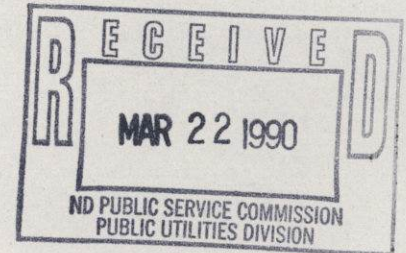




March 22, 1990

Public Service Commission of North Dakota
Patrick J. Fahn, Chief Engineer
Public Utilities Division
State Capitol
Bismarck, North Dakota 58505



Dear Mr. Fahn:

I have enclosed a copy of our Articles of Incorporation and our certificates of Public Convenience and Necessity as you have requested.

Please call if you need anything else.

Thank you.

Sincerely,

James T. Olson
General Manager

JTO/cg

enclosures

SEARCH OF RECORDS REPORT

April 27, 1990

HALSTAD TELEPHONE COMPANY
PO BOX 55
HALSTAD, MN 58062

The following is the base data on file in the Office of the
Secretary of State on HALSTAD TELEPHONE COMPANY

Entity Type: FOREIGN BUSINESS CORPORATION

State of Organization: MN

Current Status: Active

Status Date: 04/20/56

Last Annual Report Filed: 08/22/89

Last Annual Report Year: 89

Registered Agent: HAROLD HAGE

Address: BOX 176
HALSTAD, MN
56548

Class:

Number of Shares:

Par:

For Reference: Jan Burgad
Clerk

(701) 224-4289
Phone

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 386

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 system at~~ certain areas in Traill County, _____ North Dakota,
by _____ Halstad Telephone Company, Halstad, Minnesota. This certificate is issued in accordance with the report and
order of this Commission, dated February 25, 1957 in Case No. 5504 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Halstad Telephone Company
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 25th

day of February 1957

ATTEST:

Edmer Olson

Secretary

PUBLIC SERVICE COMMISSION:

By Martin Vaala

Commissioner

 CORBETT BROS., MINOT, N. D.

EXECUTED IN DUPLICATE

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

Generated July 1, 1994

at 3:11 PM

CURRENT FIRSTEL, INC.
BRANDON SD 57005

TYPE OF CHANGE	DATE	TIME	OLD	ACTIVE
STATUS	940517	133321		
			NEW	NOT GOOD STANDINGS

CURRENT HALSTAD TELEPHONE COMPANY
HALSTAD MN 56548

TYPE OF CHANGE	DATE	TIME	OLD	ACTIVE
STATUS	940517	133050		
			NEW	NOT GOOD STANDINGS

CURRENT ID DELETED ON 02/01/94 BY SCLIND

TYPE OF CHANGE	DATE	TIME	OLD	ACTIVE
CHANGE OF NAME	940115	120833	ID DELETED ON 09/21/93 BY SCLIND	
			ID DELETED ON 02/01/94 BY SCLIND	

CURRENT INMATE PHONE SYSTEMS CORPORATION
LOS ANGELES CA 90025

TYPE OF CHANGE	DATE	TIME	OLD	ACTIVE
STATUS	940517	111040		
			NEW	NOT GOOD STANDINGS

FEE \$5.00

(Applicable to both Domestic and Foreign Corporations)

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH
OF

HALSTAD TELEPHONE COMPANY

To the Secretary of State

of the State of North Dakota:

Pursuant to the provisions of Sections 10-1910 or 10-2209 of the North Dakota Business Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

First: The name of the corporation is Halstad Telephone Company

Second: The address of its present registered office is Cummings, No. Dak.

Third: The address to which its registered office is to be changed is Halstad, Minn 56548
(Mailing address for Mr. Hage who is a North Dakota resident)

Fourth: The name of its present registered agent is Alvin Foss

Fifth: The name of successor registered agent is Harold Hage

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

Seventh: Such change was authorized by resolution duly adopted by its board of directors.

Dated Feb. 9, 1976

Halstad Telephone Company

(Exact Corporate Name)

By Ordean Estenson Pres.
(Signature of President or Vice-President)

L. H. Brakel Jr., being first duly sworn says that he is the
Secretary - Treasurer and that he has read the foregoing application and
knows the contents thereof, and verily believes the statements made therein to be true.

By L. H. Brakel Jr. Sec-Treas
(Signature of Executing Officer)

Subscribed and sworn to before me this 9th day of February 1976

Clinton Hanson

Notary Public



CLINTON HANSON
NOTARY PUBLIC - MINNESOTA
NORMAN COUNTY
My Commission Expires JULY 17, 1981

State of

My Commission Expires 19

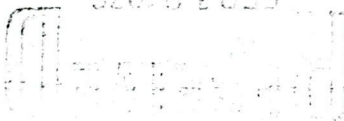
NOTARIAL SEAL

Filing Date 2-13-76

Ben Meier
Secretary of State

Deputy

RECEIVED
FEB 13 1976



STATE OF NORTH DAKOTA
Office of Secretary of State

RECEIVED
FEB 13 1976

SECRETARY OF STATE

DATE: _____

BY: _____



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 4 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 4-12-90

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

Jim Kusler

BY: Darcy Schlosser SECRETARY OF STATE

**APPLICATION OF FOREIGN CORPORATION FOR A
CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS
IN NORTH DAKOTA**

TO THE SECRETARY OF STATE,
State of North Dakota, Bismarck, N. Dak.

