

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

INTER-COMMUNITY TELEPHONE COMPANY, L.L.C.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that INTER-COMMUNITY TELEPHONE COMPANY, L.L.C., a North Dakota LIMITED LIABILITY COMPANY, was issued a certificate of organization which was effective on April 30, 1999 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 LIMITED LIABILITY COMPANY.

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

INTER-COMMUNITY TELEPHONE COMPANY, L.L.C.

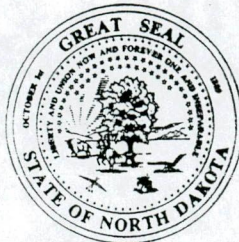
Issued: May 20, 1999

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

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF MERGER

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that Articles of Merger of INTER-COMMUNITY TELEPHONE COMPANYC., a North Dakota BUSINESS CORPORATION into INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. a North Dakota LIMITED LIABILITY COMPANY, duly signed and executed pursuant to the provision of North Dakota BUSINESS 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 Merger of INTER-COMMUNITY TELEPHONE COMPANYC. into INTER-COMMUNITY TELEPHONE COMPANY, L.L.C..

Effective date of merger: August 27, 1999.

Issued: August 30, 1999

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

Alvin A. Jaeger
Secretary of State

14583900

696374

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

ARTICLES OF ORGANIZATION

OF

INTER-COMMUNITY TELEPHONE COMPANY, L.L.C.,

A NORTH DAKOTA LIMITED LIABILITY COMPANY

RECEIVED

APR 29 1999

SEC. OF STATE

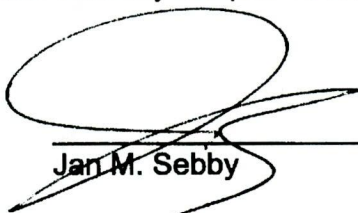
These Articles of Organization are made pursuant to Chapter 10-32 of the North Dakota Century Code:

- a. The name of the Limited Liability Company is:
Inter-Community Telephone Company, L.L.C.
- b. The address of the principal executive office is:
556 Main Street, Nome, ND 58062.
- c. The address of the registered office of the Limited Liability Company is 556 Main Street, P.O. Box 8, Nome, ND 58062, and the name of its registered agent at that address is Keith Andersen.
- d. The name and address of each organizer who is an individual 18 years of age or more is Jan M. Sebby, 20 First Street SW, P.O. Box 1000, Minot, ND 58702-1000.
- e. The limited period of existence for this Limited Liability Company, if not sooner dissolved according to law, is thirty (30) years from the date these Articles of Organization are filed with the North Dakota Secretary of State.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

- f. In the event of the occurrence of any event described under Subdivision e of Subsection 1 of Section 10-32-109 of the North Dakota Century Code that terminates the membership of any members of this Limited Liability Company, the remaining members will have the power to avoid dissolution by giving their consent to dissolution avoidance.
- g. The members of this Limited Liability Company have the power to enter into a business continuation agreement.
- h. Any action required or permitted to be taken at a meeting of the Board of Governors of this Limited Liability Company, not needing approval by the members, may be taken by written action signed by the number of governors that would be required to take such action at a meeting of the Board of Governors at which all governors are present.
- i. Members of this Limited Liability Company shall not have cumulative voting rights or preemptive rights.
- j. This Limited Liability Company is authorized to have only one member.

Dated at Minot, North Dakota, this 16th day of April, 1999, by the following organizer(s).



Jan M. Sebby

14583900

RECEIVED

APR 29 1999

Registered Agent's Consent

SEC. OF STATE

The undersigned, designated as Registered Agent for the above described
Limited Liability Company, hereby consents to act in that capacity until removed
or until his resignation in accordance with North Dakota law.

Keith Andersen
Keith Andersen, Registered Agent

4/28/99
Date

NORTH DAKOTA
Filed 4-30 1999

Alvin Dinger
Secretary of State
Co



696334

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 10
- 11
- 12
- 13
- 14
- 15
- 16
- 17
- 18
- 19
- 20
- 21
- 22
- 23
- 24
- 25
- 26

SEARCH OF RECORDS REPORT

April 27, 1990

INTER-COMMUNITY TELEPHONE COMPANY
PO BOX A
NOME, ND 58062

The following is the base data on file in the Office of the
Secretary of State on INTER-COMMUNITY TELEPHONE COMPANY

Entity Type: BUSINESS CORPORATION

State of Organization: ND

Current Status: Active

Status Date: 07/10/47

Last Annual Report Filed: 08/30/89

Last Annual Report Year: 89

Registered Agent: Leone Nilsen

Address: Box A
Nome, ND
58062

<u>Class:</u>	<u>Number of Shares:</u>	<u>Par:</u>
COMMON	5,000.000000	10.000000
PREFER	2,500.000000	10.000000

For Reference: Jan Burgad
Clerk

(701) 224-4289
Phone

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

Generated November 6, 1997 at 11:25 AM

TYPE OF CHANGE	DATE	TIME	OLD	NEW
AMENDMENT DATE	970922	112732	000000	970926

=====

CURRENT IDT CORPORATION
 HACKENSACK NJ 07601-5518

TYPE OF CHANGE	DATE	TIME	OLD	NEW
REGISTERED AGENT	970930	124136	C T CORPORATION SYSTEM BISMARCK ND 58502-0400 OLD SS# 510006522	NATIONAL REGISTERED AGENTS, INC. BISMARCK ND 58502 NEW SS# 133837683

TYPE OF CHANGE	DATE	TIME	OLD	NEW
REGISTERED AGENT ADDRESS	970930	124136	C T CORPORATION SYSTEM BISMARCK ND 58502-0400 OLD SS# 510006522	NATIONAL REGISTERED AGENTS, INC. BISMARCK ND 58502 NEW SS# 133837683

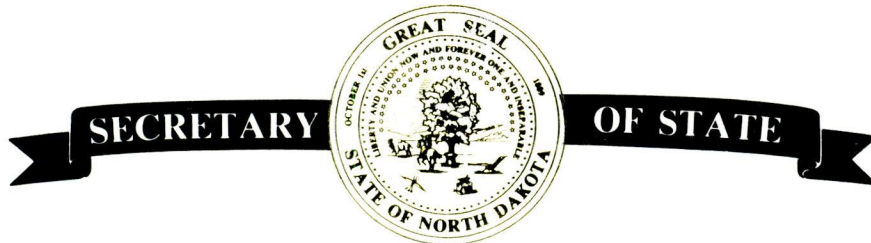
=====

CURRENT INTER-COMMUNITY TELEPHONE COMPANY
 NOME ND 58062-0008

TYPE OF CHANGE	DATE	TIME	OLD	NEW
CHANGE OF NAME	961129	154745	INTER-COMMUNITY TELEPHONE COMPANY NOME ND 58062-0008	INTER-COMMUNITY TELEPHONE COMPANY NOME ND 58062-0008

=====

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

INTER-COMMUNITY TELEPHONE COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that INTER-COMMUNITY TELEPHONE COMPANY, a North Dakota business corporation, was incorporated in this office on July 10, 1947 and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota business corporation.

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

INTER-COMMUNITY TELEPHONE COMPANY

Dated: May 25, 1995

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

Alvin A. Jaeger
Secretary of State

ARTICLES OF INCORPORATION
OF
INTER-COMMUNITY TELEPHONE COMPANY

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the Laws of the State of North Dakota, do hereby certify and declare as follows:

ARTICLE I.

The name of the said corporation shall be INTER-COMMUNITY TELEPHONE COMPANY.

ARTICLE II.

