

LAW OFFICES  
**MOSS & BARNETT**

A PROFESSIONAL ASSOCIATION

4800 NORWEST CENTER

90 SOUTH SEVENTH STREET

MINNEAPOLIS, MINNESOTA 55402-4129

TELEPHONE (612) 347-0300

FACSIMILE (612) 339-6686

WRITER'S DIRECT DIAL NUMBER

347-0275

April 19, 1996

RECEIVED

APR 22 1996

SUSAN C. RHODE  
THOMAS M. HUGHES  
NICK HAY  
THOMAS A. JUDD  
DEANNE M. GRECO  
CASS S. WEIL  
M. CECILIA RAY  
JOSEPH R. KLEIN  
NANCY M. KISKIS  
J. MICHAEL COLLOTON  
DOUGLAS M. LAWRENCE  
TIMOTHY E. WUESTENHAGEN  
PAUL E. ZISLA  
VINCENT J. FAHNLANDER  
CHARLES E. JONES  
BRIAN T. GROGAN  
MICHAEL J. LUZUM

CORY LARSEN BETTENGA  
NORTH DAKOTA  
PUBLIC SERVICE  
COMMISSION  
SECRETARY  
RICHARD C. JOHNSON

RETIRED  
J. BRAINERD CLARKSON  
FREMONT C. FLETCHER  
VERNE W. MOSS  
JAMES H. HENNESSY  
STANLEY R. STASSEL  
HOWARD S. COX  
PATRICK F. FLAHERTY

HERMAN J. RATELLE  
PAUL VAN VALKENBURG  
MICHAEL L. FLANAGAN  
THOMAS A. KELLER III  
W. SCOTT HERZOG  
WAYNE A. HERGOTT  
JAMES E. O'BRIEN  
PAUL G. NEIMANN  
EDWARD L. WINER  
WILLIAM N. KOSTER  
WILLIAM A. HAUG  
CHARLES A. PARSONS, JR.  
RICHARD J. JOHNSON  
ROBERT J. LUKES  
JAMES A. RUBENSTEIN  
THOMAS R. SHERAN  
J. MICHAEL HIRSCH

EDWARD J. BLOMME  
ANN K. NEWHALL  
MICHAEL J. AHERN  
JEFFREY L. WATSON  
THOMAS J. SHROYER  
DALE M. WAGNER  
DAVID P. JENDRZEJEK  
CURTIS D. SMITH  
DAVE F. SENGER  
ROBERT A. BRUNIG  
LOUIS J. SPELTZ  
MITCHELL H. COX  
MICHAEL J. BRADLEY  
PETER A. KOLLER  
RICHARD J. KELBER  
LAURA J. MCKNIGHT  
KEVIN M. BUSCH

Jon Mielke, Executive Secretary  
North Dakota Public Service Commission  
600 East Boulevard  
Bismarck, ND 58505-0480

Re: Loretel Systems, Inc.

Dear Mr. Mielke:

This letter is to advise you that all of the shareholders of Ollig Utilities Company ("Ollig"), which owns one hundred percent (100%) of the stock of Loretel Systems, Inc. ("Loretel") have entered into an Agreement for Purchase of Stock dated November 15, 1995 ("Agreement"), with Hector Communications Corporation, Golden West Telecommunications Cooperative, Inc., and Splitrock Telecom Cooperative, Inc. (the "Buyers"), and with the Buyers' wholly-owned subsidiary, Alliance Telecommunications Corporation ("Alliance"). Under the terms of the Agreement, Alliance would acquire all of the outstanding stock of Ollig in exchange for cash.

The Board of Directors of Ollig approved the Agreement on November 14, 1995. The parties anticipate a closing in approximately late April, 1996.

Loretel serves approximately fifty-three customers living in North Dakota through an exchange located in Minnesota; Loretel has no North Dakota telephone exchange. Although the law does not require the parties to report the transaction to the North Dakota Public Service Commission or to obtain prior approval of the transaction, we wanted to provide you with notice of the transaction as a matter of courtesy, and we would be happy to provide you with further information upon your request.

Very truly yours,

Richard J. Johnson

RJJ/mcr  
25923/JZK01!.DOC

1 PU-13-450 Filed: 6/25/2013 Pages: 38  
Corporate papers

Loretel Systems, Inc.

H  
115873

2

Foreign Corporation  
SUBMIT DUPLICATE ORIGINALS

APR 18 91 00 45 4

File No. 6086-F  
Fee: \$40.00  
3217,200

Application For

AMENDED CERTIFICATE OF AUTHORITY

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

Pursuant to the provisions of Chapter 10-22 of the North Dakota Business Corporation Act, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in your State, and for that purpose submits the following statements:

1. A Certificate of Authority was issued to the corporation by your office on April 19,  
19 76, authorizing it to transact business in your State under the name of Norman County  
Telephone Co., Incorporated

2. The corporate name of the corporation has been changed to Loretel Systems, Inc.  
(If name has not been changed, insert words "No Change")

3. The corporate name of this corporation is the same as, or deceptively similar to the name of a domestic corporation, or a domestic limited partnership existing under the laws of North Dakota, or of a foreign corporation or foreign limited partnership authorized to transact business in North Dakota, or a name the exclusive right to which is reserved, or a fictitious name or trade name registered in North Dakota. Therefore, attached to this application for certificate of authority is one of the following:  
(Check one.)

N/A A resolution of the board of directors adopting a trade name for use in transacting business in this state, together with an application and all requirements to register such trade name.  
The trade name adopted is \_\_\_\_\_

N/A Written consent of the corporation or other holder of a reserved or registered name, together with a filing fee of \$10.

N/A A certified copy of a final decree of a court of competent jurisdiction establishing the prior right of this corporation to the use of the name in North Dakota.

4. The name of this corporation does not contain the word "corporation", "company", "incorporated", or "limited", or an abbreviation of one of these words. The name of the corporation with one of these words or abbreviations it elects to add for use in North Dakota is N/A

(over)

5. It desires to pursue in the transaction of business in your State other or additional purposes than set forth in its prior application for a Certificate of Authority, as follows: No Change

(If purposes not changed, insert words "No Change")

\_\_\_\_\_

\_\_\_\_\_

6. This application is accompanied by a certified statement of amendment duly authenticated by the proper officer of the state or country where the corporation is incorporated.

We the undersigned have read the foregoing application, know the contents thereof, and verily believe the statements made therein to be true.

Dated: 4-8- \_\_\_\_\_, 19 91

By K.P. Ellefson  
(President or Vice President)  
Kenneth P. Ellefson  
And Joan V. Rasmusson  
(Secretary or Assistant Secretary)  
Joan V. Rasmusson

Certificate No. \_\_\_\_\_

Filed: April 22, 1991

Receipt No. \_\_\_\_\_ Filed By: JM

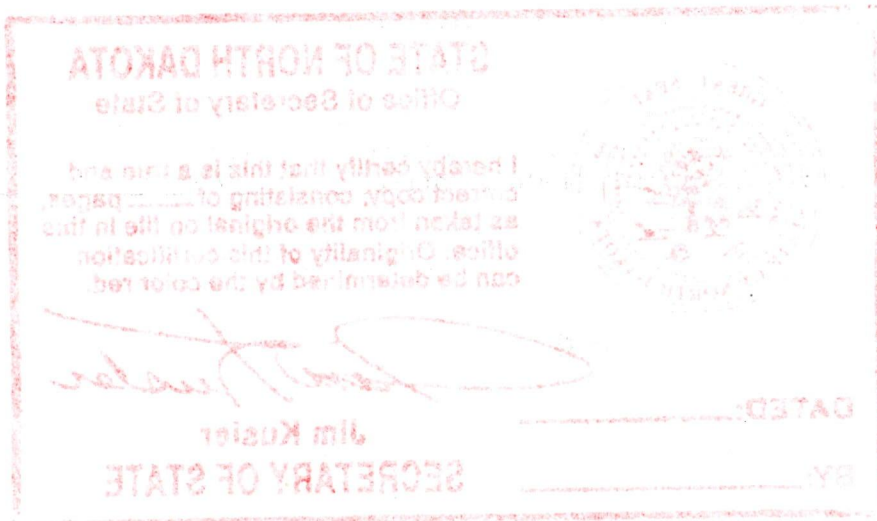
Jim Kusler

Secretary of State

By \_\_\_\_\_

Deputy

06-85





**STATE OF NORTH DAKOTA**  
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 2 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

