

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

BEK COMMUNICATIONS COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that BEK COMMUNICATIONS COOPERATIVE, a North Dakota mutual aid corporation, was incorporated in this office on October 16, 1952 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 mutual aid 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

BEK COMMUNICATIONS COOPERATIVE

Dated: May 28, 1996

A handwritten signature in black ink, appearing to read "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

1 **PU-13-440** Filed: 6/25/2013 Pages: 137
Corporate papers

BEK Communications Cooperative



LAW OFFICES OF

PRINGLE & HERIGSTAD, P.C.

BREMER BANK BUILDING
20 SW 1ST STREET
POST OFFICE BOX 1000
MINOT, NORTH DAKOTA 58702
(701) 852-0381
FAX (701) 857-1361
E-mail: pringle@ndak.net

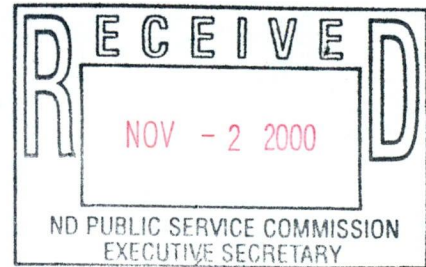
ROGER O. HERIGSTAD
MARK F. PL
JAN M. SEBBY
DONALD A. NEGAARD
JAMES E. NOSTDAHL
JOHN J. PETRIK
CAROL K. LARSON
DAVID J. HOGUE
REED A. SODERSTROM
MARK R. HAYS

DONALD T. CAMPBELL
MICHAEL A. BOSH
BRENT M. OLSON
DENISE C. HAYS
DEBRA L. HOFFARTH

OF COUNSEL
HERBERT L. MESCHKE

RETIRED
THOMAS A. WENTZ

November 1, 2000



Mr. Jerry Lein
ND Public Service Commission
600 E. Boulevard Ave.
Bismarck, ND 58505-0480

**BEK COMMUNICATIONS COOPERATIVE AND BEK COMMUNICATIONS I INC. -
PC&N CERTIFICATES**

Please find enclosed copies of the Articles of Incorporation, including all amendments, and the Bylaws of BEK Communications Cooperative.

If you have any questions or further requirements, please do not hesitate to call.

Very truly yours,

Michael A. Bosh
Pringle & Herigstad, P.C.

jb
encs.

cc: Jerome Tishmack
Jerry Renner

ARTICLES OF INCORPORATION

OF

BEK TELEPHONE MUTUAL AID CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Chapter 10-12, Revised Code of 1943, and amendments thereto; and we hereby certify that:

1. The name of said corporation is BEK Telephone Mutual Aid Corporation.

2. The purpose of this corporation is to furnish, improve, and expand telephone service to the residents of the territory in which it operates.

3. The principal place of business of said corporation shall be in the City of Steele, in Kidder County, North Dakota.

4. This corporation shall operate in the Counties of Burleigh, Emmons, Kidder, Logan, McLean and Sheridan, in the State of North Dakota. The estimated length of its telephone lines is 3500 miles, and the estimated cost of its facilities is \$3,000,000.00.

5. This cooperative is organized without capital stock and the property rights and interest 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. This cooperative is authorized to borrow money for its corporate purposes in an amount not exceeding \$5,000,000.00.

7. The number of its directors shall be nine, and that the names and residences of those who are appointed to serve until their successors are elected and qualified are:

Name	Residence
George L. Jackson	Dawson, North Dakota

1	Clifford Cleveland	Tuttle, North Dakota
2	Adolph Feyereisen	Braddock, North Dakota
3	Harold Williams	Wing, North Dakota
4	Alfred Riskedahl	Braddock, North Dakota
5	Neil Beitelspacher	Femvik, North Dakota
6	Alvin Stanley	Kintyre, North Dakota
7	John Trygg	Baldwin, North Dakota
8	E. A. Schauer	Sterling, North Dakota

8. The time for which this corporation is to exist is not limited, but it shall exist perpetually, unless dissolved according to law.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this

3rd day of October, A. D. 1952.

George L. Jackson
Adolph Feyereisen
Alfred Riskedahl
E. A. Schauer
Neil L. Beitelspacher
Alvin Stanley

STATE OF NORTH DAKOTA)
COUNTY OF KIDDER) SS

On this 3rd day of October, 1952, before me, Linn Sherman, a notary public in and for Kidder County, North Dakota, personally appeared George L. Jackson, ~~Clifford Cleveland~~, Adolph Feyereisen, ~~Harold Williams~~, Alfred Riskedahl, Neil Beitelspacher, Alvin Stanley, John Trygg and E. A. Schauer, 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.

Linn Sherman
Notary Public, Kidder County, No. Dak.

My commission expires Nov. 20th, 1957.

3 Certificate No. 14, 201

Articles of Incorporation

of
Bell Telephone Mutual
Air Corporation

of
Steele, N. Dak.

Department of State
for record and certificate, issued
on 16th day of October
1952 and
recorded in Volume Two
Miscellaneous Record
(Mutual Air)
page 37
Thomas H. Hae
SECRETARY OF STATE
Charles E. Linton
DEPUTY

Fee \$5.00

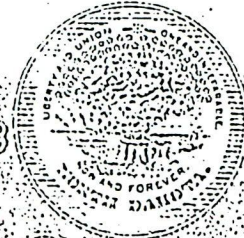
DUPLICATE

No. 14201

PRIVATE CORPORATIONS

UNITED STATES OF AMERICA

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

Whereas, GEORGE L. JACKSON · ADELPH HEYREISEN · ALFRED RISKEBAHL ·
NEIL BENTELSPACHER · ALVIN STAPLEY · JOHN TRYGG · E. A. SCHAUER ·

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
DEK TELEPHONE MUTUAL AND CORPORATION (STEELE, KIDDER 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 FOURTEENTH
day of OCTOBER A. D. 19 52

THOMAS HALL

SECRETARY OF STATE

By CHARLES LIESSMAN DEPUTY

5
1 CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

2 of

3 BEK TELEPHONE MUTUAL AID CORPORATION

4
5 To: The Hon. Thomas Hall,
6 Secretary of State,
7 Bismarck, North Dakota.

8 The undersigned hereby certify as follows:

9 That BEK Telephone Mutual Aid Corporation is a mutual aid corpora-
10 tion, organized and existing under and by virtue of the laws of the
11 State of North Dakota, and having its principal place of business at
12 Steele, in Kidder County, North Dakota.

13 That at the present time there are 10 members of said corpora-
14 tion, and that its board of directors consists of 9 members.

15 That a special meeting of the board of directors of said corpora-
16 tion was held at 1:00 o'clock P.M., on October 14, 1954, at Steele,
17 North Dakota, for the purpose of approving an amendment to the articles
18 of incorporation of said corporation. That prior to said meeting all
19 9 directors of the corporation signed a waiver of service of notice
20 of said special meeting and consented to the holding thereof at the
21 time and place herein specified, and that 9 of said directors ac-
22 tually attended said meeting. That George L. Jackson, President of
23 the corporation, presided at said meeting, and that Clifford R. Cleve-
24 land, Secretary of the corporation, acted as Secretary of said meeting.

25 That at said meeting of the Board of Directors, the hereinafter
26 specified amendment to the Articles of Incorporation was approved by
27 a vote of 9 directors voting in favor of the amendment, and no
28 directors voting against the amendment.

29 That a special meeting of the members of said corporation was
30 held at 2:00 o'clock P.M., on October 14, 1954, at Steele, North Dakota,
31 for the purpose of adopting an amendment to the articles of incorpora-
32 tion of said corporation. That prior to said meeting all 10 members
33 of the corporation signed a waiver of service of notice of said meet-
34 ing, and consented to the holding thereof at the time and place herein
35 specified, and that 9 of the members actually attended said meet-
ing. That at said meeting of the members of said corporation, George

6

1 L. Jackson, President of the corporation, acted as chairman of the
2 meeting, and Clifford E. Cleveland, Secretary of the corporation,
3 acted as Secretary of the meeting.

4 That at said special meeting of the members of said corporation,
5 the hereinafter specified amendment to the Articles of Incorporation
6 was adopted by a vote of 9 members voting in favor of the amend-
7 ment, and no members voting against the amendment.

8 That the amendment to the Articles of Incorporation so approved
9 and adopted is to change the wording of Paragraph 4 of said Articles
10 of Incorporation from its original form, which reads as follows:

11 "4. This corporation shall operate in the Counties of Burleigh,
12 Emmons, Kidder, Logan, McLean and Sheridan, in the State of North Dakota.
13 The estimated length of its telephone lines is 3500 miles, and the es-
14 timated cost of its facilities is \$3,000,000.00"

15 to the following amended provision of its articles of incorporation,
16 to wit:

17 "4. The telephone line is intended to be run from Hague, North
18 Dakota, to Picardville, North Dakota, and the branches contemplated are
19 from Menoken, North Dakota, to Crystal Springs, North Dakota, from Wil-
20 ton North Dakota to Pettibone, North Dakota, and intermediate points.
21 The counties through which it is intended to be run are Burleigh,
22 Emmons, Kidder, Logan, McLean and Sheridan, all in North Dakota. The
23 estimated length of telephone lines is 3200 miles, and the estimated
24 cost is \$4,500,000.00."

25 In Witness Whereof, the undersigned Chairman and Secretary of
26 said meeting, and a majority of the board of directors of said BEK
27 Telephone Mutual Aid Corporation, have hereunto subscribed their sig-
28 natures, this 14th day of October, 1954.

29 L. Jackson
30 Chairman of the Meeting and Director

31 C. E. Cleveland
32 Secretary of the Meeting and Director

33 Neil Britton
34 Director

35 Glenn Stucky
36 Director

37 Harold Williams
38 Director

39 Carl A. Venturi
40 Director

41 Arthur Russell
42 Director

43 E. A. Schuman
44 Director

45 J. P. Truesdell
46 Director

Manuscript No. 276

Agreement to

Articles of Incorporation

of

Bank Telephone

Mutual Aid Corporation

St. Paul, N. Dak.

15th
October
Miscellaneous Record
(Mutual Aid Corporation)
St. Paul, N. Dak.
Check & Receipt
for \$6.00

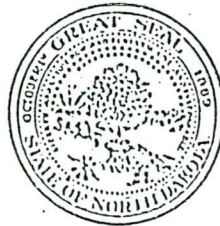
CERTIFICATE OF AMENDMENT

DUPLICATE

No. 276

FEE \$ 6.00

United States of America



DEPARTMENT

OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, BEK TELEPHONE MUTUAL AID CORPORATION (STEELE, KIDDER 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:

INDICATING PLACES FROM AND TO WHICH LOANS IS TO RUN; ALSO;
INCREASING COST OF LOANS.

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 FORTYSEVEN

day of OCTOBER, 1951.

SEAL

CHARLES LIESMAN
DEPUTY

THOMAS HALL

Secretary of State.

9

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

BEK TELEPHONE MUTUAL AID CORPORATION

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

ARTICLE 1. The name of the cooperative association is BEK Telephone Mutual Aid Corporation

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 12, 19 70, in the manner prescribed by Chapter 10-15, North Dakota Century Code, as amended:

That Paragraph 6 of said Articles of Incorporation is changed and amended to read as follows:

"6. This cooperative is authorized to borrow money for its corporate purposes in an amount not exceeding \$10,000,000.00."

ARTICLE 3. The total number of members of the cooperative association are 1692

ARTICLE 4. The number of members voted for such amendment was 111; and the number of members voted against such amendment was 11

DATED June 29th, 19 70

BEK Telephone Mutual Aid Corporation
Name of Association

By George L. Jackson
President or Vice-President
and Edna Sherman
Secretary or Assistant Secretary

George L. Jackson 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.

Edna Sherman
Verifying Officer

Subscribed and sworn to before me this 29th day of June, 19 70

Edna Sherman
Edna Sherman, Notary Public

State of North Dakota
My Commission expires Nov. 20th, 1975

Fee \$12.00
Certificate No. 3029
Filing Date July 2 19 70
Edna Sherman
Secretary of State
By _____ Deputy
(231-5-02)



10

Certificate No. 3029



State of North Dakota

CERTIFICATE OF AMENDMENT OF

BEN 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

BEN TELEPHONE MUTUAL AID CORPORATION

duly signed and verified pursuant to the provisions of the North Dakota

MUTUAL AID

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

BEN TELEPHONE MUTUAL AID CORPORATION

INCREASING THE AUTHORIZED BORROWING LIMIT TO \$20,000,000.00

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 SECOND day of JULY A.D., 19 70

S E A L

BEN MEIER

Secretary of State.

File No. 6807

DUPLICATE

By _____, Deputy.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

BNM TELEPHONE MUTUAL AID CORPORATION

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

ARTICLE 1. The name of the cooperative association is BNM Telephone Mutual Aid Corporation

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 30, 1977, in the manner prescribed by Chapter 10-15, North Dakota Century Code, as amended:

That Paragraph 5 of said Articles of Incorporation is changed and amended to read as follows:

"5. This cooperative is authorized to borrow money for its corporate purposes in an amount not exceeding \$25,000,000."

ARTICLE 3. The total number of members of the cooperative association are 2107.

ARTICLE 4. The number of members voted for such amendment was 205; and the number of members voted against such amendment was 44.

DATED June 27, 1977.

BNM Telephone Mutual Aid Corporation
Name of Association

By [Signature]
President of Association
and [Signature]
Secretary of Association

John Brown 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.

[Signature]
Notary Officer.

Subscribed and sworn to before me this 27th day of June, 19 77.

[Signature]
Notary Public

State of North Dakota

My Commission expires Nov. 20th, 19 81

Fee \$20.00

Certificate No. 5232

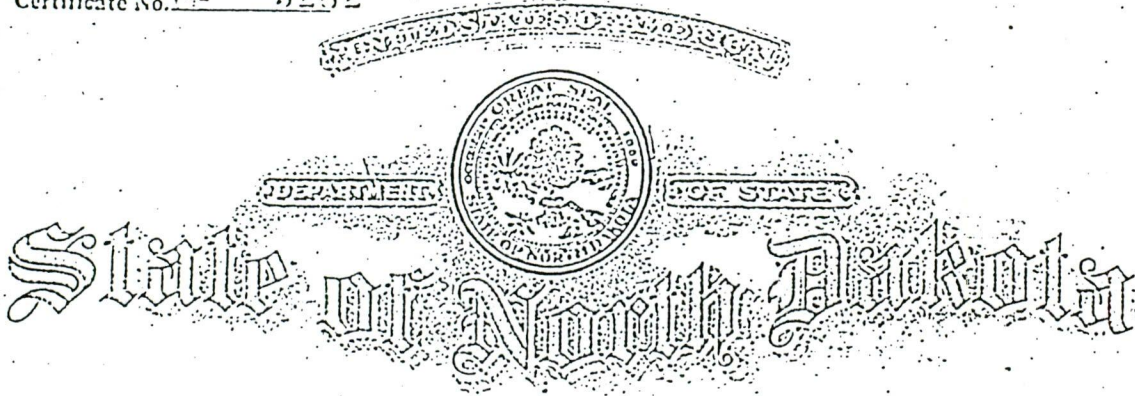
Filing Date June 30, 19 77

[Signature]
Secretary of State

by _____
Deputy

12

Certificate No. 5232



CERTIFICATE OF AMENDMENT

OF

BEK 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

BEK TELEPHONE MUTUAL AID CORPORATION

duly signed and verified pursuant to the provisions of the North Dakota MUTUAL AID 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 BEK 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 30th day of JUNE A.D., 1977.

Great Seal

/s/ BEN MEIER

Secretary of State.

File No. 6897 MAC

DUPLICATE

By _____, Deputy.

13

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

RECEIVED
AUG 03 1979

SECRETARY OF STATE

BEK Telephone Mutual Aid Corporation

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

ARTICLE 1. The name of the cooperative association is BEK Telephone Mutual Aid Corporation

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 7, 1979, in the manner prescribed by Chapter 10-15, North Dakota Century Code, as amended:

That Paragraph 2 of said Articles of Incorporation is amended to read as follows:

- 2. The purpose of this corporation is to furnish, improve and expand communications service to the residents of the territory in which it operates.

ARTICLE 3. The total number of members of the cooperative association are 3508

ARTICLE 4. The number of members voted for such amendment was 252; and the number of members voted against such amendment was 76

DATED July 25, 1979

BEK Telephone Mutual Aid Corporation
Name of Association

By [Signature]
President or Vice-President
and [Signature]
Secretary or Assistant Secretary

John Trygg 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.

[Signature]
John Trygg
Verifying Officer

Subscribed and sworn to before me this 25th day of July, 1979

[Signature]
Notary Public

State of North Dakota

My Commission expires May 23, 1985

Fee \$20.00

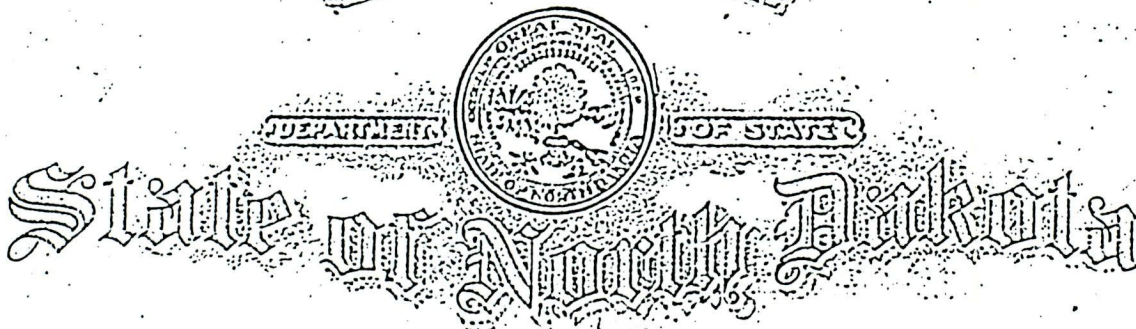
Certificate No. 6074

Filing Date 7-28-79

[Signature]
Secretary of State

by [Signature]
Deputy

14
Certificate No. 6074



CERTIFICATE OF AMENDMENT

OF

BEK TELEPHONE MUTUAL AID CORPORATION

The undersigned, Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of BEK TELEPHONE MUTUAL AID CORPORATION

duly signed and verified pursuant to the provisions of the North Dakota Mutual Aid 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 BEK Telephone Mutual Aid Corporation general amendment

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

GREAT 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 26th day of September A.D., 1979.

/s/ BEN MEIER

BEN MEIER

Secretary of State.

File No. 6807

DUPLICATE

By _____, Deputy.

BEK Telephone Mutual Aid Corporation
Box 230, Steele, North Dakota 58482

'Certification of By-Law Change'

At the Annual Membership Meeting of the members of
BEK Telephone Mutual Aid Corporation held June 5, 1986,
the By-Laws of the cooperative were amended as follows:

The word 'patron' or 'patrons' was replaced with
the word 'member' or 'members' throughout.

S/S *Lucien Eiskala*
Secretary-Treasurer

DATE June 25, 1986

STATE OF NORTH DAKOTA
Department of State
Filed for record the 8th
day of July 1986
Paul Miller
DEPUTY
Filed by: *PM*

BEN MEIER
SEC. OF STATE
JUN 27 11 20 AM '86

BY-LAWS

*6807 -
Mutual Aid*

OF

BEK TELEPHONE MUTUAL AID CORPORATION

BEK TELEPHONE
BY-LAWS

BUSINESS OFFICE
STEELE, NORTH DAKOTA

AS AMENDED JUNE 4, 1981

JUN 21 11 20 AM '86
BEN MEIER
SEC. OF STATE

IT SHALL BE THE AIM OF BEK TELEPHONE MUTUAL AID CORPORATION TO PROVIDE DEPENDABLE AREA WIDE ONE-PARTY COMMUNICATION SERVICE ON THE COOPERATIVE PLAN TO ALL PERSONS LOCATED IN THE AREA AT THE LOWEST COST CONSISTENT WITH SOUND ECONOMY AND GOOD MANAGEMENT.

