities relating to the provision of local exchange telecommunications service, exchange access, and other telecommunications services in the said Subsidiaries of exchange areas. The plan of merger had the effective date of merger as January 1, 2012, but the filing process was such that the Secretary of State's effective date of merger was January 25, 2012. As of January 1, 2012 (hereinafter, the "Closing Date"), the Subsidiaries ceased doing business as a provider of local exchange telecommunications service and exchange access in the two said Subsidiaries' exchanges. In addition, as of the Closing Date, Dickey Rural Telephone Cooperative shall be engaged in the business of providing local exchange telecommunications service, exchange access, and other telecommunications activities in the Subsidiary exchanges, more specifically: For Dickey Rural Access Incorporated, Gwinner and Lisbon; for Dickey Rural Communications Incorporated, in Ashley, Edgeley, Ellendale, Forman, Kulm, LaMoure and Oakes exchanges.

V.

The Dickey Rural Access Subsidiary and Dickey Rural Communications Subsidiary wish to relinquish their Certificates of Public Convenience and Necessity Nos. 4898, 4899, 3420, 3436, 3439, 3449, 3470, 3472 and 3493, which respectively cover the following exchanges: Gwinner, Lisbon, Ashley, Edgeley, Ellendale, Forman, Kulm, LaMoure and Oakes. Said Subsidiaries wish for such relinquishment to be effective as of the Closing Date (January 1, 2012) and have Certificates of Public Convenience and Necessity issued to Dickey Rural Telephone Cooperative.

VI.

Dickey Rural Telephone Cooperative has been designated by the Commission as an eligible telecommunications carrier to receive universal service support under §§ 214 and 254 of the Federal Communications Act of 1934, as amended by the federal Telecommunications Act of 1996 (hereinafter the "1996 Act"). Dickey Rural Telephone Cooperative's eligible telecommunications carrier (ETC) designated geographical service area for the purpose of determining universal service obligations and support mechanisms under the 1996 Act is currently the Dickey Rural Telephone Cooperative Service Area. Effective as of the Closing Date, Dickey Rural Telephone Cooperative expanded its designated geographical service area for ETC purposes to include the

Gwinner, Lisbon, Ashley, Edgeley, Ellendale, Forman, Kulm, LaMoure and Oakes exchanges, for purposes of determining universal service obligations and support mechanisms under the 1996 Act. Through conversations with Mr. Fahn, representative of the North Dakota Public Service Commission, it is also the understanding of Dickey Rural Telephone Cooperative that for FCC purposes, Dickey Rural Telephone Cooperative's area along with the Dickey Rural Access exchanges and the Dickey Rural Communications exchanges are all included in one study area under the 1996 Act.

VII.

All subscribers served by the Dickey Rural Access Subsidiary in the Gwinner and Lisbon exchanges and all subscribers served by the Dickey Rural Communications Subsidiary in the Ashley, Edgeley, Ellendale, Forman, Kulm, LaMoure and Oakes exchanges prior to the Closing Date will be served by Dickey Rural Telephone Cooperative beginning on the Closing Date. Dickey Rural Telephone Cooperative intends to charge the same rates for basic local service in all the afore-mentioned exchange areas as the Subsidiaries are currently charging their subscribers in said exchanges. Dickey Rural Telephone Cooperative has previously, as part of its annual filings with this Commission, provided information required by Section 69-09-05-12 of the Commission's Rules and will do so in the future.

VIII.