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

DATED: 6-19-91

BY: M

Jim Kusler  
SECRETARY OF STATE

SEARCH OF RECORDS REPORT

April 27, 1990

NORMAN COUNTY TELEPHONE CO., INCORPORATED  
13 E 4TH AVE  
ADA, MN 56510

The following is the base data on file in the Office of the  
Secretary of State on NORMAN COUNTY TELEPHONE CO., INCORPORATED

Entity Type: FOREIGN BUSINESS CORPORATION

State of Organization: MN

Current Status: Active

Status Date: 04/19/76

Last Annual Report Filed: 09/26/89

Last Annual Report Year: 89

Registered Agent: C T CORPORATION SYSTEM

Address: 314 E THAYER AVE.  
PO BOX 400  
BISMARCK, ND  
58502

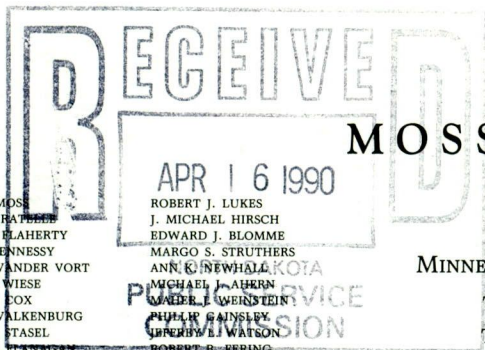
Class:

Number of Shares:

Par:

For Reference: Jan Burgad  
Clerk

(701) 224-4289  
Phone



LAW OFFICES

# MOSS & BARNETT

A PROFESSIONAL ASSOCIATION

4800 NORWEST CENTER

90 SOUTH SEVENTH STREET

MINNEAPOLIS, MINNESOTA 55402-4119

TELEPHONE (612) 347-0300

TELECOPIER (612) 339-6686

April 10, 1990

WRITER'S DIRECT DIAL NUMBER  
(612) 347-0366

LOUIS J. SPELTZ  
MITCHELL H. COX  
MICHAEL J. BRADLEY  
RICHARD J. KELBER  
REESE E. CHEZICK  
JEANNE K. STRETCH  
PETER A. KOLLER  
LAURA J. MCKNIGHT  
DANIEL R. SUNDELL  
MARY E. LANGAN  
MAUREEN A. SCOTT  
JOSEPH R. KLEIN  
SUSAN C. RHODE  
THOMAS M. HUGHES  
M. CECILIA RAY  
JENNIFER A. BROOKS  
ANN M. PETERSON  
DAVID M. HENRY  
MARLA B. RAKERD  
NANCY M. KISKIS  
PAUL T. EIDSNES  
SONJA TROM EAYRS

L. GLENN FASSETT  
(1907-1975)  
ABBOTT L. FLETCHER  
(1889-1976)  
FRANK J. WARNER  
(1914-1976)  
ROBERT W. BARNETT  
(1921-1983)  
HORACE VAN VALKENBURG  
(1901-1987)

OF COUNSEL  
FREMONT C. FLETCHER

RETIRED  
J. BRAINERD CLARKSON  
RALPH H. COMAFORD

VERNE W. MOSS  
HERMAN J. HATHORN  
PATRICK F. BLAHERTY  
JAMES H. HENNESSY  
WAYNE A. VANDER VORT  
DONALD E. WIESE  
HOWARD S. COX  
PAUL VAN VALKENBURG  
STANLEY R. STASEL  
MICHAEL L. LEANAGAN  
W. SCOTT HERZOG  
WAYNE A. HERGOTT  
JAMES E. O'BRIEN  
JOHN F. STONE  
PAUL G. NEIMANN  
EDWARD L. WINER  
ADRIAN E. HERBST  
WILLIAM A. HAUG  
CHARLES A. PARSONS, JR.  
PHILIP A. PFAFFLY  
MARK P. KOVALCHUK  
RICHARD J. JOHNSON

ROBERT J. LUKES  
J. MICHAEL HIRSCH  
EDWARD J. BLOMME  
MARGO S. STRUTHERS  
ANN K. NEWHALL  
MICHAEL J. AUBURN  
MADEE J. WEINSTEIN  
PHILIP GAINSBLEY  
JEREMY L. WATSON  
ROBERT B. PERING  
THOMAS J. SHROYER  
THOMAS C. CUTSHALL  
DALE M. WAGNER  
BARBARA G. STUART  
DAVID P. JENDRZEJEK  
DANIEL J. GOLDBERG  
CURTIS D. SMITH  
PETER J. TIMMONS  
DAVE F. SENGER  
JONATHAN J. OVIATT  
BRUCE E. MARTIN  
GREGORY D. PETERSON

Ms. Illona A. Jeffcoat-Sacco  
Commerce Counsel  
NORTH DAKOTA PUBLIC SERVICE COMMISSION  
State Capitol  
Bismarck, ND 56505

Re: Norman County Telephone Company

Dear Ms. Jeffcoat-Sacco:

Your letter of April 3, 1990 has been forwarded to me. The letter of March 8, 1990 was lost in transit between the offices of Norman County Telephone Company and our office. Accordingly, I spoke last week with Mr. Pat Fahn of your office concerning the requirements. He indicated to me that you needed a certified copy of the Articles of Incorporation, which I enclose. However, he indicated that we did not need a Certificate of Goodstanding and, accordingly, I did not obtain that document. Your letter seems to indicate that we need either a Certificate of Incorporation or a Certificate of Goodstanding. If that is the case, please let me know and I will order that document as well. With regard to the Certificate of Public Convenience and Necessity, the Certificate was enclosed in the mailing that was lost by the postal service, and our client did not retain a copy. My information from Mr. Fahn was that you could obtain a copy of this document through your offices if we were able to provide a case number. Accordingly, I enclose a copy of the Order Granting Application, which our client was able to locate, and which will hopefully assist you in finding the documents you need.

If anything further is required, please let me know.

Very truly yours,

MOSS & BARNETT, P.A.

*Kathleen A. Cole*  
(Mrs.) Kathleen A. Cole  
Legal Assistant

KAC/jkg

Enclosures

cc: Mr. Pat Fahn

Mr. Kenneth P. Ellefson

## CERTIFICATE OF INCORPORATION

OF

## NORMAN COUNTY TELEPHONE CO., INCORPORATED

We, the undersigned, citizens of the State of Minnesota, do hereby associate ourselves together for the purpose of forming a corporation under and pursuant to the provisions of Chapter 58, General Statutes of Minnesota, 1923, and any amendments thereof, and do hereby adopt the following Certificate of Incorporation:

## ARTICLE I.

The name of this corporation shall be NORMAN COUNTY TELEPHONE CO., INCORPORATED.

The general nature of its business shall be to acquire, purchase, lease, deal in, sell, own, direct, maintain and operate any public utility or utilities, including property for telephone communication; the manufacture and distribution of artificial gas, natural gas, water and heat; and to operate any and all other kinds and classes of public utilities, including all kinds of service required of whatsoever nature that may now exist or be developed for the rendering of a service of delivering of commodities for public consumption; to carry on all business that is usual or incidental to or may be conveniently carried on in connection with any of the said objects or purposes, including the manufacture and merchandising of any and all kinds of appliances used in any of said business; and to manufacture and distribute all materials, products or services that may be incidental to or a by-product of any of said purposes or objects.

(2) To buy, sell, lease, mortgage, acquire by purchase or otherwise, and to own, control and operate any and all kinds of real and personal property, including leaseholds and other rights and interests in lands, and to maintain, develop and operate the same.

(3) To acquire by purchase, subscription, contract or otherwise, and to hold, sell, exchange, mortgage, pledge or otherwise dispose of, or turn to account or realize upon, and generally deal in and with, all forms of securities, including, but not by way of limitation, shares, stocks, bonds, debentures, notes, scrip, mortgages, evidences of indebtedness, commercial paper, certificates of indebtedness and certificates of interest issued or created in any and all parts of the world by corporations, associations, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities and other political and governmental divisions and subdivisions.

(4) To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

(5) To issue all bonds, debentures and obligations of this corporation at any time for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

## ARTICLE III.

The principal place of business of this corporation shall be in the City of Minneapolis, County of Hennepin and State of Minnesota.