The purposes for which it is formed are:

(a) To carry on the business of a telephone, telegraph and cable company, and to acquire, establish, work, control, regulate, manage, maintain and operate telephone exchanges and to transmit and facilitate the transmission of telephone, telegraph and cable communications and messages; to construct, equip, maintain, operate, lease and sell telephone, telegraph and cable lines and systems and all kinds of works, machinery, apparatus, conveniences and things capable of being used in connection with any of these objects;

(b) To purchase, lease or otherwise acquire and to hold, own, sell or dispose of real and personal property of all kinds, including purchasing and selling its own capital stock;

(c) To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property or for any purpose in or about the business of the company, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise;

(d) To acquire and to take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the good will and all or any of the assets and to assume or otherwise provide for all or any of the liabilities of the company;

(e) To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the company;

(f) To sell, manufacture, job and otherwise handle the resale of telephone equipment both new and used and do all other things necessary in connection with the sale and manufacture of telephone equipment;

(g) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incident or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided they be not inconsistent with the laws under which this corporation is organized.

ARTICLE III.

The places from and to which the road or line is intended to be run and branches contemplated are as follows: Farm lines out of Buffalo, Wheatland, Alice, Fingal, Hannaford and Dazey.

ARTICLE IV.

The counties through which the road or line is intended to be run are as follows: Cass, Barnes and Wells.

ARTICLE V.

The estimated length and cost of the road or line, is as follows: Two hundred miles more or less, and approximate cost \$30,000.00.

ARTICLE VI.

The place where its principal business is to be transacted shall be at Buffalo, in the County of Cass, State of North Dakota.

ARTICLE VII.

The postoffice address of this corporation shall be at Buffalo, County of Cass, State of North Dakota.

ARTICLE VIII.

The term for which it is to exist is twenty years from and after the date of its charter.

ARTICLE IX.

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

Mrs. John ^{Nielson} Nielson	Home, North Dakota
John Nielson ^{Nielson}	Nome, North Dakota
Harry Snyder	Buffalo, North Dak.
Mrs. Harry Snyder	Buffalo, North Dak.

ARTICLE X.

The amount of the capital stock of this corporation shall be ten thousand dollars (\$10,000.00), divided into 10,000 shares of common stock of the par value of One Dollar (\$1.00) per share. All of the stock issued by this corporation shall be fully paid and nonassessable.

3

ARTICLE XI.

All of the undersigned incorporators are residents of the State of North Dakota.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 9th day of July, 1947.

John R. Nielsen

John Nielsen Nielsen

Harry Snyder

Harry Snyder

W. J. Tierney

W. J. Tierney

STATE OF NORTH DAKOTA)
County of Cass) ss:

On this 9th day of July, 1947, before me, a Notary Public in and for said County and State, personally appeared John ^{Nielsen} Nielsen, Harry Snyder and ~~Mrs. Harry Snyder~~ ^{W. J. Tierney}, known to me to be the persons who are described in, and who executed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

E. L. Shaw

Notary Public, Cass County, North Dakota. ^{E. L. SHAW.}
Notary Public, CASS COUNTY, N. DAK.
My Commission expires FEB. 9, 1952.
My commission expires July 1st, 1949

(SEAL)

Certificate No. 12, 868

Articles of Incorporation
Inter-Community
Telephone Company
Fargo, N. Dak.

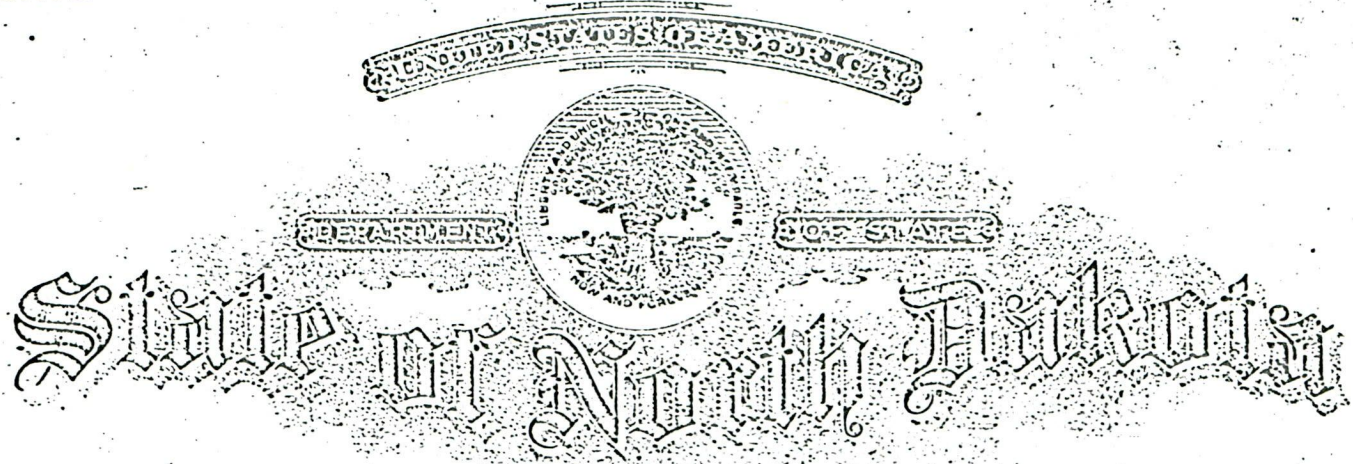
STATE OF NORTH DAKOTA
Department of State
Filed for record and certificate issued
the 13th day of January
and recorded in Volume 1247
of Domestic Corporations
page 524
Thomas Hall
SECRETARY OF STATE.
By _____ DEPUTY.

2-8-00

DUPLICATE

No. 12868

PRIVATE CORPORATIONS



To All to Whom these Presents shall Come,

Whereas, JOHN L. MILSON WALTER CHANDLER W. J. TIENEY

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 INTER-COMMUNITY TELEPHONE COMPANY (BUFFALO, CASS CO.)

SEAL

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

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this TENTH day of JULY A. D. 19 17

THOMAS HALL
SECRETARY OF STATE
By _____ DEPUTY

5

Change of Corporate Headquarters Meeting

Certificate of Change of Corporate Headquarters OF

Inter-Community Telephone Company

We, the undersigned Chairman and Secretary of the meeting and a majority of the directors do hereby certify:

That a meeting of the stockholders of the Inter-Community Telephone Company was held at its office in the city of Buffalo, North Dakota, on the 31 day of January, 1948, in compliance with Section 4557,

Compiled Laws of North Dakota, 1913:

That 10000 shares of stock were represented at the meeting:

That the following resolution, amending the articles of incorporation in accordance with Section 4564, Compiled Laws of North Dakota, 1913, was adopted by the stockholders representing

10000 shares or at least two-thirds of the entire capital stock of such corporation:

RESOLVED, That the corporate headquarters be changed from Buffalo,
North Dakota

to

Wome, North Dakota

Witness our hands and the seal of this corporation at Wome, North Dakota, this 19 day of September, 1949.

_____	Director.	<u>John R. Nilson</u> Chairman of the Meeting.
_____	Director.	<u>Mary Snyder</u> Secretary of the Meeting.
_____	Director.	<u>Gladya Snyder</u> Director.
_____	Director.	<u>Leone Nilson</u> Director.
_____	Director.	Director.

STATE OF NORTH DAKOTA, }
County of Barnes } ss.

On this 19th day of September in the year A. D. One Thousand Nine Hundred Forty Nine, before me Harold Smith a Notary Public in and for Barnes County, North Dakota, personally appeared John R. Nilson, Mary Snyder, Gladys Snyder & Leone Nilson

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

Witness my hand and official seal this 19th day of September, A. D. 1949.

Harold Smith

Notary Public.

Read Sections 4557 and 4564, C. L. 1913, on back of form.

6
No. 1805

**Certificate of Change of
Corporate Headquarters**

OF

INTER-COMMUNITY TELEPHONE COMPANY

FROM BUFFALO, N. DAK.,

TO

NOME, N. DAK.,

STATE OF NORTH DAKOTA

Department of State

Filed for record and certificate issued

this TWENTY-THIRD day of

SEPTEMBER 19 40

and recorded in Volume EIGHT

of DOMESTIC CORPORATION AMENDMENTS

page 529

THOMAS HALL

Secretary of State.

By _____ Deputy.

Fee: \$ 6.00

Fees: \$3.00 for filing certificate.
\$3.00 for issuing certificate.
Payable to the Secretary of State.