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BY-LAWS
of
BEK TELEPHONE MUTUAL AID CORPORATION

ARTICLE I
MEMBERSHIP

SECTION 1. REQUIREMENTS FOR MEMBERSHIP. Any person, firm, partnership, association, corporation or body politic or subdivision thereof who or which reside in the service area certified to BEK Telephone Mutual Aid Corporation (hereinafter called the "Co-op") by the North Dakota Public Service Commission shall automatically become a member of the Co-op by:

- (a) Making either an oral or written application for communication service;

(Communication Service shall be defined as: The employment of various communication mediums, including, but not limited to, wire, paired cable, coaxial cable, glass fiber cable, laser beam, satellite, microwave, and all classes of radio frequencies for the purpose of offering all communication services.)

- (b) Agreeing to comply with and be bound by the articles of incorporation and by-laws of the Co-op and any rules and regulations adopted by the board;

- (c) Taking communication service;

provided, however, that the person, firm, partnership, association, corporation or body politic or subdivision thereof has not made written application to the contrary.

SECTION 2. MEMBERSHIP RECORDS. No membership certificates shall be issued. The current billing records of the Co-op as maintained at the general headquarters office shall constitute the membership record. A person, firm, partnership, association, corporation or body politic or subdivision thereof may have more than one billing record, but multiple billing records shall constitute one membership record.

SECTION 3. JOINT MEMBERSHIP. A husband and wife qualify for joint membership and are automatically joint members unless an application signed by both parties requesting single membership status is on file at the Co-op's general office and all requirements of Section 1 have been met. The term "member" as used in these by-laws shall be deemed to include a husband and wife holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect of the holders of a joint membership shall be as follows:

- (a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall constitute a joint waiver of notice of the meeting;
- (b) The vote of either separately or both jointly shall constitute one joint vote;
- (c) A waiver of notice signed by either or both shall constitute a joint waiver;
- (d) Notice to either shall constitute notice to both;
- (e) Expulsion of either shall terminate the joint membership;
- (f) Withdrawal of either shall terminate the joint membership;
- (g) Either but not both may be elected or appointed as an officer or director provided the one so elected or appointed meets the qualifications for such office.

SECTION 4. CONVERSION OF MEMBERSHIP. A joint membership may be converted to a single membership upon the receipt of an application for single-status membership signed by both parties. Upon the death of either spouse, the membership will revert to single status automatically.

SECTION 5. MEMBERSHIP FEE. There shall be no membership fee.

SECTION 6. PURCHASE OF COMMUNICATION SERVICE. Each member shall as soon as communication service is available, take communication service from the Co-op, and shall pay therefor monthly rates which shall from time to time be fixed by the board; provided, however that the board may limit the amount of communication service which the Co-op shall be required to furnish to any one member. It is expressly understood that amounts paid for communication service in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these by-laws. Each member shall pay to the Co-op such minimum amount per month for communication service as shall be fixed by the board from time to time. Each member shall also pay all amounts owed by him to the Co-op as and when the same shall become due and payable.

SECTION 7. TERMINATION OF MEMBERSHIP.

(a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the board may prescribe. The board may, by the affirmative vote of not less than two-thirds of all the directors, expel any member who fails to comply with any provisions of the articles of incorporation, by-laws, or any rules or regulations adopted by the board but only if such member shall have been given written notice by the secretary that such failure makes him liable to expulsion and such failure shall have continued for at least ten days after such notice was given. Any expelled member may be reinstated by vote of the board or by vote of the members at any annual or special meeting. The membership of a member who has ceased to purchase communication service for the Co-op, shall thereupon be automatically terminated. Upon the subsequent purchase of service by said former member, his membership shall be automatically reinstated.

(b) Upon the withdrawal, death, cessation of existence or expulsion of a member, the membership of such member shall thereupon terminate. Termination of the membership in any manner shall not release a member or his estate from any debts due the Co-op.

ARTICLE II
RIGHTS AND LIABILITIES OF MEMBERS

SECTION 1. PROPERTY INTEREST OF MEMBERS. Upon dissolution, after

- (a) All debts and liabilities of the Co-op shall have been paid,
- (b) All capital furnished through patronage shall have been retired as provided in these by-laws, and
- (c) All property and assets of the Co-op shall be distributed among the members and former members in the proportion which the aggregate patronage of each member bears to the total patronage of all such members, unless otherwise provided by law.

SECTION 2. NON-LIABILITY FOR DEBTS OF THE CO-OP. The private property of the members shall be exempt from execution or other liability for the debts of the Co-op and no member shall be liable or responsible for any debts or liabilities of the Co-op.

ARTICLE III
MEETING OF MEMBERS

SECTION 1. ANNUAL MEETING. The annual meeting shall be held at such time during the month of June in each year, commencing with the year 1959, as shall be designated by the Board of Directors, and at such places as may be designated by the board in Burleigh, Emmons, Kidder, Logan, Sheridan or McLean Counties, State of North Dakota, for the purpose of electing directors, passing upon reports for the previous year, and transacting such other business as may come before the meeting. It shall be the responsibility of the board to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time and place will not work a forfeiture or dissolution of the corporation.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called by resolution of the board, or upon a written request signed by any three directors, by the president or by not less than 200 members or 10 percentum of all the members, whichever shall be the lesser, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. Special meeting may be held at any place within the counties of Burleigh, Emmons, Kidder, Logan, Sheridan and McLean, State of North Dakota, specified in the notice of the special meetings.

SECTION 3. NOTICE OF MEMBERS' MEETINGS. Written notice stating the place, day and hour of the meeting and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days nor more than twenty days before the date of the meeting, either personally or by mail, by or at the direction of the secretary, or upon a default in duty by the secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Co-op, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at such meeting.

SECTION 4. QUORUM. As long as the total number of members does not exceed five hundred, ten percentum of the total number of members present shall constitute a quorum. In case the total number of members shall exceed five hundred, fifty members or two percentum of the membership, whichever shall be the larger, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. The minutes of each meeting shall contain a list of the members present in person.

SECTION 5. VOTING. Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon in person except as otherwise provided by law, the articles of incorporation or these by-laws. If a husband and wife hold a joint membership, they shall jointly be entitled to one vote and no more upon each matter submitted to a vote at a meeting of the members. Signed votes shall be valid and entitled to the same force and effect as a vote in person if the member has been previously notified in writing of the exact motion or resolution upon which the vote is taken. Signed votes shall be used only when specifically authorized by resolution or vote of the Board of Directors. An individual may represent more than one member who is other than a natural person, and may also vote as an individual if he is a member.

SECTION 6. ORDER OF BUSINESS. The order of business at the annual meeting of the members, and, so far as possible, at all other meetings of the members, shall be essentially as follows, except as otherwise determined by the members at such meetings:

- (a) Report on the number of members present in person in order to determine the existence of a quorum.
- (b) Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting as the case may be.
- (c) Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
- (d) Presentation and consideration of reports of officers, directors and committees.
- (e) Election of directors.
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

ARTICLE IV DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the Co-op shall be managed by a board of nine directors which shall exercise all of the powers of the Co-op except such as are by law, the articles of incorporation or these by-laws, conferred upon or reserved to the members.

SECTION 2. ELECTION AND TENURE OF OFFICE. The persons named as directors in the articles of incorporation shall comprise

the board until the first annual meeting, or until their successors shall have been elected and shall have qualified. Beginning with the year 1955, all directors shall be elected by districts; the districts being composed as follows: all of the territory in which this cooperative operates in the Counties of Burleigh, McLean and Sheridan shall comprise District No. 1; all of the territory in which this cooperative operates in the Counties of Kidder, Logan, Stutsman and Wells shall comprise District No. 2; and all of the territory in the Counties of Emmons and McIntosh in which this cooperative operates shall comprise District No. 3. The directors now serving shall continue to serve for the terms for which they are elected, and at each annual meeting hereafter one director shall be elected from each district to serve for a term of three years. Only the members residing in a district shall be entitled to vote for the director from that district. If an election of directors shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, a special meeting of the members shall be held for the purpose of electing directors within a reasonable time thereafter. Each director shall be elected by a plurality of the votes cast from that district. All election of directors shall be by secret ballot. If the balloting shall result in a tie between two or more persons for a plurality of the votes cast, the winner shall forthwith be determined by a flip of a coin by the chairman of the meeting.

SECTION 3. QUALIFICATIONS. No person shall be eligible to become or remain a director of the Co-op who:

- (a) is not a member and is not presently residing in the district for which he is elected or appointed; or
- (b) is in any way employed by or financially interested in a competing enterprise or a business engaged in selling communication service or supplies, or constructing or maintaining communication facilities, other than a business operating on a cooperative non-profit basis for the purpose of furthering rural telephony.

Upon establishment of the fact that a director is holding office in violation of any of the foregoing provisions, the board shall remove such director from office.

Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the board.

SECTION 4. NOMINATIONS. It shall be the duty of the board to appoint, not less than forty (40) days before the date of a meeting of the members at which directors are to be elected, a committee on nominations consisting of nine members, three of whom shall reside in each district. No members of the board may serve on such committee. The committee shall prepare and post at the principal office of the cooperative at least thirty (30) days before the meeting a list of nominations for directors, which shall include at least two candidates for each director to be elected.

Any fifteen or more members acting together may make other nominations by petition not less than twenty (20) days prior to the meeting for a director from their district, and the secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. The secretary shall mail with the notice of the meeting, or separately, but at least ten (10) days before the date of the meeting, a statement of the number of directors to be elected and the names and addresses of the candidates from each district specifying separately the nominations made by the committee and the names of the candidates nominated by petition, if any.

The ballot to be used at the election shall contain the names of the candidates nominated by the committee and the names of the candidates nominated by petition, if any. The chairman shall call for additional nominations from the floor and nominations shall not be closed until at least one minute has passed during which no additional nominations have been made. No member may nominate more than one candidate, and no member may nominate a candidate for any district other than that in which he resides.

SECTION 5. REMOVAL OF DIRECTORS BY MEMBERS. No director shall be removed from office unless by a vote of two-thirds of the members of the Co-op at a general meeting held after notice of the time and place thereof and of intention to propose such removal. Meetings of members for this purpose may be called by the president, or by a majority of the directors, or by at least one-half of the members. Such calls must be in writing and addressed to the secretary who thereupon must give notice of the time, place and object of the meeting in accordance with these by-laws and by whose order it was called. In case of removal, the vacancy may be filled by election at the same meeting, but at such election only the members from the district in which the vacancy exists may vote.

SECTION 6. VACANCIES. Subject to the provisions of these by-laws with respect to the filling of vacancies caused by the removal of directors by the members, a vacancy occurring in the board shall be filled by the affirmative vote of a majority of the remaining directors for the unexpired portion of the term, provided, however, that in the event the vacancy is not filled by the board within sixty (60) days after the vacancy occurs, the members shall have the right to fill such vacancy at a meeting of the members without compliance with foregoing provisions in respect to nominations. All vacancies shall be filled by appointment or election of a member from the same district as that in which the vacancy occurred, so that a full Board of Directors shall always consist of three members from each district.

SECTION 7. COMPENSATION. Directors shall not receive any salary for their services as directors, except that by resolution of the board a reasonable fixed sum per diem and expenses of attendance, if any, may be allowed for attendance at each meeting of the board and for attendance at state, area, regional, national and other meetings on behalf of the cooperative where attendance is authorized by the board. No director shall receive compensation for serving the cooperative in any other capacity, nor shall any close relative of a director receive compensation for serving the cooperative, unless the payment and amount of compensation shall be specifically authorized by a vote of the members or the service of such director or close relative shall have been certified by the board as an emergency measure. Close relatives shall be defined as a spouse, parent, children, brothers and sisters.

ARTICLE V MEETINGS OF DIRECTORS

SECTION 1. REGULAR MEETINGS. A regular meeting of the board shall be held without notice immediately after, and at the same place as, the annual meeting of the members. A regular meeting of the board shall also be held monthly at such time and place as the board may provide by resolution. Such regular monthly meetings may be held without notice other than such resolution fixing the time and place thereof.

SECTION 2. SPECIAL MEETINGS. Special meetings of the board may be called by the president or by any three directors, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. The president or directors calling the meeting shall fix the time and place for holding of the meeting.

SECTION 3. NOTICE OF DIRECTORS' MEETINGS. Written notice of the time, place and purpose of any special meeting of the board shall be delivered to each director not less than five days previous thereto either personally or by mail, by or at the direction of the secretary or upon a default in duty by the secretary, by the president or the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at the address as it appears on the records of the Co-op with postage thereon prepaid.

SECTION 4. QUORUM. A majority of the board shall constitute a quorum, provided, that if less than such majority of the directors are present they may adjourn the meeting from time to time; and provided further, that the secretary shall notify any absent directors of the time and place of such adjourned meeting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

ARTICLE VI OFFICERS

SECTION 1. NUMBER. The officers of the Co-op shall be a president, vice-president, secretary-treasurer, and such other officers as may be determined by the board from time to time.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers shall be elected by ballot, annually by the board at the meeting of the board held immediately after the annual meeting of the members. The secretary-treasurer may be elected from the members. All other officers shall be members of the board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until the first meeting of the board following the next succeeding annual meeting of the members or until his successor shall have been elected and shall have qualified. Except as otherwise provided in these by-laws, the vacancy in any office shall be filled by the board for the unexpired portion of the term.

SECTION 3. REMOVAL OF OFFICERS AND AGENTS BY DIRECTORS. Any officer or agent elected or appointed by the board may be removed by the board whenever in its judgment the best interests of the Co-op will be served thereby. In addition, any member of the Co-op may bring charges against an officer, and by filing with the secretary such charges in writing together with a petition signed by ten percentum of the members, or two hundred members, whichever is the lesser, may request the removal of such officer. The officer against whom such charges have been brought shall be informed in writing of the charges at least ten (10) days prior to the board meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges against him shall have the same opportunity. In the event the board does not remove such officer, the question of his removal shall be considered and voted upon at the next meeting of the members.

SECTION 4. PRESIDENT. The president shall:

- (a) Be the principal executive officer of the Co-op and, unless otherwise determined by the members of the board, shall preside at all meetings of the members and the board;
- (b) Sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the board or by these by-laws to some other officer or agent of the Co-op, or shall be required by law to be otherwise signed or executed; and
- (c) In general perform all duties incident to the office of president and such duties as may be prescribed by the board from time to time.

SECTION 5. VICE-PRESIDENT. In the absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall also perform such other duties as from time to time may be assigned to him by the board.

SECTION 6. SECRETARY-TREASURER. The secretary-treasurer shall, personally or by delegation to some employee:

- (a) Keep the minutes of the meeting of the members and of the board in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with these by-laws or as required by law;
- (c) Be custodian of the corporate records and of the seal of the Co-op and affix the seal of the Co-op to all documents the execution of which on behalf of the Co-op under its seal is duly authorized in accordance with the provisions of these by-laws;
- (d) Keep a register of the names and post office addresses of all members;
- (e) Have general charge of the books of the Co-op;
- (f) Keep on file at all times a complete copy of the articles of incorporation and by-laws of the Co-op containing all amendments thereto (which copy shall always be open to the inspection of any member) and at the expense of the Co-op, forward a copy of the by-laws and of all amendments thereto to each member;
- (g) In general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him by the board;
- (h) Have charge and custody of and be responsible for all funds and securities of the Co-op;
- (i) Be responsible for the receipt of and the issuance of receipts for all monies due and payable to the Co-op and for the deposit of all monies in the name of the Co-op in such bank or banks as shall be selected in accordance with the provisions of these by-laws; and
- (j) In general perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the board.

SECTION 7. MANAGER. The board may appoint a manager who may be, but who shall not be required to be a member of the Co-op. The manager shall perform such duties and shall exercise such authority as the board may from time to time vest in him.

SECTION 8. BONDS OF OFFICERS. The treasurer and any other officer or agent of the Co-op charged with responsibility for the custody of any of its funds or property shall give bond in such sum and with such surety as the board shall determine. The board in its discretion may also require any other officer, agent or employee of the Co-op to give bond in such amount and with surety as it shall determine.

SECTION 9. COMPENSATION. The powers, duties and compensation of officers, agents and employees shall be fixed by the board, subject to the provisions of these by-laws with respect to compensation for directors and close relatives of directors.

SECTION 10. REPORTS. The officers of the Co-op shall submit at each annual meeting of the members, reports covering the business of the Co-op for the previous fiscal year. Such reports shall set forth the condition of the Co-op at the close of such fiscal year.

ARTICLE VII NON-PROFIT OPERATION

SECTION 1. INTEREST OR DIVIDENDS ON CAPITAL PROHIBITED. The Co-op shall at all times be operated on a cooperative non-profit basis for the mutual benefit of its patrons. No interest or dividends shall be paid or payable by the Co-op on any capital furnished by its patrons.

SECTION 2. PATRONAGE CAPITAL IN CONNECTION WITH FURNISHING COMMUNICATION SERVICE. In the furnishing of communication service the Co-op operations shall be so conducted that all patrons will through their patronage furnish capital for the Co-op. In order to induce patronage and to assure that the Co-op will operate on a non-profit basis the Co-op is obligated to account on a patronage basis to all its patrons for all amounts, received and receivable from the furnishing of communications service in excess of operating costs and expenses properly chargeable against the furnishing of communication service. All such amounts in excess of operating costs and expenses at the moment of receipt by the Co-op are received with the understanding that they are furnished by the patrons as capital. The Co-op is obligated to pay by credits to a capital account for each patron all such amounts in excess of operating costs and expenses. The books and records of the Co-op shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each patron is clearly reflected and credited in an appropriate record to the capital account of each patron, and the Co-op shall within a reasonable time after the close of the fiscal year notify each patron of the amount of capital so credited to his account. All such amounts credited to the capital account of any patron shall have the same status as though they have been paid to the patron in cash in pursuance of a legal obligation to do so and the patron had then furnished the Co-op corresponding amounts for capital.

All other amounts received by the Co-op from its operations in excess of costs and expenses may, insofar as permitted by law, be:

- (a) Used to offset any losses incurred during the current or any prior fiscal year, and;
- (b) To the extent not needed for that purpose, allocated to its patrons on a patronage basis and any amount so allocated shall be included as a part of the capital credited to the accounts of patrons, as herein provided.

In the event of dissolution or liquidation of the Co-op, after all outstanding indebtedness of the Co-op shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members. If, at any time prior to dissolution or liquidation the board shall determine that the financial condition of the Co-op will not be impaired thereby, the capital then credited to patron's

accounts may be retired in full or in part. Any such retirements of capital shall be made by either of the following methods or combination thereof as may be elected by the board at the time of retirement.

1. First In First Out (FIFO)

Any retirements of capital shall be made in order of priority according to the year in which capital was furnished and credited, the capital first received by the Co-op being first retired.

2. Percentage Method

Capital shall be retired on the basis of a percentage of all capital furnished for any given year or combination of years.

Notwithstanding any other provisions of these by-laws, if the board shall determine that the financial condition of the Co-op will not be impaired thereby and if age 70, or any such other age as the board may set from time to time, has been reached by any member or former member with accumulated capital credits, then that member or former member may, by making written application to the Co-op, receive the amount of capital credited to the account at the time of the request. Any future amounts credited to the account would not qualify for retirement until such time as the estate of the member was closed or a general retirement was made to all members.

Capital credited to the account of each patron shall be assignable only on the books of the Co-op, pursuant to written instruction from the assignor and only to successors in interest or successors in occupancy in all or a part of such patron's premises served by the Co-op unless the board acting under policies of general application, shall determine otherwise.

Notwithstanding any other provisions of these by-laws, the board at its discretion, shall have the power at any time upon the death of any patron; if the legal representatives of his estate shall request in writing that the capital credited to any such patron be retired prior to the time such capital would otherwise be retired under the provisions of these by-laws, to retire capital credited to any such patron immediately upon such terms and conditions as the board, acting under policies of general application, and the legal representatives of such patron's estate shall agree upon; provided, however, that the financial condition of the Co-op will not be impaired thereby.