## ARTICLE IV.

The time for the commencement of this corporation shall be the 25th day of February, 1931, and it shall continue for a period of thirty years from said date.

## ARTICLE V.

The names and places of residence of the incorporators are as follows: Florin L. Wetch, Fred W. Putnam and Mabel H. Wetch, all of Minneapolis, Minnesota.

## ARTICLE VI.

The management of this corporation shall be vested in a board of directors consisting of not less than three nor more than eleven, and the number of directors may be determined from time to time by resolution of the stockholders at any stockholders meeting.

The names and addresses of the first board of directors are as follows: Florin L. Wetch, Fred W. Putnam and Mabel H. Wetch, all of Minneapolis, Minnesota.

The first officers of the corporation shall consist of a President, Vice-President, Secretary and Treasurer. Any two offices, except those of President and Vice-President, may be held by the same person.

The stockholders may create such additional officers, including additional Vice-Presidents, as they may deem advantageous to the corporation.

Until the election and qualification of their successors the following shall be the officers of the corporation:

A  
175 464

President - Florin L. Wetch,  
Vice-President - Mabel H. Wetch,  
Secretary - Fred W. Putnam, and  
Treasurer - Florin L. Wetch.

The board of directors shall be elected by the stockholders of the corporation at the annual meeting, which shall be held on the fourth Monday of January, at ten o'clock in the forenoon thereof, in each year. The officers of the corporation shall be elected by the board of directors each year at a meeting to be held immediately after the annual meeting of the corporation.

ARTICLE VII.

The amount of the capital stock of this corporation shall be 8,000 shares. Of the said shares 2,000 shall be Class "A" Common Stock, which shall have a par value of \$25.00 per share, and 2,000 shall be Class "B" Common Stock, which shall be without par value, and 4,000 shares shall be Preferred Stock, which shall have a par value of \$25.00 per share.

(A) The holders of Preferred Stock shall be entitled to receive, when and as declared, from the surplus or net profits of the corporation, yearly dividends at the rate of 6% per annum and no more, payable on dates to be fixed by the by-laws.

(B) Dividends on the preferred stock shall be cumulative and shall be payable before any dividends on the common stock shall be payable or set apart, so that if in any year dividends amounting to 6% shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for the Common Stock.

(C) Whenever all accumulated dividends on the preferred stock for all previous years shall have been declared and shall have become payable, and the accrued instalments for the current year shall have been declared, and the Company shall have paid such accumulated dividends for previous years and such accrued instalments, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the board of directors may declare dividends on common stock, payable then or thereafter out of any remaining surplus or net profits.

(D) In the event of any liquidation or dissolution or winding up, whether voluntary or involuntary, of the corporation, the preferred stock shall be entitled to be paid in full, both the par amount of the shares and the unpaid dividends accrued thereon, before any amount shall be paid to the holders of the common stock, and after the payment to the holders of the preferred stock of its par value and the unpaid accrued dividends thereon, the remaining assets and funds shall be divided and paid to the holders of common stock according to the respective shares.

(E) Said preferred stock may be purchased, redeemed, cancelled or retired on any interest date on or after one year from the issue thereof, at such time and in such manner as the board of directors may determine, by paying to the respective or registered holders of the stock so retired the sum of \$26.25 per share and accumulated dividends thereon.

(F) The holders of said preferred stock shall not be entitled, by reason of their holdings thereof, to any voice or vote in the management of the affairs of the corporation, except in the event that, if at any time at any annual meeting of the corporation said corporation shall be in default in the payment of dividends due or accrued on preferred stock for two previous yearly periods, the holders of preferred stock at that time outstanding shall be entitled, as a class of stock of this corporation, to elect by ballot a majority of the board of directors of the corporation, but a minority of the board of directors shall be elected by the common stockholders.

(G) The holders of Class "A" Common Stock shall be entitled to receive, when and as declared, from the surplus or net profits of the corporation yearly dividends at the rate of 6% payable on the dates to be fixed by the by-laws. Dividends on Class "A" Common Stock shall be cumulative and shall be payable before any dividends on Class "B" Common Stock shall be payable or set apart, so that if in any year dividends amounting to 6% shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for Class "B" Common Stock. In the event of any liquidation or dissolution or winding up, whether voluntary or involuntary, of the corporation, the Class "A" Common Stock shall be entitled to be paid in full, both the par amount of the shares and the unpaid dividends accrued thereon, before any amount shall be paid to the holders of Class "B" Common Stock, and after the payment to the holders of Preferred Stock of its par value and the unpaid accrued dividends thereon, and payment of Class "A" Common Stock of its par value and the unpaid accrued dividends thereon, the remaining assets and funds shall be divided and paid to the holders of Class "B" Common Stock, according to the respective shares.

(H) Said Class "A" Stock may be purchased, redeemed, cancelled or retired on any interest date on or after one year from the issue thereof, at such time and in such manner as the Board Directors may determine, by paying to the respective or registered owner the sum of \$26.25 per share and accumulated dividends thereon.

(I) At each and every meeting of the stockholders, the owners of Class "A" Common Stock and Class "B" Common Stock shall be entitled to one vote for each share of common stock owned by them.

(J) The stock shall be issued in such amount and shall be paid for in money or property, or both, in such manner and at such times as the Board of Directors shall prescribe. Without action by or consent of the stockholders, the board of directors may issue the common stock without par value, or any part thereof, from time to time, for such consideration as may be fixed from time to time, ~~for such consideration as may be fixed from time to time~~ by said board, and any and all shares so issued, when the consideration fixed by the board of directors has been fully paid or delivered, shall be fully paid and not liable to further call or assessment thereon.

(K) Transfers of common stock and preferred stock shall be made only by transfer on the books of the corporation.

ARTICLE VIII.

The highest amount of indebtedness or liability to which this corporation shall at any time be subject shall be the sum of \$1,000,000.00

IN WITNESS WHEREOF, We have herunto set our hands and seals this 23rd day of February, 1931.

In Presence of

Helen Yeerk

Matthew J. Levitt

Florin L. Wetch (SEAL)

Mabel H. Wetch (SEAL)

Fred W. Putnam (SEAL)

STATE OF MINNESOTA. )

COUNTY OF HENNEPIN. )

On this 23rd day of February, 1931, before me, a Notary Public within and for said County, personally appeared FLORIN L. WETCH, MABEL H. WETCH, and FRED W. PUTNAM, to me well known to be the same persons described in and who executed the foregoing Certificate of Incorporation, and severally acknowledged that they executed the same as their free act and deed for the uses and purposes therein expressed.

( NOTARIAL SEAL )

Matthew J. Levitt, Notary Public  
Hennepin County, Minn.  
My commission expires Oct. 7, 1936

Filed for record in this office on the 24th day of February A.D., 1931, at 12 o'clock.

MIKE HOLM, Secretary of State

ARTICLES OF INCORPORATION  
OF THE  
KELLOGG HOLDING COMPANY.

For the purpose of organizing a corporation under and pursuant to the laws of the State of Minnesota, we, the undersigned, do hereby subscribe and acknowledge the following Articles Of Incorporation.

ARTICLE I.

The name of this corporation shall be Kellogg Holding Company.

ARTICLE II.

The general nature of the business of this corporation shall be to carry on a general real estate and investment business, and to engage either on its own behalf or on behalf of other persons or corporations in buying, selling, improving, renting, leasing, managing, and otherwise dealing in any and all kinds of property, both real and personal. The corporation shall have power to acquire, own, sell, or otherwise deal in farm lands and real estate of every description and in stocks, bonds, mortgages, securities, notes, commercial paper of corporations and individuals, commercial accounts, and other choses in action. The corporation shall also have power to buy and sell and to own, lease, and deal in grain elevators and warehouses, and to operate grain elevators and warehouses for its own account or for the account of others.

ARTICLE III.

The principal place of transacting the business of this corporation shall be in the city of Minneapolis, County of Hennepin, State of Minnesota.

ARTICLE IV.

The time for commencement of this corporation shall be the ninth day of March 1931, and the period of duration thereof shall be thirty (30) years from said date.

