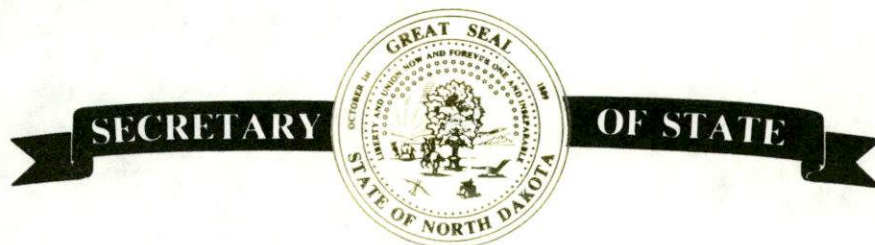


# State of North Dakota



## CERTIFICATE OF GOOD STANDING

OF

MIDSTATE COMMUNICATIONS INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that MIDSTATE COMMUNICATIONS INC., a North Dakota business corporation, was incorporated in this office on January 12, 1995 and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota business corporation.

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

MIDSTATE COMMUNICATIONS INC.

Dated: August 6, 1996

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

Alvin A. Jaeger  
Secretary of State

1 PU-13-452 Filed: 6/25/2013 Pages: 24  
Corporate papers

Midstate Communications Inc.

Generated May 28, 1997 at 8:51 AM

END GRAIN ELEVATOR COMPANY  
TELECOMMUNICATIONS COMPANIES

CURRENT AFFINITY MARKETING STRATEGIES LLC  
SAINT PAUL MN 55105-1617

TYPE OF CHANGE	DATE	TIME	OLD	ACTIVE
STATUS	970502	140645	OLD	ACTIVE
			NEW	ACTIVE

CURRENT MIDSTATE COMMUNICATIONS INC.  
STANLEY ND 58784-0400

TYPE OF CHANGE	DATE	TIME	OLD	ACTIVE
AMENDMENT DATE	970418	200353	OLD	970529
			NEW	970509

TYPE OF CHANGE	DATE	TIME	OLD	ACTIVE
STATUS	970418	200353	OLD	ACTIVE
			NEW	ACTIVE

CURRENT WORLDCOM NETWORK SERVICES, INC.  
JACKSON MS 39201-2702

TYPE OF CHANGE	DATE	TIME	OLD	ACTIVE
CHANGE OF NAME	950508	94317	OLD	WILTEL, INC. TULSA OK 74121-1348
			NEW	WORLDCOM NETWORK SERVICES, INC. JACKSON MS 39201-2702

END TELECOMMUNICATIONS COMPANIES

CLASSIFICATION TELECOMMUNICATIONS COMPANIES

369687



**ARTICLES OF INCORPORATION - NORTH DAKOTA BUSINESS  
OR FARMING CORPORATION**  
NORTH DAKOTA SECRETARY OF STATE  
SFN 16812 (6-89)  
SEE PAGE 4 FOR FILING AND MAILING INSTRUCTIONS

4

FOR OFFICE USE ONLY  
Validation #

JUN 12 95 8 6 06 5

FILE NO. 7672600

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation organized under North Dakota Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

Article 1. The name of said Corporation shall be: MIDSTATE COMMUNICATIONS INCORPORATED

Article 2. The period of its duration is perpetual, OR \_\_\_\_\_

Article 3. The purpose for which the Corporation is organized are general business purposes, OR: \_\_\_\_\_

Article 4.

A. Aggregate number of shares the corporation has authority to issue			500
B. Par value per share authorized by corporation			\$100.00
C. If shares are divided into classes, they are identified as follows:			
CLASS	NO. OF SHARES	PAR VALUE PER SHARE	

Article 5.

A. Name of Registered Agent				
MARK WILHELM				
B. Social Security or Federal ID # of Registered Agent				
501-52-5301				
C. Address of Registered Office		City	State	Zip Code
215 South Main PO Box 400		Stanley	ND	58784
D. Address of Executive Office (if different than "C")		City	State	Zip Code
E. The articles of incorporation are accompanied by a signed consent of the registered agent with a filing fee of \$10.				