The patrons of the Co-op, by dealing with the Co-op acknowledge that the terms and provisions of the articles of incorporation and by-laws, shall constitute and be a contract between the Co-op and each patron, and both the Co-op and the patrons are bound by such contract as fully as though each patron had individually signed a separate instrument containing such terms and provisions. The provisions of this article of the by-laws shall be called to the attention of each patron of the Co-op by posting in a conspicuous place in the Co-op's office.

ARTICLE VIII DISPOSITION OF PROPERTY

The Co-op may not sell, mortgage, lease or otherwise dispose of or encumber all or any substantial portion of its property unless such sale, mortgage, lease or other disposition or encumbrance is authorized at a meeting of the members thereof by the affirmative vote of not less than two-thirds of all of the members of the Co-op, and unless the notice of such proposed sale, mortgage, lease or other disposition or encumbrance shall have been contained in the notice of the meeting; provided, however, that notwithstanding anything herein contained, the board, without authorization by the members thereof, shall have full power and authority to authorize the execution and delivery of a mortgage or mortgages or a deed or deeds of trust upon, or the pledging or encumbering of any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Co-op, whether acquired or to be acquired and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the board shall determine, to secure any indebtedness of the Co-op to United States of America or any instrumentality or agency thereof.

ARTICLE IX SEAL

The corporate seal of the Co-op shall be in the form of a circle and shall have inscribed thereon the name of the Co-op and the words "Corporate Seal, North Dakota."

ARTICLE X FINANCIAL TRANSACTIONS

SECTION 1. CONTRACTS. Except as otherwise provided in these by-laws, the board may authorize any officer or officers, agent, or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Co-op, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Co-op shall be signed by such officer or officers, agent or agents, employee or employees of the Co-op and in such manner as shall from time to time be determined by resolution of the board.

SECTION 3. DEPOSITS. All funds of the Co-op shall be deposited from time to time to the credit of the Co-op in such bank or banks as the board may select.

SECTION 4. CHANGE IN RATES. Written notice shall be given to the Administrator of REA of the United States of America not less than ninety days prior to the date upon which any proposed change in the monthly rates charged by the Co-op for communication service becomes effective.

SECTION 5. FISCAL YEAR. The fiscal year of the Co-op shall begin on the first day of January of each year and shall end on the thirty-first day of December of the same year.

ARTICLE XI MISCELLANEOUS

SECTION 1. MEMBERSHIP IN OTHER ORGANIZATIONS. The Co-op shall not become a member of or purchase stock in any other organization without an affirmative vote of the members at a duly held meeting, the notice of which shall specify that action is to be taken upon such proposed membership or stock purchases, provided, however, that the Co-op may, upon the authorization of the board, purchase stock in or become a member of any corporation or organization organized on a non-profit basis for the purpose of engaging in or furthering the cause of area-wide rural communication service, or (with the approval of the Administrator of REA) of

any other corporation for the purpose of acquiring communication facilities or assuring more adequate communication service to its members.

SECTION 2. WAIVER OF NOTICE. Any member or director may waive in writing any notice of a meeting required to be given by these by-laws. The attendance of a member or director at any meeting shall constitute a waiver of notice of such meeting by such member or director, except in case a member or director shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

SECTION 3. RULES AND REGULATIONS. The board shall have the power to make and adopt such rules and regulations, not inconsistent with law, the articles of incorporation or these by-laws, as it may deem advisable for the management of the business and affairs of the Co-op.

SECTION 4. ACCOUNTING SYSTEM AND REPORTS. The board shall cause to be established and maintained a complete accounting system which, among other things, and subject to applicable laws and rules and regulations of any regulatory body shall conform to such accounting system and may from time to time be designated by the Administrator of REA of the United States of America. The board shall also after the close of each fiscal year cause to be made a full and complete audit of the accounts, books and financial condition of the Co-op as of the end of such fiscal year. Such audit reports shall be submitted to the members at the next following annual meeting.

ARTICLE XII AMENDMENTS

These by-laws may be altered, amended or repealed by a vote of a majority of the members present and voting at any regular or special meeting at which a quorum is present. Any such alteration, amendment, or repeal shall be certified by the secretary of the Co-op and copied in the book of by-laws together with the date of such meeting. No such alteration, amendment or repeal shall take effect until so copied.

CERTIFICATE

I, Edwin Will Secretary-Treasurer of BEK Telephone Mutual Aid Corporation of Steele, North Dakota, do hereby certify that the foregoing is a true, correct and complete copy of the by-laws of said corporation, as amended to date.

Dated this 25th day of NOVEMBER, 1931

S/ Edwin Will
Secretary-Treasurer

63, 214

6807-MAC

#2500

Fee: \$20.00

2,939,700

North Dakota Cooperative Association
SUBMIT DUPLICATE ORIGINALS

ARTICLES OF AMENDMENT
To The
ARTICLES OF INCORPORATION: 29957599

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is BEK TELEPHONE MUTUAL
AID CORPORATION

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 14, 19 90, in the manner prescribed by Chapter 10-15, North Dakota Century Code:

The amendment would change the name of BEK Telephone Mutual Aid Corporation to BEK Communications Cooperative

The ballot read "I am in favor of changing the cooperative name to BEK Communications Cooperative." Yes No

ARTICLE 3. The total number of members of the cooperative association is 3,525

ARTICLE 4. The number of members voted for such amendment was 308; and the number of members voted against such amendment was 58. Total members attending the Annual Membership meeting was 380.
Dated June 14, 19 90

BEK COMMUNICATIONS COOPERATIVE
(Name of Association)
By [Signature]
(President or Vice President)
and [Signature]
(Secretary or Assistant Secretary)

VERIFICATION

Victor Baumgartner, being first duly sworn says that he is the
(Name of one of the officers signing above)
Secretary-Treasurer and that he has read the foregoing application and knows
(Title)
the contents thereof, and verily believes the statements made therein to be true.

[Signature]
(Verification officer signature)

Subscribed and sworn to before me this 27 day of June, 19 90

[Signature]
(Notary Public)

Notary Seal

My Commission expires May 19, 19 94

Certificate No. [Signature]
Filing Date June 23, 19 90
[Signature] By [Signature]
Secretary of State

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

FEE: \$20.00

RECEIVED
APR 05 1995
SEC. OF STATE

RECEIVED
MAR 03 1995
SEC. OF STATE

ID # 2,930,700

File # 6,807MAC

WO # 374736

Filed: 4-7-95 By DC

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:

BEK COMMUNICATIONS 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.)

200 East Broadway - Steele, ND 58482-0230 (PO Box 230)

(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: Feb 27, 1995

Dean Paul, Office Mgr.
(Signature and Title)

4-1-95 Jerome Johnson - General Manager



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 25 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

Alvin A. Jaeger
SECRETARY OF STATE

DATED: 5-24-96

BY: [Signature]

556314

2930700

Fee: \$20.00

ARTICLES OF AMENDMENT
To The
ARTICLES OF INCORPORATION

RECEIVED
JUL 2 1997
SEC. OF STATE

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is BEK Communications Cooperative

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 12, 19 97, in the manner prescribed by Chapter 10-15, North Dakota Century Code:

That Paragraph 6 of said Articles of Incorporation is changed and amended to read as follows:

"6. This cooperative is authorized to borrow money for its corporate purposes in an amount not exceeding \$50,000,000.00"

ARTICLE 3. The total number of members of the cooperative association is 3642.

By voice vote:
ARTICLE 4. The number of members voted for such amendment was approx. 350; and the number of members voted against such amendment was 10 approximately.

Dated June 25, 19 97.

BEK Communications Cooperative
(Name of Association)
By Clarence Wolf
(President or Vice President)
and _____
(Secretary or Assistant Secretary)

VERIFICATION

* CLARENCE WOLF, being first duly sworn says that he is the
* (Name of one of the officers signing above)
* President and that he has read the foregoing application and knows
* (Title)
* the contents thereof, and verily believes the statements made therein to be true.

* _____
* (Verification of officer signature)
* Subscribed and sworn to before me this 27th day of June, 19 97.
* _____
* (Notary Public)
* My Commission expires May 23, 2003

* Notary Seal
* Certificate No. _____
* Filing Date 7-18 19 97
* By NS
* Secretary of State

Amended as of June 8, 2000

ID 2,930,700

file 6807 mac

793815

ARTICLES OF AMENDMENT
To The
ARTICLES OF INCORPORATION

RECEIVED
JUL 10 2000
SEC. OF STATE

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is BEK Communications Cooperative.

ARTICLE 2. The following amendments of the Articles of Incorporation were adopted by the members of the association on June 8, 2000, in the manner prescribed by Chapter 10-15, North Dakota Century Code:

A. That Paragraph 4 of said Articles of Incorporation is changed and amended to read as follows:

"4. The telephone line is intended to be run from Hague, North Dakota, to Picardville, North Dakota, and the branches contemplated are from Menoken, North Dakota, to Crystal Springs, North Dakota, from Wilton, North Dakota to Pettibone, North Dakota, and intermediate points. The counties through which it is intended to be run are Burleigh, Emmons, Kidder, Logan, McLean, McIntosh, and Sheridan, all in North Dakota. The estimated length of telephone lines is 3800 miles, and the estimated cost is \$4,500,000.00."

B. That Paragraph 6 of said Articles of Incorporation which reads as follows:

"This cooperative is authorized to borrow money for its corporate purposes in an amount not exceeding \$50,000,000.00."

is deleted from the Articles of Incorporation.

C. That Paragraph 7 of said Articles of Incorporation is changed and amended to read as follows:

The number of its directors shall be twelve, and that the names and residences of those who are appointed to serve until their successors are elected and qualified are:

George L. Jackson	Dawson, North Dakota
Clifford Cleveland	Tuttle, North Dakota
Adolph Feyereisen	Braddock, North Dakota
Harold Williams	Wing, North Dakota
Alfred Riskedahl	Braddock, North Dakota

Neil Beitelspacher
Alvin Stanley
John Trygg
E. A. Schauer

Temvik, North Dakota
Kintyre, North Dakota
Baldwin, North Dakota
Sterling, North Dakota

ARTICLE 3. The total number of members of the cooperative association is 3450.

ARTICLE 4. The vote of the members was on each amendment listed above was as follows:

- A. The number of members voted for such amendment was 289; and the number of members voted against such amendment was 31.
- B. The number of members voted for such amendment was 253; and the number of members voted against such amendment was 66.
- C. The number of members voted for such amendment was 265; and the number of members voted against such amendment was 47.

Dated June 27, 2000.

BEK Communications Cooperative

By Richard H. Hansen
President

and Sanford D. Williams
Secretary

VERIFICATION

Clarence Wolf, 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.

(Verification of officer signature)

Subscribed and sworn to before me this _____ day of _____, 2000.

Jerome L. Renner, Notary Public
My Commission expires May 19, 2002

Certificate No. _____
Filing Date 8-01-, 2000
Alvin Stanley By SK
Secretary of State

BY-LAWS

OF

BEK COMMUNICATIONS COOPERATIVE

BUSINESS OFFICE
STEELE, NORTH DAKOTA

AS AMENDED JUNE 8, 2000

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By-Laws
of
BEK COMMUNICATIONS COOPERATIVE

ARTICLE I
MEMBERSHIP

SECTION 1. REQUIREMENTS FOR MEMBERSHIP. Any person, firm, partnership, association, corporation or body politic or sub-division thereof who or which reside in the service area certified to BEK COMMUNICATIONS COOPERATIVE (hereinafter called the "Co-op") by the North Dakota Public Service Commission shall automatically become a member of the Co-op by:

(a) Making either an oral or written application for communication service;

(Communication Service shall be defined as: The employment of various communication mediums, including, but not limited to, wire, paired cable, coaxial cable, glass fiber cable, laser beam, satellite, microwave, and all classes of radio frequencies for the purpose of offering all communication services.)

(b) Agreeing to comply with and be bound by the articles of incorporation and by-laws of the Co-op and any rules and regulations adopted by the board;

(c) Taking communication service;
provided, however, that the person, firm, partnership, association, corporation or body politic or subdivision thereof has not made written application to the contrary.

Exchange carriers, interexchange carriers, wireless carriers, resellers, audio video carriers or point to point dedicated circuit users, who participate with the Cooperative in providing communications services are neither members nor patrons by virtue of such activity.

A person, firm, partnership, association, corporation or body politic or subdivision thereof receiving Direct TV services is neither a member or patron by virtue of such activity.

SECTION 2. MEMBERSHIP RECORDS. No membership certificates shall be issued. The current billing records of the Co-op as maintained at the general headquarters office shall constitute the membership record. A person, firm, partnership, association, corporation or body politic or subdivision thereof may have more than one billing record, but multiple billing records shall constitute one membership record.

SECTION 3. JOINT MEMBERSHIP. A husband and wife qualify for joint membership and are automatically joint members unless an application signed by both parties requesting single membership status is on file at the Co-op's general office and all requirements of Section 1 have been met. The term "member" as used in these by-laws shall be deemed to include a husband and wife holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect of the holders of a joint membership shall be as follows:

- (a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall constitute a joint waiver of notice of the meeting;
- (b) The vote of either separately or both jointly shall constitute one joint vote;
- (c) A waiver of notice signed by either or both shall constitute a joint waiver;
- (d) Notice to either shall constitute notice to both;
- (e) Expulsion of either shall terminate the joint membership;
- (f) Withdrawal of either shall terminate the joint membership;
- (g) Either but not both may be elected or appointed as an officer or director provided the one so elected or appointed meets the qualifications for such office.

SECTION 4. CONVERSION OF MEMBERSHIP. A joint membership may be converted to a single membership upon the receipt of an application for single-status membership signed by both parties. Upon the death of either spouse, the membership will revert to single status automatically.

SECTION 5. MEMBERSHIP FEE. There shall be no membership fee.

SECTION 6. PURCHASE OF COMMUNICATION SERVICE. Each member shall as soon as communication service is available, take communication service from the Co-op, and shall pay therefor monthly rates which shall from time to time be fixed by the board; provided, however, that the board may limit the amount of communication service which the Co-op shall be required to furnish to any one member. It is expressly understood that amounts paid for communication service in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these by-laws. Each member shall pay to the Co-op such minimum amount per month for communication service as shall be fixed by the board from time to time. Each member shall also pay all amounts owed by him to the Co-op as and when the same shall become due and payable.

SECTION 7. TERMINATION OF MEMBERSHIP.

(a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the board may prescribe. The board may, by the affirmative vote of not less than two-thirds of all the directors, expel any member who fails to comply with any provisions of the articles of incorporation, by-laws, or any rules or regulations adopted by the board but only if such member shall have been given written notice by the secretary that such failure makes him liable to expulsion and such failure shall have continued for at least ten days after such notice was given. Any expelled member may be reinstated by vote of the board or by vote of the members at any annual or special meeting. The membership of a member who has ceased to purchase communication service from the Co-op, shall thereupon be automatically terminated. Upon the subsequent purchase of service by said former member, membership shall be automatically reinstated.

(b) Upon the withdrawal, death, cessation of existence or expulsion of a member, the membership of such member shall thereupon terminate. Termination of the membership in any manner shall not release a member or that member's estate from any debts due the Co-op.

ARTICLE II RIGHTS AND LIABILITIES OF MEMBERS

SECTION 1. PROPERTY INTEREST OF MEMBERS. Upon dissolution, after

- (a) All debts and liabilities of the Co-op shall have been paid,
- (b) All capital furnished through patronage shall have been retired as provided in these by-laws, and
- (c) All property and assets of the Co-op shall be distributed among the members and former members in the proportion which the aggregate patronage of each member bears to the total patronage of all such members, unless otherwise provided by law.

SECTION 2. NON-LIABILITY FOR DEBTS OF THE CO-OP. The private property of the members shall be exempt from execution or other liability for the debts of the Co-op and no member shall be liable or responsible for any debts or liabilities of the Co-op.

ARTICLE III MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. The annual meeting shall be held at such time during the month of June in each year, commencing with the year 2001, as shall be designated by the Board of Directors, and at such places as may be designated by the board in Burleigh, Emmons, Kidder, Logan, Sheridan, McLean, or McIntosh Counties, State of North Dakota, for the purpose of electing directors, passing upon reports for the previous year, and transacting such other business as may come before the meeting. It shall be the responsibility of the board to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time and

place will not work a forfeiture or dissolution of the corporation.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called by resolution of the board, or upon a written request signed by any three directors, by the president or by not less than 200 members or 10 percentum of all the members, whichever shall be the lesser, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. Special meeting may be held at any place within the counties of Burleigh, Emmons, Kidder, Logan, Sheridan, McLean, and McIntosh, State of North Dakota, specified in the notice of the special meeting.

SECTION 3. NOTICE OF MEMBERS' MEETINGS. Written notice stating the place, day and hour of the meeting and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days nor more than twenty days before the date of the meeting, either personally or by mail, by or at the direction of the secretary, or upon a default in duty by the secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address as it appears on the records of the Co-op, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at such meeting.

SECTION 4. QUORUM. As long as the total number of members does not exceed five hundred, ten percentum of the total number of members present shall constitute a quorum. In case the total number of members shall exceed five hundred, fifty members or two percentum of the membership, whichever shall be the larger, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. The minutes of each meeting shall contain a list of the members present in person.

SECTION 5. VOTING. Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon in person except as otherwise provided by law, the articles of incorporation or these by-laws. If a husband and wife hold a joint membership, they shall jointly be entitled to one vote and no more upon each matter submitted to a vote at a meeting of the members. Signed votes shall be valid and entitled to the same force and effect as a vote in person if the member has been previously notified in writing of the exact motion or resolution upon which the vote is taken. Signed votes shall be used only when specifically authorized by resolution or vote of the Board of Directors. An individual may represent more than one member who is other than a natural person, and may also vote as an individual if he is a member.

SECTION 6. ORDER OF BUSINESS. The order of business at the annual meeting of the members, and, so far as possible, at all other meetings of the members, shall be essentially as follows, except as otherwise determined by the members at such meetings:

- (a) Report on the number of members present in person in order to determine the existence of a quorum.

- (b) Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting as the case may be.
- (c) Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
- (d) Election of directors.
- (e) Presentation and consideration of reports of officers, directors and committees.
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

ARTICLE IV DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the Co-op shall be managed by a board of twelve directors which shall exercise all of the powers of the Co-op except such as are by law, the articles of incorporation or these by-laws, conferred upon or reserved to the members.

SECTION 2. ELECTION AND TENURE OF OFFICE. The persons named as directors in the articles of incorporation shall comprise the board until the first annual meeting, or until their successors shall have been elected and shall have qualified. Beginning with the year 2001, all directors shall be elected by districts, the districts being composed as follows: all of the territory in which this cooperative operates in the Exchanges of Wilton, Regan, Wing, McKenzie, and Sterling shall comprise District No. 1; all of the territory in which this cooperative operates in the exchanges of Tuttle, Robinson, Pettibone, and Tappen shall comprise District No 2; all of the territory in which this cooperative operates in the exchanges of Kintyre, Hazelton, and Strasburg shall comprise District No. 3; and all of the territory in which this cooperative operates in the exchanges of Steele, Napoleon, Linton, Lehr, Wishek and Zeeland shall comprise District No. 4. The directors now serving in District 1, 2 and 3 shall continue to serve for the terms for which they are elected, and at each annual meeting hereafter one director shall be elected from each district to serve for a term of three years. In District No. 4, one director shall be elected initially for a term of one year, one director shall be elected initially for a term of two years, and one director shall be elected initially for a term of three years, and at each annual meeting thereafter, one director shall be elected to serve for a term of three years. Only the members residing in a district shall be entitled to vote for the director from that district. If an election of directors shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, a special meeting of the members shall be held for the purpose of electing directors within a reasonable time thereafter. Each director shall be elected by a plurality of the votes cast from that district.