No. 1203

DOMESTIC CORPORATION

FILE No. 2554

CERTIFICATE OF CHANGE OF
CORPORATE HEADQUARTERS

FEE 36.00

DUPLICATE



State of North Dakota

To All to Whom these Presents shall Come,

Whereas, a certificate, duly executed, has been filed in this office, showing the consent of the holders of ALL of the capital stock of the INTER-COMMUNITY TELEPHONE COMPANY to the change OF CORPORATE HEADQUARTERS of said corporation from BUFFALO, NORTH DAKOTA to BIOME, NORTH DAKOTA

Therefore, I, THOMAS HALL, Secretary of State, do hereby certify and order that the CORPORATE HEADQUARTERS of said corporation shall become known as BIOME, NORTH DAKOTA

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 THIRTY-THIRD day of SEPTEMBER A. D., 1949

By _____ DEPUTY THOMAS HALL SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
INTER-COMMUNITY TELEPHONE CO.

1
2
3 This is to certify that all of the stockholders of the subscribed capital
4 stock of the Inter-Community Telephone Company, a corporation, have assented in
5 writing to amend the Articles of Incorporation of said corporation pursuant to sub-
6 section 4 of section 10-0211 of the North Dakota Revised Code of 1943. We further
7 certify that the total amount of stock outstanding in said corporation is 10,000
8 shares and that the holders of 10,000 shares, which is all of the authorized and
9 outstanding stock of said corporation, have assented to the amendments of said
10 Articles of Incorporation.

11 We further certify, that pursuant to said written assent, the said Articles
12 of Incorporation have been amended to read as follows:

13 That Article III of said Articles of Incorporation shall be amended to
14 read as follows:

ARTICLE III.

15
16 The places from and to which the road or line is intended to be run and
17 branches contemplated are as follows: Farm lines out of Buffalo, Wheatland, Alice,
18 Pingal, Home, Hannaford, Dasey, Sutton and Inverne, North Dakota.

19 That Article IV of said Articles of Incorporation shall be amended to
20 read as follows:

ARTICLE IV.

21
22 The counties through which the road or line is intended to be run are as
23 follows: Cass, Barnes, Steele, Griggs and Hanson in the State of North Dakota.

24 That Article V of said Articles of Incorporation shall be amended to
25 read as follows:

ARTICLE V.

26
27 The estimated cost and length of the operating plants and lines is as
28 follows: \$1,500,000.00 for approximately 1000 miles of line, including the
29 operating plants therefor.

30 That Article VI of said Articles of Incorporation shall be amended to
31 read as follows:

ARTICLE VI.

32
33 The place where its principal business is to be transacted shall be at
34 Home, in the County of Barnes, State of North Dakota.

9

1 That Article VII of said Articles of Incorporation shall be amended to
2 read as follows:

3 ARTICLE VII.

4 The postoffice address of this corporation shall be at Nome, County of
5 Barnes, State of North Dakota.

6 That Article IX of said Articles of Incorporation shall be amended to read
7 as follows:

8 ARTICLE IX.

9 The number of its directors shall be seven and the names and residences of
10 those who are appointed to serve until their successors are elected and qualified
11 are:

- | | |
|-----------------------|-----------------------|
| 12 Mrs. Leone Nilson | Nome, North Dakota |
| 13 John L. Nilson | Nome, North Dakota |
| 14 Harry Snyder | Buffalo, North Dakota |
| 15 Mrs. Gladys Snyder | Buffalo, North Dakota |
| 16 Barney Berg | Nome, North Dakota |
| 17 Clarence Nybeck | Nome, North Dakota |
| 18 DuWayne Hare | Dasey, North Dakota |

19 That Article X of said Articles of Incorporation shall be amended to read
20 as follows:

21 ARTICLE X.

22 That the amount of the capital stock of this corporation shall be Seventy-
23 Five Thousand (\$75,000.00) Dollars, divided into five thousand (5,000) shares of
24 common stock of the par value of Ten Dollars (\$10.00) per share, and twenty-five
25 hundred (2,500) shares of preferred stock of the par value of Ten Dollars (\$10.00)
26 per share. All of the stock issued by this corporation shall be fully paid and
27 non-assessable. The holders of the shares of the preferred capital stock shall be,
28 and are, entitled to receive, and shall so receive, dividends on the value of such
29 stock as fixed by the Board of Directors pursuant to law, at the rate of six (6%)
30 per cent per annum, payable annually, which shall be noncumulative, and shall be
31 set aside and paid before any dividends shall be set aside or paid upon the shares
32 of common capital stock.

33 IN WITNESS WHEREOF, the above and foregoing certificate is hereby executed
34 by the President and Secretary of said corporation and its corporate seal hereunto
35 affixed at Nome, North Dakota this 31st day of May, 1956.

Robert L. Nilson

President

Harry Snyder

Secretary

(CORPORATE SEAL)
ROY A. PLOYHAR
ATTORNEY AT LAW
VALLEY CITY, N. DAK.

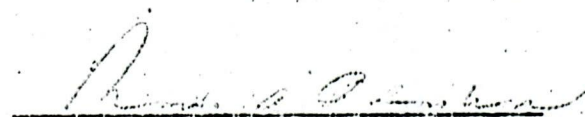
1
2 STATE OF NORTH DAKOTA

3 COUNTY OF BARNES. . .)

SS:

4 On this 31st day of May, A.D., 1956, before me, the undersigned, a Notary
5 Public in and for said county and state, personally appeared John L. Nilsen and
6 Harry Snyder, to me known to be the President and Secretary, respectively, of the
7 Inter-Community Telephone Company, a corporation, and acknowledged to me that they
8 executed the above and foregoing certificate for and on behalf of the Inter-
9 Community Telephone Company, a corporation, and pursuant to the written assent of
10 the holders of all of the outstanding and subscribed capital stock of said corp-
11 oration.

12
13 (SEAL)


Notary Public, Barnes County, N. Dak.
My commission expires Dec. 10, 1956

14 Roy A. PLOYHAR
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
INNER-COMMUNITY TELEPHONE CO.

Respectfully No. 282
Respectfully Amendments
to
Articles of Incorporation
of
Inner-Community
Telephone Company
of
Waverly, North Dakota

STATE OF NORTH DAKOTA }
Department of State } ss

Filed for record and certificate issued
the *5th* day of *June*

1926 and
recorded in Volume *7*

of *Domestic Corporation*
Amendments

page *235*

By *Ben Meier*
SECRETARY OF STATE

By *Harold Whiting*
DEPUTY

Fee \$6.00

CERTIFICATE OF AMENDMENT
DUPLICATE

No 382

FEE \$ 6.00

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, INTER-COMMUNITY TELEPHONE COMPANY (NONE, BARNES 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 ARTICLES III; IV; V; IX; AND X.

BEN MEIER

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.

SEAL

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 FIFTH day of JUNE, 1956.

HARRIET WHITTY
DEPUTY.

BEN MEIER
Secretary of State.

12

CERTIFICATE INCREASING CAPITAL STOCK OF
INTER-COMMUNITY TELEPHONE COMPANY, A CORPORATION

This is to certify, that at a special stockholders meeting of the Inter-Community Telephone Company, a corporation, called by the Board of Directors of said corporation for the purpose of increasing its capital stock the records of said corporation show that the time and place of said meeting had been duly waived and that all of the stockholders were present and voting at such meeting, namely: John L. Nilsen, holder of 4999 shares of stock; Harry Snyder, holder of 4999 shares of stock; Gladys Snyder, holder of 1 share of stock and Leone Nilsen, holder of 1 share of stock, which is all of the authorized and outstanding capital stock of said corporation, and that all of the directors of said corporation were also present, that is, John L. Nilsen, Harry Snyder, Gladys Snyder and Leone Nilsen.