Halstad Telephone Company, a corporation incorporated and existing under the laws of the State of Minnesota, in compliance with the provisions of Chapter 10-17, North Dakota Revised Code of 1943, governing Foreign Corporations, does hereby certify and set forth with respect to said corporation:

(1) Its name is Halstad Telephone Company and the state or country of organization is Minnesota.

(2) It agrees to add _____ to its name for use in the State of North Dakota so that the name of this corporation which it will use in the State of North Dakota is _____.

(3) The date of its incorporation was 1 February, 1904, and the period of its duration is February 1, 1984. (See instructions below.)
and renewed in Feb. 1, 1934 for 50 years

(4) The address of its principal office in the state or country of organization is Halstad, Minnesota. (See instructions below.)

(5) The address of its proposed registered office in the State of North Dakota is Harold E. Forseth
Halstad, Minnesota Twp. 145N, Range 49W RD #2
(lives on farm located NE 1/4, NE 1/4, Section 23) (See instruction below); and the name of its

proposed resident agent in the State of North Dakota is Harold E. Forseth whose address is identical with that of its proposed registered office above set forth.

(6) It irrevocably consents to service of process upon it as set forth in section 10-1733 of the North Dakota Revised Code of 1943 or any amendment thereto.

(7) The names and respective addresses of its officers and directors are as follows:

NAME	ADDRESS	OFFICE
	(See instructions below)	
<u>Thomas Letnes</u>	<u>Neillsville, Minnesota</u>	<u>President (Director)</u>
<u>A. M. Hastad</u>	<u>Halstad, Minnesota</u>	<u>Vice-President (Director)</u>
<u>George Henderson</u>	<u>Halstad, Minnesota</u>	<u>Secretary (Director)</u>
<u>Ole Malme</u>	<u>Shelly, Minnesota</u>	<u>Treasurer (Director)</u>
<u>G. A. Thalacker</u>	<u>Halstad, Minnesota</u>	<u>Director</u>

(8) Its authorized aggregate number of shares having par value is 3000
of the par value of \$ 5.00 per share and its authorized aggregate number of shares
without par value is none, which authorized shares are itemized
by classes and series as follows:

(9) The issued or allotted aggregate number of its par value shares is 833
of the par value of \$ 5.00 per share and the issued or allotted aggregate number of
its shares without par value is none, which shares are itemized by classes
and series as follows:

From 1905 to 1946 the company issued shares of stock with a par value of \$25.00.
In 1946 the company ceased to issue these shares and started issuing shares of
stock with a par value of \$5.00.
The holders of the \$25.00 shares were instructed to turn in their shares for
refund and cancellation, and requested to purchase a \$5.00 share of stock.
At present there are 73 \$25.00 shares outstanding.

(10) The officers executing this application for a certificate of authority to transact business in
the State of North Dakota have been duly authorized so to do by its Board of Directors.

IN WITNESS WHEREOF, Said corporation has caused this application to be executed by its
----- President and its ----- Secretary and its corporate seal to be hereunto affixed this
13th day of April, A. D. 19 56.

AFFIX ----- Halstad Telephone Company -----
CORPORATE ----- [Signature] ----- President.
SEAL ----- [Signature] ----- Secretary.

said instrument was executed in behalf of said corporation by authority of its Board of Directors; that they have read the foregoing application subscribed by them and know the contents thereof, and that the same is true of their own knowledge; and said Thomas A. Letnes and George Henderson acknowledge said instrument to be the free act and deed of said corporation.

Olav E. Vaule
Olav E. Vaule
Notary Public, Norman County,
State of Minnesota
My Commission expires 28 April 1962

AFFIX
NOTARIAL
SEAL

INSTRUCTIONS

Item (2)—If the name of the corporation ends with the word "Corporation" or the word "Incorporated" or the abbreviation "Inc." or contains the word "Company" or the abbreviation "Co." not immediately preceded by the word "and" or the character "&," this item may be disregarded by the applicant corporation; otherwise, the first blank in Item (2) must be filled in with the word "Incorporated" or abbreviation "Inc." and the second blank must be filled in with the name of the applicant corporation with the added word or abbreviation which it agrees to use in the State of North Dakota.

Items (4), (5) and (7)—The addresses given must include the name of the post office, street and number, if any, or name of building and room or office number therein when customarily used as part of a mailing address.

Fees—Initial License Fee \$50.00.

For filing application \$5.00.