All election of directors shall be by secret ballot. If the balloting shall result in a tie between two or more persons for a plurality of the votes cast, the winner shall forthwith be determined by a flip of a coin by the chairman of the meeting.

SECTION 3. QUALIFICATIONS. No person shall be eligible to become or remain a director of the Co-op who:

(a) is not a member and is not presently residing in the district from which elected or appointed; or

(b) is in any way employed by or financially interested in a competing enterprise or a business engaged in selling communication service or supplies, or constructing or maintaining communication facilities, other than a business operating on a cooperative nonprofit basis for the purpose of furthering rural telephony, or other than a business in which BEK Communications Cooperative has an ownership interest; or

(c) is one of the following described relatives of an incumbent director or employee of the Cooperative: mother, father, husband, wife, sister, brother, or child.

Upon establishment of the fact that a director is holding office in violation of any of the foregoing provisions, the board shall remove such director from office.

Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the board.

SECTION 4. NOMINATIONS. It shall be the duty of the board to appoint, not less than forty (40) days before the date of a meeting of the members at which directors are to be elected, a committee on nominations consisting of twelve members, three of whom shall reside in each district. No members of the board may serve on such committee. The committee shall prepare and post at the principal office of the cooperative at least thirty (30) days before the meeting a list of nominations for directors, which shall include at least two candidates for each director to be elected.

Any fifteen or more members acting together may make other nominations by petition not less than twenty (20) days prior to the meeting for a director from their district, and the secretary shall post such nominations at the same place where the list of nominations made by the committee is posted.

The secretary shall mail with the notice of the meeting, or separately, but at least ten (10) days before the date of the meeting, a statement of the number of directors to be elected and the names and addresses of the candidates from each district specifying separately the nominations made by the committee and the names of the candidates nominated by petition, if any.

The ballot to be used at the election shall contain the names of the candidates nominated by the committee and the names of the candidates nominated by petition, if any. The chairman shall call for additional nominations from the floor and nominations shall not be closed until at least one minute has passed during which no additional nominations have been made. No member may

nominate more than one candidate, and no member may nominate a candidate for any other district than that in which the member resides.

SECTION 5. REMOVAL OF DIRECTORS BY MEMBERS. No director shall be removed from office unless by a vote of two-thirds of the members of the Co-op at a general meeting held after notice of the time and place thereof and of intention to propose such removal. Meetings of members for this purpose may be called by the president, or by a majority of the directors, or by at least one-half of the members. Such calls must be in writing and addressed to the secretary who thereupon must give notice of the time, place and object of the meeting in accordance with these by-laws and by whose order it was called. In case of removal, the vacancy may be filled by election at the same meeting, but at such election only the members from the district in which the vacancy exists may vote.

SECTION 6. VACANCIES. Subject to the provisions of these by-laws with respect to the filling of vacancies caused by the removal of directors by the members, a vacancy occurring in the board shall be filled by the affirmative vote of a majority of the remaining directors for the unexpired portion of the term, provided, however, that in the event the vacancy is not filled by the board within sixty (60) days after the vacancy occurs, the members shall have the right to fill such vacancy at a meeting of the members without compliance with foregoing provisions in respect to nominations. All vacancies shall be filled by appointment or election of a member from the same district as that in which the vacancy occurred, so that a full Board of Directors shall always consist of three members from each district.

SECTION 7. COMPENSATION. Directors shall not receive any salary for their services as directors, except that by resolution of the board a reasonable fixed sum per diem and expenses of attendance, if any, may be allowed for attendance at each meeting of the board and for attendance at state, area, regional, national and other meetings on behalf of the cooperative where attendance is authorized by the board. No director shall receive compensation for serving the cooperative in any other capacity, nor shall any close relative of a director receive compensation for serving the cooperative, unless the payment and amount of compensation shall be specifically authorized by a vote of the members or the service of such director or close relative shall have been certified by the board as an emergency measure. Close relatives shall be defined as a spouse, parent, children, brothers and sisters.

ARTICLE V MEETINGS OF DIRECTORS

SECTION 1. REGULAR MEETINGS. A regular meeting of the board shall be held without notice immediately after, and at the same place as, the annual meeting of the members. A regular meeting of the board shall also be held monthly at such time and place as the board may provide by resolution. Such regular monthly meetings may be held without notice other than such resolution fixing the time and place thereof.

SECTION 2. SPECIAL MEETINGS. Special meetings of the board may be called by the president or by any three directors, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. The president or directors calling the meeting shall fix the time and place for holding of the meeting.

SECTION 3. NOTICE OF DIRECTORS' MEETINGS. Written notice of the time, place and purpose of any special meeting of the board shall be delivered to each director not less than five days previous thereto either personally or by mail, by or at the direction of the secretary or upon a default in duty by the secretary, by the president or the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at the address as it appears on the records of the Co-op with postage thereon prepaid.

SECTION 4. QUORUM. A majority of the board shall constitute a quorum, provided, that if less than such majority of the directors are present they may adjourn the meeting from time to time; and provided further, that the secretary shall notify any absent directors of the time and place of such adjourned meeting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

ARTICLE VI OFFICERS

SECTION 1. NUMBER. The officers of the Co-op shall be a president, vice-president, secretary-treasurer, and such other officers as may be determined by the board from time to time.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers shall be elected by ballot, annually by the board at the meeting of the board held immediately after the annual meeting of the members. The secretary-treasurer may be elected from the members. All other officers shall be members of the board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until the first meeting of the board following the next succeeding annual meeting of the members or until a successor shall have been elected and shall have qualified. Except as otherwise provided in these by-laws, the vacancy in any office shall be filled by the board for the unexpired portion of the term.

SECTION 3. REMOVAL OF OFFICERS AND AGENTS BY DIRECTORS. Any officer or agent elected or appointed by the board may be removed by the board whenever in its judgment the best interests of the Co-op will be served thereby. In addition, any member of the Co-op may bring charges against an officer, and by filing with the secretary such charges in writing together with a petition signed by ten percentum of the members, or two hundred members, whichever is the lesser, may request the removal of such officer. The officer against whom such charges have been brought shall be informed in writing of the charges at least ten (10) days prior to the board meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges shall have the same opportunity. In the event the board does not remove such officer, the question of removal shall be considered and voted upon at the next meeting of the members.

SECTION 4. PRESIDENT. The president shall:

(a) Be the principal executive officer of the Co-op and, unless otherwise determined by the members of the board, shall preside at all meetings of the members and the board;

(b) Sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the board or by these by-laws to some other officer or agent of the Co-op, or shall be required by law to be otherwise signed or executed; and

(c) In general perform all duties incident to the office of president and such duties as may be prescribed by the board from time to time.

SECTION 5. VICE-PRESIDENT. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall also perform such other duties as from time to time may be assigned by the board.

SECTION 6. SECRETARY-TREASURER. The secretary-treasurer shall, personally or by delegation to some employees or corporate attorney:

(a) Keep the minutes of the meeting of the members and of the board in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with these by-laws or as required by law;

(c) Be custodian of the corporate records and of the seal of the Co-op and affix the seal of the Co-op to all documents the execution of which on behalf of the Co-op under its seal is duly authorized in accordance with the provision of these by-laws;

(d) Keep a register of the names and post office addresses of all members;

(e) Have general charge of the books of the Co-op;

(f) Keep on file at all times a complete copy of the articles of incorporation and by-laws of the Co-op containing all amendments thereto (which copy shall always be open to the inspection of any member) and at the expense of the Co-op, forward a copy of the by-laws and of all amendments thereto to each member;

(g) In general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the board;

(h) Have charge and custody of and be responsible for all funds and securities of the Co-op;

(i) Be responsible for the receipt of and the issuance of receipts for all monies due and payable to the Co-op and for the deposit of all monies in the name of the Co-op in such bank or banks as shall be selected in accordance with the provisions of these by-laws; and

(j) In general, perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned by the board.

SECTION 7. MANAGER. The board may appoint a manager who may be, but who shall not be required to be a member of the Co-op. The manager shall perform such duties and shall exercise such authority as the board may from time to time vest in the position.

SECTION 8. BONDS OF OFFICERS. The treasurer and any other officer or agent of the Co-op charged with responsibility for the custody of any of its funds or property shall give bond in such sum and with such surety as the board shall determine. The board in its discretion may also require any other officer, agent or employee of the Co-op to give bond in such amount and with surety as it shall determine.

SECTION 9. COMPENSATION. The powers, duties and compensation of officers, agents and employees shall be fixed by the board, subject to the provisions of these by-laws with respect to compensation for directors and close relatives of directors.

SECTION 10. REPORTS. The officers of the Co-op shall submit at each annual meeting of the members, reports covering the business of the Co-op for the previous fiscal year. Such reports shall set forth the condition of the Co-op at the close of such fiscal year.

ARTICLE VII NONPROFIT OPERATION

SECTION 1. INTEREST OR DIVIDENDS ON CAPITAL PROHIBITED. The Co-op shall at all times be operated on a cooperative non-profit basis for the mutual benefit of its members. No interest or dividends shall be paid or payable by the Co-op on any capital furnished by its members.

SECTION 2. PATRONAGE CAPITAL IN CONNECTION WITH FURNISHING COMMUNICATION SERVICE. In the furnishing of communication service the Co-op operations shall be so conducted that all members will through their patronage furnish capital for the Co-op. In order to induce patronage and to assure that the Co-op will operate on a non-profit basis the Co-op is obligated to account on a patronage basis to all its members for all amounts, received and receivable from the furnishing of communications service in excess of operating costs and expenses properly chargeable against the furnishing of communication service. All such amounts in excess of operating costs and expenses at the moment of receipt by the Co-op are received with the understanding that they are furnished by the members as capital. The Co-op is obligated to pay by credits to a capital account for each member all such amounts in excess of operating costs and expenses. The books and records of the Co-op shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each member is clearly reflected and credited in an appropriate record to the capital account of each member, and the Co-op shall

within a reasonable time after the close of the fiscal year notify each member of the amount of capital so credited to the member's account.

All such amounts credited to the capital account of any member shall have the same status as though they have been paid to the member in cash in pursuance of a legal obligation to do so and the member had then furnished the Co-op corresponding amounts for capital.

All other amounts received by the Co-op from its operations in excess of costs and expense may, insofar as permitted by law, be:

- (a) Used to offset any losses incurred during the current or any prior fiscal year, and;
- (b) To the extent not needed for that purpose, allocated to its members on a patronage basis and any amount so allocated shall be included as a part of the capital credited to the accounts of members, as herein provided; or
- (c) Credited as unallocated surplus or reserve of the cooperative.

In the event of dissolution or liquidation of the Co-op, after all outstanding indebtedness of the Co-op shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members. If, at any time prior to dissolution or liquidation the board shall determine that the financial condition of the Co-op will not be impaired thereby, the capital then credited to member's accounts may be retired in full or in part. Any such retirements of capital shall be made by either of the following methods or combination thereof as may be elected by the board at the time of retirement.

1. First In First Out (FIFO)

Any retirements of capital shall be made in order of priority according to the year in which capital was furnished and credited, the capital first received by the Co-op being first retired.

2. Percentage Method

Capital shall be retired on the basis of a percentage of all capital furnished for any given year or combination of years.

Notwithstanding any other provisions of these by-laws, if the board shall determine that the financial condition of the Co-op will not be impaired thereby and if age 70, or any such other age as the board may set from time to time, has been reached by any member or former member with accumulated capital credits, then that member or former member may, by making written application to the Co-op, receive the amount of capital credited to the account at the time of the request. Any future amounts credited to the account would not qualify for retirement until such time as the estate of the member was closed or a general retirement was made to all members.

Capital credited to the account of each member shall be assignable only on the books of the Co-op, pursuant to written instruction from the assignor and only to successors in interest or successors in occupancy in all or a part of such member's premises served by the Co-op unless the board acting under policies of general application, shall determine otherwise.

Notwithstanding any other provisions of these by-laws, the board at its discretion, shall have the power at any time upon the death of any member, if the legal representatives of the estate shall request in writing that the capital credited to any such member be retired prior to the time such capital would otherwise be retired under the provisions of these by-laws, to retire capital credited to any such member immediately upon such terms and conditions as the board, acting under policies of general application, and the legal representatives of such member's estate shall agree upon; provided, however, that the financial condition of the Co-op will not be impaired thereby.

The members of the Co-op, by dealing with the Co-op acknowledge that the terms and provisions of the articles of incorporation and by-laws, shall constitute and be a contract between the Co-op and

each member, and both the Co-op and the members are bound by such contract as fully as though each member had individually signed a separate instrument containing such terms and provisions.

ARTICLE VIII DISPOSITION OF PROPERTY

The Co-op may not sell, mortgage, lease or otherwise dispose of or encumber all or any substantial portion of its property unless such sale, mortgage, lease or other disposition or encumbrance is authorized at a meeting of the members thereof by the affirmative vote of not less than two-thirds of all of the members of the Co-op, and unless the notice of such proposed sale, mortgage, lease or other disposition or encumbrance shall have been contained in the notice of the meeting; provided, however, that notwithstanding anything herein contained, the board, without authorization by the members thereof, shall have full power and authority to authorize the execution and delivery of a mortgage or mortgages or a deed or deeds of trust upon, or the pledging or encumbering of any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Co-op, whether acquired or to be acquired, and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the board shall determine, to secure any indebtedness of the Co-op to the United States of America or any instrumentality or agency thereof.

ARTICLE IX SEAL

The corporate seal of the Co-op shall be in the form of a circle and shall have inscribed thereon the name of the Co-op and the words "Corporate Seal, North Dakota."

ARTICLE X FINANCIAL TRANSACTIONS

SECTION 1. CONTRACTS. Except as otherwise provided in these by-laws, the board may authorize any officer or officers, agent, or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Co-op, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Co-op shall be signed by such officer or officers, agent or agents, employee or employees of the Co-op and in such manner as shall from time to time be determined by resolution of the board.

SECTION 3. DEPOSITS. All funds of the Co-op shall be deposited from time to time to the credit of the Co-op in such bank or banks as the board may select.

SECTION 4. FISCAL YEAR. The fiscal year of the Co-op shall begin on the first day of January of each year and shall end on the thirty-first day of December of the same year.

ARTICLE XI MISCELLANEOUS

SECTION 1. MEMBERSHIP IN OTHER ORGANIZATIONS. The Co-op shall not become a member of or purchase stock in any other organization without an affirmative vote of the members at a duly held meeting, the notice of which shall specify that action is to be taken upon such proposed membership or stock purchases. However, the Co-op may, upon the authorization of the board, purchase stock in or become a member of any organization organized for the purpose of engaging in or furthering the cause of area-wide rural communication service or for the purpose of acquiring communication facilities or assuring more adequate communication service to its members.

SECTION 2. WAIVER OF NOTICE. Any member or director may waive in writing any notice of a meeting required to be given by these by-laws. The attendance of a member or director at any meeting shall constitute a waiver of notice of such meeting by such member or director, except in case a member or director shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

SECTION 3. RULES AND REGULATIONS. The board shall have the power to make and adopt such rules and regulations, not inconsistent with law, the articles of incorporation or these by-laws, as it may deem advisable for the management of the business and affairs of the Co-op.

SECTION 4. ACCOUNTING SYSTEM AND REPORTS. The board shall cause to be established and maintained a complete accounting system which among other things, and subject to applicable laws and rules and regulations of any regulatory body shall conform to such accounting system and may from time to time be designated by the Administrator of Rural Utilities Services (RUS) of the United States of America. The board shall also after the close of each fiscal year cause to be made a full and complete audit of the accounts, books and financial condition of the Co-op as of the end of such fiscal year. Such audit reports shall be submitted to the members at the next following annual meeting.

SECTION 5. INDEMNIFICATION. The Co-op shall indemnify and hold harmless each director, officer, manager, employee, or agent of this Co-op, and any person serving at the request of this Co-op as a director, officer, manager, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against all expenses (including attorney's fees), judgements, fines, penalties, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which said individual is, was or at any time becomes a party, or is threatened to be made a party, by reason of the fact of serving in said capacity, to the fullest extent to which said individual may be indemnified under the law of this state, or any amendments thereto or substitutions therefor.

Expenses (including attorney's fees) actually and reasonably incurred by one of the above named individuals in connection with any action, suit, or proceeding may be paid by this Co-op in advance upon written application if said individual shall undertake to repay such amount to the extent that it shall ultimately be determined that said individual is not entitled to be indemnified by this Co-op under the provisions of the laws of North Dakota or the Co-op's Bylaws.

No indemnity hereunder shall be paid by the Co-op:

(a) If a final decision by a Court having jurisdiction in the matter shall determine that such indemnification is unlawful;

(b) If the conduct of the individual seeking indemnification is finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct;

(c) Except to the extent the aggregate amount to be indemnified exceeds the losses for which said individual is indemnified pursuant to any insurance purchased and maintained by this Coop.

SECTION 6. PARLIAMENTARY PROCEDURE. Parliamentary procedure shall be followed at all member meetings, board of director meetings, and meetings of any committees, except as provided by law or the bylaws. Parliamentary procedure shall be governed by the latest edition of "Roberts Rules of Order."

ARTICLE XII AMENDMENTS

These by-laws may be altered, amended or repealed by a vote of a majority of the members present and voting at any regular or special meeting at which a quorum is present provided that the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal; and further provided that the provisions of Article VIII of these by-laws pertaining to Disposition of Property may be altered, amended or repealed only by the affirmative vote of not less than two-thirds of all current members of the Co-op. Any such alteration, amendment, or repeal shall be certified by the secretary of the Co-op and copied in the book of by-laws together with the date of such meeting. No such alteration, amendment or repeal shall take effect until so copied.

CERTIFICATE

I, Sanford D. Williams, Secretary-Treasurer of BEK COMMUNICATIONS COOPERATIVE of Steele, North Dakota, do hereby certify that the foregoing is a true, correct and complete copy of the by-laws of said corporation, as amended to date.

Dated this 8th day of June, 2000.

S/ _____
Sanford D. Williams
Secretary-Treasurer

MISSION STATEMENT:

BEK Communications Cooperative is dedicated to providing quality communications services to all of our customers.

VALUES:

We will provide all services in a technically feasible and financially responsible manner.

We recognize that our employees are vital to the success of our organization and will strive to provide them with the tools required to meet our mission.

We recognize that we live and work in our communities and will strive to be good corporate citizens.



Public Service Commission
State of North Dakota

COMMISSIONERS

Bruce Hagen
President
Susan E. Wefald
Leo M. Reinbold

600 E Boulevard Ave. Dept. 408
Bismarck, North Dakota 58505-0480
e-mail: sab@oracle.psc.state.nd.us
TDD 800-366-6888
Fax 701-328-2410
Phone 701-328-2400

September 12, 2000

Executive Secretary
Jon H. Mielke

Jerome Tishmack
BEK Communications Cooperative
P O Box 230
Steele ND 58482-0230

Dear Mr. Tishmack:

Enclosed are certified copies of Certificates of Public Convenience and Necessity issued to BEK Communications I Inc., and Certificates of Public Convenience and Necessity and Certificate of Registration issued to BEK Telephone Mutual Aid Corporation. The charge for this certification is \$5, payable to the Public Service Commission.

Please note there are no certificates issued to BEK Communications Cooperative. Perhaps you would like the ones issued to BEK Telephone Mutual Aid Corporation reissued to BEK Communications Cooperative?

After you review the certificates you can let me know what you would like to do. The usual procedure when name changes occur is to reissue the certificates to reflect the new name. Give me a call at 701-328-4076 if you have any questions.