We do further certify, that the total amount of stock outstanding in said corporation is 10,000 shares and that the holders of 10,000 shares of said outstanding capital stock were present and voting at said meeting. That pursuant to a motion duly made, seconded and unanimously carried at said meeting, the capital stock of said corporation, that is, Inter-Community Telephone Company, a corporation, was increased from \$10,000.00 common stock of the par value of \$1.00 per share to \$75,000.00 capital stock, to be divided into 5,000 shares of common stock of the par value of \$10.00 per share and 2500 shares of preferred stock of the par value of \$10.00 per share with all stock issued by said corporation to be fully paid and non-assessable. The holders of the shares of preferred stock shall be, and are, entitled to receive, and shall so receive, dividends on the value of said stock as fixed by the Board of Directors pursuant to law, at the rate of six (6%) per cent per annum, payable annually, which shall be noncumulative and shall be set aside and paid before any dividends shall be set aside or paid upon the shares of common capital stock. That said motion to so increase said capital stock was passed with all stockholders of said corporation unanimously voting in favor of the same and none voting against the same.

IN WITNESS WHEREOF, the above and foregoing certificate is hereby executed by the Chairman and Secretary of said stockholders meeting and its corporate seal hereunto affixed at Nemo, North Dakota this 31st day of May, 1956.

John L. Nilsen
Chairman of meeting.

Harry Snyder
Secretary of meeting.

John L. Nilsen
Harry Snyder
Gladys Snyder
Leone Nilsen
All of the Directors of said corporation.

STATE OF NORTH DAKOTA)
COUNTY OF BARNES. . .) SS:

On this 31st day of May, A.D., 1956, before me, the undersigned, a Notary Public in and for said county and state, personally appeared John L. Nilsen, Chairman, and Harry Snyder, Secretary of the stockholders, and John L. Nilsen, Harry Snyder, Gladys Snyder and Leone Nilsen, directors of the Inter-Community Telephone Company, a corporation, to me known to be the chairman and secretary of the stockholders meeting and the directors of the corporation that is described in the above and foregoing certificate and severally acknowledged to me that they executed said certificate for and on behalf of said corporation pursuant to Section 10-0330 of the Laws of North Dakota for the year 1943 as amended.

Roy A. Ployhar
Notary Public, Barnes County, N. Dak.
My commission expires Dec. 10, 1956.

(SEAL)

certificate No. 966
13
Increase of Capital Stock
of
Inter-Community
Telephone Company
Wame, N. Dak.

CERTIFICATE INCREASING CAPITAL
STOCK OF INTER-COMMUNITY TELE-
PHONE COMPANY, A CORPORATION.

STATE OF NORTH DAKOTA } ss
Department of State }
Filed for record and certificate issued
the *5th* day of *June*
19 *56* and
recorded in Volume *Two*
of *Inter-Community Telephone Company*
Wame, N. Dak.
page *237*
Ben Meier
By *Herbert Whitley*
DEPUTY

Fee \$6.00

Domestic Corporation

No. 966

File No. 2854

Certificate of INCREASE OF
CAPITAL STOCK
DUPLICATE



DEPARTMENT OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

Whereas, INTER-COMMUNITY TELEPHONE COMPANY (NOME, BARNES CO.)
a Corporation created and existing under and by virtue of the laws of this State, has filed in this office the certificate required by Section 10-0330, of the North Dakota revised code of 1913, and has in all respects complied with the requirements of law contained in the section hereinbefore referred to;

Now, Therefore, I, BEN MEIER, Secretary of State of the State of North Dakota, in virtue and by authority of law do hereby authorize the above named Corporation to INCREASE its Capital Stock from the sum of \$10,000.00 Dollars, divided into 10,000 Shares of the par value of \$1.00 Dollars each, to the sum of \$75,000.00 Dollars, to be divided into 5,000 COMMON & PREFERRED Shares of the par value of \$10.00 Dollars each.

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 FIFTH day of JUNE 19 50

By HARRIET WHITTY

DEPUTY

BEN MEIER

SECRETARY OF STATE

15

AMENDMENTS—DOMESTIC CORPORATIONS
(Execute in duplicate.)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
INTER-COMMUNITY TELEPHONE COMPANY

Pursuant to the provisions of Chapter 10-19 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 Inter-Community Telephone Company

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on June 29, 1967, in the manner prescribed by the North Dakota Century Code.

Article eight (8) of the Articles of Incorporation of Inter-Community Telephone, a corporation, shall be and is hereby amended to read as follows: the period of its duration is perpetual.

That there shall be added to said original Articles of Incorporation Article twelve (12) which is to read as follows: Article 12 - The address of the initial registered office of the corporation is Nome, North Dakota, and the name of its initial registered agent at such address is Loone Nilson, Nome, North Dakota.

Article 3. The number of shares of the corporation outstanding at the time of such adoption was 2441; and the number of shares entitled to vote thereon was 1914.

ARTICLE 4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	Number of Shares
Common Stock	1914

ARTICLE 5. The number of shares voted for such amendment was 1914; and the number of shares voted against such amendment was None.

ARTICLE 6. The number of shares of each class, entitled to vote thereon as a class, voted for and against such amendment, respectively, as follows:

Class	Number of Shares Voted	
	For	Against

16

ARTICLE 7. 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:

None Provided.

ARTICLE 8. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

None

Dated June 29, 19 67.

INTER-COMMUNITY TELEPHONE COMPANY
Exact Corporate Name
By Clarence Nybeck
President or Vice President.
and Leon A. Nilsen
Secretary or Assistant Secretary

Clarence Nybeck 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.

Clarence Nybeck
Verifying Officer.

Subscribed and sworn to before me this 29th day of June, 19 67.

Roy A. Plymmer
Roy A. Plymmer, Notary Public
Barnes County
State of North Dakota

My Commission expires December 10, 19 68.

Fee \$12.00.
CERTIFICATE NO. 2295
FILING DATE July 10 19 67
Blair Heier
SECRETARY OF STATE
BY _____ DEPUTY



17
Certificate No. 2295



CERTIFICATE OF AMENDMENT

OF

INTER-COMMUNITY TELEPHONE COMPANY

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 INTER-COMMUNITY TELEPHONE COMPANY

duly signed and verified pursuant to the provisions of the North Dakota BUSINESS 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 INTER-COMMUNITY TELEPHONE COMPANY

CHANGING CORPORATE EXISTENCE TO PERPETUAL; HAVING REGISTERED AGENT, OFFICE and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, TENTH day of JULY 1957

S E A L

BEN MEIER
Secretary of State

File No. 2854

By _____
Deputy

DUPLICATE

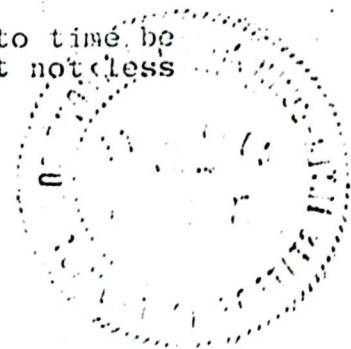
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-19 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 Inter-Community Telephone Company

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on May 12, 1986, in the manner prescribed by the North Dakota Century Code.

"The exact number of Directors may from time to time be specified by the By-Laws of the corporation at not less than three nor more than nine."



ARTICLE 3. The number of shares of the corporation outstanding at the time of such adoption was 3339; and the number of shares entitled to vote hereon was 3264.

ARTICLE 4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	Number of Shares
Common	2456
Preferred	<u>808</u>
	3264

ARTICLE 5. The number of shares voted for such amendment was 2017; and the number of shares voted against such amendment was None.

ARTICLE 6. The number of shares of each class, entitled to vote thereon as a class, voted for and against such amendment, respectively, as follows:

Class	Number of Shares Voted	
	For	Against
Common	1862	-0-
Preferred	155	-0-

MAY 14 12 PM '86

BEN MEIER
SEC. OF STATE

155321

ARTICLE 7. 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:

None

ARTICLE 8. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

None

Dated May 12, 19 86.

By Leone A. Nilsen
(President or Vice President)
and Wanda A. Nilsen
(Secretary or Assistant Secretary)

VERIFICATION

Leone A. Nilsen, being first duly sworn says that he is the
(Name of one of the officers who signed above)
President and that he has read the foregoing articles of amendment
(Title)
and knows the contents thereof, and verily believes the statements made therein to be true.