# NORMAN COUNTY TELEPHONE COMPANY

## LOCAL AND LONG DISTANCE LINES

ADA, MINN.. February 24, 1931 ~~1932~~==

To the SECRETARY OF STATE

OF THE STATE OF MINNESOTA:

I DO HEREBY CERTIFY That I am the Secretary of NORMAN COUNTY TELEPHONE COMPANY (a corporation duly organized under and by virtue of the laws of the State of Minnesota, and doing business with its principal office in the City of Ada, Minnesota); and that the charter of said corporation expired July 1st, 1930.

That at a meeting of the stockholders of said corporation held on the 12th day of January, 1931, the following resolution was adopted:

"RESOLVED: That the Board of Directors are hereby instructed and directed to procure, at the expense of this corporation, the organization of a new corporation under the laws of the State of Minnesota, with a name as similar as possible to the present corporation".

That the Board of Directors of said corporation, pursuant to the authority vested in them by the stockholders, provided for the creation of a new corporation, and adopted the following resolution:

"RESOLVED: That this corporation does hereby consent, and respectfully request, that the Secretary of State of the State of Minnesota will allow the officers of this corporation to file Articles of Incorporation with the Secretary of State in the name of 'Norman County Telephone Co., Incorporated'."

That pursuant to said resolutions you are respectfully requested to file the enclosed Articles of Incorporation of Norman County Telephone Co.. Incorporated.



Secretary.

1534

Domestic File

STATE OF MISSISSIPPI  
DEPARTMENT OF REVENUE

FILED

FEB 21 1931

*W. H. Tolson*  
Secretary of State

L. J. - 9, 312

CERTIFICATE OF AMENDMENT  
of the  
ARTICLES OF INCORPORATION  
of  
NORMAN COUNTY TELEPHONE CO., INCORPORATED

We, the undersigned, L. J. Ollig, as President and H. M. Ollig, as Secretary, of the Norman County Telephone Co., Incorporated, organized under the laws of the State of Minnesota, do hereby certify that at a special meeting of the stockholders of said corporation called for the express purpose of amending the Articles of Incorporation of said corporation, which said meeting was held in the County of Norman, State of Minnesota, on the 16th day of May, 1949, 3:00 o'clock P. M., at which said meeting all the shares of the capital stock of said corporation, issued, outstanding and entitled to vote, were represented in person, a resolution was duly adopted by a unanimous vote of all of said stock as follows:

"RESOLVED that Article IV of the Articles of Incorporation of the Norman County Telephone Co., Incorporated, a corporation under the laws of the State of Minnesota, be, and hereby is, amended so that the time for the commencement of this corporation shall be the 25th day of February, 1931, and its duration shall be perpetual."

"RESOLVED FURTHER that the President and Secretary of this corporation be, and they hereby are, authorized and directed to make, execute and acknowledge a certificate under the corporate seal of the corporation, embracing this resolution, and to cause such certificate to be approved, filed, recorded and published in the manner required by law."

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed the corporate seal of said corporation on this 16th day of May, 1949.

In the presence of:

[Signature]  
[Signature]

L. J. Ollig President

H. M. Ollig Secretary



7-9 313

STATE OF MINNESOTA )  
COUNTY OF HENNEPIN ) SS

On this 16th day of May, 1949, before me, a Notary Public within and for said County, personally appeared L. J. Ollig and H. M. Ollig, to me personally known, who, being each by me duly sworn did say that they are respectively the President and Secretary of the corporation named in the foregoing instrument, and that said instrument was signed, and sealed in behalf of said corporation by authority of its Board of Directors and said L. J. Ollig and H. M. Ollig acknowledged said instrument to be the free act and deed of said corporation.

*Evelyn Green*

EVELYN GREEN  
Notary Public in and for the State of Minnesota  
My Commission Expires June 21, 1951

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within instrument was filed for record in this office on the 16 day of May A.M. 1949, at 8 o'clock and was duly recorded in Book 4-9 and incorporated on page 312  
*Mitchell*

6  
1949

102-  
313-AA

C-44, 273

CERTIFICATE OF AMENDMENT  
OF ARTICLES OF INCORPORATION  
OF NORMAN COUNTY TELEPHONE CO., INCORPORATED

We, the undersigned, K. P. Ellefson and Donna F. Fischer, respectively the President and Assistant Secretary of Norman County Telephone Co., Incorporated, a corporation subject to the provisions of Chapter 301, Minnesota Statutes 1953, known as the Minnesota Business Corporation Act, do hereby certify that the shareholders of said corporation, effective on the 1st day of August, 1975, by unanimous action taken in writing signed by all of the shareholders of the corporation, adopted the resolution hereinafter set forth:

RESOLVED, that Article III of the Articles of Incorporation of Norman County Telephone Co., Incorporated shall be amended to now read as follows:

ARTICLE III

The location and post office address of the registered office of this corporation shall be 13 East Fourth Avenue, City of Ada, County of Norman, State of Minnesota;

FURTHER RESOLVED, that the President and Secretary or Assistant Secretary of the corporation be and they are hereby authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this corporation, embracing the foregoing resolution, and to cause such certificate to be filed for record in the manner required by law.

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be hereto affixed this 20th day of August, 1975.

In the Presence of:

Barbara A. Larson  
Wendy Erickson

NORMAN COUNTY TELEPHONE CO., INCORPORATED

By K. P. Ellefson  
K. P. Ellefson, President

(CORPORATE SEAL)

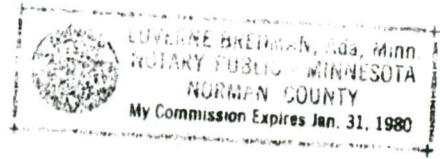
By Donna F. Fischer  
Donna F. Fischer, Assistant  
Secretary

C-44, 273

STATE OF MINNESOTA )  
 ) SS  
COUNTY OF NORMAN )

On this 20th day of August, 1975, before me, a Notary Public within and for said County, personally appeared K. P. Ellefson and Donna J. Fischer, to me personally known, who, being each by me duly sworn did say that they are respectively the President and Assistant Secretary of Norman County Telephone Co., Incorporated, the corporation named in the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors and said K. P. Ellefson and Donna J. Fischer acknowledged said instrument to be the free act and deed of said corporation.

*Laverne Bretzman*  
Notary Public



APPROVED & FILED  
INDEXED  
IND. FILED  
REV. CHECKED

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within instrument was filed for record in this office on the 16 day of Sept A. D. 1975, at 8 o'clock P. M., and was duly recorded in Book C-44 of Incorporations, on page 273  
*James Anderson Thayer*  
Secretary of State

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
NORMAN COUNTY TELEPHONE CO., INCORPORATED

We, the undersigned, K. P. Ellefson and Donna J. Fischer, respectively the President and Assistant Secretary of Norman County Telephone Co., Incorporated, a corporation subject to the provisions of Chapter 301, Minnesota Statutes 1953, known as the Minnesota Business Corporation Act, do hereby certify that the shareholders of said corporation, effective on the 7th day of April, 1976, by unanimous action taken in writing signed by all of the shareholders of the corporation, adopted the resolution hereinafter set forth:

RESOLVED, that Article VIII of the Articles of Incorporation of Norman County Telephone Co., Incorporated, shall be amended to now read as follows:

"ARTICLE VIII

The highest amount of indebtedness or liability to which this corporation shall at any time be subject shall be the sum of Five Million Dollars (\$5,000,000.00)."

FURTHER RESOLVED, that the President and Secretary or Assistant Secretary of the corporation be and they are hereby authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this corporation, embracing the foregoing resolution, and to cause such certificate to be filed for record in the manner required by law.

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be hereto affixed this 14<sup>th</sup> day of April, 1976.

In the Presence of:  
Donna D. Peterson  
Sandra R. Erickson

(CORPORATE SEAL)

NORMAN COUNTY TELEPHONE CO.,  
INCORPORATED

By K. P. Ellefson  
K. P. Ellefson, President  
By Donna J. Fischer  
Donna J. Fischer, Assistant  
Secretary

STATE OF MINNESOTA )  
                                  ) SS.  
COUNTY OF NORMAN )

On this 14<sup>th</sup> day of April, 1976, before me, a Notary Public within and for said County, personally appeared K. P. Ellefson and Donna J. Fischer, to me personally known, who, being each by me duly sworn, did say that they are respectively the President and Assistant Secretary of Norman County Telephone Co., Incorporated, the corporation named in the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said K. P. Ellefson and Donna J. Fischer acknowledge said instrument to be the free act and deed of said corporation.

