

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

DICKEY RURAL TELEPHONE COOPERATIVE

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

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

DICKEY RURAL TELEPHONE COOPERATIVE

Dated: May 28, 1996

A handwritten signature in black ink, appearing to read "Alvin A. Jaeger", is written over a faint circular stamp.

Alvin A. Jaeger
Secretary of State

1 PU-13-445 Filed: 6/25/2013 Pages: 50
Corporate papers

Dickey Rural Telephone Cooperative

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 332

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 _____ ELLENDALE, _____ North Dakota,
by DICKEY RURAL TELEPHONE MUTUAL AID CORP. This certificate is issued in accordance with the report and
order of this Commission, dated May 23rd, 1952 in Case No. 4886 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said DICKEY RURAL TELEPHONE MUTUAL AID CORP.
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.

FOR THE CONSTRUCTION AND OPERATION OF A TELEPHONE SYSTEM IN THE COUNTIES OF
DICKEY, SARGENT, RANSOM, LAMOUR, MCINTOSH, LOGAN AND BARNES, NORTH DAKOTA, AS
SHOWN IN AMENDED EXHIBIT # 3 IN CASE NO. 4886 EXCLUSIVE OF SUCH TERRITORY OR AREAS
THERIN SERVED BY EXISTING UNACQUIRED TELEPHONE COMPANIES OR SYSTEMS.

Dated at Bismarck, North Dakota, this 23rd

day of May 19 52

ATTEST:

James Olson

Secretary

PUBLIC SERVICE COMMISSION:

By E. A. Grant

Commissioner

SEARCH OF RECORDS REPORT

April 26, 1990

DICKEY RURAL TELEPHONE COOPERATIVE
PO BOX 69
HIWAY 281 N.
ELLENDALE, ND 58436

The following is the base data on file in the Office of the
Secretary of State on DICKY RURAL TELEPHONE COOPERATIVE

Entity Type: COOPERATIVE ASSOCIATION

State of Organization: ND

Current Status: Active

Status Date: 11/10/50

Last Annual Report Filed: 02/26/90

Last Annual Report Year: 90

Registered Agent:
Address:

Class: Number of Shares: Par:

For Reference: Darcy Schlosser
Clerk

701-224-4283
Phone

CERTIFICATE OF AMENDMENT

DUPLICATE

No. 65

FEE \$ 6.00

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

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

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

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

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

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

SEAL

of the State at the Capitol in the City of Bismarck, this TWENTY:

day of JANUARY, 1955

By CHARLES LIESSMAN
Deputy.

THOMAS HALL
Secretary of State.

ARTICLES OF INCORPORATION

of

DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION

To Thomas Hall, Secretary of State.

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

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

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

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

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

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

5. The Cooperative is organized without capital stock and the property rights and interests of the members shall be unequal.

The general rules applicable to all members by which the property rights and interests respectively of each member shall be determined and fixed ^{are} as follows:

2
1 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 6. The Corporation is authorized to borrow money in an amount not to exceed Two Million Dollars (\$2,000,000.00).

7. The term of existence of this Corporation shall be perpetual.

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

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

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

B. L. Nelson (SEAL)

John A. Vikon (SEAL)

Stanley Johnson (SEAL)

C. W. Holmes (SEAL)

Albert E. Hauck (SEAL)

Walter E. Spott (SEAL)

G. B. Coleman (SEAL)

Raymond Burkle (SEAL)

STATE OF NORTH DAKOTA)

COUNTY OF DICKENS)

On this 2nd day of November, 1954, F. J. Graham,
 a Notary Public in and for Dickens County, North Dakota,
 personally appeared E. I. Nelson Wiken
Stanley H. Johnson G. B. Coleman
Albert E. Hauck Robert H. Scott
G. B. Coleman Raymond Burkle

known to me to be the persons whose names are subscribed to the foregoing instrument and severally duly acknowledged to me and they executed the same.

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

My commission expires
 August 4th, 1955.