There is a clear need for continuing quality telecommunications services in the Dickey Rural Access exchanges of Gwinner and Lisbon as well as in the Dickey Rural Communications exchange areas of Ashley, Edgeley, Ellendale, Forman, Kulm, LaMoure and Oakes exchanges. The application being filed at the same time as this document for relinquishment of the said Subsidiaries' Certificates of Public Convenience and Necessity have no effect on other public utilities providing similar services, as there are no other public utilities providing similar services in the exchanges of the two said Subsidiaries of Dickey Rural Access, Incorporated and Dickey Rural Communications, Incorporated. Dickey Rural Telephone Cooperative, having served the exchanges of Forbes, Nelvik, Fullerton, Merricourt, Milnor, Verona, Marion, Ventura, Jud, Fredonia, Crete, Litchville, Dickey, Guelph, Kathryn and Fort Ransom and through the Dickey Rural Access Incorporated Subsidiary, the exchanges of Gwinner and Lisbon, and through the Dickey Rural Communications, Incorporated Subsidiary exchanges of Ashley, Edgeley, Ellendale, Forman, Kulm, LaMoure and Oakes for many years, has demonstrated that it has the technical, financial, and managerial fitness and ability to provide adequate essential and nonessential telecommunications services in the exchanges. The technical fitness and ability of Dickey Rural Telephone Cooperative to provide services in these exchanges will be enhanced and facilitated by Dickey Rural Telephone Cooperative's purchase/acquisition through merger of the assets that the Dickey Rural Access Subsidiary and Dickey Rural Communications Subsidiary are currently using to provide such services in the afore-mentioned exchanges. The provision of adequate essential and nonessential telecommunications service in the exchange areas of Dickey Rural Access Incorporated and Dickey Rural

Communications Incorporated will be facilitated and supported by the full current technical and financial capabilities of Dickey Rural Telephone Cooperative, and by the full current technical and financial capabilities of the said Subsidiaries. While Dickey Rural Telephone Cooperative believes it currently has ETC status through its said Subsidiaries for these Subsidiary exchanges, Dickey Rural Telephone Cooperative wishes to further this by receiving an affirmative designation from this Commission in this petition.

IX.

Beginning on the Closing Date of January 1, 2012, Dickey Rural Telephone Cooperative will be offering all services that are supported by federal universal service support mechanisms under § 254(c) of the 1996 Act and 47 C.F.R. §§ 54.101 and 54.401, using a combination of its own facilities and resale of other carriers' services, and will advertise the availability of such services and the charges therefore using media of general distribution, throughout all of the following exchanges: Forbes, Nelvik, Fullerton, Merricourt, Milnor, Verona, Marion, Venturia, Jud, Fredonia, Crete, Litchville, Dickey, Guelph, Kathryn, Fort Ransom and in the exchanges currently served by Dickey Rural Access Incorporated, which include Gwinner and Lisbon and in the exchanges currently served by Dickey Rural Communications, Incorporated, which include: Ashley, Edgeley, Ellendale, Forman, Kulm, LaMoure and Oakes. Dickey Rural Telephone Cooperative will and has met all the criteria necessitated by Section 69-09-05-12 as evidenced with its filing of its annual report on July 29, 2011 in Case No. PU-11-592 and which is also shown for Dickey Rural Access and Dickey Rural Communications in their July 29, 2011 annual report filings in Case No. PU-11-591 and PU-11-593.

X.

The Commission has authority under N.D.C.C. § 49-21-01.7(7) and §49-21-01.7(13) to designate geographic service areas for designated eligible telecommunications carriers for the purpose of determining universal service obligations and support mechanisms under the 1996 Act.

XI.

WHEREFORE, the Dickey Rural Access, Incorporated and Dickey Rural Communications, Incorporated Subsidiaries have previously applied, in another filing being filed at the same time as this document to: (1) contract its designated geographical service areas to no longer include the Gwinner and Lisbon exchanges for Dickey Rural Access, Incorporated and the Ashley, Edgeley, Ellendale, Forman, Kulm, LaMoure and Oakes exchanges for Dickey Rural Communications, Incorporated, pursuant to N.D.C.C. § 4921-01.7(13), effective as of the January 1, 2012 Closing Date, and (2) relinquish the said Subsidiaries' Certificates of Public Convenience and Necessity Nos. 4898, 4899, 3420, 3436, 3439, 3449, 3470, 3472 and 3493, to be effective as of the January 1, 2012 Closing Date, pursuant to N.D.A.C. § 69-09-05-11(6) and to have these transferred to said Subsidiaries' parent company, which is Dickey

Rural Telephone Cooperative.

XII.