Leone A. Nilsen
Verifying Officer

Subscribed and sworn to before me this 12th day of May, 19 86.

John O. Thorson, Jr.
Notary Public
John O. Thorson, Jr., Barnes County
State of North Dakota

Notary Seal

My Commission expires Oct 4, 19 86.

Office Use Only

Certificate No. _____

Filed May 14, 19 86

Mailed to: _____

Ben Miller Secretary of State By Tom

1
2
3
4
5
6

220337

Fee: \$20.00

North Dakota Business Corporation

SUBMIT DUPLICATE ORIGINALS

File No. 2854

LD 1,966,200

OCT 5 1966

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 Inter-Community Telephone Company

ARTICLE 2. An amendment to the Articles of Incorporation was adopted on August 10, 19 92, in one of the following manners: (Please check one.)

- X 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 IX of the Article of Incorporation of Inter-Community Telephone Company is amended to read as follows:

"The exact number of directors may from time to time be specified by the By Laws of the Corporation at not less than three nor more than thirteen."

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.

INTER-COMMUNITY TELEPHONE COMPANY

Dated: August 10, 19 92

By *Lorne A. Nelson*
President

Office Use Only

Filed 10-13, 19 92

Jim Kusler By *[Signature]*
Secretary of State

Receipt No. _____



STATE OF NORTH DAKOTA
Office of Secretary of State

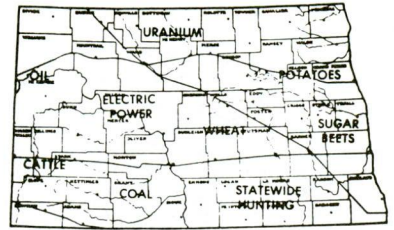
I hereby certify that this is a true and correct copy, consisting of 23 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

Alvin A. Jaeger
SECRETARY OF STATE

DATED: 5-25-95
BY: [Signature]



Inter-Community Telephone Company



HOME OFFICE
NOME, NORTH DAKOTA 58062

March 27, 1990

WHEATLAND AUTOVON SWITCHING CENTER
WHEATLAND, NORTH DAKOTA 58079

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



Dear Mr. Fahn:

Enclosed please find the data data that you requested in your letter of March 8, 1990.

I am unable to provide you copies of our Certificates of Public Convenience and Necessity under which our company operates in North Dakota. I have spent considerable time searching our files for these Certificates and I have not found them. I did find a file folder labeled "Certificates of Public Convenience and Necessity" but the folder was empty and no indication of what happened to the Certificates.

If further information is required, please let me know.

Sincerely,

Bruce H. Henrickson

Bruce H. Henrickson, Manager
Inter-Community Telephone Company

ARTICLES OF INCORPORATION

OF

INTER-COMMUNITY TELEPHONE COMPANY

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the Laws of the State of North Dakota, do hereby certify and declare as follows:

ARTICLE I.

The name of the said corporation shall be INTER-COMMUNITY TELEPHONE COMPANY.

ARTICLE II.

The purposes for which it is formed are:

(a) To carry on the business of a telephone, telegraph and cable company, and to acquire, establish, work, control, regulate, manage, maintain and operate telephone exchanges and to transmit and facilitate the transmission of telephone, telegraph and cable communications and messages; to construct, equip, maintain, operate, lease and sell telephone, telegraph and cable lines, and systems and all kinds of works, machinery, apparatus, conveniences and things capable of being used in connection with any of these objects;

(b) To purchase, lease or otherwise acquire and to hold, own, sell or dispose of real and personal property of all kinds, including purchasing and selling its own capital stock;

(c) To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time; for the purchase of property or for any purpose in or about the business of the company, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise;

(d) To acquire and to take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the good will and all or any of the assets and to assume or otherwise provide for all or any of the liabilities of the company;

(e) To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the company;

(f) To sell, manufacture, job and otherwise handle the resale of telephone equipment both new and used and do all other things necessary in connection with the sale and manufacture of telephone equipment;

(g) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incident or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided they be not inconsistent with the laws under which this corporation is organized.

ARTICLE III.

The places from and to which the road or line is intended to be run and branches contemplated are as follows: Farm lines out of Buffalo, Wheatland, Alice, Fingal, Hannafora and Dazey.

ARTICLE IV.

The counties through which the road or line is intended to be run are as follows: Cass, Barnes and Wells.

ARTICLE V.

The estimated length and cost of the road or line, is as follows: Two hundred miles more or less, and approximate cost \$30,000.00.

ARTICLE VI.

The place where its principal business is to be transacted shall be at Buffalo, in the County of Cass, State of North Dakota.

ARTICLE VII.

The postoffice address of this corporation shall be at Buffalo, County of Cass, State of North Dakota.

ARTICLE VIII.

The term for which it is to exist is twenty years from and after the date of its charter.

ARTICLE IX.

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

<i>Nelson</i> Mrs. John Nelson	Nome, North Dakota
John Nelson <i>Nelson</i>	Nome, North Dakota
Harry Snyder	Buffalo, North Dak.
Mrs. Harry Snyder	Buffalo, North Dak.

ARTICLE X.

The amount of the capital stock of this corporation shall be ten thousand dollars (\$10,000.00), divided into 10,000 shares of common stock of the par value of One Dollar (\$1.00) per share. All of the stock issued by this corporation shall be fully paid and nonassessable.

3

ARTICLE XI.

All of the undersigned incorporators are residents of the State of North Dakota.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 9th day of July, 1947.

John R. Nelson

John Nelson Nelson

Harry Snyder

Harry Snyder

W. J. Tierney

W. J. Tierney

STATE OF NORTH DAKOTA)
County of Cass) ss:

On this 9th day of July, 1947, before me, a Notary Public in and for said County and State, personally appeared John ^{Nelson} ~~Nelson~~, Harry Snyder and Mrs. ^{W. J. Tierney} ~~Harry Snyder~~, known to me to be the persons who are described in, and who executed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

W. L. Shaw

Notary Public, Cass County, North Dakota.

W. L. SHAW,
Notary Public, Cass County, N. Dak.
My Commission expires Feb. 9, 1952.

STATE OF NORTH DAKOTA)
Department of State) ss
Filed for record and certificate issued
the 12 day of July
1947 and
recorded in Volume 13
of Business Incorporations
page 584
By W. L. Shaw
SECRETARY OF STATE
GRAND FORGE, N. D.

W. J. Tierney
Harry Snyder
John R. Nelson
W. L. Shaw

4

DUPLICATE

1212868

PRIVATE CORPORATIONS

UNITED STATES OF AMERICA



State of North Dakota

To All to Whom these Presents shall Come,

Whereas, JOHN L. NILSEN HARRY SNYDER W. J. TIERNEY

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 INTER-COMMUNITY TELEPHONE COMPANY (BUFFALO, CASS CO.)

SEAL

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

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this TENTH day of JULY A. D. 1947.

THOMAS HALL SECRETARY OF STATE
By _____ DEPUTY

25

5

Certificate of Change of Corporate Headquarters

OF

Inter-Community Telephone Company

We, the undersigned Chairman and Secretary of the meeting and a majority of the directors do hereby certify:

That a meeting of the stockholders of the Inter-Community Telephone Company was held at its office in the city of Buffalo, North Dakota, on the 31 day of January, 1948, in compliance with Section 4557, Compiled Laws of North Dakota, 1913:

That 10000 shares of stock were represented at the meeting;

That the following resolution, amending the articles of incorporation in accordance with Section 4564, Compiled Laws of North Dakota, 1913, was adopted by the stockholders representing 10000 shares or at least two-thirds of the entire capital stock of such corporation:

RESOLVED, That the corporate headquarters be changed from Buffalo,
North Dakota

to

Home, North Dakota

Witness our hands and the seal of this corporation at Home, North Dakota, this 19 day of September, 1949.

_____	Director.	<u>John R. Nilsen</u>	Chairman of the Meeting.
_____	Director.	<u>Harry Snyder</u>	Secretary of the Meeting.
_____	Director.	<u>Gladys Snyder</u>	Director.
_____	Director.	<u>Leone Nilsen</u>	Director.
_____	Director.	_____	Director.