Register No. 13, 765

*Records of
 Dickens County Telephone
 District Vice Corporation
 Ellendale, N. Dak.*

STATE OF NORTH DAKOTA
 Department of State
 Filed for record and certificate issued
 this 10th day of November
 1954 and
 recorded in Volume Five
 of Physical and Medical Records
Physical and Medical Examinations
 Page 408
Thomas Mace
 SECRETARY OF STATE
 DEPT. 14

208 \$5.00

DUPLICATE

No. 13765

PRIVATE CORPORATIONS

UNITED STATES OF AMERICA



DEPARTMENT OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

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

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

Now, therefore, I, THOMAS HALL, Secretary of State of the State of North Dakota, by virtue and authority of law, do hereby certify that said parties, their associates and successors, have become a body politic and corporate, under the Corporate name of

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

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

SEAL

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

THOMAS HALL

SECRETARY OF STATE

By _____ DEPUTY

A4

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

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

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

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

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

29 Motion carried.

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

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

AS

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

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

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

13 A roll call vote was taken and:

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

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

24 WITNESS our hands and the seal of this Corporation at Ellendale,
25 North Dakota, this 31st day of December, 1952.

26 Walter E. Scott
27 Director, President of Board of Directors

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

30 J. W. McLeice
Director

E. L. Nelson
Director

Raymond Burkle
Director

Stanley J. Brown
Director

Walter E. Scott
Director

G. B. Coleman
Director

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

1 STATE OF NORTH DAKOTA)
2 COUNTY OF DICKEY) SS

3
4 On this 30th day of December, in the year A.D., One Thousand
5 Nineteen Hundred and Fifty-two (1952) before me, J.B. Graham, a
6 Notary Public in and for Dickey County, North Dakota, personally
7 appeared: John A. Viken, Director and President of the Board of
8 Directors; Albert E. Hauck, Director and Secretary of the Board of
9 Directors; G.W. Holmes, Director; J.H. Nelson, Director; Raymond
10 Burkle, Director; Stanley Johnson, Director; Walter E. Scott, Dir-
11 ector; and G.P. Coleman, Director: known to me to be the persons
12 whose names are subscribed to the foregoing instrument and they
13 severally, duly acknowledged to me that they executed the same.

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

15 (SRA)

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

18 My commission expires:
19 April 28th, 1957.
20

Handwritten notes and signatures at the bottom of the page, including names like "John A. Viken" and "Albert E. Hauck".

CERTIFICATE OF AMENDMENT

DUPLICATE

No. 65

FEE \$ 6.00

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

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

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

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

TO \$5,000,000.00

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

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

of the State at the Capitol in the City of Bismarck, this TWENTY:

day of JANUARY, 1953

By CHARLES LIESSMAN
DEPUTY.

THOMAS HALL
Secretary of State.

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

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

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

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

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

27 Motion carried.

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

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

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

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

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

14 A roll call vote was taken and:

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

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

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

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

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

31 Albert E. Hauck
32 Director.

33 Stanley H. Johnson
34 Director

35 Fred G. Klippel
36 Director.

37 Raymond Burkle
38 Director.

39 C.W. Holmes
40 Director.

111

1 STATE OF NORTH DAKOTA)
2 COUNTY OF DICKEY) SS

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

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

16 (SEAL)

17 *J. B. Graham*
18 Notary Public, Dickey County, North Dakota.

20 My commission expires:
21 April 28th, 1957.

Collector No. 117

Instrument No. 117
J. B. Graham
Notary Public

STATE OF NORTH DAKOTA
Dickey County
Notary Public
J. B. Graham
57

CERTIFICATE OF AMENDMENT
DUPLICATE

N^o 117

FEE \$ 6.00

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

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

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

INCREASING AUTHORIZATION TO BORROW FROM
\$5,000,000.00 TO \$10,000,000.00

Now therefore, I, THOMAS HALL, Secretary of State of the State of North Dakota, in virtue and by authority of Law, do hereby issue this Certificate of Amendment.
IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal

SEAL

of the State at the Capitol in the City of Bismarek, this THIRD
day of DECEMBER, 1953

By CHARLES LIESSMAN
DEPUTY.

THOMAS HALL

Secretary of State.

13

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

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

ARTICLE I

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

ARTICLE II

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

ARTICLE VI

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

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

ARTICLE III

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

ARTICLE IV

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

Dated ~~JANUARY~~ Mar. 9, 1978.

DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION

By

Oscar Rau
Oscar Rau, its President

and

Norman Cross
Norman Cross, its Secretary

14

14

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

Oscar Rau

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

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

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

DEPUTY

Fee \$20.00

15

Certificate No. 5538



DEPARTMENT OF STATE

State of North Dakota

CERTIFICATE OF AMENDMENT

OF

DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION

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

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

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

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 13th day of March A.D., 19 78

Great Seal

/s/ BEN MEIER

Secretary of State.

File No. 6821 D

DUPLICATE

By _____, Deputy.