For issuing Certificate \$2.00.

~~For renittance with certificate of authority to the register of deeds of county registered office in North Dakota~~
\$1.00.—

FOR RECORD BY THE SECRETARY OF STATE OF THE STATE OF NORTH DAKOTA

All fees and charges paid on APRIL 20, 1956
Certificate issued and recorded No. 1816
Certificate transmitted with fee of \$1.00 to register of deeds,
County, on
ANNE FRANSEN Clerk.

FOREIGN CORPORATION
FILE NUMBER 1816

No 1816

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

BEN MEIER

I, ~~THOMAS WALL~~, Secretary of State of the State of North Dakota do hereby certify that

HALSTAD TELEPHONE COMPANY

whose corporate name in North Dakota is

THE SAME

a corporation of the State of MINNESOTA, incorporated on the

FIRST day of FEBRUARY 04 with 50 YEARS

(RENEWED FEB. 1, 1934 FOR 50 YEARS, WILL EXPIRE FEB. 1, 1984) existence therefrom, and which maintains a registered office in the State of North Dakota at

in the City of

HALSTAD

(NORMAN COUNTY, MINNESOTA), has

duly complied with the provisions of Chapter 10-17, North Dakota Revised Code of 1943, governing Foreign Corporations, and is authorized to do business herein with all the powers, rights, and privileges, and subject to the limitations, duties, and restrictions which by law appertain thereto.

In Testimony Whereof, I have hereunto set my hand

and affixed the Great Seal of the State, at the Capitol in the

City of Bismarck. this TWENTIETH day of

SEAL

Fee \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH
OF

Halstad Telephone Company

To the Secretary of State
of the State of North Dakota:

Pursuant to the provisions of Section 10 or 111 of the North Dakota Business Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

First: The name of the corporation is Halstad Telephone Company

Second: The address of its present registered office is RFD #2, Halstad, Minnesota

Third: The address to which its registered office is to be changed is Cummings, N. Dak.

Fourth: The name of its present registered agent is Harold E. Forseth

Fifth: The name of its successor registered agent is Alvin E. Foss - lives on farm located NW 1/4 of NE 1/2, Sec. 2 Twp 146 N, R 49W

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

Seventh: Such change was authorized by resolution duly adopted by its board of directors.

Dated 4-20 19 60

HALSTAD TELEPHONE COMPANY

(Exact Corporate Name)

By Thomas A. Letnes, President

Thomas A. Letnes

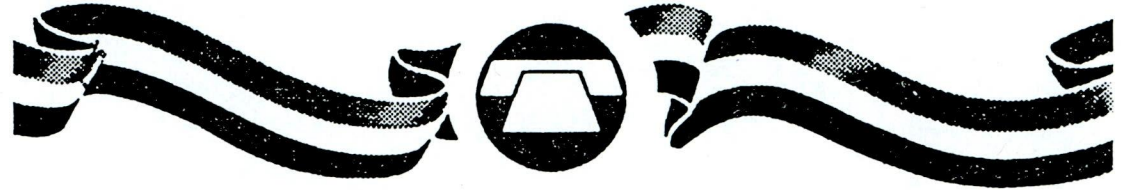
President

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

Thomas A. Letnes

Subscribed and sworn to before me this _____ day of _____, 1960.

ARTICLES
OF
INCORPORATION
AND
BYLAWS



HALSTAD, MINNESOTA
INCORPORATED JANUARY 11, 1904

ARTICLE I

Name

The name of the association shall be Halstad Telephone Company.

ARTICLE II

Purpose

The purpose of the association shall be to conduct communications business on the cooperative plan. The general nature of its business shall be to acquire, own, construct, hold, lease, contract for, encumber, mortgage, bond, purchase, sell, assign, maintain and operate communications lines, cable, facilities; and all equipment, appurtenances, rights, franchises, pledges and other forms of security necessary and convenient in carrying on the business of this association. It shall also have the power and authority to join with other cooperative associations, to purchase, acquire and hold stock therein and it shall also have power and authority, either for itself or its individual members and patrons to do and perform every act and thing necessary and proper to the conduct of its business or the accomplishment of the purposes set forth herein or permitted by the act under which this association is incorporated.

accept, indorse, guarantee, execute and issue
s of exchange, drafts, warrants, certificates
igations and negotiable and nonnegotiable
pose that furthers the objects for which this
nd to give a lien on any of its property as
manner permitted by law.

gent or representative of any patron or
tivities mentioned in Article II hereof.

hold and exercise all privileges of ownership
al property as may be necessary or convenient
ation of the business of the association, or

, use and develop any interest in patents,
hts connected with or incidental to the
ion.

th other similar associations in creating
national cooperative agencies, for any of the
association is formed and to become a member
gencies now or hereafter existing.

rcise, in addition to the foregoing, all
rights conferred on ordinary corporations and
sociations by the laws of the state and all
idental or conducive to carrying out the
is associations is formed, except those
xpress provisions of the act under which this
ted, and to do any such thing anywhere.

claimed.