STATE OF NORTH DAKOTA, }
County of Barnes } ss.

On this 19th day of September in the year A. D. One Thousand Nine Hundred Forty Nine, before me Harold Smith a Notary Public in and for Barnes County, North Dakota, personally appeared John L. Nilsen Harry Snyder Gladys Snyder & Leone Nilsen

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

Witness my hand and official seal this 19th day of September A. D. 1949.

Harold Smith
Notary Public.

Read Sections 4557 and 4564, C. L. 1913, on back of form.

Notary Public, State of North Dakota,
By Commission Expires Jan. 16, 1954

Section 4557, C. L. 1913. Powers of Corporation: Increasing or Diminishing Stock. Every corporation may increase or diminish its capital stock at a meeting called for that purpose by the directors, as follows:

1. Notice of the time and place of the meeting stating its object and the amount to which it is proposed to increase or diminish its capital stock must be personally served on each stockholder resident in the state sixty days prior to the time of such meeting at his place of residence if known; and the notice must be given to stockholders whose place of residence is unknown or who are not residents in the state by the publication of such notice in a newspaper published in the county where the principal office of the corporation is situated, not less than once a week for sixty days prior to such meeting;
2. The capital stock must in no case be diminished to an amount less than the indebtedness of the corporation, or the estimated cost of the works which it may be the purpose of the corporation to construct.
3. At least two-thirds of the entire capital stock, except as hereinbefore provided, must be represented by the vote in favor of the increase or diminution before it can be effected.
4. A certificate must be signed by the chairman and the secretary of the meeting and a majority of the directors, showing a compliance with the requirements of this section, the amount to which the capital stock has been increased or diminished, the amount of stock represented at the meeting and the vote by which the object was accomplished.
5. The certificate must be filed in the office of the secretary of state, there to be recorded in the book of corporations, and thereupon the capital stock shall be so increased or diminished.

Section 4561, C. L. 1913. Changing Corporate Headquarters. Every private corporation created and existing, or which may hereafter be created under the laws of the State of North Dakota, except banking and building and loan associations, annuity, safety deposit and trust companies, and all corporations subject under the laws to examination by the state examiner, may change the place where its principal business is to be transacted at a meeting called for that purpose by the directors, as follows:

1. Notice of the time and place of the meeting, stating its object, must be served in the manner specified in Section 4557.
2. At least two-thirds of the entire capital stock must be represented by the vote in favor of the change of the place where the principal business of the corporation is to be transacted.
3. A certificate must be signed by the chairman and secretary of the meeting and a majority of the directors, showing a compliance with the requirements of this Section, the place to which the place where the principal business of the corporation is to be transacted has been changed, the amount of stock; or the number of the members represented at the meeting, and the vote by which the object was accomplished.
4. The certificate must be filed in the office of the secretary of state, there to be recorded in the book of corporations, and thereupon the place where the principal business of the corporation is to be transacted shall be so changed.
5. The written assent of the holders of three-fourths of the subscribed capital stock shall be as effectual to authorize such change as if a meeting was called and held; and upon such written assent the directors may proceed to make the certificate herein provided for.

6

No. 1203

Certificate of Change of Corporate Headquarters

OF

INTER-COMMUNITY TELEPHONE COMPANY

FROM BUFFALO, N. DAK.,

TO

FOUNTS, N. DAK.,

STATE OF NORTH DAKOTA

Department of State

Filed for record and certificate issued

this TWENTY-THIRD day of

SEPTEMBER 19 19

and recorded in Volume EIGHT

of DOMESTIC CORPORATION AGREEMENTS

page 529

By THOMAS HALL Secretary of State.

Deputy.

Fee: \$ 6.00

Fee: \$2.00 for filing certificate.
\$2.00 for issuing certificate.
Payable to the Secretary of State.

RECEIVED 2001

7

No. 1203

DOMESTIC CORPORATION

FILE No. 2854

CERTIFICATE OF CHANGE OF
CORPORATE HEADQUARTERS

FEE \$6.00

DUPLICATE



DEPARTMENT OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

Whereas, a certificate, duly executed, has been filed in this office, showing the consent of the holders of ALL of the capital stock of the INTER-COMMUNITY TELEPHONE COMPANY to the change OF CORPORATE HEADQUARTERS of said corporation from BUFFALO, NORTH DAKOTA to NOVE, NORTH DAKOTA

Therefore, I, THOMAS HALL, Secretary of State, do hereby certify and order that the CORPORATE HEADQUARTERS of said corporation shall become known as "NOVE, NORTH DAKOTA"

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 TWENTY-THIRD day of SEPTEMBER A. D., 1949

By THOMAS HALL DEPUTY SECRETARY OF STATE

8

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
INTER-COMMUNITY TELEPHONE CO.

This is to certify that all of the stockholders of the subscribed capital stock of the Inter-Community Telephone Company, a corporation, have assented in writing to amend the Articles of Incorporation of said corporation pursuant to subsection 4 of section 10-0211 of the North Dakota Revised Code of 1943. We further certify that the total amount of stock outstanding in said corporation is 10,000 shares and that the holders of 10,000 shares, which is all of the authorized and outstanding stock of said corporation, have assented to the amendments of said Articles of Incorporation.

We further certify, that pursuant to said written assent, the said Articles of Incorporation have been amended to read as follows:

That Article III of said Articles of Incorporation shall be amended to read as follows:

ARTICLE III.

The places from and to which the road or line is intended to be run and branches contemplated are as follows: Farm lines out of Buffalo, Wheatland, Alice, Pingal, Nome, Hannaford, Dazey, Sutton and Luverne, North Dakota.

That Article IV of said Articles of Incorporation shall be amended to read as follows:

ARTICLE IV.

The counties through which the road or line is intended to be run are as follows: Cass, Barnes, Steele, Griggs and Mansom in the State of North Dakota.

That Article V of said Articles of Incorporation shall be amended to read as follows:

ARTICLE V.

The estimated cost and length of the operating plants and lines is as follows: \$1,500,000.00 for approximately 1000 miles of line, including the operating plants therefor.

That Article VI of said Articles of Incorporation shall be amended to read as follows:

ARTICLE VI.

The place where its principal business is to be transacted shall be at Nome, in the County of Barnes, State of North Dakota.

1 That Article VII of said Articles of Incorporation shall be amended to
2 read as follows:

3 ARTICLE VII.

4 The postoffice address of this corporation shall be at Nome, County of
5 Barnes, State of North Dakota.

6 That Article IX of said Articles of Incorporation shall be amended to read
7 as follows:

8 ARTICLE IX.

9 The number of its directors shall be seven and the names and residences of
10 those who are appointed to serve until their successors are elected and qualified
11 are:

12	Mrs. Leone Nilsen	Nome, North Dakota
13	John L. Nilsen	Nome, North Dakota
14	Harry Snyder	Buffalo, North Dakota
15	Mrs. Gladys Snyder	Buffalo, North Dakota
16	Barney Berg	Nome, North Dakota
17	Clarence Nybeck	Nome, North Dakota
18	DuWayne Hare	Dazey, North Dakota

19 That Article X of said Articles of Incorporation shall be amended to read
20 as follows:

21 ARTICLE X.

22 That the amount of the capital stock of this corporation shall be Seventy-
23 Five Thousand (\$75,000.00) Dollars, divided into five thousand (5,000) shares of
24 common stock of the par value of Ten Dollars (\$10.00) per share, and twenty-five
25 hundred (2,500) shares of preferred stock of the par value of Ten Dollars (\$10.00)
26 per share. All of the stock issued by this corporation shall be fully paid and
27 non-assessable. The holders of the shares of the preferred capital stock shall be,
28 and are, entitled to receive, and shall so receive, dividends on the value of such
29 stock as fixed by the Board of Directors pursuant to law, at the rate of six (6%)
30 per cent per annum, payable annually, which shall be noncumulative, and shall be
31 set aside and paid before any dividends shall be set aside or paid upon the shares
32 of common capital stock.