Andy L. Bond  
Notary Public



STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within  
instrument was filed for record in this  
office on the 2<sup>nd</sup> day of July  
A. D. 19 76, at 8 o'clock PM,  
and was duly recorded in Book H-45  
of Incorporations, on page 33  
Joan Anderson Howe  
Secretary of State

310-AA

X-52, 107

CERTIFICATE OF  
RESTATED ARTICLES OF INCORPORATION  
OF

NORMAN COUNTY TELEPHONE CO., INCORPORATED

We, the undersigned, K.P. Ellefson and Joan V. Rasmusson, respectively the President and Secretary of Norman County Telephone Co., Incorporated, a corporation subject to the provisions of Chapter 301, Minnesota Statutes 1933, as amended, known as the Minnesota Business Corporation Act, do hereby certify that the shareholders of said corporation, effective on the 20th day of May, 1980, by unanimous action taken in writing by the shareholders of all the voting shares of the corporation, adopted the resolutions hereinafter set forth:

RESOLVED, that the Articles of Incorporation of this corporation, dated February 23, 1931, and the various amendments thereto, dated May 16, 1949, August 20, 1975, and April 14, 1976 be and the same hereby are amended and restated as follows:

RESTATED ARTICLES OF INCORPORATION  
OF  
NORMAN COUNTY TELEPHONE CO., INCORPORATED

328189

ARTICLE I

The name of this corporation shall be Norman County Telephone Co., Incorporated.

ARTICLE II

The purposes and powers of the corporation shall be:

- A. General business purposes;
- B. Without limiting the generality of the foregoing and without limiting any express or implied business purpose set forth in Minnesota Statutes, to develop, manufacture, trade and deal in and with goods and services of any kind and nature whatsoever, including the purposes and powers to acquire, purchase, lease, deal in, sell, own, direct, maintain and operate any public utility or utilities, including property for telephone communications; the manufacture and distribution of artificial gas, natural gas, water and heat; to operate any and all other kinds and classes of public utilities, including all kinds of service required of whatsoever nature that may now exist or be developed for the rendering of a service of delivering of commodities for

X-52, 104

- public consumption; to carry on all business that is usual or incidental to or may be conveniently carried on in connection with any of the said objects or purposes, including the manufacture and merchandising of any and all kinds of appliances used in any of said business and to manufacture and distribute all materials, products or services that may be incidental to or a by-product of any of said purposes or objects.
- C. To buy, sell, lease, mortgage, acquire by purchase or otherwise, and to own, control and operate any and all kinds of real and personal property whatsoever and wheresoever situated, including leaseholds and other rights and interests in lands, and to maintain, develop and operate the same.
  - D. To acquire by purchase, subscription contract or otherwise, and to hold, sell, exchange, mortgage, pledge or otherwise dispose of, or turn to account or realize upon, and generally deal in and with, with the same rights of ownership therein, including the right to vote, as may be permitted to natural persons, all forms of securities, including, but not by way of limitation, shares, stocks, bonds, debentures, notes, scrip mortgages, evidences of indebtedness, commercial paper, certificates of indebtedness and certificates of interest issued or created in any and all parts of the world by corporations, associations, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities and other political and governmental divisions and subdivisions.
  - E. To acquire all or any part of the good will, rights, business and property tangible or intangible, of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, business and property, tangible or intangible, so acquired, and to assume in connection therewith any liabilities or obligations of any such person, firm, association or corporation.
  - F. To borrow money and issue, sell or pledge all bonds, debentures, promissory notes, bills of exchange, and other securities and obligations, and evidences of indebtedness of this corporation at any time for any of the objects or purposes of the corporation, payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by a mortgage, pledge, deed or trust or otherwise, or unsecured.
  - G. To have and exercise all the powers, rights and privileges now or hereafter conferred by the laws of the State of Minnesota, and to do all things set forth in these Articles to the same extent as natural persons might do.
  - H. To enter into joint ventures, partnerships or such other singular and combined business entities and relationships as may be in the best interest of the corporation and to have and exercise all powers incident and necessary to effectuate these relationships.

The foregoing purposes and powers shall be construed liberally and shall in no way be limited or restricted by reference to or inference from the enumeration of specific powers or any other clause or paragraph of these Articles.

X-52, 109

ARTICLE III

The location and post office address of the registered office of this corporation shall be 13 East Fourth Avenue, City of Ada, County of Norman, State of Minnesota.

ARTICLE IV

The time for the commencement of this corporation shall be the 25th day of February, 1931, and its duration shall be perpetual.

ARTICLE V

The names and post office addresses of the Board of Directors are as follows:

K.P. Ellefson  
806 East First Avenue  
Ada, Minnesota 56510

Helen M. Ellefson  
806 East First Avenue  
Ada, Minnesota 56510

John P. Rasmusson  
101 West Fifth Street  
Dell Rapids, South Dakota 57022

Joan V. Rasmusson  
101 West Fifth Street  
Dell Rapids, South Dakota 57022

Dale Lillard  
5302 East Calle del Norte  
Phoenix, Arizona 85018

Gail Lillard  
5302 East Calle del Norte  
Phoenix, Arizona 85018

ARTICLE VI

The minimum amount of stated capital with which the corporation shall begin business is \$1,000.00.

ARTICLE VII

The total authorized capital of this corporation shall be \$200,000.00 all of which shall be one class designated as common stock, and shall be divided into 8,000 shares at a

X-52, 110

par value of \$25.00 per share.

The Board of Directors shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or series, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights, subject however, to approval by the holders of a majority of the voting stock of the corporation.

#### ARTICLE VIII

The highest amount of indebtedness or liability to which this corporation shall at any time be subject shall be the sum of Ten Million and no/100 (\$10,000,000.00) Dollars.

#### ARTICLE IX

This corporation may sell, lease, mortgage, exchange or otherwise dispose of all, or substantially all, of its property and assets, including its goodwill, upon such terms and conditions and for such considerations, which may be money, shares, bonds or other instruments for the payment of money or other property as its Board of Directors deems expedient, when and as authorized by the vote of holders of shares of not less than a majority of the voting stock of the corporation.

#### ARTICLE X

This corporation may enter into such merger or consolidation agreement or agreements with any other domestic or foreign corporation as its Board of Directors approves, when and as authorized by the vote of holders of shares of not less than a majority of the stock authorized to vote.

#### ARTICLE XI

These Articles may be amended when and as authorized by the vote of holders of shares not less than a majority of the stock authorized to vote.

#### ARTICLE XII

The Board of Directors may from time to time by vote of the majority of its members, make, alter, amend or rescind all or any part of the Bylaws of this corporation

X-52, 111

subject to the power of its shareholders to change or repeal such Bylaws; provided, the Board shall not make or alter any Bylaw fixing their qualifications, classifications, terms of office, or number, except the Board may make or alter any Bylaw to increase their number.

FURTHER RESOLVED, that said Restated Articles of Incorporation be and the same hereby are adopted to supersede and take the place of the existing Articles of Incorporation and all amendments thereto.

RESOLVED FURTHER, that the President and Assistant Secretary of this corporation be and they hereby are authorized and directed to make, execute, and acknowledge a Certificate of this corporation, embracing the foregoing resolutions, and to cause such Certificate to be filed for record in the manner required by law.

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal to be affixed this 20th day of May, 1980.

NORMAN COUNTY TELEPHONE CO., INCORPORATED

BY: [Signature]  
K.P. Ellefson, President

BY: [Signature]  
Joan V. Rasmusson, Secretary

STATE OF MINNESOTA )  
                                  )SS  
COUNTY OF HENNEPIN )

On this 20th day of May, 1980, before me a Notary Public within and for said County, personally appeared K.P. Ellefson and Joan V. Rasmusson to me personally known, who, being each by me duly sworn, they did say that they are respectively the President and Secretary of Norman County Telephone Co., Incorporated, the corporation named in the foregoing instrument and that said instrument was signed in behalf of said corporation by authority of its Board of Directors and said K.P. Ellefson and Joan V. Rasmusson acknowledge this instrument to be the free act and deed of said corporation.