ARTICLE IV

Place of Business

The association shall have its principal place of business in the village of Halstad, Norman County, Minnesota. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

ARTICLE V

Indebtedness

There shall be no limit on the amount of indebtedness or liability to which said association shall at any time be subject.

ARTICLE VI

Duration

The term for which this association shall exist is perpetual.

ARTICLE VII

Directors

The government of the association and the management of its affairs shall be vested in a board of seven (7) directors, which board shall be elected by ballot by and from the members at the annual meeting for such terms as the By Laws may prescribe.

The annual meeting of the members shall be held at such time as may be determined by the Board of Directors of the cooperative at the principal place of business in Halstad, Norman County, Minnesota, or at any other place permitted by statute.

ve been elected and have qualified.

Directors and officers of this association,
until the next annual meeting of the
eir successors have been elected and have

<u>DRESS</u>	<u>OFFICE</u>
mmings, rth Dakota	Director President
elsville, nnesota	Director V. President
lstad, nnesota	Director Secretary- Treasurer
lstad, nnesota	Director
imax, nnesota	Director
Grand Forks, nnesota	Director
sher, nnesota	Director

from the directors. The offices of the Secretary and Treasurer may be combined, and when so combined, the person filling such office shall be termed "Secretary - Treasurer."

ARTICLE IX

Membership

This association shall be without capital stock and shall admit applicants to membership in the association on such uniform conditions as may be prescribed by the Board of Directors of the association, or in its By Laws. This association shall be operated on a cooperative basis for the mutual benefit of its members. The voting rights of the membership of the association shall be equal, and no member shall have more than one vote.

ARTICLE X

Property Rights and Interest

The property rights and interests of each member in the association shall be unequal and shall be determined by the proportion that the patronage of each member shall bear to the total patronage of all the members with the association. In determining property rights and interests, all amounts allocated to each patron or evidenced by certificates of any kind shall be excluded, and, on dissolution, the equity interests of membership and patrons shall be determined as provided in the By Laws. New members admitted to membership shall be entitled to share in the property of the association in accordance with the foregoing rule.

ARTICLE XI

Patronage

In the furnishing of communication service, the cooperative's operations shall be so conducted that all patrons will through their patronage furnish capital for the cooperative. In order to induce patronage and to insure that the cooperative will operate on a non-profit basis, the cooperative is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of communication service in excess of operating costs and expenses properly chargeable against the furnishing of communication service.

is clearly reflected and credited in the capital account of each patron, and the a reasonable time after the close of the patron of the amount of capital so credited amounts credited to the capital account of same status as though they had been paid to suance of a legal obligation to do so and nished the cooperative corresponding amounts

olution or liquidation of the cooperative, ebtedness of the cooperative shall have been credits shall be retired without priority If, at any time prior to dissolution or all determine that the financial condition l not be impaired therby, the capital then unts may be returned in full or in part. f capital shall be made in order of priority in which the capital was furnished and irst received by the cooperative being first wever, may any such capital be retired d retirement, the capital of the cooperative (10) per cent of the total assets of the dited to the account of each patron shall be oks of the cooperative, pursuant to written signer and only to successors in interest or n all or a part of such patrons premises e unless the Board, acting under policies of l determine otherwise.

other provisions of these By Laws the Board retion, shall have the power at anytime upon who was a natural person if the legal estate shall request in writing that the uch patron be retired prior to the times ise be retired under the provisions of these credited to such patron immediately upon ons as the Board of Directors, acting under cation, and the legal representatives of shall agree upon; provided, however, that the e cooperative will not be impaired thereby. cooperative, by dealing with the cooperative, terms and provisions of the Articles of ; shall constitute and be a contract between ch patron, and both the cooperative and the a contract, as fully as though each patron l a separate instrument containing such terms visions of these Articles of Incorporation tention of each patron of the cooperative by place in the cooperative's office.

year.

ARTICLE XIII

Amendment

These Articles of Incorporation may be amended in the manner outlined in Minnesota Statutes Annotated, Chapter 308 for Cooperative Associations, the full text of the proposed amended Articles of Incorporation designating the time and place of the meeting at which such proposed amendment was to be considered and voted upon as the annual meeting of the association to be held in Halstad, Minnesota, on June 18, 1975, at 8:00 p.m.

A quorum of the stockholders and members were registered as being present at the annual meeting and the proposed amended Articles of Incorporation were adopted by a vote of _____ in favor and _____ against, thus, a majority of the votes cast approved the articles of amendment.

President

ry

)
) ss
)

June, 1975, before me, a notary public
county, personally appeared and
y know, who, being each by me duly sworn,
pectively the President and the Secretary of
the foregoing instrument, and that the seal
t is the corporate seal of said corporation,
was signed and sealed in behalf of said
ty of its Board of Directors and said
and
ument to be the free act and deed of said

ie:
ary Public, Norman County, MN
commission expires:

IVAL BY ATTORNEY GENERAL

ing amended Articles of Incorporation of
ny, a cooperative association, are hereby
day of June, 1975.