WHEREAS, Dickey Rural Telephone Cooperative is also applying to the Commission, pursuant to N.D.C.C. Ch. 49-03.1 and N.D.A.C. § 69-09-05-11, for Certificates of Public Convenience and Necessity for the Gwinner, Lisbon, Ashley, Edgeley, Ellendale, Forman, Kulm, LaMoure and Oakes exchanges, effective as of the January 1, 2012 Closing Date.

XIII.

WHEREFORE, pursuant to N.D.C.C. §49-03.1-05, Applicants request that the Commission grant the above-requested relief without a hearing, if no interested party has requested a hearing on this application after receiving at least twenty (20) days' notice of opportunity to request such a hearing and to grant ETC status to Dickey Rural Telephone Cooperative for the service area of the said Subsidiaries being merged into the parent company of Dickey Rural Telephone Cooperative, namely, the exchanges of Gwinner, Lisbon, Ashley, Edgeley, Ellendale, Forman, Kulm, LaMoure and Oakes.

Dated this 3 day of Feb, 2012.

DICKEY RURAL TELEPHONE COOPERATIVE

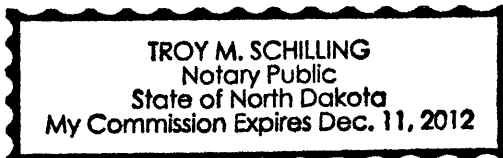
By: Jeff Wilson, General Manager

STATE OF NORTH DAKOTA)
)ss:
COUNTY OF Dickey)

On this 3rd day of February, 2012, before me, a Notary Public in and for said County and State, personally appeared **Jeff Wilson**, known to me to be the general manager of DICKEY RURAL TELEPHONE COOPERATIVE, the corporation that is described in and executed the within instrument, and acknowledged to me that such corporation executed the same.

Troy M. Schilling
Notary Public
County, North Dakota
My Comm. Exp.: _____

(SEAL)

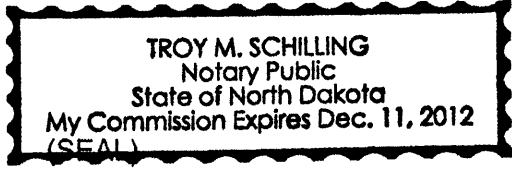


DICKEY RURAL ACCESS, INCORPORATED

Jeff Wilson
By: Jeff Wilson, General Manager

STATE OF NORTH DAKOTA)
)ss:
COUNTY OF Dickey)

On this 3rd day of February, 2012, before me, a Notary Public in and for said County and State, personally appeared **Jeff Wilson**, known to me to be the general manager of DICKY RURAL ACCESS, INCORPORATED, the corporation that is described in and executed the within instrument, and acknowledged to me that such corporation executed the same.



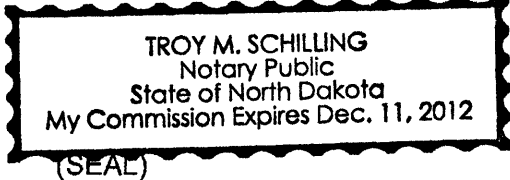
Troy M. Schilling
Notary Public
_____ County, North Dakota
My Comm. Exp.: _____

DICKEY RURAL COMMUNICATIONS, INCORPORATED

Jeff Wilson
By: Jeff Wilson, General Manager

STATE OF NORTH DAKOTA)
)ss:
COUNTY OF Dickey)

On this 3rd day of February, 2012, before me, a Notary Public in and for said County and State, personally appeared **Jeff Wilson**, known to me to be the general manager of DICKY RURAL COMMUNICATIONS, INCORPORATED, the corporation that is described in and executed the within instrument, and acknowledged to me that such corporation executed the same.



Troy M. Schilling
Notary Public
_____ County, North Dakota
My Comm. Exp.: _____

JONES AND KELLY, ATTORNEYS AT LAW, P.C.



