State of North Dakota

SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING

OF

MID-RIVERS TELEPHONE COOPERATIVE, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that MID-RIVERS TELEPHONE COOPERATIVE, INC., a Montana corporation, authorized to transact business in the State of North Dakota on April 21, 1978, 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 foreign corporations.

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

MID-RIVERS TELEPHONE COOPERATIVE, INC.

Issued: January 4, 1999

Alvin A. Jaeger
Secretary of State

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Corporate papers

Mid-Rivers Telephone Cooperative, Inc.

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Registration

Certificate Number 594

This is to certify that Mid-Rivers Telephone Cooperative, Inc. is registered as a local exchange telecommunications reseller offering services in North Dakota.

This certificate is issued in Case No. PU-423-99-12, and is subject to the conditions and limitations noted in North Dakota Administrative Code, Section 69-09-05-04.

Bismarck, North Dakota, January 27, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 2369

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the authority to provide telecommunications service in portions of Golden Valley and Slope Counties, both in North Dakota as specifically delineated on the map filed by the Applicant as a part of its application by Mid-Rivers Telephone Cooperative, Inc. This certificate is issued in accordance with the report and order of this Commission, dated August 16, 1976 in Case No. 9413 and is subject to the conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Mid-Rivers Telephone Cooperative, Inc. 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 16th day of August, 19 76.

ATTEST:

Secretary.

PUBLIC SERVICE COMMISSION:

By Richard Elkin

Commissioner.

EXECUTED IN DUPLICATE

"BUY NORTH DAKOTA PRODUCTS"

UNITED PRINTING 6

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4121

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Bismarck, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST:

Executive Secretary

PUBLIC SERVICE COMMISSION

Commissioner

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04/14/1999
Public Service Commission
Certificate No. 4121

Pages: 1

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4122

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Belfield, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4122

Pages: 1

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4123

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Dickinson, North Dakota local exchance area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4123

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4124

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Emerado, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4124

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4125

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Grand Forks, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4125

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4126

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Mandan, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4126

Pages: 1

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4127

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Manvel, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Jan H Miehe
Executive Secretary

Bruce Hagen
Commissioner

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04/14/1999
Public Service Commission
Certificate No. 4127

Pages: 1

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4128

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Reynolds, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4128

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4129

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Thompson, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4129

Pages: 1

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4130

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Casselton, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4130

Pages: 1

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4131

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Fargo, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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Public Service Commission
Certificate No. 4131

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4132

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Gardner, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Jan H Miller
Executive Secretary

Bruce Hagen
Commissioner

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04/14/1999
Public Service Commission
Certificate No. 4132

Pages: 1

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4133

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Kindred, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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Public Service Commission
Certificate No. 4133

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4134

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside Leonard, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4134

Pages: 1

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4135

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Alexander, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4135

Pages: 1

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4136

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Fairmount, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4136

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4137

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Grafton, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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Public Service Commission
Certificate No. 4137

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4138

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Gwinner, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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Public Service Commission
Certificate No. 4138

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4139

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Hatton, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4139

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4140

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Hillsboro, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4140

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4141

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Jamestown, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Jan H Miller
Executive Secretary

Bruce Hagen
Commissioner

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04/14/1999
Public Service Commission
Certificate No. 4141

Pages: 1

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4142

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Larimore, North Dakota local exchance area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Jon H Maelke
Executive Secretary

Bruce Hagen
Commissioner

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04/14/1999
Public Service Commission
Certificate No. 4142

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4143

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Lisbon, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Jan H Miehe
Executive Secretary

Bruce Hagen
Commissioner

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04/14/1999
Public Service Commission
Certificate No. 4143

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4144

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Mayville, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4144

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4145

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Minto, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Jan H Miehe
Executive Secretary

Bruce Hagen
Commissioner

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04/14/1999
Public Service Commission
Certificate No. 4145

Pages: 1

CC: Comm Legal Illona . . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4146

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Northwood, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4146

Pages: 1

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4147

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Pembina, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4147

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4148

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Valley City, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4148

Pages: 1

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4149

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Wahpeton, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4149

Pages: 1

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4150

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Watford City, North Dakota local exchance area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4150

Pages: 1

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4151

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Williston, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

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04/14/1999
Public Service Commission
Certificate No. 4151

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4152

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Wyndmere, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

14 PU-423-99-11 Pages: 1
04/14/1999
Public Service Commission
Certificate No. 4152

CC: Comm Legal Illona . .

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4154

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the suburban territory near Fairview, Montana, part of the Fairview local exchange area, but located in North Dakota and served from the Fairview, Montana local exchange central office.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Jan H Miehe
Executive Secretary

Bruce Hagen
Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4155

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the rural territory near Sidney, Montana, part of the Sidney local exchange area, but located in North Dakota and served from the Sidney, Montana local exchange central office.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST: **PUBLIC SERVICE COMMISSION**

Executive Secretary **Commissioner**

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4156

This is to certify that public convenience and necessity require, and permission is granted for Mid-Rivers Telephone Cooperative, Inc., a telecommunications public utility, to provide local exchange telecommunications services, with facilities, inside the Grafton, North Dakota local exchange area.

This certificate is issued in Case No. PU-423-99-11 and is conditioned upon Mid-Rivers Telephone Cooperative, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated April 14, 1999.

Bismarck, North Dakota, April 14, 1999.

ATTEST:

Executive Secretary

PUBLIC SERVICE COMMISSION

Commissioner

Mid-Rivers Telephone Cooperative, Inc.

P.O. Box 280, 106 Second Avenue South
Circle, Montana 59215
Phone: (406) 485-3301

March 16, 1990

RECEIVED
MAR 19 1990
ND PUBLIC SERVICE COMMISSION
PUBLIC UTILITIES DIVISION

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

Mr. Fahn:

Enclosed please find the following items with regard to Mid-Rivers Telephone Cooperative:

1) Articles of Incorporation
2) Certificate of Public Convenience and Necessity
3) Commission Order Granting the Certificate of Public Convenience and Necessity

We trust this information will comply with your request.

The search of our files for the information you requested has, however, revealed a possible problem area. The present rates for service in the North Dakota portion of our Carlyle exchange are the same as in our Montana area - $12.40 for R1 service and $19.55 for B1 service. We can not find an order granting this rate.

Please advise if you have an order on file, or if not, please advise as to the course of corrective action. Mid-Rivers is not rate regulated in Montana, and any neglect to file a proper rate request, I am sure, was inadvertent. Mid-Rivers maintains the same service rates system wide.

Thank you for your assistance in this matter.

Sincerely,

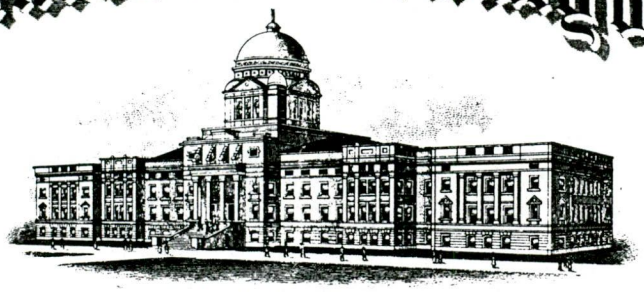
Gerry Anderson

Gerry Anderson
General Manager

Enclosures

MISC. 45- 15 6-68 C401 2

Department of the Secretary of State



OF THE STATE OF MONTANA

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that the annexed is a full, true and correct copy of Amended Articles of Incorporation of MID-RIVERS TELEPHONE COOPERATIVE, INC.

as received and filed in this office on the eighth day of October A. D. 1971, ~~at the hour of o'clock~~ and certificate issued thereon.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 13th day of October A. D. 1971.

Frank Murray
FRANK MURRAY
Secretary of State

By: Gail M. DeWalt
Gail M. DeWalt
Chief Deputy

AMENDED ARTICLES OF INCORPORATION OF
MID-RIVERS TELEPHONE COOPERATIVE, INC.

* * *

These Amended Articles of Incorporation are executed pursuant to the Rural Electric and Telephone Cooperative Act of Montana.

(a) The name of this cooperative is MID-RIVERS TELEPHONE COOPERATIVE, INC.

(b) The address of the principal office is Circle, Montana.

(c) The date of the filing of its Articles of Incorporation in the office of the Secretary of State is December 15, 1951.

(d) All Charter documents, including, but not limited to, Statement and Application, Final Report of the Commissioners, Articles of Conversion and all Amendments thereto, are hereby superseded and amended in their entirety, and in their place and stead, the following is adopted:

Article 1. The name of this cooperative is MID-RIVERS TELEPHONE COOPERATIVE, INC.

Article 2. The address of the principal office is Circle, Montana.

Article 3. The names and addresses of the incorporators are:

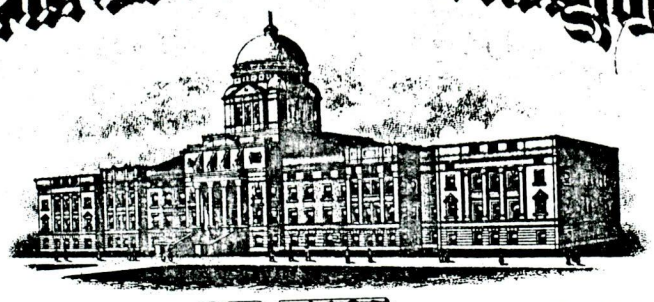
Everett M. Hill, Bloomfield, Montana
Bill Haidle, March, Montana,
Martin Barnes, Brussett, Montana,
Albert Hoffman, Vida, Montana,
J. C. Latka, Enid, Montana,
Fred Becker, Circle, Montana, and
William R. Porter, Circle, Montana.

Article 4. The names and addresses of the persons who were the first Board of Trustees (Directors), are:

Jacob Siegle, Glendive, Montana,
Everett M. Hill, Bloomfield, Montana,
J. C. Latka, Enid, Montana,
C. R. Thiessen, Lambert, Montana
Bill Haidle, Marsh, Montana,
David Strobel, Marsh, Montana,
Sterling Swigart, Sidney, Montana,
Martin Barnes, Brussett, Montana,
Baan Wille, Jordan, Montana,
Fred Becker, Circle, Montana, and
Albert Hoffman, Vida, Montana.

175106
STATE OF MONTANA
FILED
OCT 8 - 1971
FRANK MURRAY
SECRETARY OF STATE
By Leonard C. Larson
Fee 10.00 Deputy

Department of the Secretary of State



OF THE

STATE OF MONTANA

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that Amended Articles of Incorporation of

MID-RIVERS TELEPHONE COOPERATIVE, INC.

a domestic rural telephone cooperative association, duly executed pursuant to the provisions of Section 14-512 of the Revised Codes of Montana, 1947, have been received in my office and found to conform to law.

NOW, THEREFORE, I, FRANK MURRAY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Amendment to the Certificate of Incorporation of

MID-RIVERS TELEPHONE COOPERATIVE, INC.

and attach hereto a copy of the Amended Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 8th day of October A.D. 1971.

(GREAT SEAL)

Frank Murray

FRANK MURRAY
Secretary of State

By Gail M. DeWalt

GAIL M. DeWALT
Chief Deputy

(continued)

Dated this 8th day of October, 1971

MID-RIVERS TELEPHONE COOPERATIVE, INC.

by: Rex Eager

REX EAGER, President

ATTEST:

Dale G. Pawlowski

DALE G. PAWLOWSKI, Secretary

(Seal)

(Seal)

STATE OF MONTANA)
) ss.
COUNTY OF McCONE)

On this 8th day of October, 1971, before me, ROBERT T. HOOVER, a Notary Public for the State of Montana, personally appeared REX EAGER and DALE G. PAWLOWSKI known to me to be the President and Secretary respectively of MID-RIVERS TELEPHONE COOPERATIVE, INC., and acknowledged to me that they executed the foregoing Amendment to Articles of Incorporation on behalf of such Corporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year in this Certificate first above written.

Robert T. Hoover

ROBERT T. HOOVER
Notary Public for the State of
Montana, residing at:
Circle, Montana.

(Seal)

My Commission expires February 17, 1974

STATE OF MONTANA)
) ss.
COUNTY OF McCONE)

AFFIDAVIT

REX EAGER and DALE G. PAWLOWSKI, each being first duly sworn, each deposes and says:

(continued)

The foregoing Amended Articles of Incorporation have been adopted in compliance with the Rural Electric and Telephone Cooperative Act of the State of Montana, and specifically Section 14-512 of the Revised Codes of Montana (1947) as Amended.

Rex Eager

REX EAGER

Dale G. Pawlowski

DALE G. PAWLOWSKI

Subscribed and sworn to before me this 8th day of Oct, 1971.

Robert T. Hoover

ROBERT T. HOOVER
Notary Public for the State of Montana, residing at:
Circle, Montana.

(Seal)

My Commission expires February 17, 1974.

CERTIFICATE OF AUTHORITY

№ 6998

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

MID-RIVERS TELEPHONE COOPERATIVE, INC.

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

MID-RIVERS TELEPHONE COOPERATIVE, INC.

to transact business in this State under the name of

MID-RIVERS TELEPHONE COOPERATIVE, INC.

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 21st day of April A.D., 1978

GREAT SEAL

Ben Meier

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.

Jim Kusler

DATED: 4-16-90

Jim Kusler
SECRETARY OF STATE

BY: Darcy Schlosser

Mid-Rivers Telephone Cooperative, Inc.

P.O. Box 280, 106 Second Avenue South
Circle, Montana 59215
Phone: (406) 485-3301

RECEIVED
APR 20 1990
NORTH DAKOTA
PUBLIC SERVICE
COMMISSION

April 18, 1990

Illona A. Jeffcoat-Sacco
Commerce Counsel
Public Service Commission
State of North Dakota
State Capitol
Bismarck, ND 58505

Ms. Jeffcoat-Sacco:

As clarified in your letter of April 3, 1990, attached please find certified photocopies of Mid-Rivers Telephone Cooperative, Inc. Articles of Incorporation.

Please advise if further information is necessary to meet your required business papers.

Sincerely,

Gerry Anderson

Gerry Anderson
General Manager

Attachment

Pat
Articles of Inc
certified by
Montana

SECRETARY OF STATE
STATE OF MONTANA

Mike Cooney
Secretary of State

Montana State Capitol
Helena, Montana 59620

CERTIFICATION
of photocopies for

MID-RIVERS TELEPHONE COOPERATIVE, INC.

I hereby certify that the attached is a true and complete copy of of the fifty-three page document(s) on file in this office.

DATED: April 17, 1990

Mike Cooney
SECRETARY OF STATE

By Florence Clemens
Deputy

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BE IT KNOWN THAT

MID-RIVERS TELEPHONE COOPERATIVE

In accordance with the provisions of Section 6375 of the Revised Codes of Montana, 1935, on the fifteenth day of December, A. D. 1951 caused its Application for License to

ALBERT HOFFMAN, BILL HEIDLE, MARTIN BARNES, EVERETT M. HILL, J. C. LATKA, FRED BECKER AND WILLIAM R. PORTER

to open books for subscription to the capital stock of said ASSOCIATION to be filed in this office; said Application being dated the thirteenth day of December, A. D. 1951.