I SPANNAUS, ATTORNEY GENERAL
: STATE OF MINNESOTA

Deputy

ARTICLE I

MEMBERSHIP

Section 1. Requirements for Membership. Any person, firm, association, corporation or body politic or subdivision thereof will become a member of Halstad Telephone Company (hereinafter called the "Cooperative") upon receipt of telephone or other communication services from the Cooperative, provided that he or it has first:

- (a) made a written application for membership therein;
- (b) agreed to purchase services from the Cooperative in accordance with established tariffs and as hereinafter specified;
- (c) agreed to comply with and be bound by the Articles of Incorporation and By Laws of the Cooperative and any rules and regulations adopted by the Board of Directors (hereinafter called the "Board"); and
- (d) paid the membership fee hereinafter specified.

No member may hold more than one membership in the Cooperative, and no membership in the Cooperative shall be transferable, except as provided in these By Laws.

Section 2. Certificates of Membership. Membership in the Cooperative shall be evidenced by a membership certificate which shall be in such form and shall contain such provisions as shall be determined by the Board. Such certificates shall be signed by the President and by the Secretary of the Cooperative and the corporate seal shall be affixed thereto. In case a certificate is lost, destroyed, or mutilated, a new certificate may be issued therefor upon such uniform terms and indemnity to the Cooperative as the

Section 1 of this Article, may be accepted

The term "member" as used in these By Laws de a husband and wife holding a joint sions relating to the rights and liabilities equally with respect to the holders of a ut limiting the generality of the foregoing, fter specified actions by or in respect of mbership shall be as follows:

a meeting of either or both shall be presence of one member and shall constitute f notice of the meeting;

ither separately or both jointly shall oint vote;

ce signed by either or both shall constitute

shall constitute notice to both;

her shall terminate the joint membership;

her shall terminate the joint membership;

oth may be elected or appointed as an rd member, provided that both meet the or such office.

on of Membership.

be converted to a joint membership upon the holder thereof and the agreement by such spouse to comply with the Articles of and Rules and Regulations adopted by the embership certificate shall be surrendered, by the Cooperative in such manner as shall ership status.

of either spouse who is a party to the joint

membership status, provided, however, that the estate of the deceased shall not be released from any debts due the Cooperative.

Section 5. Membership Fees. There shall be no charge for membership.

Section 6. Purchase of Services.

(a) Each member shall pay a connection charge for each connection, extension or other available service as set forth in the tariffs as fixed by the Board and as filed with the Public Service Commission of the State of Minnesota.

(b) Each member shall, as soon as service is available, take service from the Cooperative and shall pay therefor monthly at rates in accordance with established tariffs as fixed by the board and as filed with the Public Service Commission of the State of Minnesota. It is expressly understood that amounts paid for services in excess of costs 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 also pay all amounts owed by him to the Cooperative as and when the same shall become due and payable.

Section 7. Transfer of and/or Termination of Membership.

(a) Membership in the Cooperative and the certificate representing the same shall be transferable only with the consent and approval of the Board except as hereinafter otherwise provided.

(b) 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 members of the board, expel any member who fails to comply with any of the provisions of the Articles of Incorporation, By Laws,

ten days after such notice was given.
be reinstated by vote of the Board or by vote
of a regular or special meeting. The membership of a
member who has been absent for a period of thirty (30) days after service is
permitted the installation of service, or of
to purchase service from the Cooperative, may
membership certificate forfeited and surrendered
and destroyed.

Withdrawal, death, cessation of existence or
the membership of such member shall thereupon
membership certificate of such member shall be
returned to the Cooperative. Termination of membership
shall release a member or his estate from any debts

incurred by such member if such membership is terminated shall thereafter
entitled to shares or benefits in the Cooperative, except
as otherwise provided by law.

ARTICLE II

SHARES AND LIABILITIES OF MEMBERS

Interest of Members. Upon

the termination of membership the liabilities of the Cooperative shall have been

settled through patronage shall have been
settled in these By Laws, and

the property and assets of the Cooperative shall
be divided among the members and former members in the
proportion of the aggregate patronage of each member

Section 2. Non-liability for Debts of the Cooperative.

the private property of the members shall be exempt from execution or other liability for the debts of the Cooperative and no member shall be liable or responsible for any debts or liabilities of the Cooperative.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held during the month of June of each year at the principal place of business in Halstad, Norman County, Minnesota, or any other place permitted by statute, at such time as shall be selected by the Board and which shall be designated in the notice of the meeting, for the purpose of electing Board members, passing upon reports for the previous fiscal 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 shall not work a forfeiture or dissolution of the Cooperative.

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 Board members, by the President, or upon a written petition signed by at least ten percentum of the members duly filed with the Secretary. It shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided.

vote or a majority of the members voting thereon in person except as otherwise provided by law, the Articles of Incorporation, or these By Laws.

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 meeting;

1. Report on the number of members present in person in order to determine the existence of a quorum.
2. 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.
3. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
4. Presentation and consideration of reports of officers, trustees, and committees.
5. Election of Board members.
6. Unfinished business.
7. New business.
8. Adjournment.

ARTICLE IV

BOARD MEMBERS

Section 1. General Powers. The business and affairs of the Cooperative shall be managed by a Board of seven members which shall exercise all of the powers of the Cooperative 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.

Sherry Exchange Area,
Nielsville Exchange Area,
Bygland Exchange Area,
Climax Exchange Area,
Fisher Exchange Area.

er shall hold office until his successor
ed and qualified provided however, that the
members shall hold office until their terms
their successors have qualified and on the
each individual Board member's term, his
be elected on an exchange area basis.

ations. No person shall be eligible to
member of the Cooperative who:

a bona fide resident of and presently
the area served or to be served by the

employed by or financially interested in a
enterprise or a business engaged in selling
or supplies, or constructing or maintaining
ties, other than a business operating on a
profit basis for the purpose of furthering

of the fact that a Board member is holding
of any of the foregoing provisions, the Board
member from office.

this section shall affect in any manner
of any action taken at any meeting of the

on. It shall be the duty of the Board to
thirty days nor more than sixty days before
the members at which Board members are to be
nominations consisting of not less than five
members who shall be selected from different

the principal office of the Cooperative at least twenty days before the meeting a list of nominations for Board members which shall include at least two candidates for each Board position to be filled by the election. The Secretary shall be responsible for mailing with the notice of the meeting, a statement of the number of Board members to be elected and the names and addresses of the candidates nominated by the committee on nominations. Any fifteen or more members acting together may make other nominations by petition and the Secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. Nominations made by petition, if any, received at least ten days before the meeting shall be included on the official ballot. Later nominations by petition shall be treated as nominations from the floor. At the meeting, 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 nomination has been made. No member may nominate more than one candidate.

Section 5. Removal of Board Member by Members. Any member may bring charges against a Board member and, by filing with the Secretary such charges in writing together with a petition signed by at least ten per centum of the members, may request the removal of such Board member by reason thereof. Such Board member shall be informed in writing of the charges at least ten days prior to the meeting of the members at which the charges are to be heard in person or by counsel and to present evidence in respect to the charges; and the person or persons bringing the charges against said Board member shall have the same opportunity. The question of the removal of such

Subject to the provisions of these By filling of vacancies caused by the removal of members, a vacancy occurring in the Board by the affirmative vote of a majority of the members or the unexpired portion of the term, in the event the vacancy is not filled by the members after the vacancy occurs, the members shall fill such vacancy at a meeting of the members and the foregoing provisions in respect to

ion. Board members shall not receive any compensation as such, except that members of the Board may be authorized to receive compensation for services rendered in connection with the business of the Cooperative, such as attendance at training programs or performing committee duties authorized by the Board. If authorized by the Board, members may also be reimbursed for expenses actually and necessarily incurred in carrying out such Cooperative business or in attending to the business of the Cooperative in lieu of some of these expenses. No Board member or any other person serving the Cooperative in any other capacity shall receive compensation or reimbursement from the Cooperative, unless the payment and reimbursement shall be specifically authorized by a vote of the Board members or his close relative as an emergency measure. For

adoption, and spouses of any of the foregoing.

ARTICLE V

MEETINGS OF BOARD

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 within one of the counties served by the Cooperative as designated by the Board. Such regular monthly meeting 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 Board members, 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 Board members calling the meeting shall fix the time and place for the holding of the meeting.

Section 3. Notice of Board Meetings. Written notice of the time, place, and purpose of any special meeting of the Board shall be delivered to each Board member 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 one of the Board members calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Board member at his address as it appears on the records of the Cooperative, with postage thereon prepaid, at least five days before the date set for the meeting.

absent Board members of the time and place
ing. The act of a majority of the Board
ing at which a quorum is present shall be
pt as otherwise provided by these By Laws.

ARTICLE VI

OFFICERS

The officers of the Cooperative shall be a
t, Secretary, Treasurer, and such other
ned by the Board from time to time. The
reasurer may be held by the same person.

and Term of Office. The officers shall be
lly by and from the Board at the meeting of
after the annual meeting of the members.
ers shall not be held at such meeting, such
soon thereafter as may be convenient. Each
ce until the first meeting of the Board
ing annual meeting of the members or until
e been elected and shall have qualified. A
l be filled by the Board for the unexpired

of Officers and Agents by the Board. Any
or appointed by the Board may be removed by
ts judgment the best interests of the
ed thereby. In addition, any member of the
ges against an officer, and by filing with

shall be informed in writing of the charges at least ten 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 may 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 Cooperative and, unless otherwise determined by the members or the Board, shall preside at all meetings of the members and the Board;
- (b) sign, with the Secretary, certificates of membership, the issuance of which shall have been authorized by these By Laws, and may 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 any execution thereof shall be expressly delegated by the Board or by these By Laws to some other officer or agent of the Cooperative, or shall be required by law to be otherwise signed or executed; and c.skip 1
- (c) in general perform all duties incident to the office of President and such other 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. The Secretary shall be responsible for:

- (a) keeping the minutes of the meetings of the members and of the Board in books provided for that purpose;

the Cooperative under its seal is duly
in accordance with the provisions of these By

of the names and post office addresses of

President, certificates of membership, the
all have been authorized by these By Laws;

at all times a complete copy of the Articles
and By Laws of the Cooperative containing
hereto (which copy shall always be open to
of any member) and at the expense of the
providing a copy of the By Laws and of all
to each member; and

performing all duties incident to the office of
such other duties as from time to time may be
assigned by the Board.

The Treasurer shall be responsible for:

the safekeeping of all funds and securities of the
Cooperative;

the receipt of and the issuance of receipts for all
dues and payable to the Cooperative and for
the deposit of all such monies in the name of the
Cooperative in such bank or banks as shall be
designated in accordance with the provisions of these
By Laws;

the general performance of 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.

The Board may appoint a manager who may
be required to be, a member of the Cooperative.
The manager shall perform such duties and shall exercise such
powers as from time to time vest in him.

Officers. The Treasurer and any other
officer of the Cooperative charged with responsibility for
the safekeeping of funds or property shall be bonded in such

as it shall determine.

Section 10. 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 a Board member and close relative of a Board member.

Section 11. Reports. The officers of the Cooperative shall submit at each annual meeting of the members reports covering the business of the cooperative for the previous fiscal year. Such reports shall set forth the condition of the Cooperative at the close of such fiscal year.

ARTICLE VII

NON-PROFIT OPERATION

Section 1. Interest or Dividends on Capital Prohibited. The Cooperative 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 Cooperative on any capital furnished by its patrons.

Section 2. Patronage Capital in Connection with Furnishing Telephone and Other Communication Services. In the furnishing of telephone and other communication services the Cooperative's operations shall be so conducted that all patrons will through their patronage and to assure that the Cooperative will operate on a non-profit basis, the cooperative is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of telephone and other communication services. All such amounts in excess of operating costs and expenses at the moment of receipt by the Cooperative are received with the

Records of the Cooperative shall be kept up
that at the end of each fiscal year the
any, so furnished by each patron is clearly
an appropriate record to the capital
d the Cooperative shall within a reasonable
e fiscal year notify each patron of the
redited to his account. All such amounts
count of any patron shall have the same
had been paid to the patron in cash in
ation to do so and the patron had then
corresponding amounts for capital.

received by the Cooperative from its
costs and expenses shall, insofar as
used to offset any losses incurred during
fiscal year and (b) to the extent not needed
d shall be included as part of the capital
of patrons, as herein provided.

olution or liquidation of the Cooperative,
debtedness of the Cooperative shall have been
credits shall be retired without priority
before any payments are made on account of
s. If, at any time prior to dissolution or
shall determine that the financial condition
ot be impaired thereby, the capital credited
y be retired in full or in part. Any such
ll be made in order of priority according to
ital was furnished and credited, the capital

per cent of the total assets of the Cooperative.

Capital credited to the account of each patron shall be assignable only on the books of the Cooperative pursuant to written instructions 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 Cooperative unless the Board, acting under policies of general application, shall determine otherwise. In the event that a non-member patron shall elect to become a member of the Cooperative, the capital credited to the account of such non-member patron may, at the discretion of the Board, be applied toward the payment of a membership fee on behalf of such non-member patron.

Notwithstanding any other provision of these By Laws the Board at its discretion, shall have the power at any time upon the death of any patron, who was a natural person, 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 representative of such patron's estate shall agree upon; provided, however, that the financial condition of the Cooperative shall not be impaired thereby. Provided further, however, that, if acting under policies of general application and consistent with the board's existing policies on capital retention and loan restrictions, there is not sufficient capital to retire the deceased patron's claim, such patron shall have the capital credited to them retired to them in the next succeeding year(s) before any

.....
ch patron, and both the cooperative and the
contract, as fully as though each patron
a separate instrument containing such terms
visions of this article of the By Laws shall
ation of each patron of the cooperative by
place in the Cooperative's office.

tion to Official Publication. Fifty Cents
creditable to a patron's individual account
o provide for the payment of the annual
official publication of the Cooperative.

ment and Gift. by Failure to claim"
r provision of the bylaws or other provision
cate, if any member or former member fails
ent of Capital Credits or other payment from
ven (7) years after payment of the same has
him by notice or check mailed to him at the
him to the Cooperative, such failure shall
revocable assignment and gift by such member
other payment to the Cooperative. Failure
ent within the meaning of this section shall
ch member or former member to cash any check
operative. The assignment and gift provided
shall become effective only upon the
) years from the date when such payment was
mber or former member without claim therefor
r expiration of six (6) months following the

The notice by mail herein provided shall be one mailed by the Cooperative to such member or former member at the last known address. If notice by publication is given, such publication shall be one insertion in a newspaper circulated in the service area of the Cooperative, which may be the Cooperative newsletter. The six (6) month period following the giving of such notice either by mail or publication shall be deemed to terminate six (6) months after the mailing or publication of such notice."