By: Fallon M. Kelly, N.D. Bar ID #05966

Attorneys for Applicants:

- Dickey Rural Telephone Cooperative,
- Dickey Rural Access, Incorporated and
- Dickey Rural Communications, Incorporated

P O Box 391

Lisbon, ND 58054-0391

Telephone: 701-683-4123

Fax: 701-683-4124

fkelly@drtel.net

STATE OF NORTH DAKOTA)
)ss:
 COUNTY OF Ransom)

On this 8th day of February, 2012, before me, a Notary Public in and for said County and State, personally appeared **Fallon M. Kelly**, known to me to be the person who is described in and who executed the within instrument, and acknowledged to me that he executed the same as attorney for **Dickey Rural Telephone Cooperative, Dickey rural Access, Incorporated and Dickey Rural Communications, Incorporated.**

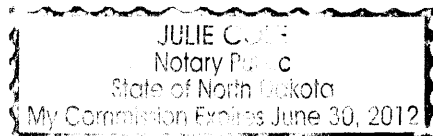


Notary Public

Ransom County, North Dakota

My Comm. Exp.: June 30, 2012

(SEAL)



PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

**Dickey Rural Telephone Cooperative
Designated Eligible Carrier
ETC Certification Case No. PU- _____
Applications**

Case No. PU- _____

**AFFIDAVIT OF JEFF WILSON IN SUPPORT OF APPLICATION FOR CERTIFICATES
OF PUBLIC CONVENIENCE AND NECESSITY AND FOR DESIGNATION AS AN
ELIGIBLE TELECOMMUNICATIONS CARRIER ("ETC")**

**JEFF WILSON, GENERAL MANAGER FOR DICKEY RURAL TELEPHONE
COOPERATIVE, STATES UNDER OATH:**

1. My name is Jeff Wilson and I am the General Manager of Dickey Rural Telephone Cooperative and am also the General Manager of Dickey Rural Access, Incorporated and Dickey Rural Communications, Incorporated, which are both fully owned subsidiaries of Dickey Rural Telephone Cooperative. Dickey Rural Telephone Cooperative is the successor in interest to the subsidiaries, Dickey Rural Access, Incorporated and Dickey Rural Communications, Incorporated, which are subsidiaries that have been merged into the parent company, Dickey Rural Cooperative by a more than two-thirds vote of the members at the October 3, 2011 annual meeting. The plan of merger had the effective date of the merger as January 1, 2012, but the filing process was such that the Secretary of State's effective date of merger was January 25, 2012.
2. I submit this affidavit in support of Dickey Rural Telephone Cooperative's application to acquire and received assignment of Certificates of Public Convenience and Necessity ("PC&N") held by Dickey Rural Access, Incorporated and Dickey Rural

Communications, Incorporated and also to affirm the designation of Dickey Rural Telephone Cooperative as an Eligible Telecommunications Carrier ("ETC") in the former Dickey Rural Access, Incorporated and Dickey Rural Communications, Incorporated exchanges succeeding to the assets and obligations of said subsidiaries within said subsidiaries' authorized serving areas, being the exchanges for which prior PCNs had been issued to said subsidiaries in the State of North Dakota.

3. The submitted applications in these proceedings, along with the attachments submitted in these proceedings by Dickey Rural Telephone Cooperative are true and correct to the best of my knowledge and I affirm the information contained therein under oath and hereby incorporate it by reference as if contained herein. That information was true and correct when submitted and remains true and correct on this date.
4. I am familiar with the procedures under §69-09-05-12(3)(b), North Dakota Administrative Code, regarding a report that each ETC applicant must submit during the application process and the continuing duty to report that is mandated in Section 69-09-05-12.1 of the NDAC. The information required under Section 69-09-05-12 is essentially the same information that Dickey Rural Telephone Cooperative and its wholly owned subsidiaries, Dickey Rural Access, Incorporated and Dickey Rural Communications, Incorporated, have previously submitted in response to the North Dakota Public Service Commission's (the "Commission") regulations referenced above. The proposed service area was identified in the application in this matter. The incumbent local carrier in these areas is Dickey Rural Telephone Cooperative,