Sincerely,


Sharon Helbling
Public Utilities Division

Sdh

Enclosures

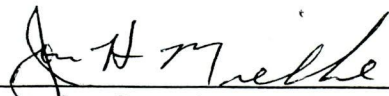
CERTIFICATION
North Dakota Public Service Commission
Administration Division
SFN 19727 (1-94)

STATE OF NORTH DAKOTA)
) **ss**
COUNTY OF BURLEIGH)

I, the undersigned, as Executive Secretary of the Public Service Commission of the State of North Dakota and Custodian of the records thereof, do hereby certify that the attached are true and correct copies of **Certificate of Public Convenience and Necessity Nos. 3475, 3478, 3489, 3505, 3517, and 3519 dated May 31, 1996, and issued to BEK Communications I Inc. in Case No. PU-314-94-688**, copies of which appear of record and are on file in the office of the Public Service Commission of the State of North Dakota.

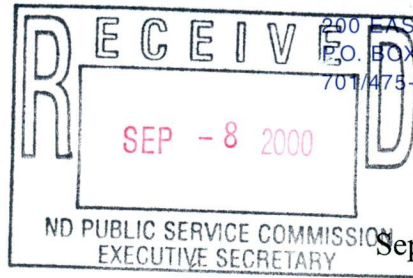
I further certify that the attached are true and correct copies of **Certificate of Public Convenience and Necessity Nos. 358, 370, 371, 377, 401, 409, 419, 437, 796 and 797; and Certificate of Registration No. 18, all issued to BEK Telephone Mutual Aid Corporation**, copies of which appear of record and are on file in the office of the Public Service Commission of the State of North Dakota.

IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Public Service Commission in the city of Bismarck, North Dakota, this **12th** day of **September, 2000**.



Executive Secretary
Public Service Commission
State of North Dakota

(S E A L)



600 EAST BROADWAY
P.O. BOX 230 * STEELE, ND 58482-0230
701/473-2361

September 7, 2000

Mr. Jon Mielke, Executive Secretary
North Dakota Public Service Commission
State Capitol, 12th Floor
600 East Boulevard
Bismarck, ND 58505-0480

Re: Copies of Certificates of Convenience & Necessity

Dear Mr. Mielke:

We would like a current, certified, updated list of the certificate of convenience and necessity that are on file in your office.

A copy of a previous certification is enclosed.

We need a certified statement for BEK Communications Cooperative and for BEK Communications I Inc. Our banker, "RUS" has requested this certification.

Please bill us if there is an administrative fee.

Sincerely,

A handwritten signature in black ink, appearing to read "Jerome Tishmack".

Jerome Tishmack, General Manager
BEK Communications Cooperative

JT:sb
Enc.

CERTIFICATION

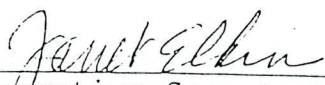
STATE OF NORTH DAKOTA)
) ss
COUNTY OF BURLEIGH)

I, the undersigned, as Secretary of the Public Service Commission of the State of North Dakota and Custodian of the records thereof, do hereby certify that the hereto attached is a true and correct copies of:

- 1) Certificate of Public Convenience and Necessity #358
dated August 5, 1954 in Case No. 5173;
- 2) Certificate of Public Convenience and Necessity #797
dated June 26, 1967 in Case No. 6857;
- 3) Certificate of Public Convenience and Necessity #796
dated June 26, 1967 in Case No. 6857;
- 4) Certificate of Public Convenience and Necessity #370
dated April 27, 1955 in Case No. 5295;
- 5) Certificate of Public Convenience and Necessity #371
dated October 17, 1955 in Case No. 5364;
- 6) Certificate of Public Convenience and Necessity #377
dated June 21, 1956 in Case No. 5436
- 7) Certificate of Public Convenience and Necessity #401
dated November 22, 1957 in Case No. 5641
- 8) Certificate of Public Convenience and Necessity #409
June 30, 1958 in Case No. 5677;
- 9) Certificate of Public Convenience and Necessity #419
May 19, 1959 in Case No. 5872; and
- 10) Certificate of Registration Number 18, dated 12/13/88
in Case Nos. PU-418-88-351 and
PU-420-88-352;

the originals of which appear of record and are on file in the office of the said Public Service Commission of the State of North Dakota.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Public Service Commission in the city of Bismarck, North Dakota, this 15th day of February, 1993.



Executive Secretary
Public Service Commission
State of North Dakota

(SEAL)

NORTH DAKOTA PUBLIC SERVICE COMMISSION
CORPORATE NAME DATABASE FROM THE OFFICE OF THE SECRETARY OF STATE

Generated September 2, 1997 at 7:37 AM

CURRENT AMERITEL PAY PHONES, INC.
 LEES SUMMIT MO 64063-2212

TYPE OF CHANGE	DATE	TIME	
STATUS	970721	95206	OLD ACTIVE
			NEW NOT GOOD STANDINGS

CURRENT BACHTEL INVESTMENT GP, INC.
 BALA CYNWYD PA 19004

TYPE OF CHANGE	DATE	TIME	
STATUS	970805	102955	OLD ACTIVE
			NEW NOT GOOD STANDINGS

CURRENT BEK COMMUNICATIONS COOPERATIVE
 STEELE ND 58482-0230

TYPE OF CHANGE	DATE	TIME	
AMENDMENT DATE	970721	94955	OLD 900723
			NEW 970718

TYPE OF CHANGE	DATE	TIME	
REGISTERED AGENT	970721	94955	OLD
			OLD SS# 000000000
			NEW SERVICE AFTER WITHDRAWAL
			SOUTH ST PAUL MN 55075
			NEW SS# 000000000

TYPE OF CHANGE	DATE	TIME	
REGISTERED AGENT ADDRESS	970721	94955	OLD
			OLD SS# 000000000
			NEW SERVICE AFTER WITHDRAWAL
			SOUTH ST PAUL MN 55075
			NEW SS# 000000000

NORTH DAKOTA PUBLIC SERVICE COMMISSION
CORPORATE NAME DATABASE FROM THE OFFICE OF THE SECRETARY OF STATE

Generated March 17, 1997 at 4:11 PM

END RURAL ELECTRIC DISTRIBUTION COOPERATIVES
 TELECOMMUNICATIONS COMPANIES

CURRENT BEK COMMUNICATIONS COOPERATIVE
 STEELE ND 58482-0230

TYPE OF CHANGE	DATE	TIME	
CHANGE OF NAME	900713	125834	OLD BEK TELEPHONE MUTUAL AID CORPORATION STEELE ND 58482
			NEW BEK COMMUNICATIONS COOPERATIVE STEELE ND 58482-0230

CURRENT BLT TECHNOLOGIES, INC.
 VANCOUVER WA 98660

TYPE OF CHANGE	DATE	TIME	
REGISTERED AGENT	970311	65709	OLD HIQ CORPORATE SERVICES, INC. BISMARCK ND 58501 OLD SS# 521679517
			NEW NATIONAL REGISTERED AGENTS, INC. BISMARCK ND 58502 NEW SS# 133837683

TYPE OF CHANGE	DATE	TIME	
REGISTERED AGENT ADDRESS	970311	65709	OLD HIQ CORPORATE SERVICES, INC. BISMARCK ND 58501 OLD SS# 521679517
			NEW NATIONAL REGISTERED AGENTS, INC. BISMARCK ND 58502 NEW SS# 133837683

CURRENT CINCINNATI BELL LONG DISTANCE INC.
 CINCINNATI OH 45202-4459

TYPE OF CHANGE	DATE	TIME	
STATUS	970304	94224	OLD ACTIVE
			NEW ACTIVE

CLASSIFICATION TELECOMMUNICATIONS COMPANIES

NORTH DAKOTA PUBLIC SERVICE COMMISSION
CORPORATE NAME DATABASE FROM THE OFFICE OF THE SECRETARY OF STATE

Generated March 18, 1994 at 8:52 AM

END GRAIN ELEVATOR COMPANY
TELECOMMUNICATIONS COMPANIES

CURRENT BEK COMMUNICATIONS COOPERATIVE
STEELE ND 58482

TYPE OF CHANGE	DATE	TIME	
CHANGE OF NAME	900713	125834	OLD BEK TELEPHONE MUTUAL AID CORPORATION STEELE ND 58482
			NEW BEK COMMUNICATIONS COOPERATIVE STEELE ND 58482

CURRENT RELIANCE TELEPHONE SYSTEMS OF EAST GRAND FORKS INCORPORATED
EAST GRAND FORKS MN 56721

TYPE OF CHANGE	DATE	TIME	
REGISTERED AGENT	940309	142939	OLD FRANCIS BROSSART GRAND FORKS ND 58201 OLD SS# 000000000
			NEW DAVE HANGSLEBEN GRAND FORKS ND 58201 NEW SS# 474602030

TYPE OF CHANGE	DATE	TIME	
REGISTERED AGENT ADDRESS	940309	142939	OLD FRANCIS BROSSART GRAND FORKS ND 58201 OLD SS# 000000000
			NEW DAVE HANGSLEBEN GRAND FORKS ND 58201 NEW SS# 474602030

CURRENT SILVERADO COMMUNICATION CORP.
ENGLEWOOD CO 80112

TYPE OF CHANGE	DATE	TIME	
STATUS	940309	142219	OLD ACTIVE
			NEW ACTIVE

CLASSIFICATION TELECOMMUNICATIONS COMPANIES

Page Number: 3



121 EAST BROADWAY
P.O. BOX 230 • STEELE, ND 58482
701/475-2361 FAX 701/867-2314

1302

August 29, 1990

Gentlemen:

On June 14, 1990, the members of the cooperative authorized changing the name of:

BEK Telephone Mutual Aid Corporation

to

BEK Communications Cooperative

Our address remains the same. Would you change your records and mailing list accordingly?

Sincerely,

Jerome Tishmack, Manager
BEK COMMUNICATIONS COOPERATIVE

JT:sb

Scotch® 7664 "Post-it" Routing-Request Pad

ROUTING - REQUEST

Please

- READ
- HANDLE
- APPROVE
- and
- FORWARD
- RETURN
- KEEP OR DISCARD
- REVIEW WITH ME

To Sec

Leght

Comm

PA ✓



Date _____

From _____

SEARCH OF RECORDS REPORT

April 26, 1990

BEK TELEPHONE MUTUAL AID CORPORATION
BOX 230
STEELE, ND 58482

The following is the base data on file in the Office of the
Secretary of State on BEK TELEPHONE MUTUAL AID CORPORATION

Entity Type: MUTUAL AID CORPORATION

State of Organization: ND

Current Status: Active

Status Date: 10/16/52

Last Annual Report Filed: 02/28/90

Last Annual Report Year: 90

Registered Agent:
Address:

Class:

Number of Shares:

Par:

For Reference: Darcy Schlosser
Clerk

701-224-4283
Phone



Public Service Commission

State of North Dakota
Bismarck

June 25, 1954

ADDRESS ALL COMMUNICATIONS
TO THE COMMISSION

COPY

Mr. Linn Sherman, Attorney
BEK Telephone Mutual Aid Corporation
Steele, North Dakota

Dear Sir:

We now enclose a Notice in Case No. 5173, setting the matter of the application of BEK Telephone Mutual Aid Corporation, for a certificate of public convenience and necessity and for authority to purchase certain existing telephone properties, for hearing at Hazelton, North Dakota, on July 26, 1954, at a place to be provided for by you.

We also transmit a Notice setting for hearing on July 26, 1954, in Hazelton, North Dakota, in Case No. 5174, the matter of the application of BEK Telephone Mutual Aid Corporation to make a long term loan and establish rates for telephone service, at a place to be provided for by you.

When you have made arrangements for a suitable room or place in Hazelton in which these hearings may be conducted, kindly notify this office.

Very truly yours,


Elmer Olson
Secretary

EO-u
Encs. - 2
via Registered Mail.

cc Mr. George L. Jackson, President
BEK Telephone Mutual Aid Corporation
Dawson, North Dakota

COMMISSIONERS
ELMER W. CART, PRESIDENT
E. H. BRANT
ERNEST D. NELSON



ELMER OLSON, SECRETARY

Public Service Commission

State of North Dakota
Bismarck
August 10, 1954

ADDRESS ALL COMMUNICATIONS
TO THE COMMISSION

COPY

Mr. Linn Sherman, Attorney
Steele, North Dakota

Re: Case No. 5174
Case No. 5173


Dear Sir:

We now transmit a copy of the Commission's findings in Case 5173, granting the application of BEK Telephone Mutual Aid Corporation for a certificate of public convenience and necessity and for authority to purchase certain telephone properties. Enclosed also is certificate of public convenience and necessity No. 358.

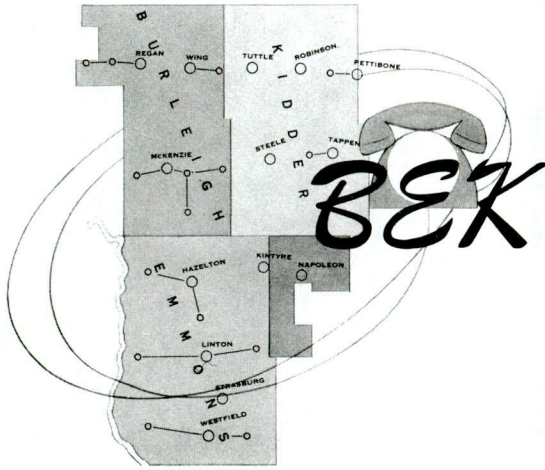
We also transmit a copy of the Commission's order in Case 5174, granting the application of BEK Telephone Mutual Aid Corporation for authority to make a long term loan and to establish rates for telephone service.

You will note that you are required to file local exchange telephone tariffs with the Public Service Commission not less than 15 days prior to the effective date, blanks for which are provided herewith. We require that an original and two copies be filed.

Very truly yours,


Elmer Olson
Secretary

EO-u
Encs.



BEK Telephone Mutual Aid Corporation

BOX 230

Area Code 701-475-2361

Steele, North Dakota 58482

March 21, 1990

ND Public Service Commission
Mr. Patrick J. Fahn, Chief Engineer
Public Utilities Division
State Capitol
Bismarck, ND 58505



Dear Mr. Fahn:

Enclosed please find the documents you requested in your letter of March 8, 1990 regarding Certificates of Public Convenience and Necessity.

Thank you.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Jerome Tishmack'.

Jerome Tishmack, Manager
BEK TELEPHONE MUTUAL AID CORPORATION

JT:sb
Enc.

Certificate No 22314



To All to Whom these Presents shall come,

I, BEN MEIER, Secretary of State of the State of North Dakota and Keeper of the Great Seal thereof, do hereby certify that the annexed

copy of

- Articles of Incorporation
- Certificate of Incorporation
- Certificate of Amendment of Articles of Incorporation
- Certificate of Amendment 276,5282,6074
- Articles of Amendment Certificate of Amendment #3029
- Certification of By-Law Change
- By-Laws

of

BEK TELEPHONE MUTUAL AID CORPORATION

has been compared by me with the above referenced on file and of record

in this Department, and that the same is a true copy thereof, and of the whole of such instruments.

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.....25th..... day of.....January..... A. D., 19.88....

.....
 BEN MEIER Secretary of State
 By Robert R. Chaille Deputy

ARTICLES OF INCORPORATION

of

BEK TELEPHONE MUTUAL AID CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Chapter 10-12, Revised Code of 1943, and amendments thereto; and we hereby certify that:

1. The name of said corporation is BEK Telephone Mutual Aid Corporation.

2. The purpose of this corporation is to furnish, improve, and expand telephone service to the residents of the territory in which it operates.

3. The principal place of business of said corporation shall be in the City of Steele, in Kidder County, North Dakota.

4. This corporation shall operate in the Counties of Burleigh, Emmons, Kidder, Logan, McLean and Sheridan, in the State of North Dakota. The estimated length of its telephone lines is 3500 miles, and the estimated cost of its facilities is \$3,000,000.00.

5. This cooperative is organized without capital stock and the property rights and interest 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. This cooperative is authorized to borrow money for its corporate purposes in an amount not exceeding \$5,000,000.00.

7. The number of its directors shall be nine, and that the names and residences of those who are appointed to serve until their successors are elected and qualified are:

Name	Residence
George I. Jackson	Dawson, North Dakota

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Clifford Cleveland
Adolph Feyereisen
Harold Williams
Alfred Riskedahl
Neil Beitelspacher
Alvin Stanley
John Trygg
E. A. Schauer

Tuttle, North Dakota
Braddock, North Dakota
Wing, North Dakota
Braddock, North Dakota
Temvik, North Dakota
Kintyre, North Dakota
Baldwin, North Dakota
Sterling, North Dakota

8. The time for which this corporation is to exist is not limited, but it shall exist perpetually, unless dissolved according to law.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 3rd day of October, A. D. 1952.

George L. Jackson
Adolph Feyereisen
Alfred Riskedahl
E. A. Schauer
John Trygg
Neil L. Beitelspacher
Alvin Stanley

STATE OF NORTH DAKOTA }
COUNTY OF KIDDER } ss

On this 3rd day of October, 1952, before me, Linn Sherman, a notary public in and for Kidder County, North Dakota, personally appeared George L. Jackson, ~~Clifford Cleveland~~, Adolph Feyereisen, ~~Harold Williams~~, Alfred Riskedahl, Neil Beitelspacher, Alvin Stanley, John Trygg and E. A. Schauer, 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.

Linn Sherman
Notary Public, Kidder County, No. Dak.

My commission expires Nov. 20th, 1957.

3 Certificate No. 14, 201

Articles of Incorporation
of
Beth Telephone Mutual
Aid Corporation
Steel, N. Dak.

STATE OF NORTH DAKOTA
Department of State

Filed for record and certificate issued

on 16th day of October

1952 and

recorded in Volume Two

Miscellaneous Record
(Mutual Aid)

page 37

Thomas Hill

SECRETARY OF STATE

Charles L. Larson

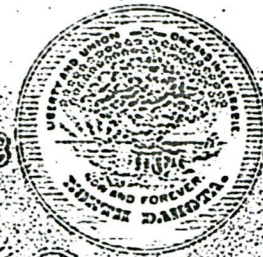
DEPUTY

Fee \$5.00

DUPLICATE

No. 14201

PRIVATE CORPORATIONS



DEPARTMENT

OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

Whereas, GEORGE L. JACKSON ADOLPH FEYFREISEN ALFRED RISKEDAHN
NEIL BEITELSPACHER ALVIN STANLEY JOHN TRYGG E. A. SCHAUER

and they have filed in this office a declaration in writing of 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 BEK TELEPHONE MUTUAL AID CORPORATION (STEELE, KIDDER 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 SIXTEENTH day of OCTOBER A. D. 19 52

THOMAS HALL

SECRETARY OF STATE

By CHARLES LIESSMAN

DEPUTY

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION.

of

BEK TELEPHONE MUTUAL AID CORPORATION

To: The Hon. Thomas Hall,
Secretary of State,
Bismarck, North Dakota.

The undersigned hereby certify as follows:

That BEK Telephone Mutual Aid Corporation is a mutual aid corporation, organized and existing under and by virtue of the laws of the State of North Dakota, and having its principal place of business at Steele, in Kidder County, North Dakota.

That at the present time there are 10 members of said corporation, and that its board of directors consists of 9 members.

That a special meeting of the board of directors of said corporation was held at 1:00 o'clock P.M., on October 14, 1954, at Steele, North Dakota, for the purpose of approving an amendment to the articles of incorporation of said corporation. That prior to said meeting all 9 directors of the corporation signed a waiver of service of notice of said special meeting and consented to the holding thereof at the time and place herein specified, and that 9 of said directors actually attended said meeting. That George L. Jackson, President of the corporation, presided at said meeting, and that Clifford R. Cleveland, Secretary of the corporation, acted as Secretary of said meeting.

That at said meeting of the Board of Directors, the hereinafter specified amendment to the Articles of Incorporation was approved by a vote of 9 directors voting in favor of the amendment, and no directors voting against the amendment.

That a special meeting of the members of said corporation was held at 2:00 o'clock P.M., on October 14, 1954, at Steele, North Dakota, for the purpose of adopting an amendment to the articles of incorporation of said corporation. That prior to said meeting all 10 members of the corporation signed a waiver of service of notice of said meeting, and consented to the holding thereof at the time and place herein specified, and that 9 of the members actually attended said meeting. That at said meeting of the members of said corporation, George

6

1 L. Jackson, President of the corporation, acted as chairman of the
2 meeting, and Clifford R. Cleveland, Secretary of the corporation,
3 acted as Secretary of the meeting.