ARTICLE VIII

DISPOSITION OF PROPERTY

The Cooperative 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 Cooperative, 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 of the cooperative, 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 Cooperative, whether acquired or to be acquired, and wherever situated, as well as the revenues and income therefrom, all upon such

may upon the authorization of a majority of
erative present at a meeting of the members
or otherwise dispose of all or a substantial
o another Cooperative or foreign corporation
State pursuant to the Act under which this
ed.

ARTICLE IX

SEAL

of the Cooperative shall have inscribed
e Cooperative and the words "Corporate Seal,

ARTICLE X

NANCIAL TRANSACTIONS

s. Except as otherwise provided in these By
authorize any officer or officers, agent or
ny contract or execute and deliver any
and on behalf of the Cooperative, and such
or confined to specific instances.

Drafts, etc. All checks, drafts, or other
of money, and all notes, bonds, or other
issued in the name of the Cooperative shall
er or officers, agent or agents, employee or
ive and in such manner as shall from time to
olution of the Board.

. All funds except petty cash of the

the Administrator of the Rural Electrification Administration of the United States of America not less than ninety days prior to the date upon which the proposed change in the rates charged by the Cooperative for telephone service becomes effective.

Amended June 18, 1986

Section 5. Fiscal Year. The fiscal year of the Cooperative shall begin on the first day of January of each year and shall end on the thirty-first day of December of the following year.

ARTICLE XI

MISCELLANEOUS

Section 1. Membership in Other Organizations. The Cooperative 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 purchase, provided, however, that the Cooperative may, upon the authorization of the Board, purchase stock in or become a member of any corporation or organization subject to ratification of such act by the members at their next meeting.

Section 2. Waiver of Notice. Any member or Board member may waive in writing any notice of a meeting required to be given by these By Laws. The attendance of a member or Board member at any meeting shall constitute a waiver of notice of such meeting by such member or Board member, except in case a member or Board member shall

Rules, and regulations. The Board shall
adopt such policies, rules and regulations,
the Articles of Incorporation, or these By
sable for the management of the business and
a.

ting System and Reports. The Board shall
and maintained a complete accounting system
, and subject to applicatable laws and rules
regulatory body, shall conform to such
from time to time be designated by the
ural Electrification Administration of the
The Board shall also cause to be made by a
tant a full and complete annual audit of the
ncial condition of the Cooperative. The
shall be reported to the members at the next

erage. The Board shall make diligent effort
service is extended to all unserved persons
rvice are who (a) desire such service and
requirements established by the Cooperative
rvice.

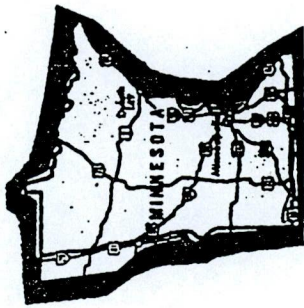
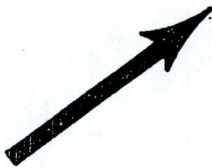
ARTICLE XII

AMENDMENTS

red, amended, or repealed by the members at
meeting, provided the notice of such meeting
py of the proposed alteration, amendment, or

the By Laws may be altered, amended, or repealed only by the affirmative vote of not less than two-thirds of all of the members of the Cooperative. For the purpose of the exception to amendments to the By Laws related to Articles III, VIII, and XII, as specified herein, and only for this purpose, a mail ballot may be used by the Cooperative and an amendment to the By Laws may be accomplished by mail if done in the following manner:

The Board by a majority vote may pass a resolution setting forth the full text of the proposed amendment. Upon such action by the Board, notice shall be mailed to each and every member containing the full text of the proposed amendment - and a mail ballot attached thereto, if the Board has provided for a mail ballot in its resolution. Such notice shall also designate the time and place of the meeting at which such proposed amendment or amendments shall be considered and voted upon, in the same manner as elsewhere provided in those Sections. The mail ballot shall show clearly a place for the member to indicate whether or not he is in favor or against the proposed amendment. If a quorum of the members is registered as being present or represented by mail vote at such meeting, such proposed amendment shall be adopted only if approved by the affirmative vote of not less than two-thirds of all the members of the Cooperative, whether by vote cast at such meeting or by written ballot duly returned and signed by a member of the Cooperative.



REA WE SERVE