acting through its wholly owned subsidiaries of Dickey Rural Access, Incorporated and Dickey Rural Communications, Incorporated. The requested items of information also request the Essential Telecommunications Carrier to provide an estimate by the applicant of expected revenue from the Federal Universal Service Fund ("USF"). Without waiving any trade secret requests or confidentiality, the estimate for USF receipts was previously filed this year in Case No. PU-11-592 for Dickey Rural Telephone Cooperative, in Case No. PU-11-591 for Dickey Rural Communications, Incorporated, and in Case No. PU-11-593 for Dickey Rural Access, Incorporated and such information is hereby incorporated by reference as if it was submitted under a request for trade secret protection. Dickey Rural Telephone Cooperative will continue to meet the obligations of an ETC, as it has in the past through its subsidiaries, Dickey Rural Access, Incorporated and Dickey Rural Communications, Incorporated, and Dickey Rural Telephone Cooperative is a fit and proper ETC as was previously demonstrated when Dickey Rural Access, Incorporated was designated as an ETC in 2002 in PU-02-057 and PU-02-058 as well as was previously demonstrated when Dickey Rural Communications, Incorporated was designated as an ETC in 1994 in PU-314-94-688. At this time, no waiver of ETC criteria is requested and Dickey Rural Telephone Cooperative has met the ETC criteria, through its subsidiaries and its own operations, continually since Dickey Rural Telephone Cooperative was incorporated in 1950 and the service areas in question were designated for ETC services through Dickey Rural Communications, Incorporated as a wholly owned subsidiary of Dickey Rural

Telephone Cooperative in 1996 and by Dickey Rural Access, Incorporated, a wholly owned subsidiary of Dickey Rural Telephone Cooperative in 2002.

Dickey Rural Telephone Cooperative will provide service on a timely basis to requesting customers within the proposed service areas where Dickey Rural Telephone Cooperative's facilities pass the potential customer's premises. It will do so in a reasonable period of time. Dickey Rural Telephone Cooperative will provide services to a potential customer within the proposed designated service areas when outside the existing network coverage if service can be provided at a reasonable cost by modifying or replacing the customer's equipment, deploying a roof-top antenna or other equipment, adjusting a cell tower (if this would ever become available), adjusting the network or customer facilities, or by reselling services from another carrier's facilities to provide service, employing, leasing, or constructing necessary equipment to do so.

5. NDAC § 69-09-05-12(3)(b) also requires applicants to describe the following, which information has also recently been filed on behalf of Dickey Rural Telephone Cooperative and its subsidiaries, Dickey Rural Access, Incorporated and Dickey Rural Communications, Incorporated, as identified above. It included:
 - a. Specific construction, maintenance, or upgrade projects;
 - b. How service will be improved by each project;
 - c. The projected start date and completion date for each improvement, and estimated amount of investment for each improvement of the specific geographic area where each improvement will be made; and
 - d. The estimated population that will be served by each improvement.

6. **Specific construction, maintenance, or upgrade projects:** Dickey Rural Telephone Incorporated intends to engage in construction, maintenance and upgrades in its service areas, including the exchanges referenced in this pending case in the same manner and method as it has through Dickey Rural Telephone Cooperative in its exchange areas since 1950. Without waiving any trade secret or confidential status, the information filed on July 29, 2011 in the ETC reporting cases referenced above, namely PU-11-591; PU-11-592; and PU-11-593, is hereby incorporated by reference, as it permitted under the Commission's rules, specifically Section 69-02-05-06 of the NDAC.
7. **How Service Will Be Improved by Each Project:** The information previously submitted in Case Nos. PU-11-591; PU-11-592; and PU-11-593, without any waiver of confidentiality, trade secret or proprietary status is also incorporated by reference herein.
8. **Projected Start and Completion Date for Each Improvement and Estimated Amount of Investment for Each Improvement.** The information and answers to the previous two paragraphs above is the same as the answer for this paragraph.
9. **Estimated Population That Will be Served by Each Improvement.** Again, without waiving any rights to confidentiality or trade secret status, this information was previously answered in submissions to the Commission on July 29, 2011 in Case Nos. PU-11-591; PU-11-592; and PU-11-593. Based on the foregoing track record of Dickey Rural Telephone Cooperative providing necessary ETC services in the exchanges designated in the pending application of ETC status, namely Gwinner, Lisbon, Ashley, Edgeley, Ellendale, Forman, Kulm, LaMoure and Oakes,

Dickey Rural Telephone Cooperative respectfully requests the Commission's order approving the transfer of PC&Ns for these exchanges and the request for ETC status therein.

Dickey Rural Telephone Cooperative has, and will continue to meet, all the criteria of an ETC as established by the Federal Communications law of 1996 and Sections 214 and 254 thereof and the requirements of the Federal Communications Commission for ETC carriers.

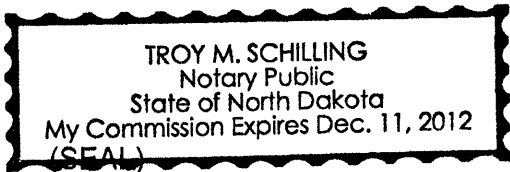
FURTHER, YOUR AFFIANT SAYETH NOT.

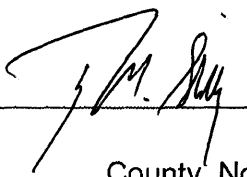


Jeff Wilson

STATE OF NORTH DAKOTA)
)ss:
COUNTY OF Dickey)

On this 3rd day of February, 2012, before me, a Notary Public in and for said County and State, personally appeared **Jeff Wilson**, known to me to be the person described in and executed the within instrument, and acknowledged to me that such corporation executed the same.





Notary Public
_____ County, North Dakota
My Comm. Exp.: _____

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 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 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 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 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 that reads "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

DIGKEY 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, Liscon, Lamoure, Napoleon, ^{and} 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:

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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 Scott	Merricourt, N. Dak.
Raymond Burkle	Fredonia, N. Dak.
G.B. Coleman	Crete, N. Dak.
Fred G. Klipfel	Ashley, N. Dak.

IN WITNESS WHEREOF, we have hereunto set out 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. Scott (SEAL)
G. B. Coleman (SEAL)
Fred G. Klipfel (SEAL)

3
STATE OF NORTH DAKOTA)
COUNTY OF DICKEY

On this 2nd day of November, 1950, before me, W. J. Graham,
a Notary Public in and for Dickey County, State of North Dakota,
personally appeared B. L. Nelson, John A. Viken
Stanley H. Johnson, C. Holmes
Albert E. Hauck, Walter E. Scott
G. E. 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.

W. 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 November

1950 and

recorded in Volume

of

Page

408

SECRETARY OF STATE

W. J. GRAHAM
ATTORNEY AT LAW
ELLENDALE

Handwritten signatures and notes:
James J. ...
Dickey, Paul ...
Maurice J. ...
Elliott, J. ...

Handwritten:
25-00

DUPLICATE

No. 13765

PRIVATE CORPORATIONS



DEPARTMENT

OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

Whereas, B. L. 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.

SEAL

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. 1959

THOMAS HALL

SECRETARY OF STATE

By _____ DEPUTY

5
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 a majority
5 of the Directors of the Dickey Rural Telephone Mutual Aid Corpor-
6 ation, do hereby certify that a meeting of the Directors of the
7 Dickey Rural Telephone Mutual Aid Corporation was held at its office
8 in the City of Ellendale, North Dakota, on the 8th day of July,
9 1952; in compliance with Section 10-1204 of North Dakota Revised
10 Code of 1943 for the purpose of amending the Articles of Incor-
11 poration of the Dickey Rural Telephone Mutual Aid Corporation.
12 That eight of the nine directors were present at this meeting.

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

18 RESOLVED: That the Board of Directors hereby approve
19 the amendment to the Articles of Incorporation in
20 Paragraph 6 of said Articles and hereby authorize
21 that said Paragraph 6 of the Articles of Incorpor-
22 ation be amended to allow the borrowing of not to
23 exceed Five Million Dollars (\$5,000,000.00), and
24 that the Secretary be instructed to send out the
25 necessary notices to the members of said Cooper-
26 ative and set a date for a members' meeting whereby
27 said amendment shall be approved by the members
28 according to the laws of the State of North Dakota.

29 Motion carried.

30 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)."

A roll call vote was taken and:

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

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

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

25 John A. Viken
26 Director, President of Board of Directors

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

29 C.W. Holmes
30 Director

E.L. Nelson
Director

Raymond Burkle
Director

Stanley A. Johnson
Director

Walter E. Scott
Director

G.B. Coleman
Director

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

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: AMENDING 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 TWENTIETH

day of JANUARY, 1953

By CHARLES LIESSMAN
DEPUTY.

THOMAS HALL
Secretary of State.

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

1 10-0330 of the North Dakota Revised Code of 1943 was approved by
2 seven of the nine members of the Corporation:

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

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

14 A roll call vote was taken and:

15	Raymond Burkle	voted	Aye
16	Fred G. Klipfel	voted	Aye
17	C.W. Holmes	voted	Aye
18	Walter E. Scott	voted	Aye
19	Albert E. Hauck	voted	Aye
20	G.E. Coleman	voted	Aye
21	Stanley Johnson	voted	Aye
22	John A. Viken		not voting

23 and the president declared that said resolution was ap-
24 proved and adopted.

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

27 G. E. Coleman
28 Director, President of Board of Directors.

29 Walter E. Scott
30 Director, Secretary of Board of Directors.

31 Albert E. Hauck
32 Director.

33 Stanley H. Johnson
34 Director

35 Fred G. Klipfel
36 Director.

37 Raymond Burkle
38 Director.

39 C.W. Holmes
40 Director.

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

S: CHARLES LIESSMAN
DEPUTY.

THOMAS HALL
Secretary of State.

912

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 American 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

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 1978
Ben Messer
SECRETARY OF STATE

DEPUTY

Fee \$20.00

15

Certificate No. № 5538

SEAL OF THE STATE OF NORTH DAKOTA



State of North Dakota

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. 6821- *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:

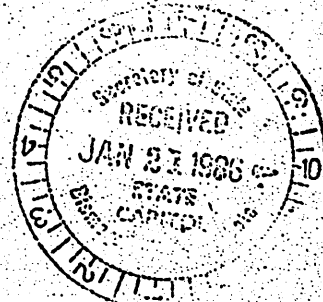
ARTICLE 1. The name of the corporation is DICKEY RURAL TELEPHONE MUTUAL AID
CORPORATION

ARTICLE 2. An amendment to the Articles of Incorporation was adopted on October 19, 19 82,
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 DICKY 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

Bob Miller

By

SM

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 *J*

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.
- {X} 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.) (Is the 911 address assigned by Post Office)
9628 Hwy 281, PO Box 69, Ellendale, ND 58436

(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

Roger Johnson, 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

Bruce W. 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. Jones
Secretary of State
SR



Dated this 1st day of January, 2012.

DICKEY RURAL TELEPHONE COOPERATIVE

Bruno Klybe acting Pres
By: Kent Klima, President

Myron Jagow acting Secretary
Attested by: Duane Heinrich, Secretary

DICKEY RURAL ACCESS, INC.

Bruno Klybe Acting Pres.
By: Kent Klima, President

Myron Jagow acting Secretary
Attested by: Duane Heinrich, Secretary

DICKEY RURAL COMMUNICATIONS, INC.

Bruno Klybe acting Pres.
By: Kent Klima, President

Myron Jagow 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

Mylon Yagow acting Secretary
Attested by: Duane Heinrich, Secretary

DICKEY RURAL ACCESS, INC.

Bruce Hughes Acting Pres.
By: Kent Klima, President

Mylon Yagow acting Secretary
Attested by: Duane Heinrich, Secretary

DICKEY RURAL COMMUNICATIONS, INC.

Bruce Hughes Acting Pres.
By: Kent Klima, President

Mylon 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