[Signature]  
Notary Public

-5-



X-52, 112

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within  
instrument was filed for record in this  
office on the 30 day of May  
A. D. 19 80, at 4:30 o'clock P. M.,  
and was duly recorded in Book X-52  
of Incorporations, on page 107  
*Joan Anderson Brave*  
.....  
Secretary of State

310-HA

F 2987

**STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
ARTICLES OF AMENDMENT  
OF  
NORMAN COUNTY TELEPHONE CO., INCORPORATED**

Pursuant to the provisions of Minnesota Statutes Section 302A.135, the following amendment to the Articles of Incorporation of Norman County Telephone Co., Incorporated, a Minnesota corporation, was unanimously approved by the Board of Directors and was approved and adopted by the sole shareholder by written action, effective December 30, 1988, signed by all of the directors and by the sole shareholder entitled to vote.

The Articles of Incorporation of Norman County Telephone Co., Incorporated, are hereby restated in their entirety to read as follows:

**ARTICLE I.  
NAME AND REGISTERED OFFICE**

1.01 Name. The name of this Corporation is Norman County Telephone Co., Incorporated.

1.02 Registered Office. The registered office of this Corporation is located at 13 East Fourth Avenue, City of Ada, County of Norman, State of Minnesota, 56510.

**ARTICLE II.  
SHARES AND SHAREHOLDERS**

2.01 Number of Shares. The aggregate number of shares of capital stock which this Corporation shall have the authority to issue is 8,000 shares, each with a par value of \$25.00.

2.02 Classes of Shares. The Board of Directors may, from time to time, establish by resolution different classes or series of shares and may fix the rights and preferences of said shares in any class or series.

2.03 issuance of Shares. The Board of Directors shall have the authority to issue shares of a class or series to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

2.04 Preemptive Rights. No shareholder of the Corporation shall have any preemptive rights to subscribe for or purchase his or her proportionate share of any stock of the Corporation, now or hereafter authorized or issued.

2.05 Cumulative Voting. No shareholder shall have the right to cumulate his or her votes in the election of directors or for any other purpose whatsoever.

267336

**ARTICLE III.  
WRITTEN ACTION**

Any action, other than an action requiring shareholder approval, required or permitted to be taken at a meeting of the Board of Directors of this Corporation may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. Any action requiring shareholder approval required or permitted to be taken at a meeting of the Board of Directors of this Corporation may be taken by written action signed by all of the directors.

**ARTICLE IV.  
LIMITATION ON DIRECTORS LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of the duty of loyalty to the Corporation or the shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the Corporation's stock under Section 559 of the Minnesota Business Corporation Act (Minnesota Statutes, Chapter 302A) or on violations of federal or state securities laws; (iv) liability for any transaction from which the director derived an improper personal benefit; or (v) liability for any act or omission occurring prior to the date this Article IV becomes effective. If Chapter 302A, the Minnesota Business Corporation Act, hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Chapter 302A, the Minnesota Business Corporation Act. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article IV shall not be deemed to limit or preclude indemnification of a director by this Corporation for any liability of a director which has not been eliminated by the provisions of this Article IV.

The foregoing restated Articles of Incorporation supersede the original Articles and all amendments to them.

I swear that the foregoing is true and accurate and that I have authority to sign these Articles of Amendment on behalf of the Corporation.

NORMAN COUNTY TELEPHONE CO.,  
INCORPORATED

Dated: February 6, 1989.

By *Kenneth P. Ellefson*  
Kenneth P. Ellefson  
Its President

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

FEB 16 1989 ✓

*James Anderson*  
Secretary of State

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED. April 5 1990

*James Anderson*  
Secretary of State

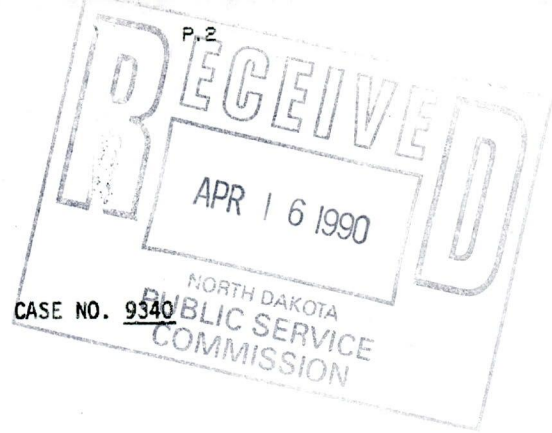


*Virginia Adler*

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

\*\*\*\*\*



In the Matter of the Application of Norman County Telephone Company, Inc., for a Certificate of Public Convenience and Necessity Authorizing Them to Construct and Operate a Telephone Communications System in Portions of Traill and Cass Counties, North Dakota.

ORDER GRANTING APPLICATION

On February 23, 1976, Norman County Telephone Company, Inc., hereinafter referred to sometimes as the Applicant, filed an Application with the North Dakota Public Service Commission wherein it requested that it be authorized to construct and operate a telephone system in certain rural areas of Traill and Cass Counties in North Dakota, and that it be issued a Certificate of Public Convenience and Necessity granting such authority.

On March 1, 1976, the Public Service Commission issued its Notice of Opportunity for Hearing wherein it gave all interested parties notice of their opportunity to file objections or requests for hearing in the matter of this proceeding on or before the 22nd day of March, 1976. This deadline has now passed and no such objections or requests for hearing have been received.

NOW, THEREFORE, IT APPEARING that Norman County Telephone Company, Inc., is a Minnesota corporation authorized to conduct a telecommunications business, and as part of its business, serves certain rural areas of Traill and Cass Counties in eastern North Dakota from two of its Minnesota exchanges located at Hendrum and Perley, and

IT FURTHER APPEARING that the Applicant has served these areas since acquisition many years ago of existing systems operated by its predecessor companies that also served these areas from Minnesota exchanges, and

IT FURTHER APPEARING that through oversight at the time of the purchase of these systems, no application was made to the North Dakota Commission for authority to either buy the systems or to transfer the operating rights of the predecessor companies, either through order or through issuance of a Certificate of Public Convenience and Necessity, and further that the Applicant is now requesting that its authority be formalized and that it be issued a Certificate of Public Convenience and Necessity granting the authority which it does not technically hold, but which it has attained through its years of uncontested operations in this area, and

IT FURTHER APPEARING that the Applicant is providing telephone service that is adequate in all respects at rates that are just and reasonable and is ready, willing and able to continue the provision of such service, and

IT FURTHER APPEARING that the issuance of a Certificate of Public Convenience and

Order Granting Application  
Case No. 9340

Page 2

Necessity authorizing the continued operation of a telephone system in certain rural areas of Traill and Cass Counties in North Dakota is in the public interest.

NOW, THEREFORE, IT IS HEREBY ORDERED that Norman County Telephone Company, Inc. be, and hereby is, granted authority to construct and operate a telephone communications system in portions of Traill and Cass Counties, North Dakota, as specifically designated in the map exhibit accompanying the Application, and

IT IS FURTHER ORDERED that a Certificate of Public Convenience and Necessity be issued wherein such authority is granted.

Dated at Bismarck, North Dakota, this 24th day of March, 1976.

( S E A L )

PUBLIC SERVICE COMMISSION

s/s RICHARD A. ELKIN, President

s/s BRUCE HAGEN, Commissioner

ATTEST:

Jean Pappas  
Acting Secretary

s/s BEN J. WOLF, Commissioner

# APPLICATION FOR CERTIFICATE OF AUTHORITY

Norman County Telephone Co., Incorporated

(A Foreign Corporation)

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

Pursuant to the provisions of the North Dakota Century Code, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of North Dakota and for that purpose submits the following statement:

(1) The name of the corporation is Norman County Telephone Co., Incorporated

(2) It is incorporated under the laws of Minnesota

(3) The name which it elects to use in the State of North Dakota is \_\_\_\_\_

Norman County Telephone Co., Incorporated

(4) The date of its incorporation is February 24, 1971 and the

period of its duration is perpetual

(5) The address of its principal office in the state or country under the laws of which it is incorporated is 13 East Fourth Avenue, Ada, Minnesota 56510

(6) The address of its proposed registered office in the State of North Dakota is \_\_\_\_\_  
314 East Thayer Avenue, c/o C. T. Corporation System, Bismarck, N.D. 58501

and the name of its proposed registered agent in the State of North Dakota at that address is

C. T. Corporation System

(7) The purpose or purposes which it proposes to pursue in the transaction of business in the State of North Dakota are operation of a telephone exchange and related  
activities.

(8) The names and respective addresses of its directors and officers are:

Name	Office	Street Address	City	State
Helen M. Ellefson		806 East 1st Avenue		
<u>K. P. Ellefson</u>	Director	Ada, Minnesota	56510	
John Rasmusson		101 West 5th Street		
<u>Joan V. Rasmusson</u>	Director	Dell Rapids, South Dakota	57022	
Gail Lillard		1523 Revelstoke Way		
<u>Dale Lillard</u>	Director	Sunnyvale, California	94087	
K. P. Ellefson		806 East 1st Avenue		
<u>K. P. Ellefson</u>	President	Ada, Minnesota	56510	
John P. Rasmusson		101 West 5th Street		
<u>John P. Rasmusson</u>	Vice President	Dell Rapids, South Dakota	57022	
Joan V. Rasmusson		101 West 5th Street		
<u>Joan V. Rasmusson</u>	Secretary	Dell Rapids, South Dakota	57022	
Helen M. Ellefson		806 East 1st Avenue		
<u>Helen M. Ellefson</u>	Treasurer	Ada, Minnesota	56510	

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

No. of Shares	Class	Series	Par Value Per Share
2,000	A	Common	\$ 25.00
2,000	B	Common	No par value
4,000	-	Preferred	\$ 25.00

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

No. of Shares	Class	Series	Par Value Per Share
214	B	Common stock	None
74	-	Preferred	\$ 25.00

(11) The amount of its stated capital is \$ 83,775.00

(12) An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1,800,000.00

(13) An estimate of the value of its property to be located within the State of North Dakota during year of 1976, is \$ 60,000.00

(14) An estimate of the gross amount of business to be transacted by it during year of 1976, is \$ 500,000.00

(15) An estimate of the gross amount of business to be transacted by it at or from places of business in the State of North Dakota during year of 1976, is \$ 10,000.00

(16) This application is accompanied by a copy of its Articles of Incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 14, 1976

Norman County Telephone Co., Incorporated  
Exact Corporate Name

By K.P. Ellefson  
President or Vice President.

and Donna C. Fischer  
Secretary or Assistant Secretary.

K. P. Ellefson, being first duly sworn, says that he is the President of Norman County Telephone Co., Incorporated

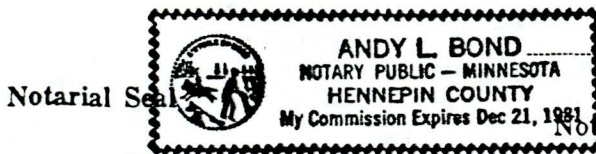
and that he has read the foregoing application and knows the contents thereof, and verily believes the statements made therein to be true.

PLEASE NOTE:

"Verification Officer" must be one of the two officers who signs for the Corporation as president or vice president or secretary or assistant secretary.

K.P. Ellefson  
Verification Officer (Signature)

Subscribed and sworn to before me this 14th day of April, 1976



Andy L. Bond

Notary Public  
State of Minnesota

Certificate No. 6086

Filed April 19, 1976

My Commission expires \_\_\_\_\_, 19\_\_\_\_

Secretary of State Ben Meyer  
a/b

Fee: Initial License Fee \$ 75.00  
Filing and Issuing Certificate 25.00

By \_\_\_\_\_  
Deputy

TOTAL \$100.00

# CERTIFICATE OF AUTHORITY

Nº 6086

DEPARTMENT



OF STATE

## State of North Dakota

TO ALL TO WHOM THESE PRESENTS SHALL COME:

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of an Application of

**NORMAN COUNTY TELEPHONE CO., INCORPORATED**

for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the North Dakota Century Code, 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 Authority to

**NORMAN COUNTY TELEPHONE CO., INCORPORATED**

to transact business in this State under the name of

**NORMAN COUNTY TELEPHONE CO., INCORPORATED**

and attaches hereto a duplicate original of the Application for such Certificate.

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 19th day of April A.D., 19 76.

Great Seal

/s/ BEN MEIER

Secretary of State.

By....., Deputy.

DUPLICATE



**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:**

April 19, 1990

**BY:**

Dorey Schlosser

**SECRETARY OF STATE**

*Jim Kusler*  
**Jim Kusler**

BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

Lillian Warren-Lazenberry  
Leo G. Adams  
Roger L. Hanson  
Terry Hoffman  
Juanita R. Satterlee

Chairman  
Commissioner  
Commissioner  
Commissioner  
Commissioner

In the Matter of the Application  
of the Norman County Telephone Company  
for Authority to Change its Schedule  
of Telephone Rates at its Ada, Glyndon,  
Perley-Hendrum, and Audubon, Minnesota  
Exchanges

DOCKET NO. P-420/GR-81-230

FINDINGS OF FACT, CONCLUSIONS OF  
LAW, AND ORDER

PROCEDURAL HISTORY

Norman County Telephone Company, Incorporated (Norman County or the Company) filed a petition for increased rates with the Minnesota Public Utilities Commission (the Commission) on April 15, 1981, pursuant to M.S. § 237.075.

On June 22, 1981, the Commission accepted the Company's filing and suspended its proposed schedule of rates. The proposed rates were calculated to overcome a revenue deficiency of \$157,285, and represented an approximate 13.5% increase.

Norman County placed its proposed rates into effect, subject to refund, on August 1, 1981.

The Commission ordered a hearing on the Company's petition on October 5, 1981. Hearing Examiner Bruce Campbell was assigned to the case. Public hearings were held on October 23, 1981, at Ada and Audubon, Minnesota.

The Minnesota Department of Public Service (the Department) was the only intervenor. The Department and Norman County submitted a stipulation to Examiner Campbell on December 14, 1981.

On January 13, 1982, Examiner Campbell submitted his Report to the Commission. He found that all relevant contested facts on significant issues relating to revenue requirements, rate base, quality of service, and rate design were adequately addressed by the parties' stipulation, and recommended the Commission approve the stipulation and grant the Company an increase of \$157,285.

Notice is hereby given that, pursuant to Minn. Reg. PSC 521, a petition for rehearing or other post hearing relief, by any party adversely affected must be filed within 20 days of the mailing date hereof (original plus 11 copies) with Randall D. Young, Executive Secretary, Minnesota Public Utilities Commission, 780 American Center Building, 160 East Kellogg Boulevard, St. Paul, Minnesota 55101, with proof of service on all parties. The grounds relied upon shall be specifically set forth and the claimed errors clearly stated in the petition. If desired, adverse parties may file and serve answers (original plus 11 copies) within 10 days after service of the petition. The Commission may, in its discretion, grant oral argument upon the petition or may decide the petition without oral argument.

Now, upon review of the entire record herein, the Commission makes the following Findings of Fact, Conclusions of Law, and Order.

FINDINGS OF FACT AND CONCLUSIONS OF LAW

I. JURISDICTION.

The matter is within the jurisdiction of the Commission pursuant to M.S. § 237.075, and was properly before the Hearing Examiner pursuant to M.S. § 15.052.

No contested case hearing was required under M.S. § 237.075, subd. 1a, since Norman County proposed an increase of less than \$500,000.

II. NORMAN COUNTY TELEPHONE COMPANY.

Norman County is a telephone company operating in the cities of Ada, Glyndon, Perley, Hendrum, and Audubon, Minnesota, and the rural area adjacent hereto. The Company also provides Extended Area Service (EAS) between Ada and Perley/Hendrum, and from its exchanges to other exchanges operated by other telephone companies.

III. PUBLIC HEARINGS.

One customer attended and spoke at the public hearing held in Ada, Minnesota. Eight customers attended the public hearing in Audubon, Minnesota, and four of them spoke. No written comments from affected members of the public were received by the Hearing Examiner prior to December 31, 1981, at which time the hearing record closed.

The customer who spoke at the Ada public hearing expressed general concern about the level of inflation and the need for all businesses to exercise restraint in price increases. He indicated that even small price increases may have an adverse impact on consumers, especially those consumers on fixed incomes. The customers who spoke at the Audubon public hearing posed questions about their billings. The Company, both at the public hearing and through later direct contact substantiated by a letter to the Hearing Examiner, successfully resolved the customer billing inquiries.

IV. RATE BASE.

Based upon the Department's investigation, the following Company rate base is deemed to be reasonable:

Gross Plant in Service	\$5,997,508
Less: Depreciation Reserve	1,583,884
Net Plant in Service	<u>\$4,413,624</u>
Materials and Supplies	11,604
Less: Unamortized Investment Tax Credit	7,997
Less: Deferred Income Taxes	335,949
Test Year Rate Base	<u>\$4,081,282</u>

V. OPERATING INCOME STATEMENT.

The Company increased local service rental revenues by \$5,410 as a result of station growth. The present rates were applied to the station count and miscellaneous services as of December 31, 1980.

The Company increased toll service revenues by \$150,000 based upon a toll cost separations study in the process of being conducted for the Company. The increase in toll service revenues was estimated using all information which was available at the time of filing the rate case.

The Company increased uncollectible revenues by \$121 based upon an average of total revenues to uncollectible revenues for the years 1976 through 1980.

The Company increased maintenance expenses by \$13,630 for an overall 11 percent increase in wages.

The Company increased depreciation expense by \$27,222 in order to recognize a full year's depreciation cost on the December 31, 1980 plant investment.

The Company decreased traffic expenses by \$2,041 in order to reflect the current rate in effect with Northwestern Bell and the December 31, 1980 station count.

The Company increased commercial expenses by \$8,967 in order to allow for an overall 11 percent wage increase, a 20 percent increase in postage costs, a 10 percent increase in other general costs, and a \$150 per month increase in toll preparation charges due to the phase-out of this service by Northwestern Bell. The total commercial expense increase also included a reduction of \$2,504 for the removal of promotional and institutional advertising.

APPROVED PSC N. DAK.

AUG 9 1982

Case No. I. 10492  
Formal Case No. \_\_\_\_\_

The Company increased general office salaries and expenses by \$15,700 in order to adjust this expense for salary increases and inhouse computer cost increases.

The Company increased other operating expenses by \$25,705 for pension costs resulting from the 11 percent wage increase, and for current premiums for worker's compensation. Fifty percent of the dues considered to be the type normally partially disallowed for ratemaking purposes and all contributions were removed.

The Company increased income taxes by \$14,819 based upon current State and Federal income tax rates after deduction of interest expense.

The Company increased other operating taxes by \$8,351 in order to reflect the increase in these taxes resulting from increased wages and revenues, and the change in the FICA tax rate.

Based upon the Department's investigation, the following Company operating income statement is deemed to be reasonable:

<u>Operating Revenues</u>	
Local Service Rental Revenues	\$ 483,955
Other Local Service Revenues	25,298
Toll Service Revenues	602,885
Miscellaneous Operating Revenues	52,919
Total Operating Revenues	<u>\$1,165,057</u>
Less: Uncollectible Revenues	6,757
Net Operating Revenues	<u>\$1,158,300</u>
<u>Operating Expenses and Taxes</u>	
Maintenance Expenses	\$ 279,134
Depreciation	362,834
Traffic Expenses	12,214
Commercial Expenses	99,657
General Office Salaries and Expenses	65,403
Other Operating Expenses	113,697
Income Taxes	29,045
Other Operating Taxes	66,329
Total Operating Expenses and Taxes	<u>\$1,028,313</u>
Operating Income	<u>\$ 129,987</u>

#### VI. RATE OF RETURN.

The Company requested a rate of return on equity of 13.50% and an overall rate of return of 4.93%.

The Company proposed the following capital structure:

	<u>Amount</u>	<u>%</u>	<u>Cost</u>	<u>Composite</u>
Equity	\$1,073,404	25.46%	13.50%	3.44%
Debt	3,142,445	74.54	2.00	1.49
Total	<u>\$4,215,849</u>	<u>100.00%</u>		<u>4.93%</u>

The DPS and the Company stipulated to the Company's requested rate of return and the proposed capital structure.

The Commission finds that the rate of return on equity, the overall rate of return and the proposed capital structure stipulated to by the DPS and the Company are fair and reasonable.

Given that the Company's debt is financed by a low 2% interest government subsidized Rural Electrification Administration (REA) loan, the Commission concludes that the Company's low equity ratio, in this case, is advantageous rather than financially unstable. As a substitute for more expensive equity capital, the low cost debt capital results in lower costs to the Company which ultimately benefit the ratepayers. The Commission, however, cautions the Company that in the event of REA financing being reduced, eliminated, or provided at higher interest rates, a low equity ratio may not be advantageous to the Company or the ratepayers.

APPROVED PSC N. DAK.

AUG 9 1982

Case No. I. 6492  
Formal Case No. ....

VII. REVENUE DEFICIENCY.

Rate Base	\$4,081,282
Rate of Return	4.9324%
Required Operating Income	\$ 201,305
Operating Income	\$ 129,987
Income Deficiency	\$ 71,318
Revenue Conversion Factor	2.205403
Revenue Deficiency	\$ <u>157,285</u>

VIII. RATE DESIGN.

The Company proposed an overall increase in local service rates of 30.9 percent. Included in these proposed rates were a large increase in the Ada exchange business rates, an increase in the instrument charge accompanied by an elimination of the charges associated with extensions, and increases in miscellaneous equipment- and services.

The DPS and the Company stipulated to the Company's proposed rates.

A rate differential for subscribers existed between each of the Company's four exchanges. The rate differential was created by the extent of Extended Area Service (EAS) in each of the four exchanges. The DPS recommended that the Company should attempt to unbundle EAS from local service rates as EAS cost information becomes available. The DPS testified that such information should become available through time during the course of normal business operations. The Company was doing a cost study to revise toll settlements on a cost basis. The DPS felt that much of the information necessary to unbundle rates would be generated in this study. The Company accepted the DPS recommendation that it utilize the results of its current cost study to revise toll settlements to facilitate the unbundling of EAS additives within one year from the date of the Commission's order in this proceeding.

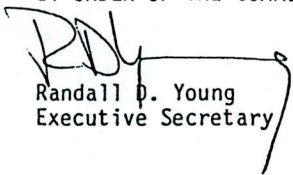
The Commission finds that the rate design issues stipulated to by the DPS and the Company are fair and reasonable.

The Commission will direct the Company to unbundle extended area service from local exchange rates in the manner discussed above.

ORDER

1. The stipulation entered into by the Norman County Telephone Company and the Minnesota Department of Public Service, appended to this Order as Attachment A, is hereby adopted.
2. Norman County Telephone Company is entitled to increased gross annual operating revenues of \$157,285.
3. Within 30 days of the service date of this order, the Company shall submit for Commission review and approval revised tariff pages reflecting the authorized increase in gross annual operating revenues.
4. Within 30 days of the service date of this order, the Company shall submit for Commission review and approval, a proposed customer notice designed to inform all customers of the final approved rates resulting from this proceeding.
5. Within one year from the service date of this order, the Company shall unbundle Extended Area Service from local service rate.
6. This Order shall be effective immediately.

BY ORDER OF THE COMMISSION

  
Randall D. Young  
Executive Secretary

SERVICE DATE: APR 7 1982

( S E A L )

APPROVED PCC N. DAK.

AUG 9 1982

Case No. 3. 6492  
Formal Case No. ....

**PUBLIC SERVICE COMMISSION**

**STATE OF NORTH DAKOTA**

**Certificate of Public Convenience and Necessity**

**First Reissued Certificate Number 2279**

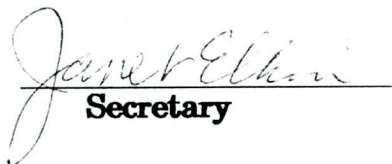
This is to certify that public convenience and necessity require, and permission is granted for Loretel Systems, Inc. a telecommunications public utility, to provide telecommunications services inside the Perley/Hendrum, Minnesota local exchange area serving customers in North Dakota.

This certificate is issued in accordance with the Order of this Commission dated June 25, 1991, in Case No. PU-547-91-325 and is subject to the conditions and limitations noted in the Order.

This certificate is conditioned upon Loretel Systems, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, June 25, 1991.

**ATTEST:**

  
Secretary

**PUBLIC SERVICE COMMISSION**

By   
Commissioner