Article 6. Other provisions by which this corporation shall be governed: (If none, insert "none")

NONE

Article 7. A. The name, social security number, and address of each incorporator:

NAME	SOCIAL SECURITY NUMBER	ADDRESS	CITY	STATE	ZIP
Tim Wilhelm	502-84-3834	Box 216	Medora	ND	58645
Tom Wilhelm	501-80-8660	Box 400	Stanley	ND	58784
A. Gordon Wilhelm	502-34-9177	Box 160	Stanley	ND	58784
Mark Wilhelm	501-52-5301	Box 54	Stanley	ND	58784

B. SIGNATURES

I (We), the above named incorporator(s), have read the foregoing Articles of Incorporation, know the contents, and believe the statements made therein to be true.

Dated January 4, 19 95.

Tim Wilhelm

Tom Wilhelm

A. Gordon Wilhelm

Mark Wilhelm

B. FEES:

Filing .....	\$30.00
Consent of Registered Agent .....	\$10.00
Minimum License Fee .....	\$50.00
Additional License Fees .....	
(Equal to \$10.00 for every additional \$10,000 in excess of \$50,000)	
SEE INSTRUCTIONS ON PAGE 4.	

OFFICE USE ONLY

Certificate No.	
Date Filed	1-12-95
Fee Paid	
Filed By	N3



**REGISTERED AGENT  
CONSENT TO SERVE  
SECRETARY OF STATE  
SFN 7874 (8-94)**

FOR OFFICE USE ONLY

ID #	7672600
WO #	369687
Approved By	
Filed	1-12-95
By	N3

**RECEIVED  
JAN 12 1994  
SEC. OF STATE**

**1. FILING FEE: \$10.00**

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation or Limited Liability Company for Which the Registered Agent is to Serve

MIDSTATE COMMUNICATIONS INCORPORATED

3. Name of the Registered Agent

MARK WILHELMI

A. Registered Agent is (Check One)

- An Individual North Dakota Resident
- A Corporation
- A Limited Liability Company

B. Social Security/Federal ID # of Registered Agent

501-52-5301

4. The designated registered agent hereby consents to act in that capacity for the above named corporation or limited liability company until removed or resignation is submitted in accordance with North Dakota statutes.

  
Signature of Registered Agent

January 4, 1995  
Date



**BUSINESS / FARM /  
PROFESSIONAL CORPORATION  
ARTICLES OF AMENDMENT**  
SECRETARY OF STATE  
SFN 13008 (4-96)

no#

FOR OFFICE USE ONLY

ID#	7672,600
File#	
WO#	473600
Filed By	5-29-96 NS

1. FILING FEE \$20.00

If authorized shares are increased or changed, additional fees may be due.

The following amendment has been adopted pursuant to the provisions of the North Dakota Business Corporation Act, North Dakota Century Code, Chapter 10-19.1.

2.A. The name of the corporation as reflected in the Articles of Incorporation on file with the Secretary of State.	B. Federal ID#	C. Telephone #
<u>Midstate Communications Incorporated</u>	<u>45-0442556</u>	<u>701-628-2522</u>
C. Complete mailing address of the principal place of business (Street/RR, PO Box, City, State, Zip+4)		D. Toll-Free Telephone #
<u>215 S. MAIN ST. Box 400 Stanley ND 58784-0400</u>		

3. The following amendment(s) adopted by the corporation:

1) Name change to:

Midstate Communications Inc.

2) Increase capitalization from \$50,000 to \$150,000.

1500 @ 100 par value shares

4. The amendment was adopted on MAY 28, 1996 by one of the following methods (check the appropriate method)

By the shareholders

By the incorporators where no shares have been issued

By the board where no shares have been issued

5. Does the amendment provide for, but not establish, the manner for effecting an exchange, reclassification, or cancellation of issued shares? (Check the appropriate )

Yes. The shares are affected as follows:

OR

No. The shares are unaffected by the amendment.

6. The undersigned, a person authorized by the corporation to sign this amendment, has read the foregoing Articles of Amendment, knows the contents thereof, and believes the statements made thereon to be true.

[Signature]      5-29-96  
Signature      Date

7. Name of person to contact about this amendment      Daytime Telephone #

MARK WILHELM      701-628-2522



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

I hereby certify that this is a true and correct copy, consisting of 5 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

*Alvin A. Jaeger*

Alvin A. Jaeger  
SECRETARY OF STATE

DATED: 8/16/96  
BY: Bj



**TRADE NAME  
REGISTRATION  
SECRETARY OF STATE  
SFN 13401 (10-95)**

FOR OFFICE USE ONLY

ID # 11,359,800  
 WO # 473600  
 Approved By \_\_\_\_\_  
 Filed 5-29-96 By NS  
 Expiration Date 5-29-2001

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

1. FILING FEE \$25.00  
Five Year Duration

For reference, see North Dakota Century Code, Chapter 47-25.

2. Trade Name YORK Telephone Co.

3. The nature of the business transacted (in detail)  
Operating Telephone Co

4. Trade Name is used and owned by (select one)  
 Individual  
 Corporation incorporated in state of North Dakota  
 Husband & Wife  
 Limited Liability Company organized in state of \_\_\_\_\_  
 Other - Define (See Instructions) \_\_\_\_\_

5. A. Telephone # of Owner 701-628-2522  
 B. Toll-Free Telephone # \_\_\_\_\_

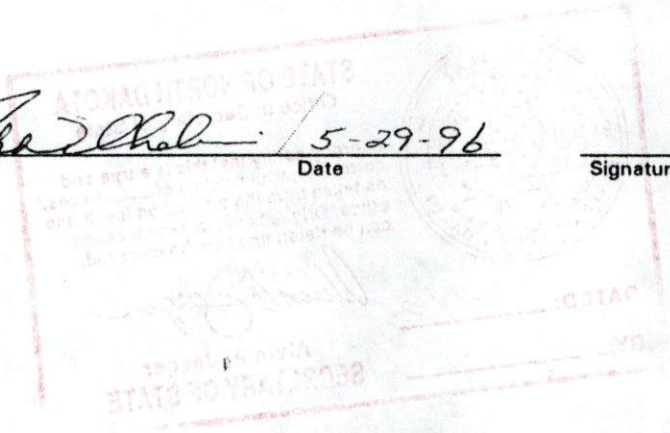
6. The corporation, the limited liability company, or individual(s) using the trade name, their Federal ID/Social Security #, and the addresses of their principal places of business

NAME	FEDERAL ID/ SOCIAL SECURITY #	COMPLETE ADDRESS				
		Street/RR	PO Box	City	State	Zip Code
<u>Midstate Communications Inc</u>	<u>45-0442556</u>	<u>215 S. MAIN ST</u>	<u>Box 400</u>	<u>Stanley</u>	<u>ND</u>	<u>58784</u>

7. I (we), a (the) owner(s), say that I (we) have read the foregoing registration, know the contents thereof, and believe the statements made thereon to be true.

[Signature] / 5-29-96  
 Signature Date

\_\_\_\_\_/\_\_\_\_\_  
 Signature Date





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

I hereby certify that this is a true and correct copy, consisting of 7 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 8/6/96

BY: B

*Alvin A. Jaeger*

Alvin A. Jaeger  
SECRETARY OF STATE

# *State of North Dakota*



## **CERTIFICATE OF GOOD STANDING**

**OF**

**MIDSTATE COMMUNICATIONS INCORPORATED**

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that MIDSTATE COMMUNICATIONS INCORPORATED, a North Dakota business corporation, was incorporated in this office on January 12, 1995 and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota business corporation.

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

**MIDSTATE COMMUNICATIONS INCORPORATED**

Dated: May 28, 1996

A handwritten signature in black ink, appearing to read "Alvin A. Jaeger", is written in a cursive style.

Alvin A. Jaeger  
Secretary of State

369687



**ARTICLES OF INCORPORATION - NORTH DAKOTA BUSINESS OR FARMING CORPORATION**

NORTH DAKOTA SECRETARY OF STATE  
SFN 16812 (6-89)

SEE PAGE 4 FOR FILING AND MAILING INSTRUCTIONS

FOR OFFICE USE ONLY

Validation #

JUN 12 95 8 6 06 5

FILE NO. 7672600

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation organized under North Dakota Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

Article 1. The name of said Corporation shall be: MIDSTATE COMMUNICATIONS INCORPORATED

Article 2. The period of its duration is perpetual, OR \_\_\_\_\_

Article 3. The purpose for which the Corporation is organized are general business purposes, OR:

Article 4.

A. Aggregate number of shares the corporation has authority to issue			500
B. Par value per share authorized by corporation			\$100.00
C. If shares are divided into classes, they are identified as follows:			
CLASS	NO. OF SHARES	PAR VALUE PER SHARE	

Article 5.

A. Name of Registered Agent				
MARK WILHELMI				
B. Social Security or Federal ID # of Registered Agent				
501-52-5301				
C. Address of Registered Office		City	State	Zip Code
215 South Main PO Box 400		Stanley	ND	58784
D. Address of Executive Office (if different than "C")		City	State	Zip Code
E. The articles of incorporation are accompanied by a signed consent of the registered agent with a filing fee of \$10.				

Article 6. Other provisions by which this corporation shall be governed: (If none, insert "none")

NONE

Article 7. A. The name, social security number, and address of each incorporator:

NAME	SOCIAL SECURITY NUMBER	ADDRESS	CITY	STATE	ZIP
Tim Wilhelmi	502-84-3834	Box 216	Medora	ND	58645
Tom Wilhelmi	501-80-8660	Box 400	Stanley	ND	58784
A. Gordon Wilhelmi	502-34-9177	Box 160	Stanley	ND	58784
Mark Wilhelmi	501-52-5301	Box 54	Stanley	ND	58784

B. SIGNATURES

I (We), the above named incorporator(s), have read the foregoing Articles of Incorporation, know the contents, and believe the statements made therein to be true.

Dated January 4, 19 95.

*Tim Wilhelmi*  
 \_\_\_\_\_  
*Tom Wilhelmi*  
 \_\_\_\_\_  
*A. Gordon Wilhelmi*  
 \_\_\_\_\_  
*Mark Wilhelmi*  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

B. FEES:

Filing .....	\$30.00
Consent of Registered Agent .....	\$10.00
Minimum License Fee .....	\$50.00
Additional License Fees .....	
(Equal to \$10.00 for every additional \$10,000 in excess of \$50,000)	
SEE INSTRUCTIONS ON PAGE 4.	

OFFICE USE ONLY

Certificate No.	
Date Filed	1-12-95
Fee Paid	
Filed By	N3



**REGISTERED AGENT  
 CONSENT TO SERVE  
 SECRETARY OF STATE  
 SFN 7874 (8-94)**

FOR OFFICE USE ONLY

ID #	7672600
WO #	369687
Approved By	
Filed	1-12-95
By	N3

**RECEIVED  
 JAN 12 1994  
 SEC. OF STATE**

**1. FILING FEE: \$10.00**

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation or Limited Liability Company for Which the Registered Agent is to Serve

MIDSTATE COMMUNICATIONS INCORPORATED

3. Name of the Registered Agent

MARK WILHELMI

A. Registered Agent is (Check One)

- An Individual North Dakota Resident
- A Corporation
- A Limited Liability Company

B. Social Security/Federal ID # of Registered Agent

501-52-5301

4. The designated registered agent hereby consents to act in that capacity for the above named corporation or limited liability company until removed or resignation is submitted in accordance with North Dakota statutes.

  
 \_\_\_\_\_  
 Signature of Registered Agent

January 4, 1995  
 \_\_\_\_\_  
 Date





**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.

*Alvin A. Jaeger*

**Alvin A. Jaeger**  
**SECRETARY OF STATE**

DATED: 5/29/96

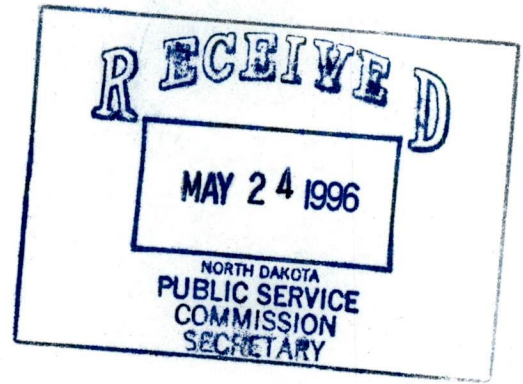
BY: lu



MIDSTATE TELEPHONE COMPANY

215 SOUTH MAIN STREET • BOX 400 • STANLEY, ND 58784-0400

TEL. (701) 628-2522 FAX (701) 628-3737



May 23, 1996

Jon Mielke, Executive Secretary  
North Dakota Public Service Commission  
State Capitol  
600 East Boulevard Avenue  
Bismarck, ND

Dear Mr. Mielke:

Attached find a copy (certified) of Midstate Communications Inc. Articles of Incorporation. Midstate Communications will be purchasing one US West exchange, Beach, ND.

Please note that the York, North Dakota telephone exchange will be folded into this corporation at the time of sale.

I wish to request that the CPCN for Beach, ND and the surrounding area be issued to MIDSTATE COMMUNICATIONS INCORPORATED.

Thank you.

Sincerely,

Mark Wilhelmi, Manager  
Midstate Telephone Company  
Midstate Communications Incorporated

369687



**ARTICLES OF INCORPORATION - NORTH DAKOTA BUSINESS OR FARMING CORPORATION**  
NORTH DAKOTA SECRETARY OF STATE  
SFN 16812 (6-89)

SEE PAGE 4 FOR FILING AND MAILING INSTRUCTIONS

JUN 12 95 8 6 06 5

FOR OFFICE USE ONLY

Validation #

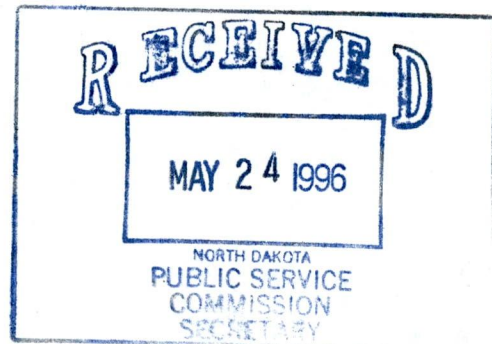
FILE NO. 7672600

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation organized under North Dakota Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

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Article 3. The purpose for which the Corporation is organized are general business purposes, OR:



Article 4.

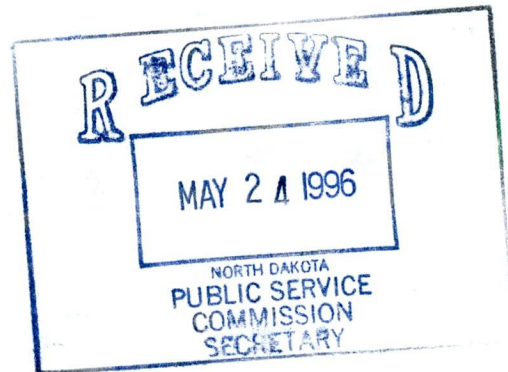
A. Aggregate number of shares the corporation has authority to issue			500
B. Par value per share authorized by corporation			\$100.00
C. If shares are divided into classes, they are identified as follows:			
CLASS	NO. OF SHARES	PAR VALUE PER SHARE	

Article 5.

A. Name of Registered Agent			
MARK WILHELMI			
B. Social Security or Federal ID # of Registered Agent			
501-52-5301			
C. Address of Registered Office		City	State
215 South Main	PO Box 400	Stanley	ND
D. Address of Executive Office (if different than "C")		City	State
E. The articles of incorporation are accompanied by a signed consent of the registered agent with a filing fee of \$10.			

Article 6. Other provisions by which this corporation shall be governed: (If none, insert "none")

NONE



Article 7. A. The name, social security number, and address of each incorporator:

NAME	SOCIAL SECURITY NUMBER	ADDRESS	CITY	STATE	ZIP
Tim Wilhelm	502-84-3834	Box 216	Medora	ND	58645
Tom Wilhelm	501-80-8660	Box 400	Stanley	ND	58784
A. Gordon Wilhelm	502-34-9177	Box 160	Stanley	ND	58784
Mark Wilhelm	501-52-5301	Box 54	Stanley	ND	58784

B. SIGNATURES

I (We), the above named incorporator(s), have read the foregoing Articles of Incorporation, know the contents, and believe the statements made therein to be true.

Dated January 4, 19 95.

Tim Wilhelm

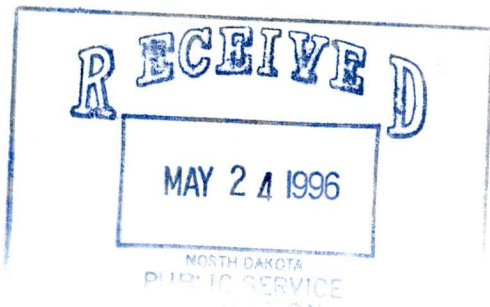
Tom Wilhelm

A. Gordon Wilhelm

Mark Wilhelm

B. FEES:

Filing .....	\$30.00
Consent of Registered Agent .....	\$10.00
Minimum License Fee .....	\$50.00
Additional License Fees .....	
(Equal to \$10.00 for every additional \$10,000 in excess of \$50,000)	
SEE INSTRUCTIONS ON PAGE 4.	



OFFICE USE ONLY

Certificate No.	
Date Filed	1-12-95
Fee Paid	
Filed By	N3



**REGISTERED AGENT  
CONSENT TO SERVE  
SECRETARY OF STATE**  
SFN 7874 (8-94)

FOR OFFICE USE ONLY

ID #	7672600
WO #	369687
Approved By	
Filed	1-12-95
By	N3

**RECEIVED**  
JAN 12 1994  
SEC. OF STATE

**1. FILING FEE: \$10.00**

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation or Limited Liability Company for Which the Registered Agent is to Serve

MIDSTATE COMMUNICATIONS INCORPORATED

3. Name of the Registered Agent

MARK WILHELMI

A. Registered Agent is (Check One)

- An Individual North Dakota Resident
- A Corporation
- A Limited Liability Company

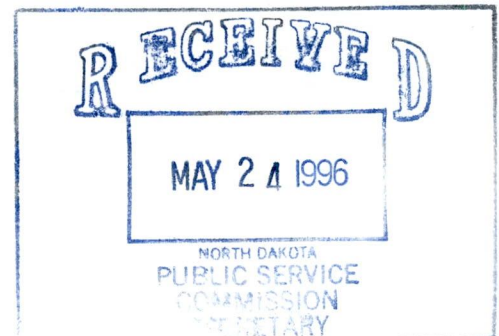
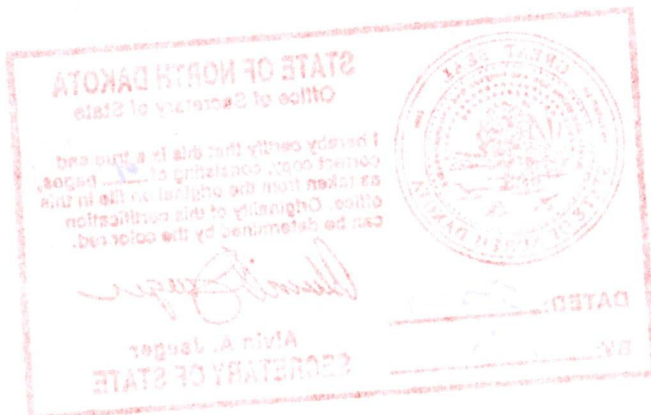
B. Social Security/Federal ID # of Registered Agent

501-52-5301

4. The designated registered agent hereby consents to act in that capacity for the above named corporation or limited liability company until removed or resignation is submitted in accordance with North Dakota statutes.

  
Signature of Registered Agent

January 4, 1995  
Date



RECEIVED  
MAY 19 1966

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

I hereby certify that this is a true and correct copy, consisting of 7 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 5-22-66  
BY: [Signature]

*Alvin A. Jaeger*  
Alvin A. Jaeger  
SECRETARY OF STATE

**PUBLIC SERVICE COMMISSION**

**STATE OF NORTH DAKOTA**

**Certificate of Public Convenience and Necessity**

**First Reissued Certificate Number 744**

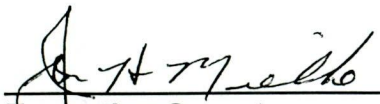
*This is to certify that public convenience and necessity require, and permission is granted for Midstate Communications Inc. a telecommunications public utility, to provide local exchange telecommunications services at the Village of York, North Dakota.*

*This certificate is issued in Case No. PU-417-96-353 and is conditioned upon Midstate Communications Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.*

*Bismarck, North Dakota, August 28, 1996.*

**ATTEST:**

**PUBLIC SERVICE COMMISSION**

  
Executive Secretary

  
Commissioner

**PUBLIC SERVICE COMMISSION**

**STATE OF NORTH DAKOTA**

**Certificate of Public Convenience and Necessity**

**Second Reissued Certificate Number 3422**

*This is to certify that public convenience and necessity require, and permission is granted for Midstate Communications Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Beach, North Dakota local exchange area.*

*This certificate is issued in Case No. PU-417-96-353 and is conditioned upon Midstate Communications Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.*

*Bismarck, North Dakota, August 28, 1996.*

**ATTEST:**

**PUBLIC SERVICE COMMISSION**

  
Executive Secretary

  
Commissioner