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

File No. 10821- *Mutual Aid*

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

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

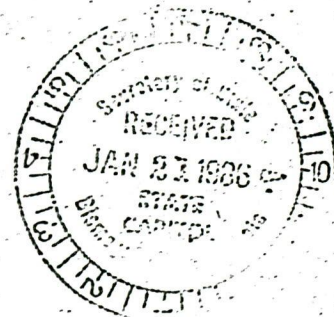
ARTICLE 1. The name of the corporation is DICKEY RURAL TELEPHONE MUTUAL AID
CORPORATION

ARTICLE 2. An amendment to the Articles of Incorporation was adopted on October 19, 19 82
in one of the following manners: (Please check one.)

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

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

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



(Complete Other Side)

ARTICLE 4. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

not applicable

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

Dated: 11-27, 19 85 By Oscar Rau
Oscar Rau, President
Norman Cross
Norman Cross, Secretary

Office Use Only

Filed

Jan 28, 19 86

Ben Miller
Secretary of State

By

[Signature]

Receipt No.

40383-E



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 17 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

Alvin A. Jaeger
SECRETARY OF STATE

DATED: 5/29/96
BY: LS

JICKEY RURAL TELEPHONE CO.
RECEIVED
MAR 26 1990
ELLENDALE

ORDINANCE NO. 27

COPY

AN ORDINANCE GRANTING A FRANCHISE TO "DICKEY RURAL TELEPHONE COOPERATIVE" TO CONSTRUCT, ACQUIRE, OPERATE, AND MAINTAIN A TELEPHONE SYSTEM IN THE CITY OF VENTURIA, NORTH DAKOTA, AND TO FURNISH TELEPHONE SERVICE TO THE CITY AND THE INHABITANTS THEREOF AND TO USE THE STREETS, ROADS, ALLEYS, AND OTHER PUBLIC PLACES WITHIN SAID CITY.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF Venturia, COUNTY OF McIntosh, STATE OF NORTH DAKOTA, AT ITS [REGULAR] [SPECIAL] MEETING ON THE 5th DAY OF March, 1990.

That the DICKEY RURAL TELEPHONE COOPERATIVE (hereinafter called the "Cooperative"), a cooperative organized and existing under the laws of the State of North Dakota, its successors and assigns, is hereby granted a franchise.

(a) To construct or acquire, either or both, and, thereafter, to operate and maintain telephone facilities consisting of, without limitation, exchange, toll, and truck lines, conduits, cables, poles, wires, voice radio circuits, exchanges, switches, boards, and all fixtures and appurtenances necessary or desirable for the proper construction, operation, and maintenance of said system within the limits of the City of Venturia, State of North Dakota, for the purpose of supplying telephone service for public and private use therein and for the transmission of telephone service through and beyond the City;

(b) To furnish telephone service for public and private use within the City and to transmit telephone service through and beyond the City;

(c) To construct, reconstruct, maintain, and operate the telephone system and lines with all necessary appurtenances, including, without limitation, exchanges, switches, poles, wires, anchors, anchor rods, conduits, cables, and all fixtures and appurtenances necessary or advisable for the operation of the telephone system on, over, along, upon, in, under, or across the public streets, roads, alleys, or other public thoroughfares or places of the City;

(d) To make all necessary excavations in the public streets, roads, alleys, or other public thoroughfares, and to cut and trim all trees or shrubbery insofar as may be necessary to keep them clear of the poles, line, and appurtenances of the telephone system.

This franchise is granted on the following terms and conditions:

First: The telephone system shall be constructed, operated, and maintained in a proper workmanlike manner so as to afford all reasonable safeguards to the public.

Second: All poles, wires, anchors, anchor rods, and other appurtenances, which are located on, over, along, under, or across the public streets, roads, alleys, or other public thoroughfares of the City shall be so placed as not to interfere with traffic on the travelled portions of such thoroughfares; and the Cooperative, after the construction or reconstruction of the telephone lines, will restore to their original condition the streets, roads, alleys, or other public thoroughfares on which such lines have been constructed insofar as this is practicable.


Third: The service rendered by the Cooperative shall be continuous except that the Cooperative shall not be held accountable for a failure of service which is caused by floods,

COPY

Acts of God, strikes, weather, or other causes beyond the control of the Cooperative.


Fourth: The Cooperative will comply with all reasonable rules and regulations of the City and with all ordinances now in effect or which may hereafter be passed insofar as they do not conflict with the terms or the purposes of the franchise herein granted.

The franchise granted by this Ordinance shall be for a period of twenty (20) years and this Ordinance shall take effect and be in full force from and after its passage and approval as provided by law.


Dennis Houpt
Mayor of the City of Ventura

(seal)

ATTEST:


August Dockter
City Auditor

First Reading March 5th 1990
Second Reading March 12th 1990
Final Passage March 10th 1990

COPY

AN ORDINANCE GRANTING A FRANCHISE TO "DICKEY RURAL TELEPHONE COOPERATIVE" TO CONSTRUCT, ACQUIRE, OPERATE, AND MAINTAIN A TELEPHONE SYSTEM IN THE CITY OF Fullerton, NORTH DAKOTA, AND TO FURNISH TELEPHONE SERVICE TO THE CITY AND THE INHABITANTS THEREOF AND TO USE THE STREETS, ROADS, ALLEYS, AND OTHER PUBLIC PLACES WITHIN SAID CITY.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF Fullerton, COUNTY OF Dickey, STATE OF NORTH DAKOTA, AT ITS [REGULAR] [SPECIAL] MEETING ON THE 2 DAY OF April, 1990.

That the DICKEY RURAL TELEPHONE COOPERATIVE (hereinafter called the "Cooperative"), a cooperative organized and existing under the laws of the State of North Dakota, its successors and assigns, is hereby granted a franchise.

(a) To construct or acquire, either or both, and, thereafter, to operate and maintain telephone facilities consisting of, without limitation, exchange, toll, and truck lines, conduits, cables, poles, wires, voice radio circuits, exchanges, switches, boards, and all fixtures and appurtenances necessary or desirable for the proper construction, operation, and maintenance of said system within the limits of the City of Fullerton, State of North Dakota, for the purpose of supplying telephone service for public and private use therein and for the transmission of telephone service through and beyond the City;

(b) To furnish telephone service for public and private use within the City and to transmit telephone service through and beyond the City;

(c) To construct, reconstruct, maintain, and operate the telephone system and lines with all necessary appurtenances, including, without limitation, exchanges, switches, poles, wires, anchors, anchor rods, conduits, cables, and all fixtures and appurtenances necessary or advisable for the operation of the telephone system on, over, along, upon, in, under, or across the public streets, roads, alleys, or other public thoroughfares or places of the City;

(d) To make all necessary excavations in the public streets, roads, alleys, or other public thoroughfares, and to cut and trim all trees or shrubbery insofar as may be necessary to keep them clear of the poles, line, and appurtenances of the telephone system.

This franchise is granted on the following terms and conditions:

First: The telephone system shall be constructed, operated, and maintained in a proper workmanlike manner so as to afford all reasonable safeguards to the public.

Second: All poles, wires, anchors, anchor rods, and other appurtenances, which are located on, over, along, under, or across the public streets, roads, alleys, or other public thoroughfares of the City shall be so placed as not to interfere with traffic on the travelled portions of such thoroughfares; and the Cooperative, after the construction or reconstruction of the telephone lines, will restore to their original condition the streets, roads, alleys, or other public thoroughfares on which such lines have been constructed insofar as this is practicable.

Third: The service rendered by the Cooperative shall be continuous except that the Cooperative shall not be held accountable for a failure of service which is caused by floods,

COPY

Acts of God, strikes, weather, or other causes beyond the control of the Cooperative.

Fourth: The Cooperative will comply with all reasonable rules and regulations of the City and with all ordinances now in effect or which may hereafter be passed insofar as they do not conflict with the terms or the purposes of the franchise herein granted.

The franchise granted by this Ordinance shall be for a period of twenty (20) years and this Ordinance shall take effect and be in full force from and after its passage and approval as provided by law.

Dean B. Simek
Dean Simek
Mayor of the City of Fullerton

(seal)

ATTEST:

Ruth Wilke
Ruth Wilke
City Auditor

First Reading March 5, 1990
Second Reading April 2, 1990
Final Passage April 2, 1990

AN ORDINANCE GRANTING A FRANCHISE TO "DICKEY RURAL TELEPHONE COOPERATIVE" TO CONSTRUCT, ACQUIRE, OPERATE, AND MAINTAIN A TELEPHONE SYSTEM IN THE CITY OF Marion, NORTH DAKOTA, AND TO FURNISH TELEPHONE SERVICE TO THE CITY AND THE INHABITANTS THEREOF AND TO USE THE STREETS, ROADS, ALLEYS, AND OTHER PUBLIC PLACES WITHIN SAID CITY.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF Marion, COUNTY OF LaMoure, STATE OF NORTH DAKOTA, AT ITS [REGULAR] [SPECIAL] MEETING ON THE 2 DAY OF April, 1990.

That the DICKEY RURAL TELEPHONE COOPERATIVE (hereinafter called the "Cooperative"), a cooperative organized and existing under the laws of the State of North Dakota, its successors and assigns, is hereby granted a franchise.

(a) To construct or acquire, either or both, and, thereafter, to operate and maintain telephone facilities consisting of, without limitation, exchange, toll, and truck lines, conduits, cables, poles, wires, voice radio circuits, exchanges, switches, boards, and all fixtures and appurtenances necessary or desirable for the proper construction, operation, and maintenance of said system within the limits of the City of Marion, State of North Dakota, for the purpose of supplying telephone service for public and private use therein and for the transmission of telephone service through and beyond the City;

(b) To furnish telephone service for public and private use within the City and to transmit telephone service through and beyond the City;

(c) To construct, reconstruct, maintain, and operate the telephone system and lines with all necessary appurtenances, including, without limitation, exchanges, switches, poles, wires, anchors, anchor rods, conduits, cables, and all fixtures and appurtenances necessary or advisable for the operation of the telephone system on, over, along, upon, in, under, or across the public streets, roads, alleys, or other public thoroughfares or places of the City;

(d) To make all necessary excavations in the public streets, roads, alleys, or other public thoroughfares, and to cut and trim all trees or shrubbery insofar as may be necessary to keep them clear of the poles, line, and appurtenances of the telephone system.

This franchise is granted on the following terms and conditions:

First: The telephone system shall be constructed, operated, and maintained in a proper workmanlike manner so as to afford all reasonable safeguards to the public.

Second: All poles, wires, anchors, anchor rods, and other appurtenances, which are located on, over, along, under, or across the public streets, roads, alleys, or other public thoroughfares of the City shall be so placed as not to interfere with traffic on the travelled portions of such thoroughfares; and the Cooperative, after the construction or reconstruction of the telephone lines, will restore to their original condition the streets, roads, alleys, or other public thoroughfares on which such lines have been constructed insofar as this is practicable.

Third: The service rendered by the Cooperative shall be continuous except that the Cooperative shall not be held accountable for a failure of service which is caused by floods,

11/11/90

Acts of God, strikes, weather, or other causes beyond the control of the Cooperative.

Fourth: The Cooperative will comply with all reasonable rules and regulations of the City and with all ordinances now in effect or which may hereafter be passed insofar as they do not conflict with the terms or the purposes of the franchise herein granted.

The franchise granted by this Ordinance shall be for a period of twenty (20) years and this Ordinance shall take effect and be in full force from and after its passage and approval as provided by law.

D. J. Larbaun
~~Chad Tommen~~
Mayor of the City of Marion

(seal)

ATTEST:

K. E. Baeth
K.E. Baeth
City Auditor

First Reading March 9-1990
Second Reading April 2-1990
Final Passage April 2-1990

AN ORDINANCE GRANTING A FRANCHISE TO "DICKEY RURAL TELEPHONE COOPERATIVE" TO CONSTRUCT, ACQUIRE, OPERATE, AND MAINTAIN A TELEPHONE SYSTEM IN THE CITY OF Fredonia, NORTH DAKOTA, AND TO FURNISH TELEPHONE SERVICE TO THE CITY AND THE INHABITANTS THEREOF AND TO USE THE STREETS, ROADS, ALLEYS, AND OTHER PUBLIC PLACES WITHIN SAID CITY.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF Fredonia, COUNTY OF Logan, STATE OF NORTH DAKOTA, AT ITS [REGULAR] [SPECIAL] MEETING ON THE 6 DAY OF March, 1990.

That the DICKEY RURAL TELEPHONE COOPERATIVE (hereinafter called the "Cooperative"), a cooperative organized and existing under the laws of the State of North Dakota, its successors and assigns, is hereby granted a franchise.

(a) To construct or acquire, either or both, and, thereafter, to operate and maintain telephone facilities consisting of, without limitation, exchange, toll, and truck lines, conduits, cables, poles, wires, voice radio circuits, exchanges, switches, boards, and all fixtures and appurtenances necessary or desirable for the proper construction, operation, and maintenance of said system within the limits of the City of Fredonia, State of North Dakota, for the purpose of supplying telephone service for public and private use therein and for the transmission of telephone service through and beyond the City;

(b) To furnish telephone service for public and private use within the City and to transmit telephone service through and beyond the City;

(c) To construct, reconstruct, maintain, and operate the telephone system and lines with all necessary appurtenances, including, without limitation, exchanges, switches, poles, wires, anchors, anchor rods, conduits, cables, and all fixtures and appurtenances necessary or advisable for the operation of the telephone system on, over, along, upon, in, under, or across the public streets, roads, alleys, or other public thoroughfares or places of the City;

(d) To make all necessary excavations in the public streets, roads, alleys, or other public thoroughfares, and to cut and trim all trees or shrubbery insofar as may be necessary to keep them clear of the poles, line, and appurtenances of the telephone system.

This franchise is granted on the following terms and conditions:

First: The telephone system shall be constructed, operated, and maintained in a proper workmanlike manner so as to afford all reasonable safeguards to the public.

Second: All poles, wires, anchors, anchor rods, and other appurtenances, which are located on, over, along, under, or across the public streets, roads, alleys, or other public thoroughfares of the City shall be so placed as not to interfere with traffic on the travelled portions of such thoroughfares; and the Cooperative, after the construction or reconstruction of the telephone lines, will restore to their original condition the streets, roads, alleys, or other public thoroughfares on which such lines have been constructed insofar as this is practicable.

Third: The service rendered by the Cooperative shall be continuous except that the Cooperative shall not be held accountable for a failure of service which is caused by floods,

Acts of God, strikes, weather, or other causes beyond the control of the Cooperative.

Fourth: The Cooperative will comply with all reasonable rules and regulations of the City and with all ordinances now in effect or which may hereafter be passed insofar as they do not conflict with the terms or the purposes of the franchise herein granted.

The franchise granted by this Ordinance shall be for a period of twenty (20) years and this Ordinance shall take effect and be in full force from and after its passage and approval as provided by law.

Roland P. Janke
Roland Janke
Mayor of the City of Fredonia

(seal)

ATTEST:

Patty W. Weispfenning
Patty Weispfenning
City Auditor

First Reading Feb 17- 1990
Second Reading March 6 1990
Final Passage March 6 1990

AN ORDINANCE GRANTING A FRANCHISE TO "DICKEY RURAL TELEPHONE COOPERATIVE" TO CONSTRUCT, ACQUIRE, OPERATE, AND MAINTAIN A TELEPHONE SYSTEM IN THE CITY OF LUDDEN, NORTH DAKOTA, AND TO FURNISH TELEPHONE SERVICE TO THE CITY AND THE INHABITANTS THEREOF AND TO USE THE STREETS, ROADS, ALLEYS, AND OTHER PUBLIC PLACES WITHIN SAID CITY.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF LUDDEN, COUNTY OF DICKEY, STATE OF NORTH DAKOTA, AT ITS [REGULAR] [SPECIAL] MEETING ON THE 14 DAY OF March, 1990.

That the DICKEY RURAL TELEPHONE COOPERATIVE (hereinafter called the "Cooperative"), a cooperative organized and existing under the laws of the State of North Dakota, its successors and assigns, is hereby granted a franchise.

(a) To construct or acquire, either or both, and, thereafter, to operate and maintain telephone facilities consisting of, without limitation, exchange, toll, and truck lines, conduits, cables, poles, wires, voice radio circuits, exchanges, switches, boards, and all fixtures and appurtenances necessary or desirable for the proper construction, operation, and maintenance of said system within the limits of the City of Ludden, State of North Dakota, for the purpose of supplying telephone service for public and private use therein and for the transmission of telephone service through and beyond the City;

(b) To furnish telephone service for public and private use within the City and to transmit telephone service through and beyond the City;

(c) To construct, reconstruct, maintain, and operate the telephone system and lines with all necessary appurtenances, including, without limitation, exchanges, switches, poles, wires, anchors, anchor rods, conduits, cables, and all fixtures and appurtenances necessary or advisable for the operation of the telephone system on, over, along, upon, in, under, or across the public streets, roads, alleys, or other public thoroughfares or places of the City;

(d) To make all necessary excavations in the public streets, roads, alleys, or other public thoroughfares, and to cut and trim all trees or shrubbery insofar as may be necessary to keep them clear of the poles, line, and appurtenances of the telephone system.

This franchise is granted on the following terms and conditions:

First: The telephone system shall be constructed, operated, and maintained in a proper workmanlike manner so as to afford all reasonable safeguards to the public.

Second: All poles, wires, anchors, anchor rods, and other appurtenances, which are located on, over, along, under, or across the public streets, roads, alleys, or other public thoroughfares of the City shall be so placed as not to interfere with traffic on the travelled portions of such thoroughfares; and the Cooperative, after the construction or reconstruction of the telephone lines, will restore to their original condition the streets, roads, alleys, or other public thoroughfares on which such lines have been constructed insofar as this is practicable.

Third: The service rendered by the Cooperative shall be continuous except that the Cooperative shall not be held accountable for a failure of service which is caused by floods,

Acts of God, strikes, weather, or other causes beyond the control of the Cooperative.

Fourth: The Cooperative will comply with all reasonable rules and regulations of the City and with all ordinances now in effect or which may hereafter be passed insofar as they do not conflict with the terms or the purposes of the franchise herein granted.

The franchise granted by this Ordinance shall be for a period of twenty (20) years and this Ordinance shall take effect and be in full force from and after its passage and approval as provided by law.

Charles German
Charles German
Mayor of the City of Ludden

(seal)

ATTEST:
Vernon W Doty, Sr.
Vernon Doty, Sr.
City Auditor

First Reading 3-2-'90
Second Reading 3-12-'90
Final Passage 3-14-'90

ARTICLES OF INCORPORATION

of

DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION

To Thomas Hall, Secretary of State.

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

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

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

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

4. The line is intended to be built from Ellendale to Forman, and Lisbon, LaMoure, Napoleon, Ashley, being the County Seats of their respective Counties, and to Leola, the County Seat of McPherson County, South Dakota, and Frederick in Brown County, South Dakota, and the branches contemplated are the various towns in each of the respective Counties, and Brown and McPherson Counties. The counties through which it is intended to be run are Dickey, LaMoure, McIntosh, Logan, Sargent and Ransom, all in the State of North Dakota, and Brown and McPherson in the State of South Dakota. The estimated length of the line is five thousand (5000) miles and the estimated cost is Two Million Dollars (\$2,000,000.00)

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

2

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

6. The Corporation is authorized to borrow money in an amount not to exceed Two Million Dollars (\$2,000,000.00).

7. The term of existence of this Corporation shall be perpetual.

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

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

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

B. L. Nelson (SEAL)
John A. Viken (SEAL)
Stanley Johnson (SEAL)
C. W. Holmes (SEAL)
Albert E. Hauck (SEAL)

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STATE OF NORTH DAKOTA)
COUNTY OF DICKEY)

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



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

My commission expires
August 4th, 1955.

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Certificate No. 13, 765

Articles of Incorporation
of
Dickey Rural Telephone
Mutual Aid Corporation
Ellendale, N. Dak.

ARTICLES
OF
INCORPORATION
DICKY RURAL TELEPHONE
MUTUAL AID CORPORATION

STATE OF NORTH DAKOTA
Department of State

Filed for record and certificate issued
the 10th day of November

19 50 and
recorded in Volume One

of Miscellaneous Record
(Mutual Aid Corporation)
page 408

Thomas Hare
SECRETARY OF STATE

By _____
DEPUTY

Fee \$5.00

DUPLICATE

No. 13765

PRIVATE CORPORATIONS



DEPARTMENT OF STATE

State of North Dakota

To All to Whom these Presents shall Come.

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

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

Now, therefore, I, THOMAS HALL, Secretary of State of the State of North Dakota, by virtue and authority of law, do hereby certify that said parties, their associates and successors, have become a body politic and corporate, under the Corporate name of

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

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

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

SEAL

THOMAS HALL

SECRETARY OF STATE

By _____ DEPUTY

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

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

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

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

Motion carried.

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

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

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

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

13 A roll call vote was taken and:

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

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

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

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

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

30 C.W. Holmes
31 Director

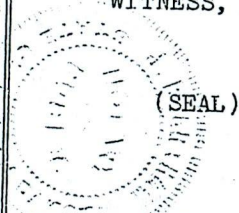
32 B.L. Nelson
33 Director

34 Raymond Burkle
35 Director

1 STATE OF NORTH DAKOTA)
2 COUNTY OF DICKEY)SS

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

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



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

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My commission expires:
April 28th, 1957.

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

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

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

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

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

Motion carried.

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

That the following motion adopting the amendment of the Articles

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

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

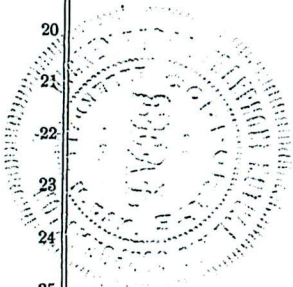
11 "6. The Corporation is authorized to borrow
12 money in an amount not to exceed Ten
13 Million and no/100 (\$10,000,000.00) Dollars."

14 A roll call vote was taken and:

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

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

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



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

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

31 Albert E. Hauck
32 Director.

33 Stanley H. Johnson
34 Director

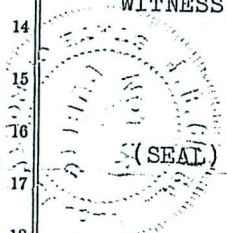
35 Fred G. Klipfel
36 Director.

37 Raymond Burkle
38 Director

1 STATE OF NORTH DAKOTA)
2 COUNTY OF DICKEY)SS

3
4 ON this 25th day of November, in the year A.D. One Thousand
5 Nine Hundred and Fifty-three (1953) before me, J.B. Graham, a Notary
6 Public in and for Dickey County, North Dakota, personally appeared:
7 G.B. Coleman, Director and President of the Board of Directors;
8 Walter E. Scott, Director and Secretary of the Board of Directors;
9 Albert E. Hauck, Director; Stanley H. Johnson, Director; Fred G.
10 Klipfel, Director; Raymond Burkle, Director; and C.W. Holmes,
11 Director; known to me to be the persons whose names are subscribed
12 to the foregoing instrument and they severally, duly acknowledged
13 to me that they executed the same.

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



15
16
17 J. B. Graham
18 Notary Public, Dickey County, North Dakota.

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20 My commission expires:
21 April 28th, 1957.

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CERTIFICATE OF AMENDMENT

DUPLICATE

№ 117

FEE \$ 6.00

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

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

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

INCREASING AUTHORIZATION TO BORROW FROM
\$5,000,000.00 TO \$14,000,000.00

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

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

SEAL

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

day of DECEMBER, 1953

By CHARLES LISSMAN
DEPUTY.

THOMAS HALL
Secretary of State.

13
ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION

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

ARTICLE I

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

ARTICLE II

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

ARTICLE VI

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

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

ARTICLE III

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

ARTICLE IV

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

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

DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION

By Oscar Rau
Oscar Rau, its President

and Norman Cross
Norman Cross, its Secretary

14

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

Oscar Rau

Subscribed and sworn to before me this 9th day of ~~January~~^{March}, 1978.

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

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

.....
DEPUTY

Fee \$20.00

15
Certificate No. 5538



CERTIFICATE OF AMENDMENT

OF

DICKEY RURAL TELEPHONE MUTUAL AID CORPORATION

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

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

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

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 13th day of March A.D., 19 78.

Great Seal

/s/ BEN MEIER

Secretary of State.

File No. 6827 D

DUPLICATE

By _____, Deputy.

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

File No. 10821- *Mutual Aid*

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

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

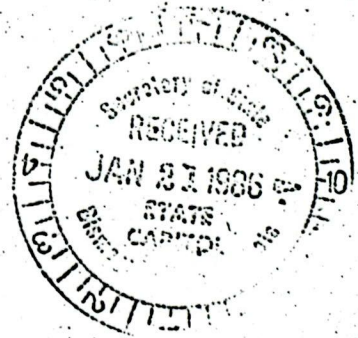
ARTICLE 1. The name of the corporation is DICKEY RURAL TELEPHONE MUTUAL AID
CORPORATION

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

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

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

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



ARTICLE 4. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

not applicable

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

Dated: 11-27, 19 85

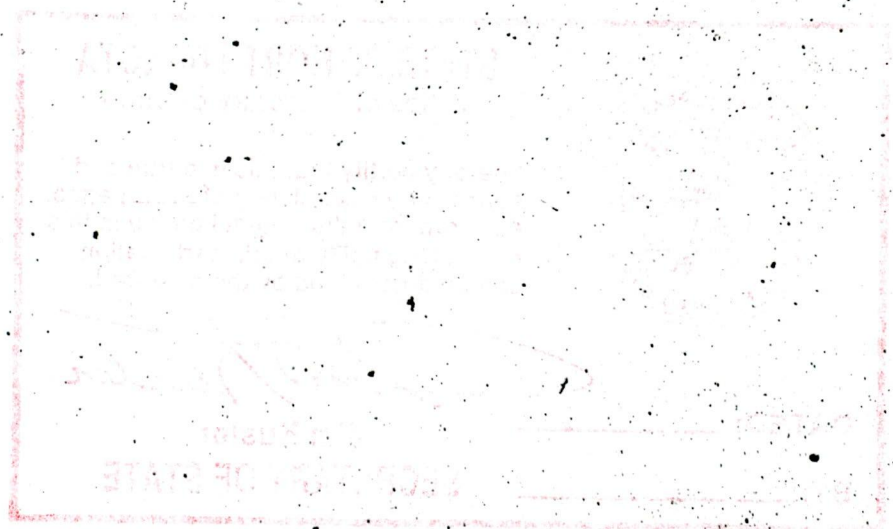
By Oscar Rau
Oscar Rau, President
Norman Cross
Norman Cross, Secretary

Office Use Only

Filed Jan 28, 19 86

Paul Miller By Jim
Secretary of State

(Receipt No. 40383-E)





STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 18 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 3-27-90

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

Jim Kusler

BY: Darcy Schlosser SECRETARY OF STATE