NOW, THEREFORE, I, Sam W. Mitchell, Secretary of State of the State of Montana, do hereby certify that the affidavit of the said Commissioners of the said Association as to their proceedings in forming

MID-RIVERS TELEPHONE COOPERATIVE

and the report of the proceedings of a meeting of the stockholders of the said Association, the same being signed and sworn to by a majority of the said Commissioners and containing the required statement of facts prescribed by Section 6378 of the Revised Codes, 1935, having this day been filed in this office, such Association is a body politic and corporate and is authorized to do business in the State of Montana for a term of forty years.

I further certify that the papers hereto attached are a true and correct copy of all the papers filed in this office in and about the above named Association.

WITNESS, my official signature hereunto

GREAT SEAL subscribed and the Great Seal of the State

of Montana hereunto affixed this 28th

MID-RIVERS TELEPHONE COOPERATIVE

Circle, Montana

January 5, 1952

To Telephone Subscribers:

Your telephone cooperative is holding its first annual meeting Thursday, Jan. 24, 1952, at Circle at 10:00 am in the Court House. The board of directors will be elected at this meeting and the by-laws will be presented for your approval.

You are a voting member when you:

(1) Sign the enclosed amendment.

(2) Deposit $45.00 and the signed amendment with Fred Becker, treasurer, Circle. Send it by mail or bring it to the meeting.

This is <u>your</u> meeting. Come and help elect <u>your</u> board of directors, and help adopt the by-laws of <u>your</u> cooperative.

Very truly yours,

Leland P. Cade
gn.

Leland P. Cade, Secretary
Mid-Rivers Telephone Co.

LPC:gn

P. S. Your cooperation is solicited by the coop. Please comply with (1) and (2) above as soon as possible and without being called upon.

<u>NOTE</u>: If you have already deposited $45., just sign the enclosed amendment.

BE IT KNOWN THAT

ALBERT HOFFMAN, BILL HEIDLE, MARTIN BARNES,
EVERETT M. HILL, J. C. LATKA, FRED
BECKER AND WILLIAM R. PORTER

having made application for a license under the Cooperative Association Act of the State of Montana, being Title 14, Chapter 2, Section 1, of the Revised Codes of Montana of 1947, to open books for subscription to the capital stock of

MID-RIVERS TELEPHONE COOPERATIVE

and having filed the required statement of facts as prescribed by said Title 14, Chapter 2, Section 1 of the Revised Codes of Montana of 1947, a license is hereby granted to the said

ALBERT HOFFMAN, BILL HEIDLE, MARTIN BARNES,
EVERETT M. HILL, J. C. LATKA, FRED
BECKER AND WILLIAM R. PORTER

and they are authorized to open books for subscription to the capital stock of

MID-RIVERS TELEPHONE COOPERATIVE

Great Seal

Sam W. Mitchell,
Secretary of State

By Clifford I. Parker

WITNESS my official signature subscribed hereunto and the Great Seal of the State of Montana hereunto affixed this fifteenth day of December, in the year one thousand nine hundred and fifty-one.

STATEMENT AND APPLICATION

TO THE HONORABLE Sam W. Mitchell
THE SECRETARY OF STATE OF THE STATE OF MONTANA
Helena, Montana

We, the undersigned citizens and residents of Montana, desire to become incorporated as a cooperative association under the laws of Montana, (Title XIV, c. 2, Rev. Codes of Mont. 1947) for the purposes mentioned below, and so do show and state:

1. The name of the proposed Association is Mid-Rivers Telephone Cooperative.

2. Its capital stock shall be five hundred thousand dollars ($500,000) consisting of forty five thousand (45,000) shares preferred stock of the par value of ten dollars ($10) each, and five thousand (5,000) shares common stock of the par value of ten dollars ($10) each.

3. The location and the principal place of business of said Association shall be in Circle, Montana.

4. The north terminus of the telephone lines of said Association is Section 30, Township 28 N. of Range 53 E., M. P. M., in Richland County, Montana; the east terminus of said lines is the Northeast Quarter of Section 23, Township 146 N., of Range 102 W., in McKenzie County, North Dakota; the south terminus of said lines is the Southwest Quarter of Section 23 Township 11 N., of Range 56 E., M. P. M., in Prairie County, Montana; and the west terminus of said lines is the Southeast Quarter of Section 25, Township 17 N., of Range 29 E., M. P. M., in Garfield County, Montana; and said lines pass through or into the Counties of McCone, Richland, Dawson, Prairie, Garfield and Fallon, in the State of Montana, and the County of McKenzie, in the State of North Dakota.

5. The duration of said Association shall be forty (40) years.

6. The particular branch or branches of industry which we intend to prosecute are:

(a) To furnish, improve and expand telephone service to its members, governmental agencies and political subdivisions, and to others; and to make available telephone service, through interconnection of facilities, to any number of subscribers of other telephone systems, and, through pay stations, to any number of users; and, upon the acquisition of existing telephone lines and facilities, to continue service to persons who are already receiving service through such lines and facilities.

(b) To construct, erect, purchase, lease as lessee, or otherwise acquire, and to own, hold, maintain, operate and improve, expand, install, and equip, and to sell, assign, convey, lease as lessor, exchange, mortgage, pledge, or otherwise dispose of or encumber telephone lines, facilities or systems, lands, buildings, structures, plants, equipment, exchanges, and any other real or personal property, tangible or intangible, which shall be deemed necessary, useful or appropriate to accomplish any or all of the purposes of the Cooperative.

(c) To purchase, lease as lessee, or otherwise acquire, and to own, hold, use and exercise, and, to the extent permitted by law, to sell, assign, convey, mortgage, pledge, or otherwise dispose of or encumber, franchises, rights, privileges, permits, licenses, rights of way and easements necessary, useful or appropriate to accomplish any or all of the purposes of the Cooperative;

(d) To borrow money and otherwise contract indebtedness, and to make and issue or guarantee bonds, notes, and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the Cooperative; and to secure the payment thereof by mortgage, pledge, or deed of trust of, or any other encumbrance upon, any or all of its then owned or after acquired real or personal property, assets, revenues, franchises, rights, privileges, licenses, rights of way easements, or permits;

(e) To connect and interconnect its telephone lines, facilities, or systems with other telephone lines, facilities, or systems;

(f) To make its facilities available to persons furnishing telephone service within or without this State;

(g) To do and perform, either for itself or its members, any and all acts and things, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any or all of the foregoing purposes as may be permitted by the Act under which such Association is formed; and to exercise any of its powers anywhere.

WHEREFORE, we respectfully apply for a license to us as Commissioners to open books for subscription to the capital stock of such corporation at such time and place as we may determine.

Dated at Circle, Montana, this thirteenth day of December, 1951.

Everette M. Hill
Albert Hoffman
Martin Barnes
C. C. Lucka
Bill Kaisle
Fred Bushey
William R. Porter

STATE OF MONTANA,)
) SS.
COUNTY OF McCONE.)

On this thirteenth day of December, nineteen hundred and Fifty-one, before me, Homer A. Hoover, a Notary Public for the State of Montana, personally appeared Albert Hoffman, Bill Heidle, Martin Barnes, Everett M. Hill, J. C. Latka, Fred Becker, and William R. Porter, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my Official Seal the day and year in this certificate first above written.

Homer A. Hoover

Notary Public for the State of Montana.
Residing at Circle, Montana.
My Commission expires Jan. 12, 1954.

73392

STATE OF MONTANA,
COUNTY OF MISSOULA. ss.

On this thirteenth day of December, in the year one thousand nine hundred and fifty-one, before me, Hope A. Moore, a Notary Public in and for the State of Montana, personally appeared Albert Deisman, Bill Hedtke, Martin Barnes, Everett M. Hill, J. C. Latka, Fred Becker, and William L. Perry, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my Official Seal the day and year in this certificate first above written.

Hope A. Moore

Notary Public for the State of Montana.
Residing at Opheim, Montana.
My Commission expires Jan. 12, 1954.

FILED
STATE OF MONTANA
DEPARTMENT OF SECRETARY OF STATE
Dec. 13, 1951
10:20 O'CLOCK A.M.
SECRETARY OF STATE
By Deputy

MID - RIVERS TELEPHONE COOPERATIVE

CIRCLE, MONTANA

February 19, 1952

B Y - - - L A W S

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It shall be the aim of
Mid-Rivers Telephone Cooperative
to provide dependable area-wide telephone service on the cooperative plan and at the lowest cost consistent with sound economy and good management.

BY-LAWS

of

Mid-Rivers Telephone Cooperative

ARTICLE I

Offices

Section I. Principal Office. The principal office of the Co-op shall be in Circle, McCone County, State of Montana.

Section 2. Other Offices. The Co-op may also have an office or offices at such other places as the Board of Trustees may from time to time designate and the business of the Co-op may require.

ARTICLE II

Membership

Section I. Requirement for Membership. Any person, firm, association, corporation, or body politic or subdivision thereof may become a stockholder and member (hereinafter called "member") of (Mid-Rivers Telephone Cooperative) (here-inafter called the "Co-op"); by:

(a) Making a written subscription for one share of common stock and four shares of preferred stock, and application for membership therein.

(b) Agreeing to purchase from the Co-op telephone service as here-inafter specified;

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

(d) Agreeing to pay the share and membership fee (hereinafter called "membership fee") hereinafter specified on uniform terms and conditions established by the Board;

provided however, that agreement to pay or payment of the membership fee in accordance with the provisions of these by-laws by a landlord on behalf of an applicant for membership who is a tenant occupying premises owned by such landlord and served by the Co-op shall constitute compliance by such applicant with subdivision (d) of this section; and provide further, however, that no person, firm, association, corporation or body politic or subdivision thereof shall become a member unless and until he or it has been accepted for membership by the Board or the members. No member may hold more than one share of common stock and membership (hereinafter called "membership") in the Co-op, and no membership shall be transferable, except as provided in these by-laws.

Beginning six months after the date of incorporation, all applications received more than thirty days prior to each meeting of the members which have not been accepted or which have been rejected by the Board shall be submitted by the Secretary to such meeting and, subject to compliance by the applicant with the requirements hereinabove set forth, any such application may be accepted by vote of the members. The Secretary shall give each such applicant at least ten days' written notice of the date of the members' meeting to which his application will be submitted and such applicant shall be entitled to be present and heard at the meeting.

The original subscribers to the capital stock shall become members of the Co-op upon the acceptance of their subscription by the Commissioners appointed by the Secretary of State to open books of subscription to the capital stock and the payment in full of their subscriptions.

Section 2. Membership Certificates. Membership in the Co-op shall be evidenced by a share and membership certificate (hereinafter called "membership certificate") which shall be in such form and shall contain such provisions as shall be determined by the Board. Such certificate shall be signed by the President and by the Secretary and the corporate seal shall be affixed thereto. No membership certificate shall be issued for less than the membership fee fixed in these by-laws, nor until such membership fee has been fully paid for. In case a certificate is lost, destroyed or mutilated a new certificate may be issued there-for upon such uniform terms and indemnity to the Co-op as the Board may prescribe.

Section 3. Joint Membership. A husband and wife may apply for a joint membership and, subject to their compliance with the requirements of Section 1 of this Article, may be accepted for such membership. The term "member" as used in these by-laws shall be deemed to include a husband and wife holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect of the holders of a joint membership shall be as follows:

(a) The presence at a meeting of either or both shall be regarded as the presence of one member, and shall constitute a joint waiver of notice of the meeting;

(b) The vote of either separately or both jointly shall constitute one joint vote;

(c) A waiver of notice signed by either or both shall constitute a joint waiver;

(d) Notice to either shall constitute notice to both;

(e) Expulsion of either shall terminate the joint membership;

(f) Withdrawal of either shall terminate the joint membership;

(g) Either but not both may be elected or appointed as an officer or trustee, provided that both meet the qualifications for such office.

Section 4. Conversion of Membership. (a) A membership may be converted to a joint membership upon the written request of the holder thereof and the agreement by such holder and his or her spouse to comply with the articles of incorporation, by-laws, and any rules and regulations adopted by the Board. The outstanding membership certificate shall be surrendered, and shall be re-issued by the Co-op in such manner as shall indicate the changed membership status.

(b) Upon the death of either spouse who is a party to the joint membership, such membership shall be held solely by the survivor. The outstanding membership certificate shall be surrendered, and shall be reissued in such manner as shall indicate the changed membership status, provided, however, that the estate of the deceased shall not be released from any debts due the Co-op.

Section 5. Share and Membership and Service Connection Fees. The Par value of a share of common stock and membership fee shall be $11.00, and the par value of a share of preferred stock shall be $10.00. Upon the payment of the par value of one share of common stock and membership fee, and the payment of the par value of four shares of preferred stock a member shall be eligible for one service connection. Additional fees shall be paid for each additional connection, extension and other available service, in accordance with the rules and regulations prescribed by the Board.

Section 6. Purchase of Telephone Service. Each member shall, as soon as telephone service is available, take telephone service from the Co-op to be used on the premises specified in his application for membership and shall pay therefore monthly at rates which shall from time to time be fixed by the Board, provided, however, that the Board may limit the amount of telephone service which the Co-op shall be required to furnish to any one member. It is expressly understood that amounts paid for

4

telephone service in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these by-laws. Each member shall pay to the Co-op such minimum amount per month for telephone service as shall be fixed by the Board from time to time. Each member shall also pay all amounts owed by him to the Co-op as and when the same shall become due and payable.

Section 7. Termination of Membership. (a) Any member may voluntarily withdraw from membership upon payment in full of all debts and obligations due to the Co-op upon compliance with such uniform terms and conditions as the Board may prescribe.

(b) The Board may, by the affirmative vote of not less than two-thirds of all trustees, expell any member who fails to comply with any of the provisions of the articles of incorporation, by-laws, or any rules and regulations adopted by the Board, but only if such member shall have been given written notice by the Secretary that such failure makes him liable to expulsion and such failure shall have continued for at least ten days after such notice was given. Any expelled member may be reinstated by vote of the Board or by vote of the members at any annual or special meeting. The membership of a member who has not permitted the installation of service within thirty (30) days after he has been notified service is available to him, or of a member who has ceased to purchase telephone service from the Co-op, shall be cancelled by resolution of the Board.

(c) If a membership fee has been paid by a landlord on behalf of his tenant, upon the removal of such tenant from the premises of the landlord, the membership of such tenant shall terminate.

(d) Upon the withdrawal, death, cessation of existence or expulsion of a member the membership of such member shall thereupon terminate, and the Co-op shall have the right to purchase his or its membership certificate pursuant to the resolution of the Board. The membership certificate of such member shall be surrendered forthwith to the Co-op, duly endorsed to the Co-op, and the Co-op shall repay to the member or to his landlord, in case the membership fee shall have been paid on behalf of the member by his landlord, the amount of the membership fee paid. Membership certificates so acquired by the Co-op shall be cancelled by the Board and such member shall thereafter have no rights, privileges or benefits in the Co-op. Termination of membership in any manner shall not release a member or his estate from any debts due the Co-op. Prior to the repayment of a membership fee paid by the member, the Co-op shall deduct from the amount of such membership fee the amount of any debts owing from the member to the Co-op.

ARTICLE III

RIGHTS AND LIABILITIES OF MEMBERS

Section 1. Property Interest of Members. Upon dissolution, after (a) all debts and liabilities of the Co-op shall have been paid,

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

Section 2. Non-liability for debts of the Co-op. The private property of the members shall be exempt from execution or other liability for the debts of the Co-op and no member shall be liable or responsible for any debts or liabilities of the Co-op.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meeting. The day and month of the annual meeting of the members shall be determined by the board of trustees beginning with the year 1953, at such place in the County of McCone, Garfield, Richland, Dawson or Prairie, State of Montana, as shall be designated in the notice of the meeting, for the purpose of electing trustees, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the Board to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not work forfeiture or dissolution of the Co-op.

Section 2. Special Meetings. Special meetings of the members may be called by resolution of the Board, or upon a written request signed by any three trustees, by the President, or by not less than 200 members or 10 per centum of all members, whichever shall be the lesser, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the County of McCone, Garfield, Richland, Dawson, or Prairie, State of Montana, specified in the notice of the special meetings.

Section 3. Notice of Members' Meetings. Written notice stating the place, day and hour of the meeting and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days or more than twenty days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Co-op with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

Section 4. Quorum. At least 10% or 50 of the total number of members, whichever shall be the lesser, present in person shall constitute a quorum for the transaction of business at all meetings of the members. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. The minutes of each meeting shall contain a list of the members present in person.

Section 5. Voting. Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon in person, except as otherwise provided by law, the articles of incorporation or these by-laws.

Section 6. Voting List. The Secretary of this Co-op shall make, at least fifteen (15) days before each meeting of the members, a complete list, arranged in alphabetical order, of the members entitled to vote at such meeting and their addresses. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

Section 7. Order of Business. The order of business at the annual meeting of the members and, so far as possible, at all other meetings of the members, shall be essentialy as follows, except as otherwise determined by the members at such meeting;

1. Report on the number of members present in order to determine the existence of a quorum.

2. Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be.

3. Reading of unapproved minutes of previous meetings of the meetings of the members and the taking of necessary action thereon.

4. Presentation and consideration of reports of officers, trustees and committees.

5. Election of trustees.

6. Unfinished business.

7. New business.

8. Adjournment.

ARTICLE V

Trustees

Section 1. General Powers. The business and affairs of the Co-op shall be managed by a board of eleven trustees which shall exercise all of the powers of the Co-op, except such as are by law, the articles of incorporation or these by-laws conferred upon or reserved to the members. One trustee shall be a resident of McKenzie County, State of North Dakota; and two trustees shall be residents of each of the Counties of McCone, Garfield, Richland, Dawson, and Prairie.

Section 2. Election and Tenure of Office. The persons elected by the subscribers to capital stock upon the organization of the Co-op and named as trustees in the certificate of incorporation shall compose the Board until the first annual meeting and until their successors shall have been elected and shall have qualified. All trustees shall be elected by secret ballot at each annual meeting of the members beginning with the year 1953 by and from the members to serve until the next annual meeting of the members and until their successors shall have been elected and shall have qualified. If an election of trustees shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, a special meeting of the members shall be held for the purpose of electing trustees within a reasonable time thereafter.

Section 3. Qualifications. No person shall be eligible to become or remain a trustee of the Co-op who:

(a) is not a member and is not presently residing in the area served or to be served by the Co-op; or

(b) is in any way employed by or financially interested in a competing enterprise or a business engaged in selling telephone service or supplies, or constructing or maintaining telephone facilities, other than a business operating on a cooperative nonprofit basis for the purpose of furthering rural telephone service.

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

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

Section 4. Nominations. The chairman shall call for nominations from the floor and nominations shall not be closed until at least one minute has passed during which no additional nomination has been made. No member may nominate more than one candidate.

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Section 5. Removal of Trustees by Members/ Any member may bring charges against a trustee and, by filing with the Secretary such charges in writing together with a petition signed by at least ten per centum of the members, or two hundred members, whichever is the lesser, may request the removal of such trustee by reason thereof. Such trustee shall be informed in writing of the charges at least ten days prior to the meeting of the members at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges against him shall have the same opportunity. The question of the removal of such trustee shall be considered and voted upon at the meeting of the members and no trustee shall be removed from office unless by a vote of two-thirds of the members. Any vacancy created by such removal may be filled by vote of the members at such meeting.

Section 6. Vacancies. Subject to the provisions of these by-laws with respect to the filling of vacancies caused by the removal of trustees by the members, a vacancy occuring in the Board shall be filled by the affirmative vote of a majority of the remaining trustees for the unexpired portion of the term, provided, however, that in the event the vacancy is not filled by the Board within sixty (60) days after the vacancy occurs, the members shall have the right to fill such vacancy at a meeting of the members.

Section 7. Compensation. Trustees shall not receive any salary for their services as trustees, except that by resolution of the Board a fee of not to exceed five (5) dollars and actual expense of attendance, if any, may be allowed for attendance at each meeting of the Board. No trustee shall receive compensation for serving the Co-op in any other capacity, nor shall any close relative of a trustee receive compensation for serving the Co-op , unless the payment and amount of compensation shall be specifically authorized by a vote of the members or the service by such trustee or close relative shall have been certified by the Board as an emergency measure.

ARTICLE VI

MEETINGS OF TRUSTEES

Section 1. Regular Meetings. A regular meeting of the Board shall be held without notice, immediately after, and at the same place as, the annual meeting of the members. A regular meeting of the Board shall also be held monthly at such time and place in McCone County, Montana, as the Board may provide by resolution. Such regular monthly meeting may be held without notice other than such resolution fixing the time and place thereof.

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Section 2. Special Meetings. Special meetings of the Board may be called by the President or by any three trustees, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. The President or the trustees calling the meeting shall fix the time and place for the holding of the meeting.

Section 3. Notice of Trustees Meetings. Written notice of the time, place and purpose of any special meeting of the Board shall be delivered to each trustee not less than seven days previous thereto either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the President or the trustee calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the trustee at his address as it appears on the records of the Co-op, with postage thereon prepaid.

Section 4. Quorum A majority of the Board shall constitute a quorum, provided, that if less than such majority of the trustees is present at said meeting, a majority of the trustees present may adjourn the meeting from time to time; and provided, further, that the Secretary shall notify any absent trustee of the time and place of such adjourned meeting. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE VII

Section 1. Number. The officers of the Co-op shall be a President, Vice President, Secretary and Treasurer. The office of Secretary and Treasurer may be held by the same person.

Section 2. Election and Term of Office. The subscribers to capital stock shall elect the original officers of this Co-op to hold office until the first annual meeting of members and until his successor shall have been elected and shall have qualified. Thereafter, the officers shall be elected annually by the members of the board of trustees at the organization meeting of the board of trustees immediately following the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his next succeeding annual meeting of the members and until his successor shall have been elected and shall have qualified.

Section 3. Removal of Officers and Agents by Trustees. Any member of the Co-op may bring charges against an officer, and by filing with the Secretary such charges in writing together with a petition signed by ten percentum of the members, or two hundred members, whichever is the lesser, may request the removel of such officer. The officer against whom such charges have been brought shall be informed in writting of the charges at least ten days prior to the members' meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence

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in respect of the charges; and the person or persons bringing the charges against him shall have the same opportunity. The question of the removal of such trustee shall be considered and voted upon at the meeting of the members and any vacancy created by such removal may be filled by vote of the members at such meeting.

Section 4. President. The President shall:

(a) be the principal executive officer of the Co-op and, unless other wise determined by the members or the Board, shall preside at all meetings of the members and the Board;

(b) sign, with the Secretary, certificates of membership, the issue of which shall have been authorized by the Board or its members, and may sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these by-laws to some other officer or agent of the Co-op, or shall be required by law to be otherwise signed or executed; and

(c) in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 5. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned to him by the Board.

Section 6. Secretary. The Secretary shall:

(a) keep the minutes of the meetings of the members and of the Board in one or more books provided for that purpose;

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

(c) be custodian of the corporate records and of the seal of the Co-op and affix the seal of the Co-op to all certificates of membership prior to the issue thereof and to all documents, the execution of which on behalf of the Co-op under its seal is duly authorized in accordance with the provisions of these by-laws;

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

(e) sign with the president, certificates of membership, the issue of which shall have been authorized by the Board or the members

(f) have general charge of the books of the Co-op;

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

(h) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board.

Section 7. Treasurer. The Treasurer shall:

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

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

(c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board.

Section 8. Manager. The Board may appoint a manager who may be, but who shall not be required to be, a member of the Co-op. The manager whall perform such duties and shall exercise such authority as the Board may from time to time vest in him.

Section 9. Bonds of Officers. The Treasurer and any other officer or agent of the Co-op charged with responsibility for the custody of any of its funds or property shall give bond in such sum and with such surety as the Board shall determine. The Board in its discretion may also require any other officer, agent, or employee of the Co-op to give bond in such amount and with such surety as it shall determine.

Section 10. Compensation. The powers, duties and compensation of officers, agents and employees shall be fixed by the Board, subject to the provisions of these by-laws with respect to compensation for trustees and close relatives of trustees.

Section 11. Reports. The Officers of the Co-op shall submit at each annual meeting of the members reports covering the business of the Co-op for the previous fiscal year. Such reports shall set forth the condition of the Co-op at the close of such fiscal year.

ARTICLE VIII

CAPITAL STOCK

Section 1. The amount of the authorized capital stock of this corporation shall be five hundred thousand dollars ($500,000) which shall consist of five thousand ($ 5,000) shares of common stock of the par value of ten dollars ($10) each, and forth-five thousand ($45,000) shares of Preferred stock of the par value of ten dollars ($10.00) each.

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Section 2. Terms and Limitations. The common stock of this corporation shall only be sold and issued not to exceed one share to subscribers, and at no time shall a share of common stock be sold or transferred on the books of the corporation unless one-half or more of the stockholders or members are farmers by occupation. No share of common stock shall be sold unless four or more shares of preferred stock are sold in connection therewith.

Section 3. Preferred stock may be sold and issued to holders of one share of common stock and to subscribers not eligible to hold common stock, but such preferred stock shall have no voting powers or rights and shall not entitle the holder thereof to participate in the management of the affairs of the association.

ARTICLE IX

NON-PROFIT OPERATION

Section 1. Interest or Dividends on Capital Prohibited. The Co-op shall at all times be operated on a cooperative non-profit basis for the mutual benefits of its patrons. No interest or dividends shall be paid or payable by the Co-op on any capital furnished by its patrons.

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

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

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Any such retirements of capital shall be made in order of priority according to the year in which the capital was furnished and credited, the capital first received by the Co-op being first retired. In no event, however, may any such capital be retired unless, after the proposed retirement, the capital of the Co-op shall equal at least forty per centum (40%) of the total assets of the Co-op.

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

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

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

ARTICLE X
DISPOSITION OF PROPERTY

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

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ARTICLE XI

SEAL

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

ARTICLE XII

FINANCIAL TRANSACTION

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

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

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

Section 4. Change in Rates. Written notice shall be given to the Administrator of REA of the United States of America not less than ninty days prior to the date upon which any proposed change in the monthly rates charged by the Co-op for telephone service becomes effective.

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

ARTICLE XIII

MISCELLANEOUS

Section 1. Membership in Other Organizations. The Co-op shall not become a member of or purchase stock in any other organization without an affirmative vote of the members at a duly held meeting, the notice of which shall specify that action is to be taken upon such proposed membership or stock purchases, provided, however, that the Co-op may upon the authorization of the Board, purchase stock in or become a member of any corporation or organization organized on a non-profit basis for the purpose of engaging in or furthering the cause of area-wide rural telephone service, or with the approval of the Administrator of REA, of any other Corporation for the purpose of acquiring telephone facilities or assuring more adequate telephone service to its members.

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

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

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

ARTICLE XIV

AMENDMENTS

These by-laws may be altered, amended or repealed by the affirmative vote of two-thirds of all the members at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alternation, amendment or repeal.

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Mid-Rivers
Telephone
Cooperative

Final Report

Roll 66

STATE OF MONTANA
DEPARTMENT OF SECRETARY OF STATE
FILED
Feb. 28 1952
11:20 O'CLOCK a M.
Sam W. Mitchell
SECRETARY OF STATE
By Dupress L. Walker
DEPUTY.

$5.00

73392

Mid-Rivers Telephone

Cooperative

License Application

mf. roll 65

STATE OF MONTANA

Department of Secretary of State

FILED

Dec. 15 1951

At 10:20 o'clock A.M.

Sam W. Mitchell
Secretary of State.

By Clifford L. Walker

$5.00

AFFIDAVIT

STATE OF MONTANA)
(ss
COUNTY OF McCone)

C. R. Thiessen being first duly sworn, deposes and says:

That he is the President of the Mid-Rivers Telephone Cooperative Inc. who has applied for Conversion of Incorporation from Title XIV, Chapter 2, R.C.M., 1947, to Title XIV, Chapter 5, R.C.M., 1947, as amended as evidenced by the annexed Articles of Conversion; that the law pertaining to the conditions precedent to conversion have been complied with in that the trustees of the corporation approved the proposition for conversion on the 11th day of June, A. D. 1957, and that thereafter the same was duly approved by the members by a vote of more than 2/3rds of the members of the corporation voting thereon at the special/annual meeting of members held on the 24th day of June, A. D. 1957.

C. R. Thiessen
President, Mid-Rivers Telephone Cooperative, Inc.

Subscribed and sworn to before me this 24th day of June, A. D. 1957.

V. G. Koch
Notary Public for the State of Montana
Residing at:
My Commission expires:

(NOTARIAL SEAL)

V. G. KOCH
ATTORNEY AT LAW
COURT HOUSE
BOX 831
SIDNEY, MONTANA

90877

Articles of Conversion

Mid-Rivers Telephone

Cooperative

STATE OF MONTANA

Department of Secretary of State

Filed for Record

July 16, 1957 19

At 10:30 o'clock A. M. and

RECORDED IN VOLUME

PAGE

Frank Murray
Secretary of State

By James M. Teakles
Deputy

$8.00

MF ROLL

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Articles of Conversion
Mid-Rivers Telephone
Cooperative

STATE OF MONTANA
DEPARTMENT OF SECRETARY OF STATE
FILED FOR RECORD
JUL 16 1957 19
AT 10:30 O'CLOCK A. M. AND
RECORDED IN VOLUME
PAGE
Frank Murray
SECRETARY OF STATE.
BY James A. Deahl
DEPUTY.

$8.00

MF ROLL

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1031883 MF ROLL

Amendment to articles of incorporation of

MID-RIVERS TELEPHONE COOPERATIVE, INC.

relative to conversion of stock to memberships and designation of termini and county location of lines

STATE OF MONTANA
DEPARTMENT OF SECRETARY OF STATE
FILED FOR RECORD
NOV 15 1960 19__
AT 9:10 O'CLOCK A M. AND
RECORDED IN VOLUME
PAGE
FRANK MURRAY
SECRETARY OF STATE
BY William J Carl
DEPUTY.
$5.00

173271
STATE OF MONTANA
FILED
MAY 24 1971
FRANK MURRAY
SECRETARY OF STATE
By [signature] Deputy

Change of Registered Agent Statement
by
Mid-Rivers Telephone Cooperative, Inc.

The Mid-Rivers Telephone Cooperative, Inc., for the purposes of changing the name of its registered agent, makes the following statements:

(a) The name of the corporation is "Mid-Rivers Telephone Cooperative, Inc.".

(b) The present address of its registered office is 106 South Second Avenue, Circle, Montana 59215.

(c) The address of its registered office shall remain unchanged.

(d) The present name of its registered agent is W. B. VanFleet.

(e) The name of its registered agent is to be changed to Jack Bentley.

(f) The address of its registered office and the address of the business office of its registered agent shall remain unchanged.

(g) The change of name of its registered agent was authorized by resolution duly adopted by its board of trustees.

Mid-Rivers Telephone Cooperative, Inc.

By [signature]
Its Secretary

STATE OF MONTANA,)
) ss.
COUNTY OF McCONE.)

Dale G. Pawlowski, being first duly sworn, deposes and says: That he is the Secretary of Mid-Rivers Telephone Cooperative, Inc., and the officer who executed the foregoing statement on behalf of said corporation; that he has read said statement and knows the contents thereof, and that the matters stated therein are true of his own knowledge.

[signature]

Subscribed and sworn to before me this 20 day of May, 1971.

[signature]
Notary Public for the State of Montana.
Residing at Circle, Montana.
My Commission expires 3-16-73.

ROBERT T. HOOVER
ATTORNEY AT LAW
CIRCLE, MONTANA 59215
PHONE 485-2250

Upon motion duly made, seconded and unanimously adopted, it was RESOLVED that this corporation change the name of its registered agent from W. B. VanFleet to Jack Bentley, and that the secretary be, and hereby is, authorized and directed to do and perform all necessary acts and things necessary to effect such change.

Adopt the resolution; have secretary execute the statement, and forward statement, together with $2.00 filing fee, to:

Hon. Frank Murray
Secretary of State
Helena, Montana 59601

WESTERN SURETY COMPANY

MISC. 2A—2M 11-67 97341

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that Amended Articles of Incorporation of

MID-RIVERS TELEPHONE COOPERATIVE, INC.

a domestic rural telephone cooperative association, duly executed pursuant to the provisions of Section 14-512 of the Revised Codes of Montana, 1947, have been received in my office and found to conform to law.

NOW, THEREFORE, I, FRANK MURRAY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Amendment to the Certificate of Incorporation of

MID-RIVERS TELEPHONE COOPERATIVE, INC.

and attach hereto a copy of the Amended Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 8th day of October A.D. 1971.

(GREAT SEAL)

Frank Murray
FRANK MURRAY
Secretary of State

By Gail M. DeWalt
GAIL M. DeWALT
Chief Deputy

AMENDED ARTICLES OF INCORPORATION OF

MID-RIVERS TELEPHONE COOPERATIVE, INC.

* * *

These Amended Articles of Incorporation are executed pursuant to the Rural Electric and Telephone Cooperative Act of Montana.

(a) The name of this cooperative is MID-RIVERS TELEPHONE COOPERATIVE, INC.

(b) The address of the principal office is Circle, Montana.

(c) The date of the filing of its Articles of Incorporation in the office of the Secretary of State is December 15, 1951.

(d) All Charter documents, including, but not limited to, Statement and Application, Final Report of the Commissioners, Articles of Conversion and all Amendments thereto, are hereby superseded and amended in their entirety, and in their place and stead, the following is adopted:

Article 1. The name of this cooperative is MID-RIVERS TELEPHONE COOPERATIVE, INC.

Article 2. The address of the principal office is Circle, Montana.

Article 3. The names and addresses of the incorporators are:

Everett M. Hill, Bloomfield, Montana
Bill Haidle, March, Montana,
Martin Barnes, Brussett, Montana,
Albert Hoffman, Vida, Montana,
J. C. Latka, Enid, Montana,
Fred Becker, Circle, Montana, and
William R. Porter, Circle, Montana.

Article 4. The names and addresses of the persons who were the first Board of Trustees (Directors), are:

Jacob Siegle, Glendive, Montana,
Everett M. Hill, Bloomfield, Montana,
J. C. Latka, Enid, Montana,
C. R. Thiessen, Lambert, Montana
Bill Haidle, Marsh, Montana,
David Strobel, Marsh, Montana,
Sterling Swigart, Sidney, Montana,
Martin Barnes, Brussett, Montana,
Baan Wille, Jordan, Montana,
Fred Becker, Circle, Montana, and
Albert Hoffman, Vida, Montana.

175106

STATE OF MONTANA

FILED

OCT 8 - 1971

FRANK MURRAY

SECRETARY OF STATE

By Leonard C. Larson

Deputy

(continued)

Dated this 8th day of October, 1971

MID-RIVERS TELEPHONE COOPERATIVE, INC.

by: Rex Eager

REX EAGER, President

ATTEST:

Dale G. Pawlowski

DALE G. PAWLOWSKI, Secretary

(Seal)

STATE OF MONTANA)
) ss.
COUNTY OF McCONE)

On this 8th day of October, 1971, before me, ROBERT T. HOOVER, a Notary Public for the State of Montana, personally appeared REX EAGER and DALE G. PAWLOWSKI known to me to be the President and Secretary respectively of MID-RIVERS TELEPHONE COOPERATIVE, INC., and acknowledged to me that they executed the foregoing Amendment to Articles of Incorporation on behalf of such Corporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year in this Certificate first above written.

Robert T. Hoover

ROBERT T. HOOVER
Notary Public for the State of
Montana, residing at:
Circle, Montana.

My Commission expires February 17, 1974

STATE OF MONTANA)
) ss. AFFIDAVIT
COUNTY OF McCONE)

REX EAGER and DALE G. PAWLOWSKI, each being first duly sworn, each deposes and says:

(continued)

The foregoing Amended Articles of Incorporation have been adopted in compliance with the Rural Electric and Telephone Cooperative Act of the State of Montana, and specifically Section 14-512 of the Revised Codes of Montana (1947) as Amended.

Rex Eager

REX EAGER

Dale G. Pawlowski

DALE G. PAWLOWSKI

Subscribed and sworn to before me this 8th day of Oct. 1971.

Robert T. Hoover

ROBERT T. HOOVER
Notary Public for the State of
Montana, residing at:
Circle, Montana.

My Commission expires February 17, 1974.

Every corporation is required under Sections 15-2211, 15-22-106, 15-2308 or 15-2370, Revised Codes of Montana, 1947, to have and continuously maintain in Montana a registered office and a registered agent at such office. Any corporation which changes its registered office or registered agent, or both, or whose agent dies or resigns or changes his or its address must file a statement of such change in the following form with the Secretary of State.

(For use by the Secretary of State only)

222855

STATE OF MONTANA

FILED

MAR 14 1975

FRANK MURRAY

SECRETARY OF STATE

Kenneth A. Brown

Deputy

Filing Fee: $2.00

RECEIVED HELENA, MONTANA MAR 10 9 49 AM '75 FRANK MURRAY SECRETARY OF STATE

STATE OF MONTANA
Statement of Change of Registered Office or Registered Agent, or Both, of Corporation

TO THE SECRETARY OF STATE
OF THE STATE OF MONTANA
Capitol
Helena, Montana 59601

Pursuant to the provisions of Section 15-2212, R.C.M. 1947, as a domestic profit corporation, Section 15-22-107, R.C.M. 1947, as a foreign profit corporation, Section 15-2309, R.C.M. 1947, as a domestic nonprofit corporation, or Section 15-2371, R.C.M. 1947, as a foreign nonprofit corporation, the undersigned corporation, organized under the laws of Montana, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Montana:

FIRST:
The name of the corporation is
MID-RIVERS TELEPHONE COOPERATIVE, INC

SECOND:
The address of its present registered office is
106 South Second Avenue (street number) (street)
Circle (city or town), Montana 59215 (zip code)

THIRD:
The address to which its registered office is to be changed is 21 3rd Street North (street number) (street)
Great Falls (city or town), Montana 59403 (zip code)

FOURTH:
The name of its present registered agent is
Vernon D. Scheer

FIFTH:
The name of its successor registered agent is
Charles Lovell

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

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

WARNING
"PENALTIES IMPOSED UPON OFFICERS AND DIRECTORS. Each officer and director of a corporation, domestic or foreign, who signs any articles, statement, report, application or other document filed with the secretary of state which is known to such officer or director to be false in any material respect, shall be deemed to be guilty of a misdemeanor, and upon conviction thereof may be fined in any amount not exceeding five hundred dollars ($500)."
(Sections 15-22-126 and 15-2386, R.C.M. 1947)

DATED: March 10, 19 75.

MID-RIVERS TELEPHONE COOPERATIVE, INC.
(exact name of corporation)

By Dale G. Pawlowski
(signature of officer) Dale G. Pawlowski

Its Secretary-Treasurer
(title of officer)

NOTE:
This Statement must be signed by either the corporation's president or vice president, verified by the signing officer before a Notary Public or similar official, and the original only submitted to the Secretary of State, Capitol, Helena, Montana 59601 with a filing fee in the amount of $2.00. Nonprofit corporations need not verify the Statement. The copy of the Statement should be retained in the corporation's records.

EXCERPTS FROM MINUTES

February 25, 1975

A Special Board Meeting of the Board of Trustees of Mid-Rivers Telephone Cooperative, Inc., was held February 25, 1975, at 10:08 a.m., in Circle, Montana, pursuant to notice thereof being duly given, and waivers of notice of such meeting signed by all directors.

The meeting was called to order by President Raymond L. Shaw, who presided and Dale G. Pawlowski, Secretary, acted as secretary of the meeting.

Upon calling the roll, the secretary reported that the following Trustees were present:

Raymond L. Shaw	Robert Gray
Gerald O. Turley	William Colbert
Dale G. Pawlowski	Gordon Petaja
Louis Schnebly	Irvin Haidle
Dean Switzer	

Manager Manz was also present.

The Montana Corporation Annual Report and the assigning of a Registered Agent was discussed. The selection of Mid-Rivers general counsel as agent was recommended by Manager Manz. Following a discussion, Gray moved the following resolution be passed.

RESOLVED, that Charles Lovell, of Church, Harris, Johnson, & Williams, be designated as the Registered Agent for Mid-Rivers Telephone Cooperative, Inc.

The motion was seconded by Petaja and carried.

I, DALE G. PAWLOWSKI, Secretary of the Mid-Rivers Telephone Cooperative, Inc. do HEREBY CERTIFY that the foregoing is a true and correct extract from the records of Said Corporation, showing proceedings duly had and resolution duly adopted by the Board of Directors of Said Corporation at a meeting thereof duly called and held February 25, 1975, at which a quorum was present, and that Said resolution is still in full force and effect.

WITNESS my hand and the Seal of Said Corporation on this 4th day of March, 1975.

Dale G. Pawlowski

Dale G. Pawlowski, Secretary

(SEAL)

2 C-10—5M—9-77

Every corporation is required under Sections 15-2211, 15-22-106, 15-2308 or 15-2370, Revised Codes of Montana, to have and continuously maintain in Montana a registered office and a registered agent at such office. Any corporation which changes its registered office or registered agent, or both, or whose agent dies or resigns or changes his or its address must file a statement of such change in the following form with the Secretary of State.

(For use by the Secretary of State only)

277992
STATE OF MONTANA
FILED
MAR 31 1980
FRANK MURRAY
SECRETARY OF STATE
By Kenneth W. Brown
Deputy

Filing Fee: $2.00

RECEIVED HELENA, MONTANA 2 51 PM MAR 26 1980 FRANK MURRAY SECRETARY OF STATE

STATE OF MONTANA
Statement of Change
of Registered Office or Registered Agent, or Both, of Corporation

TO THE SECRETARY OF STATE
OF THE STATE OF MONTANA
Capitol
Helena, Montana 59601

Pursuant to the provisions of Section 15-2212, R.C.M. as a domestic profit corporation, Section 15-22-107, R.C.M., as a foreign profit corporation, Section 15-2309, R.C.M., as a domestic nonprofit corporation, or Section 15-2371, R.C.M., as a foreign nonprofit corporation, the undersigned corporation, organized under the laws of Montana, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Montana:

FIRST:
The name of the corporation is Mid-Rivers Telephone Cooperative, Inc.

SECOND:
The address of its present registered office is
21 Third Street North
(street number) (street)
Great Falls, Montana 59401
(city or town) (zip code)

THIRD:
The address to which its registered office is to be changed is 500 Electric Building
(street number) (street)
Billings, Montana 59101
(city or town) (zip code)

FOURTH:
The name of its present registered agent is
Charles C. Lovell

FIFTH:
The name of its successor registered agent is
LAWCO

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

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

DATED: March 27, 1980.

WARNING
"PENALTIES IMPOSED UPON OFFICERS AND DIRECTORS. Each officer and director of a corporation, domestic or foreign, who signs any articles, statement, report, application or other document filed with the secretary of state which is known to such officer or director to be false in any material respect, shall be deemed to be guilty of a misdemeanor, and upon conviction thereof may be fined in any amount not exceeding five hundred dollars ($500)."
(Sections 15-22-126 and 15-2386, R.C.M.)

MID-RIVERS TELEPHONE COOPERATIVE, INC.
(exact name of corporation)
By James L. Nelson
(signature of officer)
Its General Manager
(title of officer)

NOTE:
This Statement must be signed by either the corporation's president or vice president, verified by the signing officer before a Notary Public or similar official, and the original only submitted to the Secretary of State, Capitol, Helena, Montana 59601 with a filing fee in the amount of $2.00. Nonprofit corporations need not verify the Statement. The copy of the Statement should be retained in the corporation's records.

Public Service Commission
State of North Dakota

COMMISSIONERS
Dale V. Sandstrom
President
Bruce Hagen
Leo M. Reinbold

State Capitol
Bismarck, North Dakota 58505
701-224-2400
Toll Free in ND 800-932-2400
FAX 701-224-2410

Secretary, Janet A. Elkin

March 19, 1990

Mr. Gerry Anderson
Mid-Rivers Telephone Cooperative, Inc.
P. O. Box 280
Circle, Montana 59215

Dear Mr. Anderson:

Thank you for the material submitted concerning your company's corporate papers.

Our letter of March 8, 1990, requested some of these papers be certified. Please send us a Certificate of Authorization certified by the North Dakota Secretary of State.

Please provide this additional material by the date noted in the Commission's March 8th letter.

Sincerely,

Patrick Fahn

Patrick J. Fahn, Chief Engineer
Public Utilities Division

PJF/sdh

Enclosures

SEARCH OF RECORDS REPORT

April 24, 1990

MID-RIVERS TELEPHONE COOPERATIVE, INC.
PO BOX 280
CIRCLE, MT 59215

The following is the base data on file in the Office of the Secretary of State on MID-RIVERS TELEPHONE COOPERATIVE, INC.

Entity Type: FOREIGN COOPERATIVE ASSOCIATION

State of Organization: MT

Current Status: Active

Status Date: 04/21/78

Last Annual Report Filed: 03/15/90

Last Annual Report Year: 90

Registered Agent: C T CORPORATION SYSTEM

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

Class:	Number of Shares:	Par:

For Reference: Darcy Schlosser
Clerk

701-224-4283
Phone

AUG 23 1976

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

****

In the Matter of the Application of Mid-Rivers Telephone Cooperative, Inc. for: (1) Authority to Construct and Operate a Telecommunications System in Portions of Golden Valley and Slope Counties, both in North Dakota; (2) Authority to Provide All One-Party Service in these Areas; and (3) Authority to Establish Rates for All One-Party Service.	CASE NO. 9413

ORDER GRANTING APPLICATION

On June 11, 1976, the Mid-Rivers Telephone Cooperative, Inc., hereinafter referred to sometimes as the Applicant, filed an Application with this Commission wherein it requested authority to provide all one-party telephone service in portions of Golden Valley and Slope Counties, both in North Dakota, and to establish rates for said service.

On July 1, 1976, this Commission issued its Notice of Opportunity for Hearing wherein public notice was given of opportunity for any interested party to file objections with the Commission to the proposals contained in this application and/or to make requests for public hearing before the Public Service Commission on issues related to the application proposals. The deadline for filing of said objections or requests was July 21, 1976. No such objections or requests were received on or before said deadline.

NOW, THEREFORE, IT APPEARING that Mid-Rivers Telephone Cooperative, Inc., is a member-owned telecommunications cooperative organized and existing under the laws of the State of Montana with authority to conduct such a business in the State of North Dakota and, as such, is a public utility subject to the regulation of the North Dakota Public Service Commission and

IT FURTHER APPEARING that the Applicant has been serving small portions of both Slope and Golden Valley Counties in North Dakota on a multi-party basis for a number of years without a Certificate of Public Convenience and Necessity or without specific approval of rates for said service and, although the Applicant has been serving these areas without basic authority to do so, it does not appear that it has encroached on territory that other companies have had any desire to serve and, therefore, there does not appear to be any dispute insofar as the Applicant's request for service authority, and

IT FURTHER APPEARING that the Applicant has been providing multi-party service in this area at rates established as system rates for its Montana operation and, further, that it now proposes to provide all one-party service in the Carlyle, Montana exchange and to provide said service to the North Dakota customers from said exchange at proposed rates

for all one-party service as follows:

Business One-Party ---------- $16.50
Residential One-Party ---------- $11.00

IT FURTHER APPEARING that the specific service area which the Applicant has requested authority to serve through issuance of a Certificate of Public Convenience and Necessity will include generally all of Township 135, Range 106; all of Township 135, Range 105 lying west of the Little Missouri River; and a portion of Township 136, Range 107W including all or parts of Sections 3 through 9; 16 through 21; 28 through 36; as shown in detail on the exhibit accompanying this application and

IT FURTHER APPEARING that it is in the public interests that the Applicant be authorized to serve the specific area as designated herein and that a Certificate of Public Convenience and Necessity be issued which reflects the granting of this authority and

IT FURTHER APPEARING that the proposed rates for all one-party service are just and reasonable and that the provision of all one-party service in the service area as specified herein is in the public interests.

NOW, THEREFORE, IT IS HEREBY ORDERED that Mid-Rivers Telephone Cooperative, Inc. be, and hereby is, authorized to provide telecommunications service in the area as specified herein and further that a Certificate of Public Convenience and Necessity be issued to Mid-Rivers Telephone Cooperative, Inc. authorizing the construction and operation of a telecommunications system in said area.

IT IS FURTHER ORDERED that Mid-Rivers Telephone Cooperative, Inc. be, and hereby is, authorized to provide all one-party service in said area from its Carlyle, Montana exchange at the following rates:

Business One-Party ----------$ 16.50
Residential One-Party ----------$ 11.00

Dated at Bismarck, North Dakota, this 16th day of August, 1976.

(S E A L) PUBLIC SERVICE COMMISSION

s/s _____
RICHARD A. ELKIN, President

s/s _____
BRUCE HAGEN, Commissioner

ATTEST:
Janet Sauter
Secretary

s/s _____
BEN J. WOLF, Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

JUL 6 1976

****

In the Matter of the Application of Mid-Rivers Telephone Cooperative, Inc. for: (1) Authority to Construct and Operate a Telecommunications System in Portions of Golden Valley and Slope Counties, both in North Dakota; (2) Authority to Provide all One-Party Service in These Areas; and (3) Authority to Establish Rates for All One-Party Service.

CASE NO. 9413

NOTICE OF OPPORTUNITY FOR HEARING

On June 11, 1976, the Mid-Rivers Telephone Cooperative, Inc., hereinafter referred to sometimes as the APPLICANT, filed an application with this Commission wherein it requested authority to provide all one-party telephone service in portions of Golden Valley and Slope Counties, both in North Dakota, and to establish rates for said service.

It appears that the Applicant has been serving small portions of both Slope and Golden Valley Counties in North Dakota on a multi-party basis for a number of years without a Certificate of Public Convenience and Necessity or without specific approval of rates for said service. Although the Applicant has been serving these areas without basic authority to do so, it does not appear that it has encroached on territory that other companies have had any desire to serve and, therefore, there does not appear to be any dispute insofar as the Applicant's request for service authority.

The Applicant has been providing multi-party service in this area at rates established as system rates for their Montana operation. The Applicant now proposes to provide all one-party service in the Carlyle, Montana exchange and to provide said service to the North Dakota customers from said exchange at proposed rates for all one-party service as follows:

Business One-Party ---------- $ 16.50
Residential One-Party ---------- $ 11.00

The specific service area which the Applicant has requested authority to serve through issuance of a Certificate of Public Convenience and Necessity would include generally all of Township 135, Range 106; all of Township 135, Range 105 lying west of the Little Missouri River; and a portion of Township 136, Range 107W including all or parts of Sections 3 through 9; 16 through 21; 28 through 36; as shown in detail on the exhibit accompanying this application.

NOW, THEREFORE, it appearing that it is in the public interest that the Mid-Rivers Telephone Cooperative, Inc. be allowed to continue operation of its telecommunications system in the portions of North Dakota as designated herein, and to upgrade said service to all one-party service at the rates as proposed. However, it appears that the public, and more particularly, telecommunications companies should be given opportunity to make comments or request a hearing in this matter if they feel that the Applicant's request for authority is in any way unfair or unreasonable to the public or to such companies.

NOW, THEREFORE, NOTICE IS HEREBY GIVEN to any interested parties of their opportunity to file objections with, or requests for hearing before the Public Service Commission on or before the 21st day of July, 1976, and that in the event that no such objections or requests for hearing are received on or before said date, this Commission may then issue its order granting the authority as requested herein.

Dated at Bismarck, North Dakota, this 1st day of July, 1976.

(S E A L)

PUBLIC SERVICE COMMISSION

Janet Sauter
Secretary

MISC. 4-2

Department of the Secretary of State

OF THE STATE OF MONTANA

I, Frank Murray, Secretary of State of the State of Montana, do hereby certify that the annexed is a full, true and correct copy of

AMENDMENT TO ARTICLES OF

INCORPORATION OF

MID-RIVERS TELEPHONE COOPERATIVE

CHANGING PURPOSES AND CHANGING NAME TO

MID-RIVERS TELEPHONE COOPERATIVE, INC.

as received and filed in this office on the sixteenth day of October, A. D. 19 58, at the hour of 9:10 o'clock A.M.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this sixteenth day of October, A. D. 1958.

Frank Murray

FRANK MURRAY
Secretary of State

AFFIDAVIT

STATE OF MONTANA)
(ss
COUNTY OF McCONE)

Everett M. Hill, being first duly sworn deposes and says:

That he is the President of the Mid-Rivers Telephone Cooperative, Inc., whose principal offices are located in Circle, McCone County, Montana. That he attended the Board of Directors' meeting at which the proposed amendments to the Articles of Incorporation attached hereto were adopted by said Board and subsequently attended and was Chairman of the meeting of members at the annual meeting held on September 20, 1958, in Circle, Montana, at which time the attached amendments to the Articles of Incorporation were presented to and voted upon by the said membership and that section 14-512, Revised Codes of Montana, 1947, as amended, were duly complied with.

Further Affiant saith not.

EVERETT M. HILL Everett M Hill

Subscribed and sworn to before me this 25th day of September A. D. 1958.

Gladys M. Curtis
Notary Public for the State of Montana
Residing at Circle, Montana
My Commission expires:

(NOTARIAL SEAL)

NOTARY PUBLIC for the State of Montana
Residing at Circle, Montana
My commission expires July 16, 1960

AMENDMENT
ARTICLES OF INCORPORATION
MID-RIVERS TELEPHONE COOPERATIVE

I, Everett M. Hill, President of the Mid-Rivers Telephone Cooperative with principal offices at Circle, McCone County, Montana, hereby certify that the following amendments to the Articles of Incorporation were effected first by passage of not less than two-thirds (2/3) of the directors on the 8th day of July, A. D. 1957, and thereafter by a vote of the stockholders in accordance with section 14-512 R.C.M., 1947, as amended and applicable statutes at an annual meeting of stockholders held on the 20th day of September, A. D. 1958; that said amendments are as follows:

Amendment of paragraph 1. The name of the Cooperative is amended from Mid-Rivers Telephone Cooperative to Mid-Rivers Telephone Cooperative, Inc.

Amendment of paragraph 2. Paragraph 2 is stricken and amended to read as follows:

> The Corporation shall be a cooperative, non-profit membership corporation pursuant to the Rural Electric and Telephone Cooperative Act, Title 14, Chapter 5, R.C.M., 1947, as amended.

That Articles of Incorporation were filed with the Secretary of State on the 25th day of September, A. D. 1958.

That the remaining provisions of said Articles of Incorporation remain unchanged.

MID-RIVERS TELEPHONE COOPERATIVE, INC.

EVERETT M. HILL
President

Everett M. Hill

ATTEST: Albert Hoffman

ALBERT HOFFMAN
Secretary

(SEAL)

STATE OF MONTANA)
(ss
COUNTY OF McCONE)

On this 25th day of September, A. D. 1958, before me Gladys M. Curtis, a Notary Public for the State of Montana, personally appeared Everett M. Hill and Albert Hoffman known to me to be the President and Secretary respectively of the Mid-Rivers Telephone Cooperative, Inc., and acknowledged to me that they executed the foregoing certification of amendment of Articles of Incorporation on behalf of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(NOTARIAL SEAL)

Gladys M. Curtis
Notary Public for the State of Montana
Residing at:
My Commission expires:

NOTARY PUBLIC for the State of Montana
Residing at Circle, Montana
My commission expires July 16, 1960

94645

Amendment to articles of
incorporation of

MID-RIVERS TELEPHONE COOPERATIVE

changing purposes and changing
name to

MID-RIVERS TELEPHONE COOPERATIVE,
INC.

STATE OF MONTANA
DEPARTMENT OF SECRETARY OF STATE
FILED FOR RECORD
OCT 16 1958 19__
AT 9:10 O'CLOCK A M. AND
RECORDED IN VOLUME
PAGE
FRANK MURRAY
SECRETARY OF STATE.
BY William J Carl
DEPUTY.
5.00

Department of the Secretary of State

of the State of Montana

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that the annexed is a full, true and correct copy of Application for License of MID-RIVERS TELEPHONE COOPERATIVE as filed in this office on December 15, 1951, at the hour of 10:20 a.m.; Final Report of MID-RIVERS TELEPHONE COOPERATIVE as filed in this office on February 28, 1952, at the hour of 11:20 a.m.; Articles of Conversion of MID-RIVERS TELEPHONE COOPERATIVE as filed in this office on July 16, 1957, at the hour of 10:30 a.m.; Amendment to articles of incorporation of MID-RIVERS TELEPHONE COOPERATIVE changing purposes and changing name to MID-RIVERS TELEPHONE COOPERATIVE, INC. as filed in this office on October 16, 1958, at the hour of 9:10 a.m.; and Amendment to articles of incorporation of MID-RIVERS TELEPHONE COOPERATIVE, INC. relative to conversion of stock to memberships and designation of termini and county location of lines, as filed in this office on November 15, 1960, at the hour of 9:10 a.m.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 19th day of February A. D. 1963.

Frank Murray
FRANK MURRAY
Secretary of State

By Gail M. DeWalt
GAIL M. DeWALT
Chief Deputy

BE IT KNOWN THAT

ALBERT HOFFMAN, BILL HEIDLE, MARTIN BARNES,
EVERETT M. HILL, J. C. LATKA, FRED
BECKER AND WILLIAM R. PORTER

having made application for a license under the Cooperative Association Act of the State of Montana, being Title 14, Chapter 2, Section 1, of the Revised Codes of Montana of 1947, to open books for subscription to the capital stock of

MID-RIVERS TELEPHONE COOPERATIVE

and having filed the required statement of facts as prescribed by said Title 14, Chapter 2, Section 1 of the Revised Codes of Montana of 1947, a license is hereby granted to the said

ALBERT HOFFMAN, BILL HEIDLE, MARTIN BARNES,
EVERETT M. HILL, J. C. LATKA, FRED
BECKER AND WILLIAM R. PORTER

and they are authorized to open books for subscription to the capital stock of

MID-RIVERS TELEPHONE COOPERATIVE

Seal

Sam W. Mitchell,
Secretary of State

By [illegible] Deputy

WITNESS my official signature subscribed hereunto and the Great Seal of the State of Montana hereunto affixed this fifteenth day of December, in the year one thousand nine hundred and fifty-one.

STATEMENT AND APPLICATION

TO THE HONORABLE Sam W. Mitchell
THE SECRETARY OF STATE OF THE STATE OF MONTANA
Helena, Montana

We, the undersigned citizens and residents of Montana, desire to become incorporated as a cooperative association under the laws of Montana, (Title XIV, c. 2, Rev. Codes of Mont. 1947) for the purposes mentioned below, and so do show and state:

1. The name of the proposed Association is Mid-Rivers Telephone Cooperative.

2. Its capital stock shall be five hundred thousand dollars ($500,000) consisting of forty five thousand (45,000) shares preferred stock of the par value of ten dollars ($10) each, and five thousand (5,000) shares common stock of the par value of ten dollars ($10) each.

3. The location and the principal place of business of said Association shall be in Circle, Montana.

4. The north terminus of the telephone lines of said Association is Section 30, Township 28 N. of Range 53 E., M. P. M., in Richland County, Montana; the east terminus of said lines is the Northeast Quarter of Section 23, Township 146 N., of Range 102 W., in McKenzie County, North Dakota; the south terminus of said lines is the Southwest Quarter of Section 23 Township 11 N., of Range 56 E., M. P. M., in Prairie County, Montana; and the west terminus of said lines is the Southeast Quarter of Section 25, Township 17 N., of Range 29 E., M. P. M., in Garfield County, Montana; and said lines pass through or into the Counties of McCone, Richland, Dawson, Prairie, Garfield and Fallon, in the State of Montana, and the County of McKenzie, in the State of North Dakota.

5. The duration of said Association shall be forty (40) years.

6. The particular branch or branches of industry which we intend to prosecute are:

(a) To furnish, improve and expand telephone service to its members, governmental agencies and political subdivisions, and to others; and to make available telephone service, through interconnection of facilities, to any number of subscribers of other telephone systems, and, through pay stations, to any number of users; and, upon the acquisition of existing telephone lines and facilities, to continue service to persons who are already receiving service through such lines and facilities.

(b) To construct, erect, purchase, lease as lessee, or otherwise acquire, and to own, hold, maintain, operate and improve, expand, install, and equip, and to sell, assign, convey, lease as lessor, exchange, mortgage, pledge, or otherwise dispose of or encumber telephone lines, facilities or systems, lands, buildings, structures, plants, equipment, exchanges, and any other real or personal property, tangible or intangible, which shall be deemed necessary, useful or appropriate to accomplish any or all of the purposes of the Cooperative.

(c) To purchase, lease as lessee, or otherwise acquire, and to own, hold, use and exercise, and, to the extent permitted by law, to sell, assign, convey, mortgage, pledge, or otherwise dispose of or encumber, franchises, rights, privileges, permits, licenses, rights of way and easements necessary, useful or appropriate to accomplish any or all of the purposes of the Cooperative;

(d) To borrow money and otherwise contract indebtedness, and to make and issue or guarantee bonds, notes, and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the Cooperative; and to secure the payment thereof by mortgage, pledge, or deed of trust of, or any other encumbrance upon, any or all of its then owned or after acquired real or personal property, assets, revenues, franchises, rights, privileges, licenses, rights of way easements, or permits;

(e) To connect and interconnect its telephone lines, facilities, or systems with other telephone lines, facilities, or systems;

(f) To make its facilities available to persons furnishing telephone service within or without this State;

(g) To do and perform, either for itself or its members, any and all acts and things, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any or all of the foregoing purposes as may be permitted by the Act under which such Association is formed; and to exercise any of its powers anywhere.

WHEREFORE, we respectfully apply for a license to us as Commissioners to open books for subscription to the capital stock of such corporation at such time and place as we may determine.

Dated at Circle, Montana, this thirteenth day of December, 1951.

Everette M. Hill
Albert Hoffman
Martin Barnes
J. Lutka
Bill Kaisle
Fred Becker
William R. Porter

73392

Mid-Rivers Telephone

Cooperative

License Application

mf. roll 65

STATE OF MONTANA

Department of Secretary of State

FILED

Dec. 15 1951

At 10:20 o'clock A.M.

Sam W. Mitchell
Secretary of State.

By Clifford L. Walker

$5.00

STATE OF MONTANA,)
) SS.
COUNTY OF McCONE.)

On this thirteenth day of December, nineteen hundred and Fifty-One, before me, Homer A. Hoover, a Notary Public for the State of Montana, personally appeared Albert Hoffman, Bill Heidle, Martin Barnes, Everett M. Hill, J. C. Latka, Fred Becker, and William R. Porter, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my Official Seal the day and year in this certificate first above written.

Seal

Homer A. Hoover

Notary Public for the State of Montana.
Residing at Circle, Montana.
My Commission expires Jan. 12, 1954.

BE IT KNOWN THAT

MID-RIVERS TELEPHONE COOPERATIVE

In accordance with the provisions of Section 6375 of the Revised Codes of Montana, 1935, on the fifteenth day of December, A. D. 1951 caused its Application for License to

ALBERT HOFFMAN, BILL HEIDLE, MARTIN BARNES,
EVERETT M. HILL, J. C. LATKA, FRED BECKER AND
WILLIAM R. PORTER

to open books for subscription to the capital stock of said ASSOCIATION to be filed in this office; said Application being dated the thirteenth day of December, A. D. 1951.

NOW, THEREFORE, I, Sam W. Mitchell, Secretary of State of the State of Montana, do hereby certify that the affidavit of the said Commissioners of the said Association as to their proceedings in forming

MID-RIVERS TELEPHONE COOPERATIVE

and the report of the proceedings of a meeting of the stockholders of the said Association, the same being signed and sworn to by a majority of the said Commissioners and containing the required statement of facts prescribed by Section 6378 of the Revised Codes, 1935, having this day been filed in this office, such Association is a body politic and corporate and is authorized to do business in the State of Montana for a term of forty years.

I further certify that the papers hereto attached are a true and correct copy of all the papers filed in this office in and about the above named Association.

GREAT SEAL

WITNESS, my official signature hereunto subscribed and the Great Seal of the State of Montana hereunto affixed this 28th day of February, in the year one thousand nine hundred and fifty-two.

Sam W. Mitchell
Secretary of State,

By

Deputy.

MID-RIVERS TELEPHONE COOPERATIVE

Circle, Montana

January 5, 1952

To Telephone Subscribers:

Your telephone cooperative is holding its first annual meeting Thursday, Jan. 24, 1952, at Circle at 10:00 am in the Court House. The board of directors will be elected at this meeting and the by-laws will be presented for your approval.

You are a voting member when you:

(1) Sign the enclosed amendment.

(2) Deposit $45.00 and the signed amendment with Fred Becker, treasurer, Circle. Send it by mail or bring it to the meeting.

This is <u>your</u> meeting. Come and help elect <u>your</u> board of directors, and help adopt the by-laws of <u>your</u> cooperative.

Very truly yours,

Leland P. Cade gn.

Leland P. Cade, Secretary
Mid-Rivers Telephone Co.

LPC:gn

P. S. Your cooperation is solicited by the coop. Please comply with (1) and (2) above as soon as possible and without being called upon.

<u>NOTE</u>: If you have already deposited $45., just sign the enclosed amendment.

AFFIDAVIT OF MAILING.

STATE OF MONTANA,)
) SS.
COUNTY OF McCONE.)

Fred Becker of Circle, Montana, being first duly sworn deposes and says that he is one of the persons licensed to open books for subscription to the capital stock of MID-RIVERS TELEPHONE COOPERATIVE, THAT ON THE 5th day of January, 1952, the annexed notice of meeting of the subscribers to the capital stock of the company therein named was duly given by depositing the same, postage prepaid, in the United States Post Office at Circle, Montana, properly addressed to each subscriber whose name appears on the subscription list, a copy of which is hereto annexed, at least ten days before the time fixed in said notice, and stating therein the object, time and place of said meeting.

Fred Becker Jr.

Subscribed and sworn to before me this 24th day of January, 1952.

Homer A. Hoover
Notary Public for the State of Montana.
Residing at Circle, Montana.
My Commission expires Jan. 12, 1954.

(Seal)

SUBSCRIPTION LIST OF THE CAPITAL STOCK OF
MID-RIVERS TELEPHONE COOPERATIVE.

****0******

A license to open books for subscription to the capital stock of this corporation having been duly issued by the Secretary of State in accordance with the provisions of Section 14-201 of the Revised Codes of Montana, 1947, we, the undersigned agree with each other and with the Commissioners of said company, and hereby subscribe to one share of the common stock and four shares of the preferred stock of the capital stock of the above named company in the amount set opposite our respective signatures, the amount of which we have have paid in full to be delivered to the Board of Directors of said company, or to the Treasurer thereof.

	NAME	ADDRESS	AMOUNT.
1.	C. R. Thiessen	Lambert Mont. Richey	$50.00
2.	Gottlieb Sabock	Circle Mont	McCone $50.00
3.	John D. Hyde	Marsh, Mont.	Prairie $50.00
4.	Gottlieb Haider	Marsh Mont	Prairie $50.00
5.	F. R. Schmidt	Marsh Mont.	Prairie $50.00
6.	J. Stewart Wright	Wolf Point, Mont	McCo $50.00
7.	Albert Jarnuth	Richey Montana	Dawson $50.00
8.	Edwin Schmitz	Glendive Montana	Dawson $50.00
9.	Rudy Vigel	Glendive Mont	Dawson $50.00
10.	Jacob Siegel	Glendive Mont	Dawson $5
11.	Leonard Pawlowski	Circle Mont.	$50.00
12.	Ole Jensen	Richey Mont.	Dawson $50
13.			
14.			
15.			
16.			
17.			
18.			

MINUTES OF PROCEEDINGS OF THE FIRST MEETING
OF THE SUBSCRIBERS OF MID-RIVERS TELEPHONE
COOPERATIVE.

The first meeting of the subscribers to the capital stock of the Mid-Rivers Telephone Cooperative of Circle, Montana, was held at Circle, Montana, on the 24th day of January, 1952, at ten o'clock A. M., in accordance with Section 14-203 of the Revised Codes of Montana, 1947, and pursuant to due notice.

Commissioner E. M. Hill called the meeting to order and submitted a copy of the stock subscription list showing that ten or more shares of the capital stock of this Corporation had been subscribed, and also a copy of the call and notice of this meeting, together with proof of mailing thereof to each of said subscribers at least ten days before the time fixed for said meeting. The roll of subscribers being called 68 were found to be present.

On motion duly made, seconded and carried E. M. Hill was elected Temporary Chairman of the meeting.

On motion duly made, seconded and carried Alice Kondelik was elected Temporary Secretary of the meeting.

On motion duly made, seconded and carried, a copy of the stock subscription list, a copy of the Notice stating the object, time and place of this meeting, together with Proof of Mailing, were ordered attached to the Minutes of these proceedings and made a part thereof.

On motion duly made, seconded and carried, the By-Laws attached to these proceedings and made a part thereof were duly adopted.

The meeting then proceeded to the election of eleven directors, in accordance with the By-Laws, and, on motion duly made, seconded and carried, the Secretary was instructed to cast the unanimous ballot of the subscribers for the election of the following persons as directors of this company to serve until the next annual meeting of the stockholders, to be held at the discretion of the Board of Directors, and until their successors are elected and qualified, to-wit:

Jacob Siegle	of	Glendive
E. M. Hill	of	Bloomfield
Jake Latka	of	Enid
C. P. Thiessen	of	Lambert
Bill Haidle	of	Marsh
David Strobel	of	Marsh
Sterling Swigart	of	Sidney
Martin Barnes	of	Brusset
Baan Wille	of	Jordan
Fred Becker	of	Circle
Albert Hoffman	of	Vida

The Secretary having carried out his instructions, the Chair announced

that the persons above named had been duly elected Directors of this company to serve until the next annual meeting of the stockholders to be held on

at the discretion of the Board of Directors.

and until their successors are elected and qualified.

On motion duly made, seconded and carried, the Commissioners were instructed to make a full report of these proceedings, including therein a copy of the Notice convening this meeting of the subscribers, a copy of the subscription list, a copy of the By-Laws adopted by this company, and the names of the Directors elected and their respective terms of office. which report shall be sworn to by at least a majority of the Commissioners, and to file the same in the office of the Secretary of State at Helena, Montana, all in accordance with Section 14-204 of the Revised Codes of Montana, 1947, and to pay the Secretary of State the sum of Five Dollars ($5.00). And it was further ordered that a certified copy of the Certificate of the Secretary of State, authorizing this company to do business in the State of Montana, be procured as soon as issued and filed in the office of the County Clerk of the County in which the principal office of this company is located.

On motion duly made, seconded and carried, it was ordered that the Directors of the company elected at this meeting convene immediately upon adjournment without further notice to transact any business which may properly come before them.

Adjournment.

Alice Kandelik
Temporary Secretary

Attest:

Everett M. Hill
President.

REPORT OF COMMISSIONERS OF MID-RIVER TELEPHONE COOPERATIVE.

The Secretary of State of the State of Montana
State Capitol,
Helena, Montana.

Dear Sir:-

The undersigned, being a majority of the Commissioners, duly licensed to open books for subscription to the capital stock of the above named Corporation, beg leave to make full report of their proceedings in accordance with the provisions of Section 14-204, Revised Codes of Montana, 1947, and, being first duly sworn, do state as follows,-

(1) That they have opened books for subscription of the capital stock of said Corporation and received subscriptions as shown by the subscription list, a copy of which is hereto annexed and made a part of this report.

(2) That as soon as ten or more shares of the capital stock of said Corporation had been subscribed, the said Commissioners convened a meeting of the subscribers for the purpose of electing Directors, adopting By-Laws, and transacting such other business as properly came before them. That said Commissioners caused notice thereof to be given by depositing the same in the post office at Circle, Montana, postage prepaid, properly addressed to each subscriber, at least ten days before the time fixed, stating the object, time and place of said meeting. A copy of said notice and of the proof of mailing the same is hereto annexed and made a part of this report.

(3) That pursuant to said notice, the subscribers duly met at the time and place therein designated and adopted By-Laws and elected Directors of said corporation. That a copy of the Minutes of said meeting, together with a copy of the By-Laws adopted by the corporation and the names of the Directors elected at said meeting and their respective terms of office as stated in the said Minutes are hereto annexed and made a part of this report.

Everett M. Hill
Bill Gleidle
J. L. Lake
Edwin P. Hughes
Gaylord Oakland
Albert Hoffman

Subscribed and sworn to before me this 24th day of January, 1952.

(Seal)

Hannah A. Hanna
Notary Public for the State of Montana.
Residing at Circle, Montana.
My Commission expires Jan. 12, 1954.

I, Frank Murray, Secretary of State of the State of Montana, do hereby certify that

MID-RIVERS TELEPHONE COOPERATIVE

a Co-Operative Association created and existing under and by virtue of the laws of the State of Montana, has this day caused to be filed in this office a copy of its Articles of Conversion, amending its Articles of Incorporation in accordance with the provisions of Section 14-516, R.C.M. 1947, as amended by Chapter 80, Laws of 1957, to effect a change in its corporate status from that of a Co-Operative Association to that of a Co-Operative, Non-Profit Membership Corporation as provided by the authority of said Chapter 80, Laws of 1957.

(Seal)

WITNESS my official Signature hereunto subscribed and the Great Seal of the State of Montana, hereunto affixed this sixteenth day of July in the year one thousand nine hundred and fifty-seven.

FRANK MURRAY
Secretary of State

ARTICLES OF CONVERSION

Application is hereby made by the Mid-Rivers Telephone Cooperati Inc. for conversion of Incorporation under Title XIV, Chapter 2, R.C.M. 1947, to Incorporation under Title XIV, Chapter 5, R.C.M., 1947 (Section 14-516) as amended and these Articles of Conversion are executed pursuant to said Title XIV, Chapter 5, R.C.M., 1947, (Section 14-516) as amended.

I.

The name of the corporation prior to its conversion is Mid-Rivers Telephone Cooperative, Inc.

II.

That the address and principal office is Circle, Montana.

III.

The date of filing its Articles of Incorporation in the office of the Secretary of State was December 15, 1951.

IV.

The corporation was incorporated under Title XIV, chapter 2, R.C.M., 1947, entitled "Cooperative Associations."

V.

The name of the corporation will remain Mid-Rivers Telephone Cooperative, Inc.

VI.

That the corporation elects to become a cooperative, non-profit, membership corporation subject to Title XIV, Chapter 5, R.C.M., 1947, as amended.

VII.

The corporation now is a cooperative, non-profit membership corporation organized and existing under and by virtue of Title XIV, Chapter 2, R.C.M., 1947; therefore, conversion will be automatic being subject, however, to the laws promulgated and set forth in Title XIV, Chapter 5, R.C.M., 1947, as amended.

This form and these Articles of Conversion having been approved

V. G. KOCH
ATTORNEY AT LAW
COURT HOUSE
BOX 881
SIDNEY, MONTANA

by the members of the corporation we, the undersigned, affix our hand and the seal of the corporation hereto the 24th day of June, A. D. 1957.

MID-RIVERS TELEPHONE COOPERATIVE, INC.

C. R. Thiessen
President

ATTEST:

Everett M. Hill
Secretary

STATE OF MONTANA)
) ss
COUNTY OF McCone)

On this 24th day of June, A. D. 1957, before me V. G. Koch, a Notary Public for the State of Montana, personally appeared C. R. Thiessen and Everett M. Hill known to me to be the President and Acting Secretary respectively of the Mid-Rivers Telephone Cooperative Inc. and acknowledged to me that they executed the same on behalf of such Corporation.

In Witness Whereof I have hereunto set my hand and affixed my Official Seal the day and year in this certificate first above written

(Seal)
(NOTARIAL SEAL)

V. G. Koch
Notary Public for State of Montana
Residing at:
My Commission expires:

V. G. KOCH
ATTORNEY AT LAW
COURT HOUSE
BOX 831
SIDNEY, MONTANA

AFFIDAVIT

STATE OF MONTANA)
) ss
COUNTY OF McCone)

O. R. Thiessen being first duly sworn, deposes and says:

That he is the President of the Mid-Rivers Telephone Cooperative Inc. who has applied for Conversion of Incorporation from Title XIV, Chapter 2, R.C.M., 1947, to Title XIV, Chapter 5, R.C.M., 1947, as amended as evidenced by the annexed Articles of Conversion; that the law pertaining to the conditions precedent to conversion have been complied with in that the trustees of the corporation approved the proposition for conversion on the 11th day of June, A. D. 1957, and that thereafter the same was duly approved by the members by a vote o more than 2/3rds of the members of the corporation voting thereon at the special/annual meeting of members held on the 24th day of June, A. D. 1957.

O. R. Thiessen
President, Mid-Rivers Telephone Cooperative, Inc.

Subscribed and sworn to before me this 24th day of June A. D. 1957.

(Seal)
(NOTARIAL SEAL)

V. G. Koch
Notary Public for the State of Montana
Residing at:
My Commission expires:

V. G. KOCH
ATTORNEY AT LAW
COURT HOUSE
PHONE 261
SIDNEY, MONTANA

90877

Articles of Conversion

Mid-Rivers Telephone

Cooperative

STATE OF MONTANA

Department of Secretary of State

Filed for Record

July 16, 1957 19

At 10:30 o'clock A. M. and

RECORDED IN VOLUME

PAGE

Frank Murray
Secretary of State

By James M. Teakles
Deputy

$8.00

MF ROLL

139

AFFIDAVIT

STATE OF MONTANA)
(ss
COUNTY OF McCONE)

Everett M. Hill, being first duly sworn deposes and says:

That he is the President of the Mid-Rivers Telephone Cooperative, Inc., whose principal offices are located in Circle, McCone County, Montana. That he attended the Board of Directors' meeting at which the proposed amendments to the Articles of Incorporation attached hereto were adopted by said Board and subsequently attended and was Chairman of the meeting of members at the annual meeting held on September 20, 1958, in Circle, Montana, at which time the attached amendments to the Articles of Incorporation were presented to and voted upon by the said membership and that section 14-512, Revised Codes of Montana, 1947, as amended, were duly complied with.

Further Affiant saith not.

Everett M. Hill

Subscribed and sworn to before me this 25 day of September A. D. 1958.

Gladys M. Cirsh
Notary Public for the State of Montana
Residing at Circle, Montana
My Commission expires:

(NOTARIAL SEAL)

(Seal)

NOTARY PUBLIC for the State of Montana
Residing at Circle, Montana
My commission expires July 15, 1960

AMENDMENT
ARTICLES OF INCORPORATION
MID-RIVERS TELEPHONE COOPERATIVE

I, Everett M. Hill, President of the Mid-Rivers Telephone Cooperative with principal offices at Circle, McCone County, Montana, hereby certify that the following amendments to the Articles of Incorporation were effected first by passage of not less than two-thirds (2/3) of the directors on the 8th day of July, A. D. 1957, and thereafter by a vote of the stockholders in accordance with section 14-512 R.C.M., 1947, as amended and applicable statutes at an annual meeting of stockholders held on the 20th day of September, A. D. 1958; that said amendments are as follows:

Amendment of paragraph 1. The name of the Cooperative is amended from Mid-Rivers Telephone Cooperative to Mid-Rivers Telephone Cooperative, Inc.

Amendment of paragraph 2. Paragraph 2 is stricken and amended to read as follows:

> The Corporation shall be a cooperative, non-profit membership corporation pursuant to the Rural Electric and Telephone Cooperative Act, Title 14, Chapter 5, R.C.M., 1947, as amended.

That Articles of Incorporation were filed with the Secretary of State on the 25 day of September, A. D. 1958.

That the remaining provisions of said Articles of Incorporation remain unchanged.

MID-RIVERS TELEPHONE COOPERATIVE, INC

Everett M. Hill
President

ATTEST: Albert Hoffman
ALBERT HOFFMAN
Secretary

(SEAL) (seal)

STATE OF MONTANA)
(ss
COUNTY OF McCONE)

On this 25th day of September, A. D. 1958, before me Gladys M. Curtis, a Notary Public for the State of Montana, personally appeared Everett M. Hill and Albert Hoffman known to me to be the President and Secretary respectively of the Mid-Rivers Telephone Cooperative, Inc., and acknowledged to me that they executed the foregoing certification of amendment of Articles of Incorporation on behalf of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Gladys M. Curtis
Notary Public for the State of Montana
Residing at:
My Commission expires:

(NOTARIAL SEAL)
(Seal)

NOTARY PUBLIC for the State of Montana
Residing at Circle, Montana
My commission expires July 16, 1960

94645

Amendment to articles of incorporation of

MID-RIVERS TELEPHONE COOPERATIVE

changing purposes and changing name to

MID-RIVERS TELEPHONE COOPERATIVE, INC.

STATE OF MONTANA
DEPARTMENT OF SECRETARY OF STATE
FILED FOR RECORD
OCT 16 1958 19__
AT 9:10 O'CLOCK A M. AND
RECORDED IN VOLUME _____
PAGE _____
FRANK MURRAY
SECRETARY OF STATE
BY William J. Carl
DEPUTY.

5.00

ARTICLES OF AMENDMENT

The following amendments to the Articles of Incorporation of the Mid-Rivers Telephone Cooperative, Inc., a converted cooperative corporation under Title IVX, Chapter 5, R.C.M., 1947, as amended being first approved by the Board of Directors and then by not less than two-thirds of those members voting thereon at its annual meeting held on the 13th day of September, 1960.

Section 7 of the Articles of Conversion were deleted and in lieu thereof there was inserted the following:

"Section VII: The manner and basis of converting shares of stock to membership in the cooperative after completion of conversion is as follows:

1. Shares of preferred stock, issued and outstanding or subscribed and paid for, shall be redeemed at par.

2. Each member holding a share of common stock shall be a member of the cooperative and a membership certificate of like value shall be issued and delivered to him upon surrender of such stock."

The Articles were further amended by adding thereto Section 8, designating the termini and counties through which the lines of the company pass by adding to such article the following:

"SECTION VIII: The north terminus of the telephone lines of said cooperative is in Section 22, Township 28, Range 48 in Roosevelt County, Montana; the West terminus of said lines is in Section 6, Township 20, Range 58, Fergus County, Montana; the southern terminus of said lines is in Section 1, Township 2, Range 61, Fallon County, Montana, and the eastern terminus of said lines is in Section 6, Township 3, Range 62, Fallon County, Montana; that the principal termini is at Circle, McCone County, Montana, and the counties through which such lines shall pass are McCone, Roosevelt, Richland, Dawson, Garfield, Prairie, Fallon, Wibaux, Custer, Petroleum, and Fergus, in the State of Montana."

A. The name of the cooperative is Mid-Rivers Telephone Cooperative, Inc.

B. The address of its principal office is Circle, Montana.

C. The date of filing of its Articles with the Secretary of State is December 15, 1951.

Dated this 8 day of November, A. D. 1960.

MID-RIVERS TELEPHONE COOPERATIVE, INC.

BY Everett M. Hill
President

ATTEST:

Albert Hoffman
ALBERT HOFFMAN
Secretary

(SEAL)

STATE OF MONTANA)
COUNTY OF McCone) ss.

On this 8th day of November, A. D. 1960, before me, Gladys M Curtis a Notary Public for the State of Montana, personally appeared Everett M. Hill and Albert Hoffman known to me to be the President and Secretary respectively of the Mid-Rivers Telephone Cooperative, Inc., and acknowledged to me that they executed the foregoing Articles of Amendment on behalf of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(Seal)

Gladys M Curtis
Notary Public for State of Montana
Residing at:
My Commission expires:
NOTARY PUBLIC for the State of Montana
Residing at Circle, Montana
My Commission Expires July 16, 1963

AFFIDAVIT

STATE OF MONTANA)
COUNTY OF McCone) ss.

Everett M. Hill, being first duly sworn, on oath, deposes and says:

That he is the President of the Mid-Rivers Telephone Cooperative, Inc.,; that the amendments to the Articles of Conversion of the Cooperative were first duly approved by the Board of Directors and thereafter submitted to and approved by its members for an affirmative vote of not less than two-thirds (2/3) of those members voting thereon at its annual meeting held in Circle, McCone County, Montana, on the 13th day of September, A. D. 1960. That Section 14-512 of the Revised Codes of the State of Montana, 1947, as amended were duly complied with.

Dated this 2 day of November, A. D. 1960.

MID-RIVERS TELEPHONE COOPERATIVE, INC

BY Everett M. Hill
President

Subscribed and sworn to before me this 8th day of November, A. D. 1960.

(Seal)

Geodye M. Curtis
Notary Public for State of Montana
Residing at:
My Commission expires:

NOTARY PUBLIC for the State of Montana
Residing at Circle, Montana
My Commission Expires July 16, 1963

103188 MF ROLL

Amendment to articles of incorporation of

MID-RIVERS TELEPHONE COOPERATIVE, INC.

relative to conversion of stock to memberships and designation of termini and county location of lines

STATE OF MONTANA
DEPARTMENT OF SECRETARY OF STATE
FILED FOR RECORD
NOV 15 1960 19__
AT 9:10 O'CLOCK A M AND
RECORDED IN VOLUME
PAGE
FRANK MURRAY
SECRETARY OF STATE
BY William J Carl
DEPUTY
$5.00

(Foreign Cooperative)

(To be executed in Duplicate)

$25.00

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

MID-RIVERS TELEPHONE COOPERATIVE, INC.

Foreign Cooperative

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

Pursuant to the provisions of Section 10-15-51 of the North Dakota Century Code as amended, this cooperative association hereby applies for a certificate of authority to do business in the state of North Dakota as a foreign cooperative association, and for that purpose submits the following information.

1. The name of this cooperative is MID-RIVERS TELEPHONE COOPERATIVE, INC.

2. It is incorporated under the laws of the State of Montana

3. It was incorporated on December 15, 1951
(Date)

4. The period of its existence is 40 years

5. The address of its principal office in its state of incorporation is: P. O. Box 280, Circle, McCone County, Montana 59215

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, North Dakota 58501

7. The name of its proposed registered agent in the state of North Dakota is: C T Corporation System, Bismarck, North Dakota 58501

8. The purpose or purposes of this cooperative which it proposes to pursue in the transaction of business in North Dakota:

See Attached Sheet - Exhibit 1

9. The names and respective addresses of the directors and officers of the cooperative are as follows:

NAME	ADDRESS
See Attached Sheet - Exhibit 2	

EXHIBIT 1

The construction, operation and maintenance of telephone lines, facilities or systems, along, upon, under and across all public thoroughfares.

To exercise the power of eminent domain in the manner provided by the laws of the State of North Dakota for the exercise of that power by corporations constructing or operating telephone transmission and distribution lines, facilities or systems.

To improve and expand existing telephone lines, facilities and systems in rural areas and to construct, acquire, operate and furnish such additional telephone lines, facilities, and systems, as are required to assure the availability of adequate telephone service to the widest practicable number of rural users thereof, provided that no duplication of lines, facilities or systems providing reasonably adequate service will result therefrom.

To make loans to persons to whom telephone service is or will be supplied by the co-operative for the purpose of, and otherwise to assist such persons in, wiring their premises for telephone service, and installing therein telephone fixtures, appliances, apparatus and equipment of any and all kinds and character, and in connection therewith, to purchase, acquire, lease, sell, distribute, install and repair such telephone fixtures, appliances, apparatus and equipment, and to accept, or otherwise acquire, and to sell, assign, transfer, endorse, pledge, hypothecate, and otherwise dispose of notes, bonds and other evidences of indebtedness and any and all types of security therefor.

To do and perform any and all other acts and things, and to have and exercise any and all other powers which may be necessary, convenient or appropriate to accomplish the purpose for which the co-operative is organized.

EXHIBIT 2

(1) The following are the names and addresses, respectively, of the directors of the corporation:

NAMES	ADDRESSES
Raymond L. Shaw	Mosby, Montana 59058
Gerald O. Turley	Musselshell, Montana 59059
Irvin Haidle	Fallon, Montana 59326
Helmer Ophus	Box 535, Sidney, Montana 59270
Robert J. Gray	Ismay, Montana 59336
William Colbert	Richey, Montana 59259
Robert Mothershead	Circle, Montana 59215
Henry Sutton	Circle, Montana 59215
Thomas B. Billings	Jordan, Montana 59337
Gordon Petaja	Winnett, Montana 59087

(2) The following are the names and addresses, respectively, of the officers of the corporation:

OFFICES	NAMES	ADDRESSES
President	Gordon Petaja	Winnett, Montana 59087
Vice President	Robert J. Gray	Ismay, Montana 59336
Secretary	Henry Sutton	Circle, Montana 59215
Treasurer	Henry Sutton	Circle, Montana 59215

AFFIDAVIT OF MAILING.

STATE OF MONTANA,)
) SS.
COUNTY OF McCONE.)

Fred Becker of Circle, Montana, being first duly sworn deposes and says that he is one of the persons licensed to open books for subscription to the capital stock of MID-RIVERS TELEPHONE COOPERATIVE, THAT ON THE 5th day of January, 1952, the annexed notice of meeting of the subscribers to the capital stock of the company therein named was duly given by depositing the same, postage prepaid, in the United States Post Office at Circle, Montana, properly addressed to each subscriber whose name appears on the subscription list, a copy of which is hereto annexed, at least ten days before the time fixed in said notice, and stating therein the object, time and place of said meeting.

Fred Becker Treas

Subscribed and sworn to before me this 24th day of January, 1952.

Homer A. Hoover
Notary Public for the State of Montana.
Residing at Circle, Montana.
My Commission expires Jan. 12, 1954.

REPORT OF COMMISSIONERS OF MID-RIVER TELEPHONE COOPERATIVE.

The Secretary of State of the State of Montana
State Capitol,
Helena, Montana.

Dear Sir:-

The undersigned, being a majority of the Commissioners, duly licensed to open books for subscription to the capital stock of the above named Corporation, beg leave to make full report of their proceedings in accordance with the provisions of Section 14-204, Revised Codes of Montana, 1947, and, being first duly sworn, do state as follows,-

(1) That they have opened books for subscription of the capital stock of said Corporation and received subscriptions as shown by the subscription list, a copy of which is hereto annexed and made a part of this report.

(2) That as soon as ten or more shares of the capital stock of said Corporation had been subscribed, the said Commissioners convened a meeting of the subscribers for the purpose of electing Directors, adopting By-Laws, and transacting such other business as properly came before them. That said Commissioners caused notice thereof to be given by depositing the same in the post office at Circle, Montana, postage prepaid, properly addressed to each subscriber, at least ten days before the time fixed, stating the object, time and place of said meeting. A copy of said notice and of the proof of mailing the same is hereto annexed and made a part of this report.

(3) That, pursuant to said notice, the subscribers duly met at the time and place therein designated and adopted By-Laws and elected Directors of said corporation. That a copy of the Minutes of said meeting, together with a copy of the By-Laws adopted by the corporation and the names of the Directors elected at said meeting and their respective terms of office as stated in the said Minutes are hereto annexed and made a part of this report.

Everett M. Hill
Bill Waidle
Joe Latka
Edwin B. Hughes
Gaylord Oakland
Albert Hoffman

Subscribed and sworn to before me this 24th day of January, 1952.

Homer A. Hanover

Notary Public for the State of Montana.
Residing at Circle, Montana.
My Commission expires Jan. 12, 1954.

I, Frank Murray, Secretary of State of the State of Montana, do hereby certify that

MID-RIVERS TELEPHONE COOPERATIVE

a Co-Operative Association created and existing under and by virtue of the laws of the State of Montana, has this day caused to be filed in this office a copy of its Articles of Conversion, amending its Articles of Incorporation in accordance with the provisions of Section 14-516, R.C.M. 1947, as amended by Chapter 80, Laws of 1957, to effect a change in its corporate status from that of a Co-Operative Association to that of a Co-Operative, Non-Profit Membership Corporation as provided by the authority of said Chapter 80, Laws of 1957.

WITNESS my official Signature hereunto subscribed and the Great Seal of the State of Montana, hereunto affixed this sixteenth day of July in the year one thousand nine hundred and fifty-seven.

FRANK MURRAY
Secretary of State

ARTICLES OF CONVERSION

Application is hereby made by the Mid-Rivers Telephone Cooperativ Inc. for conversion of Incorporation under Title XIV, Chapter 2, R.C.M. 1947, to Incorporation under Title XIV, Chapter 5, R.C.M., 1947 (Section 14-516) as amended and these Articles of Conversion are executed pursuant to said Title XIV, Chapter 5, R.C.M., 1947, (Section 14-516) as amended.

I.

The name of the corporation prior to its conversion is Mid-Rivers Telephone Cooperative, Inc.

II.

That the address and principal office is Circle, Montana.

III.

The date of filing its Articles of Incorporation in the office of the Secretary of State was December 15, 1951.

IV.

The corporation was incorporated under Title XIV, chapter 2, R.C.M., 1947, entitled "Cooperative Associations."

V.

The name of the corporation will remain Mid-Rivers Telephone Cooperative, Inc.

VI.

That the corporation elects to become a cooperative, non-profit, membership corporation subject to Title XIV, Chapter 5, R.C.M., 1947, as amended.

VII.

The corporation now is a cooperative, non-profit membership corporation organized and existing under and by virtue of Title XIV, Chapter 2, R.C.M., 1947; therefore, conversion will be automatic being subject, however, to the laws promulgated and set forth in Title XIV, Chapter 5, R.C.M., 1947, as amended.

This form and these Articles of Conversion having been approved

V. G. KOCH
ATTORNEY AT LAW
COURT HOUSE
BOX 831
SIDNEY, MONTANA

by the members of the corporation we, the undersigned, affix our hand and the seal of the corporation hereto the 24th day of June, A. D. 1957.

MID-RIVERS TELEPHONE COOPERATIVE, INC.

C. R. Thiessen
President

ATTEST:

Everett M. Hill
Secretary

STATE OF MONTANA)
(ss
COUNTY OF McCone)

On this 24th day of June, A. D. 1957, before me V. G. Koch, a Notary Public for the State of Montana, personally appeared C. R. Thiessen and Everett M. Hill known to me to be the President and Acting Secretary respectively of the Mid-Rivers Telephone Cooperative Inc. and acknowledged to me that they executed the same on behalf of such Corporation.

In Witness Whereof I have hereunto set my hand and affixed my Official Seal the day and year in this certificate first above written

V. G. Koch
Notary Public for State of Montana
Residing at:
My Commission expires:

(NOTARY SEAL)

V. G. KOCH
ATTORNEY AT LAW
COURT HOUSE
BOX 831
SIDNEY, MONTANA

AMENDMENT
ARTICLES OF INCORPORATION
MID-RIVERS TELEPHONE COOPERATIVE

I, Everett M. Hill, President of the Mid-Rivers Telephone Cooperative with principal offices at Circle, McCone County, Montana, hereby certify that the following amendments to the Articles of Incorporation were effected first by passage of not less than two-thirds (2/3) of the directors on the 8th day of July, A. D. 1957, and thereafter by a vote of the stockholders in accordance with section 14-512 R.C.M., 1947, as amended and applicable statutes at an annual meeting of stockholders held on the 20th day of September, A. D. 1958; that said amendments are as follows:

Amendment of paragraph 1. The name of the Cooperative is amended from Mid-Rivers Telephone Cooperative to Mid-Rivers Telephone Cooperative, Inc.

Amendment of paragraph 2. Paragraph 2 is stricken and amended to read as follows:

> The Corporation shall be a cooperative, non-profit membership corporation pursuant to the Rural Electric and Telephone Cooperative Act, Title 14, Chapter 5, R.C.M., 1947, as amended.

That Articles of Incorporation were filed with the Secretary of State on the 26 day of September, A. D. 1958.

That the remaining provisions of said Articles of Incorporation remain unchanged.

MID-RIVERS TELEPHONE COOPERATIVE, INC.

Everett M. Hill
President

ATTEST: Albert Hoffman
ALBERT HOFFMAN
Secretary

(SEAL)

AFFIDAVIT

STATE OF MONTANA)
(ss
COUNTY OF McCONE)

Everett M. Hill, being first duly sworn deposes and says:

That he is the President of the Mid-Rivers Telephone Cooperative, Inc., whose principal offices are located in Circle, McCone County, Montana. That he attended the Board of Directors' meeting at which the proposed amendments to the Articles of Incorporation attached hereto were adopted by said Board and subsequently attended and was Chairman of the meeting of members at the annual meeting held on September 20, 1958, in Circle, Montana, at which time the attached amendments to the Articles of Incorporation were presented to and voted upon by the said membership and that section 14-512, Revised Codes of Montana, 1947, as amended, were duly complied with.

Further Affiant saith not.

Everett M. Hill

Subscribed and sworn to before me this 25 day of September A. D. 1958.

Gladys M. Curtis
Notary Public for the State of Montana
Residing at Circle, Montana
My Commission expires:

(NOTARIAL SEAL)

NOTARY PUBLIC for the State of Montana
Residing at Circle, Montana
My commission expires July 16, 1960

6 / 946

Amendment to articles of
incorporation of

MID-RIVERS TELEPHONE COOPERATIVE

changing purposes and changing
name to

MID-RIVERS TELEPHONE COOPERATIVE,
INC.

STATE OF MONTANA
DEPARTMENT OF SECRETARY OF STATE
FILED FOR RECORD
OCT 16 1958 19__
AT 9:10 O'CLOCK A M. AND
RECORDED IN VOLUME _____
PAGE _____
FRANK MURRAY
SECRETARY OF STATE.
BY William J. Carl
DEPUTY.
5.00

ARTICLES OF AMENDMENT

The following amendments to the Articles of Incorporation of the Mid-Rivers Telephone Cooperative, Inc., a converted cooperative corporation under Title IVX, Chapter 5, R.C.M., 1947, as amended being first approved by the Board of Directors and then by not less than two-thirds of those members voting thereon at its annual meeting held on the 13th day of September, 1960.

Section 7 of the Articles of Conversion were deleted and in lieu thereof there was inserted the following:

> "Section VII: The manner and basis of converting shares of stock to membership in the cooperative after completion of conversion is as follows:
>
> 1. Shares of preferred stock, issued and outstanding or subscribed and paid for, shall be redeemed at par.
>
> 2. Each member holding a share of common stock shall be a member of the cooperative and a membership certificate of like value shall be issued and delivered to him upon surrender of such stock."

The Articles were further amended by adding thereto Section 8, designating the termini and counties through which the lines of the company pass by adding to such article the following:

> "SECTION VIII: The north terminus of the telephone lines of said cooperative is in Section 22, Township 28, Range 48 in Roosevelt County, Montana; the West terminus of said lines is in Section 6, Township 20, Range 58, Fergus County, Montana; the southern terminus of said lines is in Section 1, Township 2, Range 61, Fallon County, Montana, and the eastern terminus of said lines is in Section 6, Township 3, Range 62, Fallon County, Montana; that the principal termini is at Circle, McCone County, Montana, and the counties through which such lines shall pass are McCone, Roosevelt, Richland, Dawson, Garfield, Prairie, Fallon, Wibaux, Custer, Petroleum, and Fergus, in the State of Montana."

A. The name of the cooperative is Mid-Rivers Telephone Cooperative, Inc.

B. The address of its principal office is Circle, Montana.

C. The date of filing of its Articles with the Secretary of State is December 15, 1951.

Dated this 8 day of November, A. D. 1960.

MID-RIVERS TELEPHONE COOPERATIVE, INC

BY Everett M. Hill
President

ATTEST:

Albert Hoffman
ALBERT HOFFMAN
Secretary

(SEAL)

STATE OF MONTANA)
COUNTY OF McCone) ss.

On this 8th day of November, A. D. 1960, before me, Gladys M. Curtis a Notary Public for the State of Montana, personally appeared Everett M. Hill and Albert Hoffman known to me to be the President and Secretary respectively of the Mid-Rivers Telephone Cooperative, Inc., and acknowledged to me that they executed the foregoing Articles of Amendment on behalf of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Gladys M. Curtis
Notary Public for State of Montana
Residing at:
My Commission expires:
NOTARY PUBLIC for the State of Montana
Residing at Circle, Montana
My Commission Expires July 16, 1963

AFFIDAVIT

STATE OF MONTANA)
COUNTY OF McCone) ss.

Everett M. Hill, being first duly sworn, on oath, deposes and says:

That he is the President of the Mid-Rivers Telephone Cooperative, Inc.,; that the amendments to the Articles of Conversion of the Cooperative were first duly approved by the Board of Directors and thereafter submitted to and approved by its members for an affirmative vote of not less than two-thirds (2/3) of those members voting thereon at its annual meeting held in Circle, McCone County, Montana, on the 13th day of September, A. D. 1960. That Section 14-512 of the Revised Codes of the State of Montana, 1947, as amended were duly complied with.

Dated this 2 day of November, A. D. 1960.

MID-RIVERS TELEPHONE COOPERATIVE, INC

BY Everett M. Hill
President

Subscribed and sworn to before me this 2d day of November, A. D. 1960.

Nadine M. Curtis
Notary Public for State of Montana
Residing at:
My Commission expires:

NOTARY PUBLIC for the State of Montana
Residing at Circle, Montana
My Commission Expires July 16, 1963

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Every corporation is required under Sections 15-2211, 15-22-106, 15-2308 or 15-2370, Revised Codes of Montana, 1947, to have and continuously maintain in Montana a registered office and a registered agent at such office. Any corporation which changes its registered office or registered agent, or both, or whose agent dies or resigns or changes his or its address must file a statement of such change in the following form with the Secretary of State.

RECEIVED HELENA, MONTANA JUN 7 11 38 AM '73 FRANK MURRAY SECRETARY OF STATE

(For use by the Secretary of State only)

198083
STATE OF MONTANA
FILED
JUN 20 1973
FRANK MURRAY
SECRETARY OF STATE
By Alice S. Hardman
Deputy

Filing Fee: $2.00

STATE OF MONTANA
Statement of Change of Registered Office or Registered Agent, or Both, of Corporation

TO THE SECRETARY OF STATE
OF THE STATE OF MONTANA
Capitol
Helena, Montana 59601

Pursuant to the provisions of Section 15-2212, R.C.M. 1947, as a domestic profit corporation, Section 15-22-107, R.C.M. 1947, as a foreign profit corporation, Section 15-2309, R.C.M. 1947, as a domestic nonprofit corporation, or Section 15-2371, R.C.M. 1947, as a foreign nonprofit corporation, the undersigned corporation, organized under the laws of Montana, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Montana:

FIRST:
The name of the corporation is Mid-Rivers Telephone Cooperative, Inc.

SECOND:
The address of its present registered office is
106 South Second Avenue (street number) (street)
Circle (city or town), Montana 59215 (zip code)

THIRD:
The address to which its registered office is to be changed is 106 South second Avenue (street number) (street)
Circle (city or town), Montana 59215 (zip code)

FOURTH:
The name of its present registered agent is
Jack L. Bentley

FIFTH:
The name of its successor registered agent is
Vernon D. Scheer

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

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

DATED: May 28, 1973.

WARNING
"PENALTIES IMPOSED UPON OFFICERS AND DIRECTORS. Each officer and director of a corporation, domestic or foreign, who signs any articles, statement, report, application or other document filed with the secretary of state which is known to such officer or director to be false in any material respect, shall be deemed to be guilty of a misdemeanor, and upon conviction thereof may be fined in any amount not exceeding five hundred dollars ($500)."
(Sections 15-22-126 and 15-2386, R.C.M. 1947)

Mid-Rivers Telephone Cooperative, Inc.
(exact name of corporation)

By [signature]
(signature of officer)

Its ~~Secretary-Treasurer~~ President
(title of officer)

NOTE:
This Statement must be signed by either the corporation's president or vice president, verified by the signing officer before a Notary Public or similar official, and the original only submitted to the Secretary of State, Capitol, Helena, Montana 59601 with a filing fee in the amount of $2.00. Nonprofit corporations need not verify the Statement. The copy of the Statement should be retained in the corporation's records.

STATE OF Montana
County of McCone } ss.

I, Gladys M. Curtis a Notary Public, hereby certify that on the 28 day of May, 1973 personally appeared before me Raymond L. Steer, who, being by me first duly sworn, declared that he is the President of the above corporation, that he signed the foregoing document as President of the corporation, and that the statments therein contained are true.

Gladys M. Curtis
(signature of notary public)

(NOTARIAL SEAL)

Notary Public for the State of
Residing at Circle, Mt.
My commission expires July 16, 1975