33 IN WITNESS WHEREOF, the above and foregoing certificate is hereby executed
34 by the President and Secretary of said corporation and its corporate seal hereunto
affixed at Nome, North Dakota this 31st day of May, 1956.

John L. Nilsen

President

Harry Snyder

Secretary

(CORPORATE SEAL)

1
2
3
4
5
6
7
8
9
10
11
12
13
14

STATE OF NORTH DAKOTA)
) SS:
COUNTY OF BARNES. . .)

On this 31st day of May, A.D., 1956, before me, the undersigned, a Notary Public in and for said county and state, personally appeared John L. Nilsen and Harry Snyder, to me known to be the President and Secretary, respectively, of the Inter-Community Telephone Company, a corporation, and acknowledged to me that they executed the above and foregoing certificate for and on behalf of the Inter-Community Telephone Company, a corporation, and pursuant to the written assent of the holders of all of the outstanding and subscribed capital stock of said corporation.

(SEAL)

Roy A. Ployhar
Notary Public, Barnes County, N. Dak.
My commission expires Dec. 10, 1956

ROY A. PLOYHAR

STATE OF NORTH DAKOTA
Department of State } ss
Filed for record and certificate issued
the 31st day of May, 1956, and
recorded in Volume 712 and
Page 254
John L. Nilsen
Harry Snyder
Roy A. Ployhar
Notary Public
File No. 00

Inter-Community Telephone Company
John L. Nilsen
Harry Snyder
Roy A. Ployhar
Notary Public

27
28
29
30
31
32
33
34

CERTIFICATE OF AMENDMENT
DUPLICATE

N^o 382

FEE \$ 6.00

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, INTER-COMMUNITY TELEPHONE COMPANY (NOME, BARNES 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 ARTICLES III; IV; V; IX; AND X.

BEN MEIER

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.

SEAL

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 FIFTH

day of JUNE, 1956

HARRIET WHITTY
DEPUTY.

BEN MEIER
Secretary of State.

CERTIFICATE INCREASING CAPITAL STOCK OF
INTER-COMMUNITY TELEPHONE COMPANY, A CORPORATION

This is to certify, that at a special stockholders meeting of the Inter-Community Telephone Company, a corporation, called by the Board of Directors of said corporation for the purpose of increasing its capital stock the records of said corporation show that the time and place of said meeting had been duly waived and that all of the stockholders were present and voting at such meeting, namely: John L. Nilsen, holder of 4999 shares of stock; Harry Snyder, holder of 4999 shares of stock; Gladys Snyder, holder of 1 share of stock and Leone Nilsen, holder of 1 share of stock, which is all of the authorized and outstanding capital stock of said corporation, and that all of the directors of said corporation were also present, that is, John L. Nilsen, Harry Snyder, Gladys Snyder and Leone Nilsen.

We do further certify, that the total amount of stock outstanding in said corporation is 10,000 shares and that the holders of 10,000 shares of said outstanding capital stock were present and voting at said meeting. That pursuant to a motion duly made, seconded and unanimously carried at said meeting, the capital stock of said corporation, that is, Inter-Community Telephone Company, a corporation, was increased from \$10,000.00 common stock of the par value of \$1.00 per share to \$75,000.00 capital stock, to be divided into 5,000 shares of common stock of the par value of \$10.00 per share and 2500 shares of preferred stock of the par value of \$10.00 per share with all stock issued by said corporation to be fully paid and non-assessable. The holders of the shares of preferred stock shall be, and are, entitled to receive, and shall so receive, dividends on the value of said stock as fixed by the Board of Directors pursuant to law, at the rate of six (6%) per cent per annum, payable annually, which shall be noncumulative and shall be set aside and paid before any dividends shall be set aside or paid upon the shares of common capital stock. That said motion to so increase said capital stock was passed with all stockholders of said corporation unanimously voting in favor of the same and none voting against the same.

IN WITNESS WHEREOF, the above and foregoing certificate is hereby executed by the Chairman and Secretary of said stockholders meeting and its corporate seal hereunto affixed at Nome, North Dakota this 31st day of May, 1956.

John L. Nilsen
Chairman of meeting.

Harry Snyder
Secretary of meeting.

John L. Nilsen
Harry Snyder
Gladys Snyder
Leone Nilsen
All of the Directors of said corporation.

STATE OF NORTH DAKOTA)
COUNTY OF BARNES. . .) SS:

On this 31st day of May, A.D., 1956, before me, the undersigned, a Notary Public in and for said county and state, personally appeared John L. Nilsen, Chairman, and Harry Snyder, Secretary of the stockholders, and John L. Nilsen, Harry Snyder, Gladys Snyder and Leone Nilsen, directors of the Inter-Community Telephone Company, a corporation, to me known to be the chairman and secretary of the stockholders meeting and the directors of the corporation that is described in the above and foregoing certificate and severally acknowledged to me that they executed said certificate for and on behalf of said corporation pursuant to Section 10-0330 of the Laws of North Dakota for the year 1943 as amended.

Roy A. Ployhar
Notary Public, Barnes County, N. Dak.
My commission expires Dec. 10, 1956.

(SEAL)

CERTIFICATE INCREASING CAPITAL
STOCK OF INTER-COMMUNITY TELE-
PHONE COMPANY, A CORPORATION.

13
Certificate No. 966
Increase of Capital Stock
of
Inter-Community
Telephone Company
New, N. Dak.

STATE OF NORTH DAKOTA }
Department of State } ss

Filed for record and certificate issued
the 5th day of June
1956 and
recorded in Volume Ten
of Domestic Corporation
Amendments
page 237
Ben Meier
SECRETARY OF STATE
By Harold Whitty
DEPUTY

Fee \$5.00

DOMESTIC Corporation

No. 966

File No. 2854

Certificate of INCREASE OF
CAPITAL STOCK
DUPLICATE



DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

Whereas, INTER-COMMUNITY TELEPHONE COMPANY (NOME, BARNES CO.)
a Corporation created and existing under and by virtue of the laws of this State, has filed in this office the certificate required by Section 10-0330, of the North Dakota revised code of 1943, and has in all respects complied with the requirements of law contained in the section hereinbefore referred to;

Now, Therefore, I, BEN MEIER, Secretary of State of the State of North Dakota, in virtue and by authority of law do hereby authorize the above named Corporation to INCREASE its Capital Stock from the sum of \$10,000.00 Dollars, divided into 10,000 Shares of the par value of \$1.00 Dollars each, to the sum of \$75,000.00 Dollars, to be divided into 5,000 COMMON & PREFERRED Shares of the par value of \$10.00 Dollars each.

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 FIFTH day of JUNE 19 50

By HARRIET WHITTY
DEPUTY

BEN MEIER
SECRETARY OF STATE

AMENDMENTS—DOMESTIC CORPORATIONS
(Execute in duplicate.)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

INTER-COMMUNITY TELEPHONE COMPANY

Pursuant to the provisions of Chapter 10-19 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 Inter-Community Telephone Company

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on June 29, 1967, in the manner prescribed by the North Dakota Century Code.

Article eight (8) of the Articles of Incorporation of Inter-Community Telephone, a corporation, shall be and is hereby amended to read as follows: the period of its duration is perpetual.

That there shall be added to said original Articles of Incorporation Article twelve (12) which is to read as follows: Article 12 - The address of the initial registered office of the corporation is Nome, North Dakota, and the name of its initial registered agent at such address is Leone Wilson, Nome, North Dakota.

Article 3. The number of shares of the corporation outstanding at the time of such adoption was 2442;

and the number of shares entitled to vote thereon was 1914.

ARTICLE 4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	Number of Shares
Common Stock:	1914

ARTICLE 5. The number of shares voted for such amendment was 1914; and the number of shares voted against such amendment was None.

ARTICLE 6. The number of shares of each class, entitled to vote thereon as a class, voted for and against such amendment, respectively, as follows:

Class	Number of Shares Voted	
	For	Against

ARTICLE 7. 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:

None provided.

ARTICLE 8. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

None

Dated June 29, 1967

INTER-COMMUNITY TELEPHONE COMPANY
Exact Corporate Name

By Clarence Nybeck
President or Vice-President

and Lewis A. Nilsson
Secretary or Assistant Secretary

Clarence Nybeck 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.