4 That at said special meeting of the members of said corporation,
5 the hereinafter specified amendment to the Articles of Incorporation
6 was adopted by a vote of 9 members voting in favor of the amend-
7 ment, and no members voting against the amendment.

8 That the amendment to the Articles of Incorporation so approved
9 and adopted is to change the wording of Paragraph 4 of said Articles
10 of Incorporation from its original form, which reads as follows:

11 "4. This corporation shall operate in the Counties of Burleigh,
12 Emmons, Kidder, Logan, McLean and Sheridan, in the State of North Dakota.
13 The estimated length of its telephone lines is 3500 miles, and the es-
14 timated cost of its facilities is \$3,000,000.00"

15 to the following amended provision of its articles of incorporation,
16 to wit:

17 "4. The telephone line is intended to be run from Hague, North
18 Dakota, to Picardville, North Dakota, and the branches contemplated are
19 from Menoken, North Dakota, to Crystal Springs, North Dakota, from Wil-
20 ton North Dakota to Pettibone, North Dakota, and intermediate points.
21 The counties through which it is intended to be run are Burleigh,
22 Emmons, Kidder, Logan, McLean and Sheridan, all in North Dakota. The
23 estimated length of telephone lines is 3800 miles, and the estimated
24 cost is \$4,500,000.00."

25 In Witness Whereof, the undersigned Chairman and Secretary of
26 said meeting, and a majority of the board of directors of said BEK
27 Telephone Mutual Aid Corporation, have hereunto subscribed their sig-
28 natures, this 14th day of October, 1954.

29 George L. Jackson
30 Chairman of the Meeting and Director

31 Clifford R. Cleveland
32 Secretary of the Meeting and Director

33 Neil Britelbacher
34 Director

35 Alvin Stucky
36 Director

Harold McMillan
37 Director

Earl A. Jackson
38 Director

Arthur Rosenthal
39 Director

E. A. Schmitt
40 Director

John Trautz
41 Director

Certificate No. 276

Amendment to
Articles of Incorporation
by

Bank Telephone
Mutual Aid Corporation
Steele, N. Dak.

RECORDS & DEEDS DIVISION
Department of State
Filed for record the 15th
day of October 1917
at 2:00 PM in volume two
Miscellaneous Record
of Mutual Aid Corporation
at Steele, N. Dak.
Charles Zimmerman

Fee \$6.00

CERTIFICATE OF AMENDMENT

DUPLICATE

No. 276

FEE \$ 6.00

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, BEK TELEPHONE MUTUAL AID CORPORATION (STEELE, KIDDER 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:

INDICATES PLACES FROM AND TO WHICH LINE IS TO RUN ALSO:
INCREASING COST OF LINE.

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 FIFTEENTH
OCTOBER 5th
day of _____, 1914

CHARLES LIESSMAN
DEPUTY

THOMAS HALL
Secretary of State.

9

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

BEK TELEPHONE MUTUAL AID CORPORATION

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

ARTICLE 1. The name of the cooperative association is _____
BEK Telephone Mutual Aid Corporation

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 12, 19 70, in the manner prescribed by Chapter 10-15, North Dakota Century Code, as amended:

That Paragraph 6 of said Articles of Incorporation is changed and amended to read as follows:

"6. This cooperative is authorized to borrow money for its corporate purposes in an amount not exceeding \$10,000,000.00."

ARTICLE 3. The total number of members of the cooperative association are 1892.

ARTICLE 4. The number of members voted for such amendment was 111; and the number of members voted against such amendment was 41.

DATED June 29th, 19 70.

BEK Telephone Mutual Aid Corporation
Name of Association

By George L. Jackson
President or Vice President
and John R. Bailey
Secretary or Assistant Secretary

George L. Jackson 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.

George L. Jackson
Verifying Officer.

Subscribed and sworn to before me this 29th day of June, 19 70.

Linn Sherman
Linn Sherman, Notary Public

State of North Dakota

My Commission expires Nov. 20th, 1975

Fee \$12.00.

Certificate No. 3029

Filing Date July 2, 1970

Ben Merd
Secretary of State

By _____ Deputy



10

Certificate No. 3029



DEPARTMENT OF STATE

State of North Dakota

CERTIFICATE OF AMENDMENT

OF

BEK 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 BEK TELEPHONE MUTUAL AID CORPORATION duly signed and verified pursuant to the provisions of the North Dakota MUTUAL AID 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 BEK TELEPHONE MUTUAL AID CORPORATION INCREASING THE AUTHORIZED BORROWING LIMIT TO \$20,000,000.00

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 SECOND day of JULY A.D., 19 70

S E A L

BEN MEIER

Secretary of State.

File No. 6907

DUPLICATE

By _____, Deputy.

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

BEK TELEPHONE MUTUAL AID CORPORATION

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

ARTICLE 1. The name of the cooperative association is BEK Telephone Mutual Aid Corporation

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 10, 1977, in the manner prescribed by Chapter 10-15, North Dakota Century Code, as amended:

That Paragraph 6 of said Articles of Incorporation is changed and amended to read as follows:

"5. This cooperative is authorized to borrow money for its corporate purposes in an amount not exceeding \$25,000,000.00"

ARTICLE 3. The total number of members of the cooperative association are 2105

ARTICLE 4. The number of members voted for such amendment was 205; and the number of members voted against such amendment was 44

DATED June 27, 1977

BEK Telephone Mutual Aid Corporation Name of Association By John Trvaa President or Vice-President and Harold K. Johnson Secretary or Assistant Secretary

John Trvaa 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.

John Trvaa Notifying Officer

Subscribed and sworn to before me this 27th day of June, 1977

Linn Sherman, Notary Public

State of North Dakota

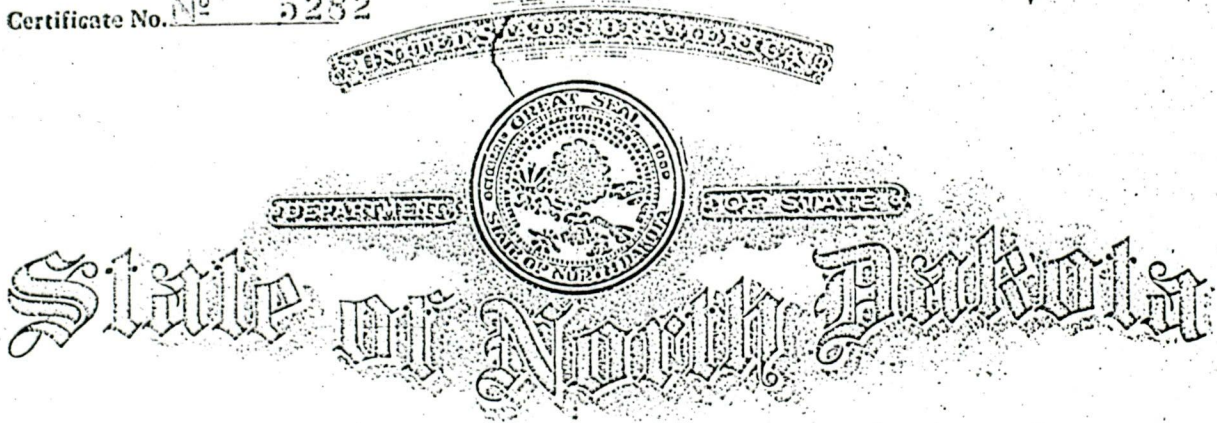
My Commission expires Nov. 20th, 1981

Fee \$20.00 Certificate No. 5282 Filing Date June 30, 1977 Ben Meier Secretary of State

Deputy

12

Certificate No. 5282



CERTIFICATE OF AMENDMENT

OF

BEK 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 _____

BEK TELEPHONE MUTUAL AID CORPORATION

duly signed and verified pursuant to the provisions of the North Dakota MUTUAL AID 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 BEK 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 30th day of JUNE A.D., 1977.

Great Seal

/s/ BEN MEIER

Secretary of State.

File No. 6897 MAC

DUPLICATE

By _____, Deputy.

13

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

RECEIVED
AUG 03 1979

SECRETARY OF STATE

BEK Telephone Mutual Aid Corporation

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

ARTICLE 1. The name of the cooperative association is BEK Telephone Mutual Aid Corporation

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 7, 1979, in the manner prescribed by Chapter 10-15, North Dakota Century Code, as amended:

That Paragraph 2 of said Articles of Incorporation is amended to read as follows:

- 2. The purpose of this corporation is to furnish, improve and expand communications service to the residents of the territory in which it operates.

ARTICLE 3. The total number of members of the cooperative association are 3508.

ARTICLE 4. The number of members voted for such amendment was 252; and the number of members voted against such amendment was 76.

DATED July 25, 1979.

BEK Telephone Mutual Aid Corporation
Name of Association

By [Signature]
President or Vice President

and [Signature]
Secretary or Assistant Secretary

John Trygg 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.

[Signature]
John Trygg Verifying Officer.

Subscribed and sworn to before me this 25th day of July, 1979.

[Signature]
Notary Public

State of North Dakota.

My Commission expires May 23, 1985.

Fee \$20.00
Certificate No. 6021
Filing Date 7-28-79
[Signature]
Secretary of State

by _____ Deputy
(2M-5-65)

14

Certificate No. 6074



DEPARTMENT

OF STATE

State of North Dakota

CERTIFICATE OF AMENDMENT

OF

BEK 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 BEK TELEPHONE MUTUAL AID CORPORATION

duly signed and verified pursuant to the provisions of the North Dakota Mutual Aid 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 BEK Telephone Mutual Aid Corporation general amendment

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

GREAT 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 28th. day of September A.D., 1979.

/S/ BEN MEIER

BEN MEIER

Secretary of State.

File No. 6807

DUPLICATE

By _____, Deputy.

BEK Telephone Mutual Aid Corporation
Box 230, Steele, North Dakota 58482

'Certification of By-Law Change'

At the Annual Membership Meeting of the members of
BEK Telephone Mutual Aid Corporation held June 5, 1986,
the By-Laws of the cooperative were amended as follows:

The word 'patron' or 'patrons' was replaced with
the word 'member' or 'members' throughout.

S/S *Andrew Eickel*
Secretary-Treasurer

DATE June 25, 1986

STATE OF NORTH DAKOTA
Department of State
Filed for recording 8th
day of July 1986
Paul Miller
DEPUTY
Filed by: *PM*

BEN MEIER
SEC. OF STATE
JUN 27 11 20 AM '86

BY-LAWS

6807-
Mutual Aid

OF

BEK TELEPHONE MUTUAL AID CORPORATION

BEK TELEPHONE
BY-LAWS

BUSINESS OFFICE
STEELE, NORTH DAKOTA

AS AMENDED JUNE 4, 1931

REC'D
SEC. OF STATE
JUN 27 11 20 AM '35

IT SHALL BE THE AIM OF BEK TELEPHONE MUTUAL AID CORPORATION TO PROVIDE DEPENDABLE AREA WIDE ONE-PARTY COMMUNICATION SERVICE ON THE COOPERATIVE PLAN TO ALL PERSONS LOCATED IN THE AREA AT THE LOWEST COST CONSISTENT WITH SOUND ECONOMY AND GOOD MANAGEMENT.

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BY-LAWS
of
BEK TELEPHONE MUTUAL AID CORPORATION

ARTICLE I
MEMBERSHIP

SECTION 1. REQUIREMENTS FOR MEMBERSHIP. Any person, firm, partnership, association, corporation or body politic or subdivision thereof who or which reside in the service area certified to BEK Telephone Mutual Aid Corporation (hereinafter called the "Co-op") by the North Dakota Public Service Commission shall automatically become a member of the Co-op by:

- (a) Making either an oral or written application for communication service;

(Communication Service shall be defined as: The employment of various communication mediums, including, but not limited to, wire, paired cable, coaxial cable, glass fiber cable, laser beam, satellite, microwave, and all classes of radio frequencies for the purpose of offering all communication services.)

- (b) Agreeing to comply with and be bound by the articles of incorporation and by-laws of the Co-op and any rules and regulations adopted by the board;

- (c) Taking communication service;

provided, however, that the person, firm, partnership, association, corporation or body politic or subdivision thereof has not made written application to the contrary.

SECTION 2. MEMBERSHIP RECORDS. No membership certificates shall be issued. The current billing records of the Co-op as maintained at the general headquarters office shall constitute the membership record. A person, firm, partnership, association, corporation or body politic or subdivision thereof may have more than one billing record, but multiple billing records shall constitute one membership record.

SECTION 3. JOINT MEMBERSHIP. A husband and wife qualify for joint membership and are automatically joint members unless an application signed by both parties requesting single membership status is on file at the Co-op's general office and all requirements of Section 1 have been met. The term "member" as used in these by-laws shall be deemed to include a husband and wife holding a joint membership and all provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect of the holders of a joint membership shall be as follows:

- (a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall constitute a joint waiver of notice of the meeting;
- (b) The vote of either separately or both jointly shall constitute one joint vote;
- (c) A waiver of notice signed by either or both shall constitute a joint waiver;
- (d) Notice to either shall constitute notice to both;
- (e) Expulsion of either shall terminate the joint membership;
- (f) Withdrawal of either shall terminate the joint membership;
- (g) Either but not both may be elected or appointed as an officer or director provided the one so elected or appointed meets the qualifications for such office.

SECTION 4. CONVERSION OF MEMBERSHIP. A joint membership may be converted to a single membership upon the receipt of an application for single status membership signed by both parties. Upon the death of either spouse, the membership will revert to single status automatically.

SECTION 5. MEMBERSHIP FEE. There shall be no membership fee.

SECTION 6. PURCHASE OF COMMUNICATION SERVICE. Each member shall as soon as communication service is available, take communication service from the Co-op, and shall pay therefor monthly rates which shall from time to time be fixed by the board; provided, however that the board may limit the amount of communication service which the Co-op shall be required to furnish to any one member. It is expressly understood that amounts paid for communication service in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these by-laws. Each member shall pay to the Co-op such minimum amount per month for communication service as shall be fixed by the board from time to time. Each member shall also pay all amounts owed by him to the Co-op as and when the same shall become due and payable.

SECTION 7. TERMINATION OF MEMBERSHIP.

(a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the board may prescribe. The board may, by the affirmative vote of not less than two-thirds of all the directors, expel any member who fails to comply with any provisions of the articles of incorporation, by-laws, or any rules or regulations adopted by the board but only if such member shall have been given written notice by the secretary that such failure makes him liable to expulsion and such failure shall have continued for at least ten days after such notice was given. Any expelled member may be reinstated by vote of the board or by vote of the members at any annual or special meeting. The membership of a member who has ceased to purchase communication service for the Co-op, shall thereupon be automatically terminated. Upon the subsequent purchase of service by said former member, his membership shall be automatically reinstated.

(b) Upon the withdrawal, death, cessation of existence or expulsion of a member, the membership of such member shall thereupon terminate. Termination of the membership in any manner shall not release a member or his estate from any debts due the Co-op.

ARTICLE II
RIGHTS AND LIABILITIES OF MEMBERS

SECTION 1. PROPERTY INTEREST OF MEMBERS. Upon dissolution, after

- (a) All debts and liabilities of the Co-op shall have been paid,
- (b) All capital furnished through patronage shall have been retired as provided in these by-laws, and
- (c) All property and assets of the Co-op shall be distributed among the members and former members in the proportion which the aggregate patronage of each member bears to the total patronage of all such members, unless otherwise provided by law.

SECTION 2. NON-LIABILITY FOR DEBTS OF THE CO-OP. The private property of the members shall be exempt from execution or other liability for the debts of the Co-op and no member shall be liable or responsible for any debts or liabilities of the Co-op.

ARTICLE III
MEETING OF MEMBERS

SECTION 1. ANNUAL MEETING. The annual meeting shall be held at such time during the month of June in each year, commencing with the year 1959, as shall be designated by the Board of Directors, and at such places as may be designated by the board in Burleigh, Emmons, Kidder, Logan, Sheridan or McLean Counties, State of North Dakota, for the purpose of electing directors, passing upon reports for the previous year, and transacting such other business as may come before the meeting. It shall be the responsibility of the board to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time and place will not work a forfeiture or dissolution of the corporation.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called by resolution of the board, or upon a written request signed by any three directors, by the president or by not less than 200 members or 10 percentum of all the members, whichever shall be the lesser, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. Special meeting may be held at any place within the counties of Burleigh, Emmons, Kidder, Logan, Sheridan and McLean, State of North Dakota, specified in the notice of the special meetings.

SECTION 3. NOTICE OF MEMBERS' MEETINGS. Written notice stating the place, day and hour of the meeting and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days nor more than twenty days before the date of the meeting, either personally or by mail, by or at the direction of the secretary, or upon a default in duty by the secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Co-op, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at such meeting.

SECTION 4. QUORUM. As long as the total number of members does not exceed five hundred, ten percentum of the total number of members present shall constitute a quorum. In case the total number of members shall exceed five hundred, fifty members or two percentum of the membership, whichever shall be the larger, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. The minutes of each meeting shall contain a list of the members present in person.

SECTION 5. VOTING. Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon in person except as otherwise provided by law, the articles of incorporation or these by-laws. If a husband and wife hold a joint membership, they shall jointly be entitled to one vote and no more upon each matter submitted to a vote at a meeting of the members. Signed votes shall be valid and entitled to the same force and effect as a vote in person if the member has been previously notified in writing of the exact motion or resolution upon which the vote is taken. Signed votes shall be used only when specifically authorized by resolution or vote of the Board of Directors. An individual may represent more than one member who is other than a natural person, and may also vote as an individual if he is a member.

SECTION 6. ORDER OF BUSINESS. The order of business at the annual meeting of the members, and, so far as possible, at all other meetings of the members, shall be essentially as follows, except as otherwise determined by the members at such meetings:

- (a) Report on the number of members present in person in order to determine the existence of a quorum.
- (b) Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting as the case may be.
- (c) Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
- (d) Presentation and consideration of reports of officers, directors and committees.
- (e) Election of directors.
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

ARTICLE IV DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the Co-op shall be managed by a board of nine directors which shall exercise all of the powers of the Co-op except such as are by law, the articles of incorporation or these by-laws, conferred upon or reserved to the members.

SECTION 2. ELECTION AND TENURE OF OFFICE. The persons named as directors in the articles of incorporation shall comprise

the board until the first annual meeting, or until their successors shall have been elected and shall have qualified. Beginning with the year 1955, all directors shall be elected by districts, the districts being composed as follows: all of the territory in which this cooperative operates in the Counties of Burleigh, McLean and Sheridan shall comprise District No. 1; all of the territory in which this cooperative operates in the Counties of Kidder, Logan, Stutsman and Wells shall comprise District No. 2; and all of the territory in the Counties of Emmons and McIntosh in which this cooperative operates shall comprise District No. 3. The directors now serving shall continue to serve for the terms for which they are elected, and at each annual meeting hereafter one director shall be elected from each district to serve for a term of three years. Only the members residing in a district shall be entitled to vote for the director from that district. If an election of directors shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, a special meeting of the members shall be held for the purpose of electing directors within a reasonable time thereafter. Each director shall be elected by a plurality of the votes cast from that district. All election of directors shall be by secret ballot. If the balloting shall result in a tie between two or more persons for a plurality of the votes cast, the winner shall forthwith be determined by a flip of a coin by the chairman of the meeting.

SECTION 3. QUALIFICATIONS. No person shall be eligible to become or remain a director of the Co-op who:

- (a) is not a member and is not presently residing in the district for which he is elected or appointed; or
- (b) is in any way employed by or financially interested in a competing enterprise or a business engaged in selling communication service or supplies, or constructing or maintaining communication facilities, other than a business operating on a cooperative non-profit basis for the purpose of furthering rural telephony.

Upon establishment of the fact that a director is holding office in violation of any of the foregoing provisions, the board shall remove such director from office.

Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the board.

SECTION 4. NOMINATIONS. It shall be the duty of the board to appoint, not less than forty (40) days before the date of a meeting of the members at which directors are to be elected, a committee on nominations consisting of nine members, three of whom shall reside in each district. No members of the board may serve on such committee. The committee shall prepare and post at the principal office of the cooperative at least thirty (30) days before the meeting a list of nominations for directors, which shall include at least two candidates for each director to be elected.

Any fifteen or more members acting together may make other nominations by petition not less than twenty (20) days prior to the meeting for a director from their district, and the secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. The secretary shall mail with the notice of the meeting, or separately, but at least ten (10) days before the date of the meeting, a statement of the number of directors to be elected and the names and addresses of the candidates from each district specifying separately the nominations made by the committee and the names of the candidates nominated by petition, if any.

The ballot to be used at the election shall contain the names of the candidates nominated by the committee and the names of the candidates nominated by petition, if any. The chairman shall call for additional nominations from the floor and nominations shall not be closed until at least one minute has passed during which no additional nominations have been made. No member may nominate more than one candidate, and no member may nominate a candidate for any district other than that in which he resides.

SECTION 5. REMOVAL OF DIRECTORS BY MEMBERS. No director shall be removed from office unless by a vote of two-thirds of the members of the Co-op at a general meeting held after notice of the time and place thereof and of intention to propose such removal. Meetings of members for this purpose may be called by the president, or by a majority of the directors, or by at least one-half of the members. Such calls must be in writing and addressed to the secretary who thereupon must give notice of the time, place and object of the meeting in accordance with these by-laws and by whose order it was called. In case of removal, the vacancy may be filled by election at the same meeting, but at such election only the members from the district in which the vacancy exists may vote.

SECTION 6. VACANCIES. Subject to the provisions of these by-laws with respect to the filling of vacancies caused by the removal of directors by the members, a vacancy occurring in the board shall be filled by the affirmative vote of a majority of the remaining directors for the unexpired portion of the term, provided, however, that in the event the vacancy is not filled by the board within sixty (60) days after the vacancy occurs, the members shall have the right to fill such vacancy at a meeting of the members without compliance with foregoing provisions in respect to nominations. All vacancies shall be filled by appointment or election of a member from the same district as that in which the vacancy occurred, so that a full Board of Directors shall always consist of three members from each district.

SECTION 7. COMPENSATION. Directors shall not receive any salary for their services as directors, except that by resolution of the board a reasonable fixed sum per diem and expenses of attendance, if any, may be allowed for attendance at each meeting of the board and for attendance at state, area, regional, national and other meetings on behalf of the cooperative where attendance is authorized by the board. No director shall receive compensation for serving the cooperative in any other capacity, nor shall any close relative of a director receive compensation for serving the cooperative, unless the payment and amount of compensation shall be specifically authorized by a vote of the members or the service of such director or close relative shall have been certified by the board as an emergency measure. Close relatives shall be defined as a spouse, parent, children, brothers and sisters.

ARTICLE V MEETINGS OF DIRECTORS

SECTION 1. REGULAR MEETINGS. A regular meeting of the board shall be held without notice immediately after, and at the same place as, the annual meeting of the members. A regular meeting of the board shall also be held monthly at such time and place as the board may provide by resolution. Such regular monthly meetings may be held without notice other than such resolution fixing the time and place thereof.

SECTION 2. SPECIAL MEETINGS. Special meetings of the board may be called by the president or by any three directors, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. The president or directors calling the meeting shall fix the time and place for holding of the meeting.

SECTION 3. NOTICE OF DIRECTORS' MEETINGS. Written notice of the time, place and purpose of any special meeting of the board shall be delivered to each director not less than five days previous thereto either personally or by mail, by or at the direction of the secretary or upon a default in duty by the secretary, by the president or the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at the address as it appears on the records of the Co-op with postage thereon prepaid.

SECTION 4. QUORUM. A majority of the board shall constitute a quorum, provided, that if less than such majority of the directors are present they may adjourn the meeting from time to time; and provided further, that the secretary shall notify any absent directors of the time and place of such adjourned meeting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

ARTICLE VI OFFICERS

SECTION 1. NUMBER. The officers of the Co-op shall be a president, vice-president, secretary-treasurer, and such other officers as may be determined by the board from time to time.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers shall be elected by ballot, annually by the board at the meeting of the board held immediately after the annual meeting of the members. The secretary-treasurer may be elected from the members. All other officers shall be members of the board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until the first meeting of the board following the next succeeding annual meeting of the members or until his successor shall have been elected and shall have qualified. Except as otherwise provided in these by-laws, the vacancy in any office shall be filled by the board for the unexpired portion of the term.

SECTION 3. REMOVAL OF OFFICERS AND AGENTS BY DIRECTORS. Any officer or agent elected or appointed by the board may be removed by the board whenever in its judgment the best interests of the Co-op will be served thereby. In addition, any member of the Co-op may bring charges against an officer, and by filing with the secretary such charges in writing together with a petition signed by ten percentum of the members, or two hundred members, whichever is the lesser, may request the removal of such officer. The officer against whom such charges have been brought shall be informed in writing of the charges at least ten (10) days prior to the board meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges against him shall have the same opportunity. In the event the board does not remove such officer, the question of his removal shall be considered and voted upon at the next meeting of the members.

SECTION 4. PRESIDENT. The president shall:

- (a) Be the principal executive officer of the Co-op and, unless otherwise determined by the members of the board, shall preside at all meetings of the members and the board;
- (b) Sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the board or by these by-laws to some other officer or agent of the Co-op, or shall be required by law to be otherwise signed or executed; and
- (c) In general perform all duties incident to the office of president and such duties as may be prescribed by the board from time to time.

SECTION 5. VICE-PRESIDENT. In the absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall also perform such other duties as from time to time may be assigned to him by the board.

SECTION 6. SECRETARY-TREASURER. The secretary-treasurer shall, personally or by delegation to some employee:

- (a) Keep the minutes of the meeting of the members and of the board in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with these by-laws or as required by law;
- (c) Be custodian of the corporate records and of the seal of the Co-op and affix the seal of the Co-op to all documents the execution of which on behalf of the Co-op under its seal is duly authorized in accordance with the provisions of these by-laws;
- (d) Keep a register of the names and post office addresses of all members;
- (e) Have general charge of the books of the Co-op;
- (f) Keep on file at all times a complete copy of the articles of incorporation and by-laws of the Co-op containing all amendments thereto (which copy shall always be open to the inspection of any member) and at the expense of the Co-op, forward a copy of the by-laws and of all amendments thereto to each member;
- (g) In general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him by the board;
- (h) Have charge and custody of and be responsible for all funds and securities of the Co-op;
- (i) Be responsible for the receipt of and the issuance of receipts for all monies due and payable to the Co-op and for the deposit of all monies in the name of the Co-op in such bank or banks as shall be selected in accordance with the provisions of these by-laws; and
- (j) In general perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the board.

SECTION 7. MANAGER. The board may appoint a manager who may be, but who shall not be required to be a member of the Co-op. The manager shall perform such duties and shall exercise such authority as the board may from time to time vest in him.

SECTION 8. BONDS OF OFFICERS. The treasurer and any other officer or agent of the Co-op charged with responsibility for the custody of any of its funds or property shall give bond in such sum and with such surety as the board shall determine. The board in its discretion may also require any other officer, agent or employee of the Co-op to give bond in such amount and with surety as it shall determine.

SECTION 9. COMPENSATION. The powers, duties and compensation of officers, agents and employees shall be fixed by the board, subject to the provisions of these by-laws with respect to compensation for directors and close relatives of directors.

SECTION 10. REPORTS. The officers of the Co-op shall submit at each annual meeting of the members, reports covering the business of the Co-op for the previous fiscal year. Such reports shall set forth the condition of the Co-op at the close of such fiscal year.

ARTICLE VII NON-PROFIT OPERATION

SECTION 1. INTEREST OR DIVIDENDS ON CAPITAL PROHIBITED. The Co-op shall at all times be operated on a cooperative non-profit basis for the mutual benefit of its patrons. No interest or dividends shall be paid or payable by the Co-op on any capital furnished by its patrons.

SECTION 2. PATRONAGE CAPITAL IN CONNECTION WITH FURNISHING COMMUNICATION SERVICE. In the furnishing of communication service the Co-op operations shall be so conducted that all patrons will through their patronage furnish capital for the Co-op. In order to induce patronage and to assure that the Co-op will operate on a non-profit basis the Co-op is obligated to account on a patronage basis to all its patrons for all amounts, received and receivable from the furnishing of communications service in excess of operating costs and expenses properly chargeable against the furnishing of communication service. All such amounts in excess of operating costs and expenses at the moment of receipt by the Co-op are received with the understanding that they are furnished by the patrons as capital. The Co-op is obligated to pay by credits to a capital account for each patron all such amounts in excess of operating costs and expenses. The books and records of the Co-op shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each patron is clearly reflected and credited in an appropriate record to the capital account of each patron, and the Co-op shall within a reasonable time after the close of the fiscal year notify each patron of the amount of capital so credited to his account. All such amounts credited to the capital account of any patron shall have the same status as though they have been paid to the patron in cash in pursuance of a legal obligation to do so and the patron had then furnished the Co-op corresponding amounts for capital.

All other amounts received by the Co-op from its operations in excess of costs and expenses may, insofar as permitted by law, be:

- (a) Used to offset any losses incurred during the current or any prior fiscal year, and;
- (b) To the extent not needed for that purpose, allocated to its patrons on a patronage basis and any amount so allocated shall be included as a part of the capital credited to the accounts of patrons, as herein provided.

In the event of dissolution or liquidation of the Co-op, after all outstanding indebtedness of the Co-op shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members. If, at any time prior to dissolution or liquidation the board shall determine that the financial condition of the Co-op will not be impaired thereby, the capital then credited to patron's

accounts may be retired in full or in part. Any such retirements of capital shall be made by either of the following methods or combination thereof as may be elected by the board at the time of retirement.

1. **First In First Out (FIFO)**
Any retirements of capital shall be made in order of priority according to the year in which capital was furnished and credited, the capital first received by the Co-op being first retired.
2. **Percentage Method**
Capital shall be retired on the basis of a percentage of all capital furnished for any given year or combination of years.

Notwithstanding any other provisions of these by-laws, if the board shall determine that the financial condition of the Co-op will not be impaired thereby and if age 70, or any such other age as the board may set from time to time, has been reached by any member or former member with accumulated capital credits, then that member or former member may, by making written application to the Co-op, receive the amount of capital credited to the account at the time of the request. Any future amounts credited to the account would not qualify for retirement until such time as the estate of the member was closed or a general retirement was made to all members.

Capital credited to the account of each patron shall be assignable only on the books of the Co-op, pursuant to written instruction from the assignor and only to successors in interest or successors in occupancy in all or a part of such patron's premises served by the Co-op unless the board acting under policies of general application, shall determine otherwise.

Notwithstanding any other provisions of these by-laws, the board at its discretion, shall have the power at any time upon the death of any patron, if the legal representatives of his estate shall request in writing that the capital credited to any such patron be retired prior to the time such capital would otherwise be retired under the provisions of these by-laws, to retire capital credited to any such patron immediately upon such terms and conditions as the board, acting under policies of general application, and the legal representatives of such patron's estate shall agree upon; provided, however, that the financial condition of the Co-op will not be impaired thereby.

The patrons of the Co-op, by dealing with the Co-op acknowledge that the terms and provisions of the articles of incorporation and by-laws, shall constitute and be a contract between the Co-op and each patron, and both the Co-op and the patrons are bound by such contract as fully as though each patron had individually signed a separate instrument containing such terms and provisions. The provisions of this article of the by-laws shall be called to the attention of each patron of the Co-op by posting in a conspicuous place in the Co-op's office.

ARTICLE VIII DISPOSITION OF PROPERTY

The Co-op may not sell, mortgage, lease or otherwise dispose of or encumber all or any substantial portion of its property unless such sale, mortgage, lease or other disposition or encumbrance is authorized at a meeting of the members thereof by the affirmative vote of not less than two-thirds of all of the members of the Co-op, and unless the notice of such proposed sale, mortgage, lease or other disposition or encumbrance shall have been contained in the notice of the meeting; provided, however, that notwithstanding anything herein contained, the board, without authorization by the members thereof, shall have full power and authority to authorize the execution and delivery of a mortgage or mortgages or a deed or deeds of trust upon, or the pledging or encumbering of any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Co-op, whether acquired or to be acquired and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the board shall determine, to secure any indebtedness of the Co-op to United States of America or any instrumentality or agency thereof.

ARTICLE IX SEAL

The corporate seal of the Co-op shall be in the form of a circle and shall have inscribed thereon the name of the Co-op and the words "Corporate Seal, North Dakota."

ARTICLE X FINANCIAL TRANSACTIONS

SECTION 1. CONTRACTS. Except as otherwise provided in these by-laws, the board may authorize any officer or officers, agent, or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Co-op, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Co-op shall be signed by such officer or officers, agent or agents, employee or employees of the Co-op and in such manner as shall from time to time be determined by resolution of the board.

SECTION 3. DEPOSITS. All funds of the Co-op shall be deposited from time to time to the credit of the Co-op in such bank or banks as the board may select.

SECTION 4. CHANGE IN RATES. Written notice shall be given to the Administrator of REA of the United States of America not less than ninety days prior to the date upon which any proposed change in the monthly rates charged by the Co-op for communication service becomes effective.

SECTION 5. FISCAL YEAR. The fiscal year of the Co-op shall begin on the first day of January of each year and shall end on the thirty-first day of December of the same year.

ARTICLE XI MISCELLANEOUS

SECTION 1. MEMBERSHIP IN OTHER ORGANIZATIONS. The Co-op shall not become a member of or purchase stock in any other organization without an affirmative vote of the members at a duly held meeting, the notice of which shall specify that action is to be taken upon such proposed membership or stock purchases, provided, however, that the Co-op may, upon the authorization of the board, purchase stock in or become a member of any corporation or organization organized on a non-profit basis for the purpose of engaging in or furthering the cause of area wide rural communication service, or (with the approval of the Administrator of REA) of

any other corporation for the purpose of acquiring communication facilities or assuring more adequate communication service to its members.

SECTION 2. WAIVER OF NOTICE. Any member or director may waive in writing any notice of a meeting required to be given by these by-laws. The attendance of a member or director at any meeting shall constitute a waiver of notice of such meeting by such member or director, except in case a member or director shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

SECTION 3. RULES AND REGULATIONS. The board shall have the power to make and adopt such rules and regulations, not inconsistent with law, the articles of incorporation or these by-laws, as it may deem advisable for the management of the business and affairs of the Co-op.

SECTION 4. ACCOUNTING SYSTEM AND REPORTS. The board shall cause to be established and maintained a complete accounting system which, among other things, and subject to applicable laws and rules and regulations of any regulatory body shall conform to such accounting system and may from time to time be designated by the Administrator of REA of the United States of America. The board shall also after the close of each fiscal year cause to be made a full and complete audit of the accounts, books and financial condition of the Co-op as of the end of such fiscal year. Such audit reports shall be submitted to the members at the next following annual meeting.

ARTICLE XII AMENDMENTS

These by-laws may be altered, amended or repealed by a vote of a majority of the members present and voting at any regular or special meeting at which a quorum is present. Any such alteration, amendment, or repeal shall be certified by the secretary of the Co-op and copied in the book of by-laws together with the date of such meeting. No such alteration, amendment or repeal shall take effect until so copied.

CERTIFICATE

I, Edwin Will Secretary-Treasurer of BEK Telephone Mutual Aid Corporation of Steele, North Dakota, do hereby certify that the foregoing is a true, correct and complete copy of the by-laws of said corporation, as amended to date.

Dated this 25th day of NOVEMBER, 1981

S/ Edwin Will
Secretary-Treasurer



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 22 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

A handwritten signature in red ink that reads "Jim Kusler".

DATED: 4-16-90

Jim Kusler

BY: Darcy Schlosser SECRETARY OF STATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

BEK Telephone Mutual Aid Corporation
InterLATA Authority
Public Convenience and Necessity

DOCKET PU-418-88-351

ORDER

Dakota Central Rural Telephone
Cooperative Association
InterLATA Authority
Public Convenience and Necessity

DOCKET PU-420-88-352

This case originated when BEK Telephone Mutual Aid Corporation (BEK) and Dakota Central Rural Telephone Cooperative Association (Dakota Central) filed a joint application with the Public Service Commission (Commission) to exempt from regulation point-to-point interLATA private line communication service in North Dakota under Title 49, N.D.C.C. In the alternative, BEK and Dakota Central asked for a Certificate of Public Convenience and Necessity.

An order allowing the services to be deregulated, subject to filing an acceptable accounting plan, was issued by the Commission on December 13, 1988.

The Commission held a hearing on a similar accounting plan submitted to satisfy the Commission's deregulation order in Case No. 10,823, regarding Improved Mobile Telephone Service. After hearing, the Commission approved the accounting plan for Case No. 10,823, on May 9, 1988.

In Case No. 10,823, the issue of compensation by deregulated services for the value of intangible benefits was considered, but the Commission determined the intangible

benefits had insufficient value to require compensation. The value of intangible benefits in the instant case continues to be a question which the Commission will hear and determine at a later date.

The accounting information and detail provided by the applicants contains the necessary information and procedures to properly segregate regulated and nonregulated activities.


THE COMMISSION ORDERS:

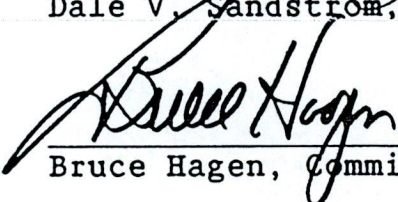
1. Subject to revision in the event that the Commission determines regulated services should be compensated by deregulated services for intangible benefits, the accounting plan submitted by BEK Telephone Mutual Aid Corporation and Dakota Central Rural Telephone Cooperative Association is approved.

Bismarck, North Dakota, December 20, 1988.

(S E A L)

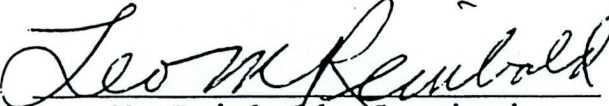
PUBLIC SERVICE COMMISSION


Dale V. Sandstrom, President


Bruce Hagen, Commissioner

ATTEST:


Secretary


Leo M. Reinbold, Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4613

This is to certify that public convenience and necessity require, and permission is granted for BEK Communications Cooperative, a telecommunications public utility, to provide local exchange telecommunications services inside the Lehr, North Dakota local exchange area.

This certificate is issued in Case No. PU-418-00-556 and is conditioned upon BEK Communications Cooperative securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4614

This is to certify that public convenience and necessity require, and permission is granted for BEK Communications Cooperative, a telecommunications public utility, to provide local exchange telecommunications services inside the Linton, North Dakota local exchange area.

This certificate is issued in Case No. PU-418-00-556 and is conditioned upon BEK Communications Cooperative securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4615

This is to certify that public convenience and necessity require, and permission is granted for BEK Communications Cooperative, a telecommunications public utility, to provide local exchange telecommunications services inside the Napoleon, North Dakota local exchange area.

This certificate is issued in Case No. PU-418-00-556 and is conditioned upon BEK Communications Cooperative securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4616

This is to certify that public convenience and necessity require, and permission is granted for BEK Communications Cooperative, a telecommunications public utility, to provide local exchange telecommunications services inside the Steele, North Dakota local exchange area.

This certificate is issued in Case No. PU-418-00-556 and is conditioned upon BEK Communications Cooperative securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4617


This is to certify that public convenience and necessity require, and permission is granted for BEK Communications Cooperative, a telecommunications public utility, to provide local exchange telecommunications services inside the Wishek, North Dakota local exchange area.

This certificate is issued in Case No. PU-418-00-556 and is conditioned upon BEK Communications Cooperative securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4618

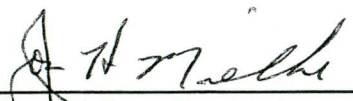
This is to certify that public convenience and necessity require, and permission is granted for BEK Communications Cooperative, a telecommunications public utility, to provide local exchange telecommunications services inside the Zeeland, North Dakota local exchange area.

This certificate is issued in Case No. PU-418-00-556 and is conditioned upon BEK Communications Cooperative securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3475

This is to certify that public convenience and necessity require, and permission is granted for BEK Communications I Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Lehr, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon BEK Communications I Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3478

This is to certify that public convenience and necessity require, and permission is granted for BEK Communications I Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Linton, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon BEK Communications I Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3489

This is to certify that public convenience and necessity require, and permission is granted for BEK Communications I Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Napoleon, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon BEK Communications I Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3505

This is to certify that public convenience and necessity require, and permission is granted for BEK Communications I Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Steele, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon BEK Communications I Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3517

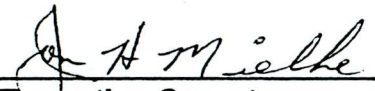
This is to certify that public convenience and necessity require, and permission is granted for BEK Communications I Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Wishek, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon BEK Communications I Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3519

This is to certify that public convenience and necessity require, and permission is granted for BEK Communications I Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Zeeland, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon BEK Communications I Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 358

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of _____ a
telephone _____ plant or system ⁱⁿ at Emmons, Logan and Kidder Counties, _____ North Dakota,

by BEK Telephone Mutual Aid Corporation, _____ This certificate is issued in accordance with the report and
of Steele, North Dakota _____
order of this Commission, dated August 5, 1954 _____ in Case No. 5173 _____ and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation _____
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 5th _____

day of August _____ 19 54

ATTEST:

Elmer Olson
Secretary

PUBLIC SERVICE COMMISSION:

By E. H. Brant _____
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 370

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of _____ a _____

telephone _____ plant or system ~~at~~ in portions of the Counties of _____ North Dakota,
Burleigh, Emmons, Kidder and Logan,

by BEK Telephone Mutual Aid Corporation, _____ This certificate is issued in accordance with the report and
of Steele, North Dakota.

order of this Commission, dated April 27, 1955 in Case No. 5295 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation, of Steele,
North Dakota.

securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 27th

day of April 19 55

ATTEST:

Shirley Olson

Secretary

PUBLIC SERVICE COMMISSION:

By *Martin Vaala*

Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 371

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of _____

telephone _____ plant or system ⁱⁿ~~at~~ parts of Logan and McIntosh Counties, North Dakota,
by BEK Telephone Mutual Aid Corporation. _____ This certificate is issued in accordance with the report and

order of this Commission, dated October 17, 1955 in Case No. 5364 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 17th

day of October 1955

ATTEST

Erner Olson

Secretary

PUBLIC SERVICE COMMISSION:

By

Martin Vaala

Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 377

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____

Construction and Operation _____ of _____ a _____

Telephone _____ plant or system ⁱⁿ parts of Kidder, Burleigh, McLean ^{Counties,} North Dakota,

by BEK Telephone Mutual Aid Corporation This certificate is issued in accordance with the report and

order of this Commission, dated June 21, 1956 in Case No. 5436 and is subject to the

conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation,

securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for

the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 21st

day of June 19 56.

ATTEST:


Secretary

PUBLIC SERVICE COMMISSION:

By  _____
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 401

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of telephone facilities
in parts of Burleigh and Kidder Counties ~~parts of system at~~ _____ North Dakota,
by BEK Telephone Mutual Aid Corporation. This certificate is issued in accordance with the report and
order of this Commission, dated November 22, 1957 in Case No. 5641 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 22nd

day of November 19 57

ATTEST:

Shuer Olson

Secretary

PUBLIC SERVICE COMMISSION:

By Amson J. Anderson
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 409

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
Construction and Operation _____ of Telephone _____
facilities in part of ~~plant or system at~~ XXXXXXXXXXXX Emmons County, _____ North Dakota,
by BEK Telephone Mutual Aid Corporation This certificate is issued in accordance with the report and
order of this Commission, dated June 30, 1958 in Case No. 5677 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 30

day of June 19 58

ATTEST:

Erner Olson

Secretary

PUBLIC SERVICE COMMISSION:

By Ernest H. Nelson

Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 419

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
Construction and operation _____ of Telephone _____
facilities in _____ plant or system at _____ Burleigh County, _____ North Dakota,
by BEK Telephone Mutual Aid Corporation This certificate is issued in accordance with the report and
order of this Commission, dated May 19, 1959 in Case No. 5872 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 19th

day of May 19 59

ATTEST:

Erner Olson

Secretary

PUBLIC SERVICE COMMISSION:

By *Anson J. Anderson*
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 437

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the

Construction and operation

Dunn, Bowman,

of telephone

facilities in parts of Billings, McKenzie plant or system at Slope, Adams and Hettinger Counties, North Dakota,

Consolidated Telephone Cooperative,

by Dickinson, North Dakota

This certificate is issued in accordance with the report and

order of this Commission, dated December 30, 1960

in Case No. 6098

and is subject to the

conditions and limitations noted thereon.

CONDITIONS. This certificate is conditioned upon the said Consolidated Telephone Cooperative securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of the rights and privileges granted herein.

This certificate represents a consolidation of Certificates 382 and 400 issued to Dunn Telephone Mutual Aid Corporation and Certificates 380, 340 and 384 issued to Bowman-Slope Rural Telephone Mutual Aid Corporation; said consolidation with Consolidated Telephone Cooperative, authorized by Commission Order in Case 6058.

Dated at Bismarck, North Dakota, this

9th

day of March

, 19 61

PUBLIC SERVICE COMMISSION:

ATTEST:

Elmer Olson

Secretary

By

Walter Peck

Commissioner

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 796

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of a buried telephone
cable facility _____ plant or system at **** see below** _____ North Dakota,

by BEK Telephone Mutual Aid Corporation _____ This certificate is issued in accordance with the report and
order of this Commission, dated June 26, 1967 _____ in Case No. 6857 _____ and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation _____
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

****** From the central office of the Wilton Telephone Exchange to the central office of the _____
Pettibone Exchange, as well as toll terminal equipment at the Regan, Wing, Tuttle, Robinson _____
and Pettibone Telephone Exchanges and to provide thereby toll telephone service to the Regan, Wing, _____
Tuttle, Robinson and Pettibone Telephone Exchanges, North Dakota. _____

Dated at Bismarck, North Dakota, this 26th _____

day of June _____, 19 67

ATTEST:

Elmer Olson
Secretary.

PUBLIC SERVICE COMMISSION:

By Paul J. Wolf
Commissioner.

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 797

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of _____ local
telephone exchange _____ plant or system at Wilton telephone exchange area, _____ North Dakota,

by BEK Telephone Mutual Aid Corporation _____ This certificate is issued in accordance with the report and
order of this Commission, dated June 26, 1967 _____ in Case No. 6857 _____ and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation _____
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 26th
day of June, 19 67

ATTEST:
Elmer Olson
Secretary.

PUBLIC SERVICE COMMISSION:
By Ben J. Wiley
Commissioner.

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Registration

Certificate Number 18

This is to certify that BEK Telephone Mutual Aid Corporation and Dakota Central Rural Telephone Cooperative Association jointly registered to provide intrastate interLATA private line telecommunication services to the public generally.

This certificate is issued in accordance with the Order of this Commission dated December 13, 1988, in Dockets PU-418-88-351 and PU-420-88-352, and is subject to the conditions and limitations noted in the Order.

Dated at Bismarck, North Dakota, December 13, 1988.

ATTEST:


Secretary

PUBLIC SERVICE COMMISSION

By 
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3475

This is to certify that public convenience and necessity require, and permission is granted for BEK Communications I Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Lehr, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon BEK Communications I Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3478

This is to certify that public convenience and necessity require, and permission is granted for BEK Communications I Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Linton, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon BEK Communications I Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3489

This is to certify that public convenience and necessity require, and permission is granted for BEK Communications I Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Napoleon, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon BEK Communications I Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3505

This is to certify that public convenience and necessity require, and permission is granted for BEK Communications I Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Steele, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon BEK Communications I Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3517

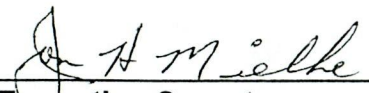
This is to certify that public convenience and necessity require, and permission is granted for BEK Communications I Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Wishek, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon BEK Communications I Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3519

This is to certify that public convenience and necessity require, and permission is granted for BEK Communications I Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Zeeland, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon BEK Communications I Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Registration

First Reissued Certificate Number 18

This is to certify that BEK Communications Cooperative and Dakota Central Rural Telephone Cooperative Association are jointly registered to provide intrastate interLATA private line telecommunications services to the public generally.

This certificate is issued in Case No. PU-2396-00-474, and is subject to the conditions and limitations noted in the Commission's Order in Case Nos. PU-418-88-351 and PU-420-880352, dated December 13, 1988.


Bismarck, North Dakota, September 27, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 358

This is to certify that public convenience and necessity require, and permission is hereby granted for the construction and operation of a telephone plant or system in Emmons, Logan and Kidder Counties, North Dakota, by BEK Communications Cooperative of Steele, North Dakota. This certificate is issued in Case No. PU-2396-00-474 and is subject to the conditions and limitations in the order of this Commission, dated August 5, 1954 in Case No. 5173.

This certificate is conditioned upon the said BEK Communications Cooperative securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, September 27, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 370

This is to certify that public convenience and necessity require, and permission is hereby granted for the construction and operation of a telephone plant or system in portions of the Counties of Burleigh, Emmons, Kidder and Logan by BEK Communications Cooperative of Steele, North Dakota. This certificate is issued in Case No. PU-2396-00-474 and is subject to the conditions and limitations in the order of this Commission, dated April 27, 1955 in Case No. 5295.

This certificate is conditioned upon the said BEK Communications Cooperative securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, September 27, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 371

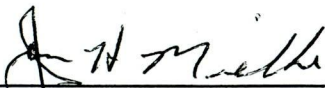
This is to certify that public convenience and necessity require, and permission is hereby granted for the construction and operation of a telephone plant or system in parts of Logan and McIntosh Counties, North Dakota by BEK Communications Cooperative of Steele, North Dakota. This certificate is issued in Case No. PU-2396-00-474 and is subject to the conditions and limitations in the order of this Commission, dated October 17, 1955 in Case No. 5364.

This certificate is conditioned upon the said BEK Communications Cooperative securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, September 27, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 377

This is to certify that public convenience and necessity require, and permission is hereby granted for the construction and operation of a telephone plant or system in parts of Kidder, Burleigh, McLean Counties, North Dakota by BEK Communications Cooperative of Steele, North Dakota. This certificate is issued in Case No. PU-2396-00-474 and is subject to the conditions and limitations in the order of this Commission, dated June 21, 1956 in Case No. 5436.

This certificate is conditioned upon the said BEK Communications Cooperative securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, September 27, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 401

This is to certify that public convenience and necessity require, and permission is hereby granted for the construction and operation of a telephone plant or system in parts of Burleigh and Kidder Counties, North Dakota, by BEK Communications Cooperative of Steele, North Dakota. This certificate is issued in Case No. PU-2396-00-474 and is subject to the conditions and limitations noted in the order of this Commission, dated November 22, 1957 in Case No. 5641.

This certificate is conditioned upon the said BEK Communications Cooperative securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, September 27, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 409

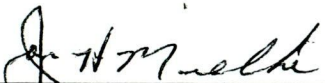
This is to certify that public convenience and necessity require, and permission is hereby granted for the construction and operation of telephone facilities in part of Emmons County, North Dakota by BEK Communications Cooperative. This certificate is issued in Case No. PU-2396-00-474 and is subject to the conditions and limitations noted in the order of this Commission, dated June 30, 1958 in Case No. 5677.

This certificate is conditioned upon the said BEK Communications Cooperative securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, September 27, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 419

This is to certify that public convenience and necessity require, and permission is hereby granted for the construction and operation of telephone facilities in Burleigh County, North Dakota by BEK Communications Cooperative of Steele, North Dakota. This certificate is issued in Case No. PU-2396-00-474 and is subject to the conditions and limitations noted in the order of this Commission, dated May 19, 1959 in Case No. 5872.

This certificate is conditioned upon the said BEK Communications Cooperative securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, September 27, 2000.

ATTEST:



Executive Secretary

PUBLIC SERVICE COMMISSION



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 796

This is to certify that public convenience and necessity require, and permission is hereby granted for the construction and operation of a buried telephone cable facility from the central office of the Wilton Telephone Exchange to the central office of the Pettibone Exchange, as well as toll terminal equipment at the Regan, Wing, Tuttle, Robinson and Pettibone Telephone Exchanges and to provide thereby toll telephone service to the Regan, Wing, Tuttle, Robinson and Pettibone Telephone Exchanges, North Dakota. This certificate is issued in Case No. PU-2396-00-474 and is subject to the conditions and limitations noted in the order of this Commission, dated June 26, 1967 in Case No. 6857.

This certificate is conditioned upon the said BEK Communications Cooperative securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, September 27, 2000.

ATTEST:


Executive Secretary

PUBLIC SERVICE COMMISSION


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 797

This is to certify that public convenience and necessity require, and permission is hereby granted for the construction and operation of local telephone exchange plant or system at Wilton telephone exchange area, North Dakota by BEK Communications. This certificate is issued in Case No. PU-2396-00-474 and is subject to the conditions and limitations noted in the order of this Commission, dated June 26, 1967 in Case No. 6857.

This certificate is conditioned upon the said BEK Communications Cooperative securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, September 27, 2000.

ATTEST:


Executive Secretary

PUBLIC SERVICE COMMISSION


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Registration

Certificate Number 18

This is to certify that BEK Telephone Mutual Aid Corporation and Dakota Central Rural Telephone Cooperative Association jointly registered to provide intrastate interLATA private line telecommunication services to the public generally.

This certificate is issued in accordance with the Order of this Commission dated December 13, 1988, in Dockets PU-418-88-351 and PU-420-88-352, and is subject to the conditions and limitations noted in the Order.

Dated at Bismarck, North Dakota, December 13, 1988.

ATTEST:

PUBLIC SERVICE COMMISSION


Secretary


By
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 358

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of _____ a
telephone _____ plant or system ⁱⁿ at Emmons, Logan and Kidder Counties, _____ North Dakota,

by BEK Telephone Mutual Aid Corporation, _____ This certificate is issued in accordance with the report and
of Steele, North Dakota _____ order of this Commission, dated August 5, 1954 _____ in Case No. 5173 _____ and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation _____
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 5th _____

day of August _____ 19 54

ATTEST:

Elmer Olson

Secretary

PUBLIC SERVICE COMMISSION:

By E. H. Brant

Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 370

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of _____ a _____
telephone _____ plant or system ~~at~~ in portions of the Counties of _____ North Dakota,
Burleigh, Emmons, Kidder and Logan,
by BEK Telephone Mutual Aid Corporation, _____ This certificate is issued in accordance with the report and
of Steele, North Dakota. _____ order of this Commission, dated April 27, 1955 _____ in Case No. 5295 _____ and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation, of Steele,
North Dakota. _____ securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 27th

day of April _____ 19 55

ATTEST:



Secretary

PUBLIC SERVICE COMMISSION:

By 

Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 371

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of _____
telephone _____ plant or system ⁱⁿ ~~at~~ parts of Logan and McIntosh Counties, North Dakota,

by BEK Telephone Mutual Aid Corporation. This certificate is issued in accordance with the report and
order of this Commission, dated October 17, 1955 in Case No. 5364 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 17th

day of October 1955

ATTEST

Ermer Olson

Secretary

PUBLIC SERVICE COMMISSION:

By *Martin Vaala*

Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 377

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
Construction and Operation _____ of _____ a _____
Telephone _____ plant or system ⁱⁿ parts of Kidder, Burleigh, McLean ^{Counties,} North Dakota,
by BEK Telephone Mutual Aid Corporation This certificate is issued in accordance with the report and
order of this Commission, dated June 21, 1956 in Case No. 5436 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation,
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 21st

day of June 19 56.

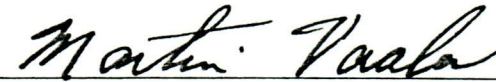
ATTEST:



Secretary

PUBLIC SERVICE COMMISSION:

By



Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 401

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of telephone facilities

in parts of Burleigh and Kidder ^{Counties} ~~plan or system at~~ _____ North Dakota,
by BEK Telephone Mutual Aid Corporation. This certificate is issued in accordance with the report and

order of this Commission, dated November 22, 1957 in Case No. 5641 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 22nd

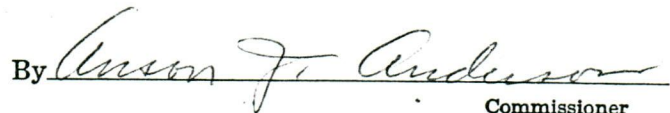
day of November 19 57

ATTEST:



Secretary

PUBLIC SERVICE COMMISSION:

By 
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 409

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
Construction and Operation _____ of Telephone _____
facilities in part of ~~XXXXXX~~ plant or system at Emmons County, North Dakota,

by BEK Telephone Mutual Aid Corporation This certificate is issued in accordance with the report and
order of this Commission, dated June 30, 1958 in Case No. 5677 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 30

day of June 19 58

ATTEST:

Shuer Olson

Secretary

PUBLIC SERVICE COMMISSION:

By Ernest W. Nelson

Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 419

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
Construction and operation _____ of Telephone _____
facilities in _____ plant or system at _____ Burleigh County, _____ North Dakota,

by BEK Telephone Mutual Aid Corporation This certificate is issued in accordance with the report and
order of this Commission, dated May 19, 1959 in Case No. 5872 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 19th
day of May 19 59

ATTEST:
Ermer Olson
Secretary

PUBLIC SERVICE COMMISSION:
By *Anson J. Anderson*
Commissioner

EXECUTED IN DUPLICATE

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 796

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of a buried telephone
cable facility _____ plant or system at **** see below** _____ North Dakota,

by BEK Telephone Mutual Aid Corporation _____ This certificate is issued in accordance with the report and
order of this Commission, dated June 26, 1967 _____ in Case No. 6857 _____ and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation _____
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

****** From the central office of the Wilton Telephone Exchange to the central office of the
Pettibone Exchange, as well as toll terminal equipment at the Regan, Wing, Tuttle, Robinson
and Pettibone Telephone Exchanges and to provide thereby toll telephone service to the Regan, Wing,
Tuttle, Robinson and Pettibone Telephone Exchanges, North Dakota.

Dated at Bismarck, North Dakota, this 26th

day of June, 19 67

ATTEST:

Edmer Olson
Secretary.

PUBLIC SERVICE COMMISSION:

By Paul J. Wolf
Commissioner.

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 797

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of _____ local _____
telephone exchange _____ plant or system at Wilton telephone exchange area, _____ North Dakota,

by BEK Telephone Mutual Aid Corporation This certificate is issued in accordance with the report and
order of this Commission, dated June 26, 1967 in Case No. 6857 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said BEK Telephone Mutual Aid Corporation
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 26th
day of June, 19 67

ATTEST:

Elmer Olson
Secretary.

PUBLIC SERVICE COMMISSION:

By Ben J. Way
Commissioner.

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Registration

Certificate Number 18

This is to certify that BEK Telephone Mutual Aid Corporation and Dakota Central Rural Telephone Cooperative Association jointly registered to provide intrastate interLATA private line telecommunication services to the public generally.

This certificate is issued in accordance with the Order of this Commission dated December 13, 1988, in Dockets PU-418-88-351 and PU-420-88-352, and is subject to the conditions and limitations noted in the Order.

Dated at Bismarck, North Dakota, December 13, 1988.

ATTEST:

PUBLIC SERVICE COMMISSION


Secretary

By 
Commissioner