Clarence Nybeck
Verifying Officer.

Subscribed and sworn to before me this 29th day of June, 1967.

Roy A. Flygner
Roy A. Flygner, Notary Public
Barnes County
State of North Dakota

My Commission expires December 10, 1968

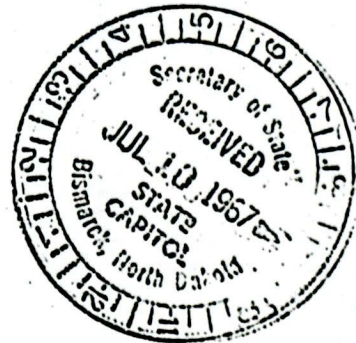
Fee \$12.00.

CERTIFICATE NO. 2295

FILING DATE July 10 1967

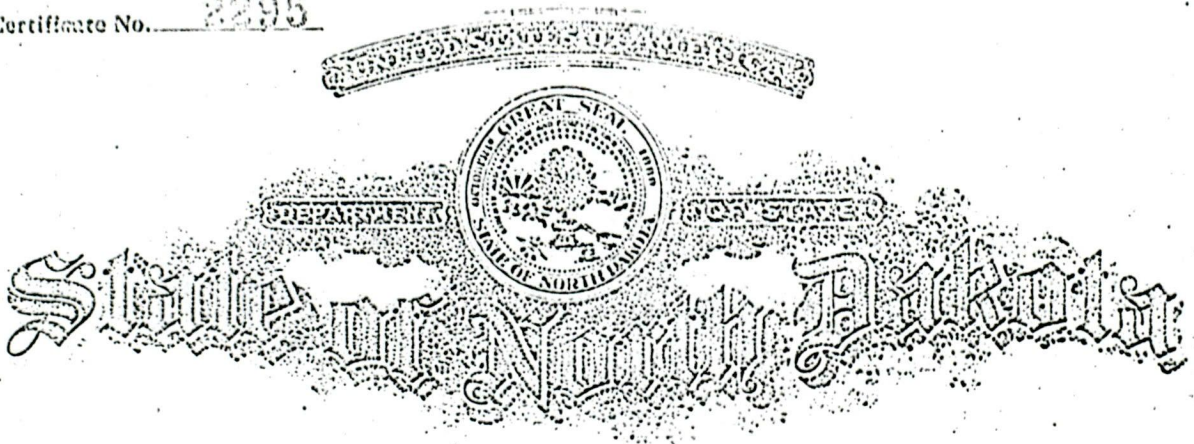
Ben Heier
SECRETARY OF STATE

BY _____ DEPUTY



"Buy North Dakota Products"

Certificate No. 2295



CERTIFICATE OF AMENDMENT

OF

INTER-COMMUNITY TELEPHONE COMPANY

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 _____

INTER-COMMUNITY TELEPHONE COMPANY

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

BUSINESS

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 _____

INTER-COMMUNITY TELEPHONE COMPANY

CHANGING CORPORATE EXISTENCE TO PERPETUAL; NAMING REGISTERED AGENT. OFFICE

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

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, _____ Tenth day of _____ JULY 1967

S E A L

BEN MEIER
Secretary of State

File No. 2295

By _____
Deputy

DUPLICATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-19 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 Inter-Community Telephone Company

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on May 12, 19 86, in the manner prescribed by the North Dakota Century Code.

"The exact number of Directors may from time to time be specified by the By-Laws of the corporation at not less than three nor more than nine."

ARTICLE 3. The number of shares of the corporation outstanding at the time of such adoption was 3339; and the number of shares entitled to vote hereon was 3264.

ARTICLE 4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	Number of Shares
Common	2456
Preferred	808
	<u>3264</u>

ARTICLE 5. The number of shares voted for such amendment was 2017; and the number of shares voted against such amendment was None.

ARTICLE 6. The number of shares of each class, entitled to vote thereon as a class, voted for and against such amendment, respectively, as follows:

Class	Number of Shares Voted	
	For	Against
Common	1862	0
Preferred	155	0

(Complete Other Side)

MAY 14 12 PM '86

BEN MEIER
SEC. OF STATE

165321

ARTICLE 7. 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:

None

ARTICLE 8. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

None

Dated May 12, 19 86

By Leone A. Nilsen
(President or Vice President)
and William A. Stacey
(Secretary or Assistant Secretary)

VERIFICATION

Leone A. Nilsen, being first duly sworn says that he is the
(Name of one of the officers who signed above)
President and that he has read the foregoing articles of amendment
(Title)
and knows the contents thereof, and verily believes the statements made therein to be true.

Leone A. Nilsen
Verifying Officer

Subscribed and sworn to before me this 12th day of May, 19 86

John O. Thorson, Jr.
Notary Public
Barnes County
State of North Dakota

Notary Seal

My Commission expires Oct. 4, 19 86

Office Use Only

Certificate No. _____

Filed May 14, 19 86

Mailed to: _____

John Miller By [Signature]
Secretary of State



STATE OF NORTH DAKOTA

Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 19 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED:

4-16-90

BY:

Darcy Schlosser

SECRETARY OF STATE

Jim Kusler

A handwritten signature in red ink, which appears to read "Jim Kusler".

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 397

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of telephone _____
facilities in parts of the ~~plains~~ Counties of Foster, Griggs, Barnes, Steele, Ransom and Cass, North Dakota,
by Inter-Community Telephone Company, Nome, N.D. This certificate is issued in accordance with the report and
order of this Commission, dated September 3, 1957 in Case No. 5589 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Inter-Community Telephone Company, Nome, N. Dak.
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 3rd
day of September 19 57

ATTEST:

Chas. Olson
Secretary

COBBETT BROS., PRINT. N. D.

PUBLIC SERVICE COMMISSION:

By Martin Vaab
Commissioner

EXECUTED IN DUPLICATE

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4800

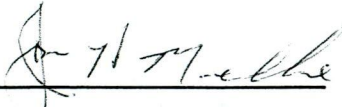
This is to certify that public convenience and necessity require, and permission is granted for Inter-Community Telephone Company, L.L.C., a telecommunications public utility, to provide local exchange telecommunications services inside the Hope, North Dakota local exchange area.

This certificate is issued in Case No. PU-2641-02-27 and is conditioned upon Inter-Community Telephone Company, L.L.C. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, April 3, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4801

This is to certify that public convenience and necessity require, and permission is granted for Inter-Community Telephone Company, L.L.C., a telecommunications public utility, to provide local exchange telecommunications services inside the Page, North Dakota local exchange area.

This certificate is issued in Case No. PU-2641-02-27 and is conditioned upon Inter-Community Telephone Company, L.L.C. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, April 3, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4802

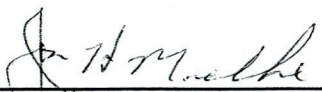
This is to certify that public convenience and necessity require, and permission is granted for Inter-Community Telephone Company, L.L.C., a telecommunications public utility, to provide local exchange telecommunications services inside the Sanborn, North Dakota local exchange area.

This certificate is issued in Case No. PU-2641-02-27 and is conditioned upon Inter-Community Telephone Company, L.L.C. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, April 3, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4803

This is to certify that public convenience and necessity require, and permission is granted for Inter-Community Telephone Company, L.L.C., a telecommunications public utility, to provide local exchange telecommunications services inside the Tower City, North Dakota local exchange area.

This certificate is issued in Case No. PU-2641-02-27 and is conditioned upon Inter-Community Telephone Company, L.L.C. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, April 3, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 397

This is to certify that public convenience and necessity require, and permission is granted for Inter-Community Telephone Company, L.L.C., a telecommunications public utility, to provide local exchange telecommunications services in parts of Foster, Griggs, Barnes, Steele, Ransom and Cass Counties in North Dakota.

This certificate is issued in Case No. PU-1685-99-159 and is conditioned upon Inter-Community Telephone Company, L.L.C. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, August 27, 1999.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner