

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

MIDSTATE TELEPHONE COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that MIDSTATE TELEPHONE COMPANY, a North Dakota business corporation, was incorporated in this office on October 2, 1963 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 TELEPHONE COMPANY

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

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 947

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of _____
a telephone _____ plant or system at rural areas adjacent to Medora _____ North Dakota,
by Midstate Telephone Company _____ This certificate is issued in accordance with the report and order
of this Commission, dated April 29, 1968 _____ in Case No. 7281 _____ and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Midstate Telephone Company _____
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 29th _____

day of April, 1968.

ATTEST:

Shirley Olson
Secretary.

PUBLIC SERVICE COMMISSION:

By *Paul J. Waag*
Commissioner.

Corporation for Profit
SUBMIT DUPLICATE ORIGINALS

ARTICLES OF INCORPORATION

OF

INTERNATIONAL TELEPHONE COMPANY, INC

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

Article 1. The name of said corporation shall be: INTERNATIONAL TELEPHONE COMPANY, INC.
(Shall contain the word "corporation", "company", "incorporated",

or "limited", or shall contain an abbreviation of one such words)

Article 2. The period of its duration is: Perpetual
(("Perpetual unless limited")

Article 3. The purposes for which the corporation is organized are:

To buy, sell, operate, maintain, build, expand and remodel telephone exchanges and systems already constructed and now in operation, together with all other acts necessary and convenient for the proper and profitable use of a general telephone exchange and system, for hire, for the use, convenience and accommodation of the citizens, residents, and the public generally located in the area or areas of service and operation which are the City of Portal, Burke County, North Dakota, and the City of Stanley, Mountrail County, North Dakota and surrounding areas.

3.

Article 10. The name and address of each incorporator is:
(Not less than three)

Name	Street Address	City	State
Joe Wilhelmi		Stanley	No. Dak.
Marié Wilhelmi		Stanley	No. Dak.
James Wilhelmi		Washburn,	No. Dak.

We, the above named incorporators, being first duly sworn, say that we each have read the foregoing application and know the contents thereof, and verily believe the statements made therein to be true.

Joe Wilhelmi
Marié Wilhelmi
James Wilhelmi

Dated August 31 19 63.

Subscribed and sworn to before me this 31st day of August 19 63.

NOTARIAL SEAL

William F. Lindell
 William F. Lindell Notary Public
 State of North Dakota
 My Commission Expires August 20 19 65

Certificate No. 18703

Filing Date October 2 19 63.

Ben Meier
 (Secretary of State)
 (By Deputy)

Fees \$ 161.00
 \$25,000 capitalization or less \$ 25.00
 \$25,000 to \$50,000 capitalization 50.00
 For each \$10,000 or fraction thereof over \$50,000 capitalization 5.00
 Filing Fee in addition to above fees 16.00

"Buy North Dakota Products"

4.
Certificate No. 18703



CERTIFICATE OF INCORPORATION
OF

.....INTERNATIONAL TELEPHONE COMPANY, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of

.....INTERNATIONAL TELEPHONE COMPANY, INC.

duly signed and verified pursuant to the provisions of the North Dakota.....BUSINESS.....
Corporation Act, have been received in this office and are found to conform to law.

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

.....INTERNATIONAL TELEPHONE COMPANY, INC.

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

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.....SECOND.....day of
.....OCTOBER.....A. D., 1963.....

SEAL

.....BEN MEIER.....
Secretary of State.

By.....
Deputy.

5
1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35

DEED AND BILL OF SALE

This DEED and BILL OF SALE, made this 15th day of October, 1963, by and between Joe Wilhelmi and Marie Wilhelmi, husband and wife, of Stanley, North Dakota, and James Wilhelmi and Beverly Wilhelmi, husband and wife, of Washburn, North Dakota, hereinafter called the "GRANTORS" to INTERNATIONAL TELEPHONE COMPANY, INC., a corporation, whose postoffice address is Stanley, North Dakota, hereinafter called "GRANTEE",

WITNESSETH, that the Grantors, for and in consideration of the sum of Ten and no/100 (\$10.00) Dollars and other good and valuable consideration paid to the Grantors by the Grantee, receipt whereof is hereby acknowledged, have granted, bargained, sold, conveyed, warranted, (unless hereinafter limited), transferred and assigned, and do by these presents Grant, bargain, sell, convey, warrant (unless hereinafter limited), transfer and assign to the Grantee, its successors and assigns, the following described properties in the State of North Dakota, together with all the rights, interests, privileges, appurtenances and facilities to said properties in anywise appertaining or belonging (all of the properties, rights, privileges, appurtenances and facilities mentioned, described or referred to in this Deed and Bill of Sale as being included in this sale and conveyance, being hereinafter collectively called the "SYSTEM"), to-wit:

I.

All telephone exchanges, lines and facilities, and appurtenances thereto, owned and operated by the Grantors, or under their direction in the Town of Portal in the County of Burke, and State of North Dakota, more particularly described as follows:

The entire telephone system located in the Town of Portal, North Dakota, as well as any other rights that the Grantors have by reason of switching agreements with various farm lines in this community.

II.

All poles, posts, crossarms, wires, cables, conduits, ducts, switches, fixtures, switchboard, test boards, frames, racks, motors, generators, batteries, and other items of central office equipment, subscriber station equipment, including house wiring and protectors, instruments, connections, appliances and other equipment which are incorporated in or attached or connected to any of the exchanges, lines, or facilities included in the System, all of which shall be deemed to be a part thereof; and

III.

All stores, materials, supplies, tools, machinery, motor vehicles and office equipment, as well as other facilities and equipment used, useful, held for use or acquired in connection with any part of the System hereinabove or hereinafter described as referred to.

IV.

All leases, easements, rights of way, rights of ingress and egress and other interests in land, and all contracts and privileges, granted to or owned or held by the Grantors, giving to or vesting in the Grantee the right (inchoate or complete), license or privilege to construct, operate or maintain upon lands owned or held by others any of the physical properties included in the System; and

V.

All agreements and contracts granting privileges for railroad, power line, telephone or telegraph line crossings or parallels, and for joint use or occupancy of poles, and all right-of-way and encroachment agreements granted to or owned or held by the Grantors with respect to any of the physical properties included in the System; and

VI.

All licenses, franchises, ordinances, authorizations, privileges, and permits owned or held by the Grantors, or heretofore granted, issued or executed to the Grantors or their assignors by United States of America, or by any state, or any county, municipality, township, village or other political sub-division, or by any agency, board, commission or department of any of the foregoing, authorizing the construction, operation or maintenance of any of the physical properties included in the System, insofar as such licenses, franchises, ordinances, authorizations, privileges and permits permit of such conveyance or assignment; and

VII.

All existing contracts relating to the furnishing or receiving by the Grantors of toll traffic, operator assistance, extended scope and switching services from, through or for any of the telephone exchanges, lines or facilities included in the System; and

VIII.

All books, records, contracts, abstracts, deeds, maps, drawings, charts, tracings, blueprints, diagrams, engineering and accounting data, correspondence and memoranda, books and periodicals and book keeping systems and equipment relating wholly or in part to any part of the system hereinabove or hereinafter described or referred to, excepting only the Grantors' minute books, investment records, stock certificate books, stock transfer books, voucher registers and documents relating exclusively thereto; and

IX.

All leases, easements, privileges, rights of way and other interests in land (including, without limitation, the right to cut and trim trees and shrubbery), in respect of land owned or held by the Grantors, to the extent necessary to give or vest in the Grantee the right, license or privilege to operate and maintain upon such lands owned or held by the Grantors, and in or upon all streets, roads and highways abutting such lands, any part of the telephone exchanges, lines, or facilities presently owned or operated by the Grantee, or included in the System; and

X.

All tracts of land owned by the Grantors in the Town of Portal, North Dakota, including, without limitation, the following:

Lot ten (10), Block nine (9), original townsite of Portal, Burke County, North Dakota

together with all buildings, structures and improvements erected or constructed on any of such tracts of land, and also including all appurtenances and facilities, supplies and equipment, machinery, tools, and appliances, and all leases, easements, rights of way, rights of ingress and egress, and other rights and interests in land located in or on, or used, useful, held for use or acquired in connection with any of such tracts of land.

TO HAVE AND TO HOLD The System and every part thereof, whether real, personal or mixed, and whether tangible or intangible, to the Grantee, its successors and assigns forever.

The Grantors for themselves, their heirs and assigns, covenant with the Grantee and the Grantee's successors and assigns in respect of the System, as follows:

- (a) that the Grantors have title to the System in fee simple, and are the lawful owners and possessors of the System and every part thereof.
- (b) that the System, and every part thereof, is free and clear of all liens and encumbrances of any nature whatever, except taxes not yet due;


- 1
- 2 (c) That the Grantors have good and lawful right to grant, bargain,
sell, convey, warrant, transfer and assign the same;
- 3 (d) That except in respect of easements and rights of way along and
4 over private properties (which easements and rights of way may
be subordinate to liens and encumbrances relating to such prop-
5 erties), the Grantors will forever warrant and defend the system
and every part thereof, and the title thereto, against the lawful
6 claims and demands of all persons whomsoever, except for the
property described in sub-paragraph (b) of Paragraph X above;
- 7 (e) that in respect of easements and rights of way along and over
8 private properties, the Grantors will forever warrant and de-
fend such easements and rights of way and title thereto against
9 the lawful claims and demands of all persons claiming by, through
or under the Grantors;
- 10 (f) that all acts, conditions and things required by law to exist, happen,
11 or be performed precedent to the execution and delivery of this
Deed and Bill of Sale, have happened or have been performed in due
12 time, form and manner as required by law; and
- 13 (g) that the interest in land, contracts, and other rights, privileges
14 and permits described or referred to in paragraphs IV, V, VI, X and
XL hereof are reasonable adequate to permit the continued and lawful
15 operation of the physical properties included in the System at the
respective locations and in the manner in which such properties are
now being operated.

16 All covenants, stipulations, promises, undertakings, agreements and warranties
17 herein contained by or on behalf of the Grantors shall bind the Grantors, and
their heirs and assigns, whether as specified or not.

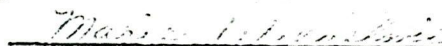
18 The Grantors agree to make, execute and acknowledge and deliver or cause to
19 be made, executed, acknowledged and delivered all such further instruments and
conveyances, and to take or cause to be taken all such further action as may
20 reasonably be requested by the Grantee to effectuate the intention of these
presents,

21 This Deed and Bill of Sale may be simultaneously executed in any number
22 of counterparts, and all of said counterparts executed and delivered, each as
an original, shall constitute but one and the-same instrument.

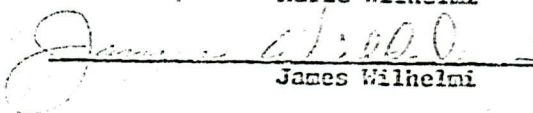
23 IN WITNESS WHEREOF, the Grantors have caused this instrument to be signed
24 the day and year first above written.

25 

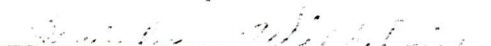
Joe Wilhelmi

26 

Marie Wilhelmi

27 

James Wilhelmi

28 

Beverly Wilhelmi

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

9.

STATE OF NORTH DAKOTA)
(ss
COUNTY OF McLEAN)

On this 15th day of October, 1963, before me personally appeared
JOE WILHELMI and MARIEN WILHELMI, husband and wife,
and
JAMES WILHELMI and BEVERLY WILHELMI, husband and wife,
known to me to be the same persons who are described in and who executed the
within and foregoing instrument and severally acknowledged to me that they
executed the same.

William F. Lindell

Notary Public, McLean County, North Dakota,
My commission expires August 20, 1965

(SEAL)

STATE OF NORTH DAKOTA
Department of State
Filed for record the *15th*
day of *March* 1964
Ben Meier

DEPUTY

STATE OF NORTH DAKOTA
 OFFICE OF THE SECRETARY OF STATE
 CERTIFICATE OF MERGER
 OF DOMESTIC CORPORATIONS
 INTO
 INTERNATIONAL TELEPHONE COMPANY, INC.

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF NORTH DAKOTA, HEREBY CERTIFIES THAT DUPLICATE ORIGINALS OF ARTICLES OF MERGER OF STANLEY TELEPHONE COMPANY, INC., A DOMESTIC CORPORATION, INTO INTERNATIONAL TELEPHONE COMPANY, INC., A DOMESTIC CORPORATION, DULY SIGNED AND VERIFIED PURSUANT TO THE PROVISIONS OF THE NORTH DAKOTA BUSINESS CORPORATION ACT, HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN HIM BY LAW, HEREBY ISSUES THIS CERTIFICATE OF MERGER OF STANLEY TELEPHONE COMPANY INC., INTO INTERNATIONAL TELEPHONE COMPANY, INC. AND ATTACHES HERETO A DUPLICATE ORIGINAL OF THE ARTICLES OF MERGER.

DATED MARCH 17, 1964.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE GREAT SEAL OF THE STATE OF NORTH DAKOTA AT THE CAPITOL IN THE CITY OF BISMARCK, THIS 17TH DAY OF MARCH A. D., 1964.

GREAT SEAL

S/ BEN MEIER
 SECRETARY OF STATE

Ben Meier
Secretary

"BUY NORTH DAKOTA PRODUCTS"

Plan and Articles of Merger of
INTERNATIONAL TELEPHONE COMPANY, INC. Surviving Corporation and
STANLEY TELEPHONE COMPANY

We, the undersigned, natural persons of the age of twenty one years or more, acting as President and Secretary of the International Telephone Company, Inc. and the Stanley Telephone Company respectively, adop the following Plan of Merger contained herein for such Corporations:

FIRST: The following Plan of Merger was approved by each of the undersigned Corporations:

ARTICLE 1. The names of the corporations to be merged are: International Telephone Company, Inc. the surviving Corporation and Stanley Telephone Company.

ARTICLE 2. The purpose of the Merger is to promote more efficient operation of the organization and business of the Corporations.

ARTICLE 3. The Terms and Conditions of the proposed Merger are:

a. The Stanley Telephone Company's entire Capital stock outstanding is currently owned by International Telephone Company, Inc. All property and assets of the Stanley Telephone will merge into the surviving parent Corporation, International Telephone Company, Inc. and the Stanley Telephone Company will no longer be in existence.

b. This proposed merger has been approved by the North Dakota Public Service Commission pursuant to its Order dated the 2^d day of March, 1964.

ARTICLE 4. No change in the Articles of Incorporation of the surviving Corporation are contemplated.

SECOND: As to each of the undersigned Corporations, the plan of Merger was adopted in the following manner:

The plan of Merger was adopted by INTERNATIONAL TELEPHONE COMPANY, INC. at a meeting of its Stockholders held pursuant to a Resolution passed by its Board of Directors and Notice or Waiver of Notice as required by law. Said meeting was held on the 6th day of March, 1964, at which a Quorum, was present and the Plan of Merger received at least two thirds of the votes which stockholders present or represented by proxy at such meeting were entitled to cast.

The plan of Merger was adopted by STANLEY TELEPHONE COMPANY at a meeting of its Stockholders held pursuant to a Resolution passed by its Board of Directors and Notice or Waiver of Notice as required by law. Said meeting was held on the 7th day of March, 1964, at which a Quorum, was present and the Plan of Merger received at least two thirds of the votes which stockholders present or represented by proxy at such meeting were entitled to cast.

Dated this 7th day of March, 1964.

INTERNATIONAL TELEPHONE COMPANY, INC.

By Joe Wilhelm
Its President

By Maria Wilhelm
Its Secretary

STANLEY TELEPHONE COMPANY

By James W. Lill
Its President

By Bessie Wilhelm
Its Secretary

We, The officers of the respective companies being first duly sworn say that we each have read the foregoing application and know the contents thereof and verily believe the statements made therein to be true.

Joe Wilhelm

Maria Wilhelm

James W. Lill

Bessie Wilhelm

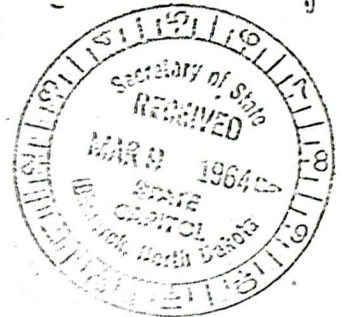
Subscribed and sworn to before me this 7th day of March, A.D. 1964.

William S. Lill

Notary Public, McLean County
North Dakota

My Commission expires March 20, 1965

STATE OF NORTH DAKOTA
Department of State
Filed for record this 17th
day of March, 1964
Bessie Mies
DEPUTY
D. A. Amick
DEPUTY



13-

AMENDMENTS—DOMESTIC CORPORATIONS
(Execute in duplicate.)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

INTERNATIONAL TELEPHONE COMPANY, INC.

Pursuant to the provisions of Chapter 10-19 of the North Dakota Century Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the corporation is _____

MIDSTATE TELEPHONE COMPANY

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on March 27th, 1965, in the manner prescribed by the North Dakota Century Code.

That Article 1 of the Articles of Incorporation be changed to read as follows: Article 1. The name of the corporation is Midstate Telephone Company.

Article 3. The number of shares of the corporation outstanding at the time of such adoption was 1 100; and the number of shares entitled to vote thereon was 1100.

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

Class	Number of Shares
Common	1100

ARTICLE 5. The number of shares voted for such amendment was 1100; and the number of shares voted against such amendment was none.

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

Class	Number of Shares Voted	
	For	Against
Common	1100	none

14

ARTICLE 7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

Not applicable

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

Not applicable

Dated May 6th, 1965

Midstate Telephone Company
Exact Corporate Name

By James Wilhelmi James Wilhelmi
~~President or Vice President.~~

and Marie Wilhelmi
Secretary or Assistant Secretary.

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

James Wilhelmi
Verifying Officer.

Subscribed and sworn to before me this 6th day of May, 1965

William E. Lipp
Notary Public

State of North Dakota

My Commission expires Aug. 20, 1965

Fee \$12.00.

CERTIFICATE NO. 1735

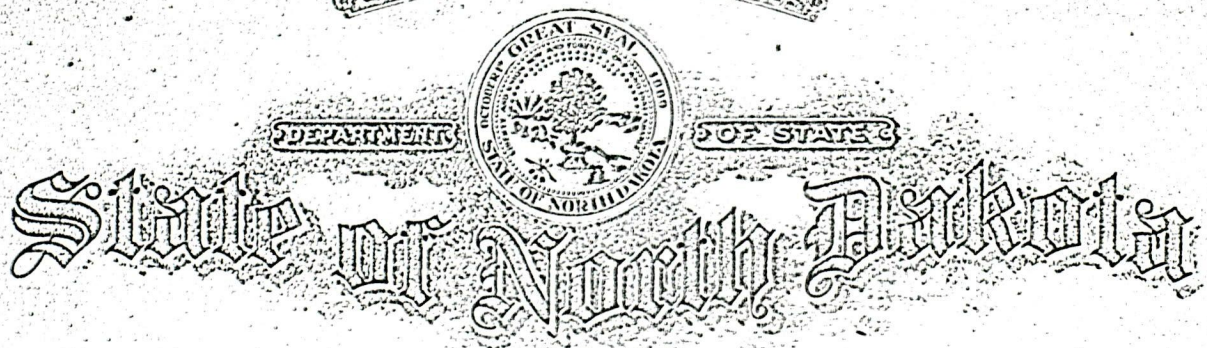
FILING DATE May 12 1965

Ben Meier
SECRETARY OF STATE

BY _____
DEPUTY



19. Certificate No. 1735



CERTIFICATE OF AMENDMENT

OF

INTERNATIONAL TELEPHONE COMPANY, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of

INTERNATIONAL TELEPHONE COMPANY, INC.

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

BUSINESS Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of INTERNATIONAL TELEPHONE COMPANY, INC.

~~CHANGING NAME TO MIDSTATE TELEPHONE COMPANY~~
and attaches hereto a duplicate original of the Articles of Amendment.

(S E A L)

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, TWELFTH day of MAY 1965

BEN MEIER
Secretary of State

File No. 8035
DUPLICATE

By _____
Deputy

16.

AMENDMENTS—DOMESTIC CORPORATIONS
(Execute in duplicate.)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

MIDSTATE TELEPHONE COMPANY

Pursuant to the provisions of Section 10-1961 of the North Dakota Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the corporation is _____

Midstate Telephone Company

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on July 5, 1967, in the manner prescribed by the North Dakota Business Corporation Act: Article of the Articles of Incorporation is amended and re-enacted to read as follows:

ARTICLE 3: To buy, sell, operate, maintain, build, expand and remodel telephone exchanges and systems already constructed and now in operation, together with all other acts necessary and convenient for the proper and profitable use of a general telephone exchange and system, for hire, for the use, convenience and accomodation of the citizens, residents and the public generally located in the area or areas of service and operation which are the Cities of Portal, Burke County, North Dakota; Medora, Billings County, North Dakota and Stanley, Mountrail County, North Dakota and surrounding areas.

ARTICLE 3. The number of shares of the corporation outstanding at the time of such adoption was 1100; and the number of shares entitled to vote thereon was 1100

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

Class	Number of Shares
Common	1100

ARTICLE 5. The number of shares voted for such amendment was 1100; and the number of shares voted against such amendment was none

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

Class	Number of Shares Voted	
	For	Against
Common	1100	none

17.

ARTICLE 7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

Not applicable

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

Not Applicable

Dated July 5, 1967

Midstate Telephone Company
Exact Corporate Name

By Joseph J. Wilhelmi President or Vice President.
and Marie B. Wilhelmi Secretary or Assistant Secretary.

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

Marie B. Wilhelmi
Marie B. Wilhelmi Verifying Officer.

Subscribed and sworn to before me this 5th day of July, 1967

G. R. Schmitz Notary Public

State of North Dakota

My Commission expires 2/16/70, 19

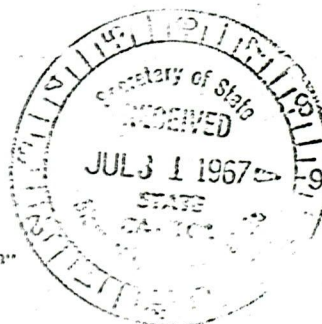
Fee \$12.00.

CERTIFICATE NO. 2318

FILING DATE August 3, 1967

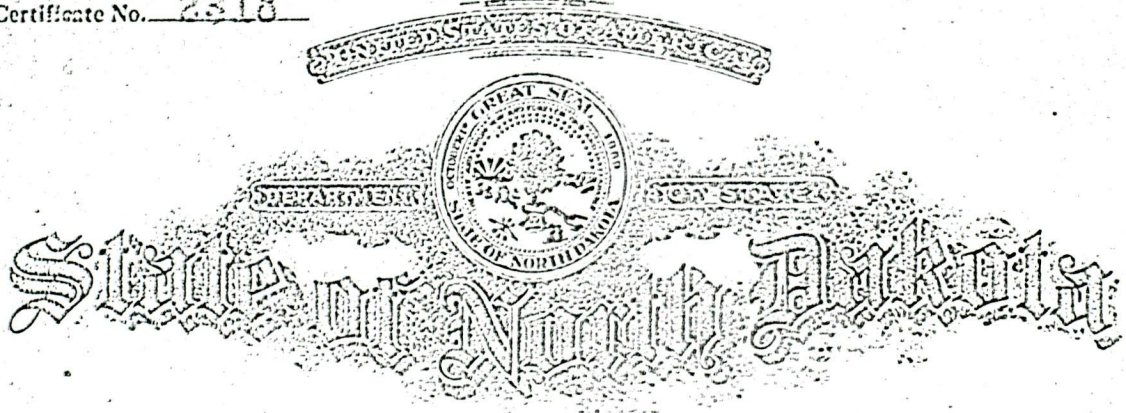
Ben Moira SECRETARY OF STATE

By DEPUTY



18.

Certificate No. 2318



CERTIFICATE OF AMENDMENT
OF

MIDSTATE TELEPHONE COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

MIDSTATE TELEPHONE COMPANY

duly signed and verified pursuant to the provisions of the North Dakota DOMESTIC Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of MIDSTATE TELEPHONE COMPANY

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

GREAT SEAL

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, THIRD day of AUGUST 1917

z/s/ BEN MEIER

Secretary of State

File No. 8034

By _____
Deputy

DUPLICATE

19.

(Applicable to both Domestic and Foreign Corporations)

FEE \$5.00

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

Midstate Telephone Company

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

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

First: The name of the corporation is Midstate Telephone Company

Second: The address of its present registered office is Main Street, Box 400, Stanley,
North Dakota 58781

Third: The address to which its registered office is to be changed is _____
no change

Fourth: The name of its present registered agent is Joe Wilhelmi

Fifth: The name of successor registered agent is Mark Wilhelmi

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.

B6

20.

Dated June 26 1978

Midstate Telephone Company
(Exact Corporate Name)

By James Wilhelm
(Signature of President or Vice-President)

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

By James Wilhelm
(Signature of Executing Officer)
(Same person who signed above)

Subscribed and sworn to before me this 26 day of June 1978

Wayne L. Evans
Notary Public

NOTARIAL SEAL

WAYNE L. EVANS
Notary Public, MOUNTRAIL CO., N. DAK.
My Commission Expires March 30, 1979

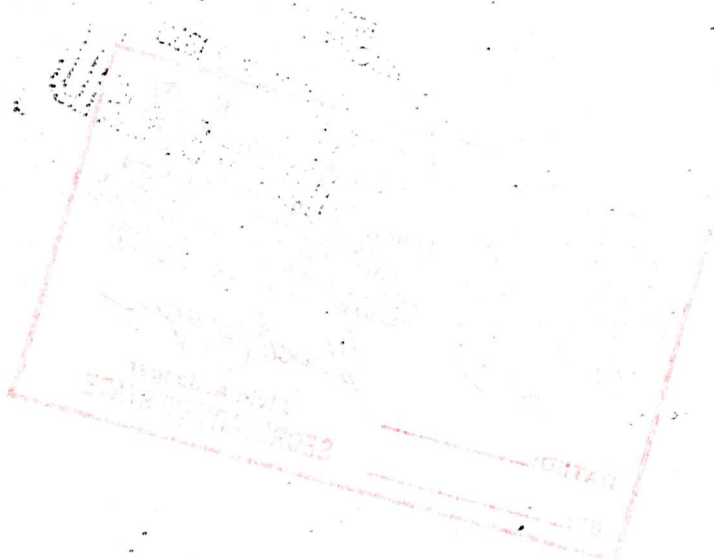
State of North Dakota

My Commission Expires 3-30 1979

Filing Date June 29 1978

Ray T. ...
Secretary of State

...
Copy





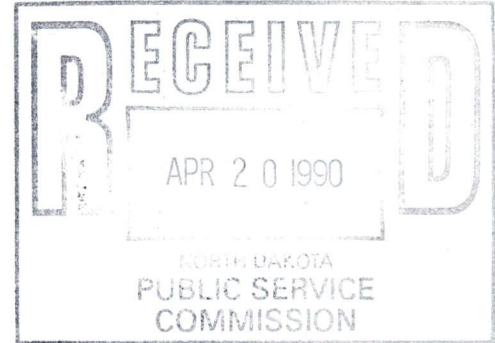
MIDSTATE TELEPHONE COMPANY

MAIN STREET • BOX 400 • STANLEY, ND 58784

(701) 628-2522

April 18, 1990

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



Dear Illona:

In reference to your letter dated April 3, 1990 requesting certain information I submit the following:

- 1) Commission orders to provide service for Portal, Stanley, Medora town and Medora rural.
- 2) Certificate of amendment changing corporate name from International Telephone Company to Midstate Telephone Company.
- 3) Certificate of Public Convenience and Necessity to serve rural Medora area.

An extended search of current and non current files failed to produce the Certificates of Public Convenience and Necessity for Stanley, Portal and Medora town. Should the Commission have copies of these three certificates may I request copies thereof be forwarded to Midstate for our files.

In the event they are unavailable would it be appropriate to request the Commission to reissue the missing certificates based on the enclosed orders?

I await your response and direction regarding this matter.

Sincerely,

Mark Wilhelmi
Office Manager

Certificate No. 1735

UNITED STATES OF AMERICA



DEPARTMENT

OF STATE

State of North Dakota

CERTIFICATE OF AMENDMENT OF

INTERNATIONAL TELEPHONE COMPANY, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of INTERNATIONAL TELEPHONE COMPANY, INC.

duly signed and verified pursuant to the provisions of the North Dakota BUSINESS Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of INTERNATIONAL TELEPHONE COMPANY, INC.

CHANGING NAME TO MIDSTATE TELEPHONE COMPANY
and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, TWELFTH day of MAY 1965

Ben Meier
Secretary of State

File No. 8035
ORIGINAL

By _____
Deputy

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the Matter of the Joint Application)
of Medora Telephone Company to sell, and)
James Wilhelmi to buy, the existing tele-)
phone property at Medora, North Dakota,)

CASE NO. 5579

FINDINGS OF FACT,
CONCLUSIONS AND ORDER

By the Commission:

On May 31, 1957 the Medora Telephone Company, and James Wilhelmi, filed a joint application with the Public Service Commission requesting authority to sell and buy, respectively, the existing local exchange telephone property at Medora, North Dakota,

The application was set for public hearing at Medora, North Dakota on June 24, 1957; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner Martin Vaaler, and the following appearances were entered:

JAMES WILHELMI, Washburn, North Dakota, appearing in his own behalf, as applicant to buy,

CLARENCE E. BRYANT, Chief Engineer, North Dakota Public Service Commission,

FINDINGS OF FACT

Upon consideration of the testimony and other evidence of record in this proceeding the Commission finds that:

- (1) The local exchange telephone property at Medora, North Dakota is individually owned by Mrs. Evelyn Glenn and is operated under the name of Medora Telephone Company. The Company operates a manual magneto system located within the Village of Medora. The Company does not own or operate any rural multi-party telephone lines, but does provide switching service for 5 telephones on a line owned by the National Parks Service.
- (2) Applicants to purchase, Mr. James Wilhelmi, is now employed by West River Telephone Mutual Aid Corporation as a central office maintenance man. He has had some five years of experience in various phases of telephone system operations. Mr. Wilhelmi plans to convert the Medora exchange to dial operation not later than July 1, 1958.
- (3) Applicant herein have entered into an "Agreement" relative to sale and transfer of the Medora telephone property which provides that the seller will continue to operate and maintain the existing telephone system until the exchange is converted to dial operation, but not later than July 1, 1958. Present rates and charges

for the furnishing of telephone service will remain in effect, and the Seller will receive all revenues from system operations until the purchaser takes possession of the property. There are no mortgages or other encumbrances against the property.

CONCLUSIONS

Upon consideration of the foregoing Findings of Fact, the Commission concludes that the proposed sale and transfer of telephone property is consistent with the public interest.

ORDER

NOW, THEREFORE, IT IS ORDERED that Mrs. Evelyn Glenn, of Medora, North Dakota, and Mr. James Wilhelmi, of Washburn, North Dakota be and hereby are authorized to sell and buy, respectively, the existing local exchange telephone property at Medora, North Dakota.

Dated at Bismarck, North Dakota, this 22nd day of July, 1957.

BY THE COMMISSION:

ERNEST D. NELSON
President

ANSON J. ANDERSON
Commissioner

MARTIN VAALER
Commissioner

(S E A L)

ATTEST:

Elmer Olson
Secretary

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the Matter of the application)
of Milo C. Rebne to sell and Joe)
and James Wilhelmi to buy existing)
telephone property at Portal, North)
Dakota, and the application of the)
International Telephone Company of)
Portal, North Dakota, for authority)
to increase its rates for the furnish-)
ing of telephone service.)

CASE NO. 5944

FINDINGS OF FACT,
CONCLUSIONS AND ORDER

BY THE COMMISSION:

On September 14, 1959, Milo C. Rebne, Portal, North Dakota, filed an application to sell, and Joe and James Wilhelmi to purchase the existing telephone property at Portal, North Dakota, and

On September 14, 1959, the International Telephone Company of Portal, North Dakota, filed an application for authority to increase rates for the furnishing of telephone service in its exchange at Portal, North Dakota.

The application was set for public hearing at Portal, North Dakota, on October 30, 1959; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner Martin Vaaler, and the following appearances were entered:

MILO C. REBNE, Portal, North Dakota, appearing in his own behalf as Applicant to sell.

JAMES and JOE WILHELMI, Washburn, North Dakota, appearing in their own behalf as Applicants to buy.

WALLACE OWEN, Bismarck, North Dakota, appearing as Chief Engineer for the Public Service Commission.

FINDINGS OF FACT

Upon consideration of the testimony and other evidence of record in this proceeding, the Commission finds that:

- (1) The local exchange telephone property at Portal, North Dakota, is individually owned by Mr. Milo C. Rebne and is operated under the name of International Telephone Company. The Portal exchange is a manual magneto system serving approximately 190 subscribers in Portal, North Dakota, and in North Portal, Saskatchewan, Canada. The central office facilities are

located in Portal, North Dakota. The Company serves 125 subscribers in North Dakota and owns no rural telephone lines.

- (2) Applicants to purchase, Mr. Joe and James Wilhelmi, are now employed by West River Telephone Mutual Aid Corporation. They have both had experience in various phases of telephone system operations and plan to convert the Portal exchange to dial operation by January 2, 1960.
- (3) A mortgage for \$10,000 on the operating property after cut-over to dial operation is held by J. A. Conroy of Portal, North Dakota. The buyers will not assume any other outstanding obligations against the property involved herein. The purchase price of the property will be paid in accordance with the terms of a written agreement between buyer and seller.
- (4) The Applicant, International Telephone Company of Portal, North Dakota, proposes to increase its rates for the furnishing of dial telephone service in its exchange at Portal, North Dakota.

CONCLUSIONS

Upon consideration of the foregoing Findings of Fact, the Commission concludes: (1) That the proposed sale and transfer of property is consistent with the public interest, and (2) that the proposed rates for furnishing telephone service will not be excessive or unreasonable.

ORDER

NOW, THEREFORE, IT IS ORDERED that Milo C. Rebne, of Portal, North Dakota, and Joe and James Wilhelmi, of Washburn, North Dakota, be and hereby are authorized to sell and buy respectively, the local exchange telephone property at Portal, North Dakota, and that the International Telephone Company of Portal, North Dakota, be and hereby is authorized, upon cut-over to dial operation, to apply the following rates for furnishing dial service in its Portal exchange:

Local Exchange Rates

Net Monthly Rate

	<u>One Party</u>	<u>Two Party</u>	<u>Four Party</u>	<u>Extension</u>
Town Business	6.50	5.00	None	1.50
Town Residence	4.25	3.75	3.00	1.25
Switching Service -	\$1.25			

IT IS FURTHER ORDERED that the International Telephone Company shall file with this Commission revised tariffs reflecting the rates and charges for telephone service herein authorized.

Dated at Bismarck, North Dakota, this 9th day of November, 1959.

BY THE COMMISSION:

ANSON J. ANDERSON
President

MARTIN VAALER
Commissioner

ERNEST D. NELSON
Commissioner

(S E A L)

ATTEST:



Secretary

"Buy DAKOTA MAID Flour"

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the Matter of the Application of)
 International Telephone Company, Inc.,)
 of Stanley, North Dakota, for authority:)
 (1) to borrow funds from North Corporation,)
 Galion, Ohio, in the amount of One Hundred)
 Ninety Thousand Dollars (\$190,000.00) and)
 to execute a Note and Mortgage to secure)
 said loan; (2) to purchase the present)
 Stanley Telephone Company, Inc., exchange)
 located at Stanley, North Dakota, and to)
 liquidate or merge the Stanley Telephone)
 Company, Inc., with the International Tele-)
 phone Company, Inc.; (3) for a Certificate)
 of Public Convenience and Necessity to)
 serve the Stanley Community and surrounding)
 area; (4) to establish a schedule of rates)
 for the proposed Stanley exchange.)

CASE NO. 6373

FINDINGS OF FACT,
CONCLUSIONS OF LAW AND ORDER

BY THE COMMISSION:

On October 7, 1963, the International Telephone Company, Inc., of Stanley, North Dakota, (hereinafter sometimes referred to as the Applicant) filed an application with this Commission wherein they requested the authority as set forth in the title of this Order.

On October 18, 1963, this Commission issued its Notice of Hearing and Suspension of Proposed Rates wherein a hearing in this matter was scheduled for November 19th, 1963, in Stanley, North Dakota, and wherein the Applicant's proposed rate schedule was suspended pending further action by this Commission. Said Notice was sent to all interested parties, as provided by law.

On November 12, 1963, a Motion for Intervention and Application for Subpoena Duces Tecum were filed by Counsel for the Reservation Telephone Cooperative, of Parshall, North Dakota. However, the Commission determined, and advised said Counsel, that said Motion was insufficient in that it failed to state either the Reservation Telephone Cooperative's position or interest, or the specific designation of the statutory basis for the attempted intervention, and further that said Counsel failed to provide copies of said Motion to the parties in this case, all being requirements as set forth in this Commission's Rules of Practice and Procedure. In addition, the Commission declined to issue the Subpoena, as requested, because the Motion for Intervention had failed to establish the Reservation Telephone Cooperative as a proper party to this proceeding.

On November 19, 1963, the hearing was held as scheduled before Commissioner Ben J. Wolf, and the following appearances were entered:

WILLIAM F. LINDELL, Attorney, Washburn, North Dakota, appearing for International Telephone Company, Inc.

DEAN WINKJER, Post Office Box 598, Williston, North Dakota, appearing for Interveners, Edwin Walhaug and the Reservation Telephone Cooperative.

GARY L. LERBERG, Parshall, North Dakota, appearing for Reservation Telephone Cooperative.

ROY PAETZKE, Capitol Building, Bismarck, North Dakota, appearing as Chief Accountant for the Public Service Commission.

WALLACE OWEN, Capitol Building, Bismarck, North Dakota, appearing as Chief Engineer for the Public Service Commission.

PRELIMINARY STATEMENT

Copies of the Notice of Hearing and Suspension of Proposed Rates were sent to, among others, the 9 farmer-owned switcher line companies which receive switcher service from the Stanley exchange and which, in general, serve the Stanley rural area and most of that area for which the Applicant has requested a Certificate of Convenience and Necessity. The Commission has not received any informal protests or expressions of opinion from any of this group insofar as the Applicant's proposals and only one company had a representative present testifying at the hearing in this proceeding. However, it was determined by poll taken of the audience at the hearing that representatives of at least 8 of the 9 companies had been in attendance throughout all or part of the hearing and through the same poll it appeared that those representatives were generally of the opinion that they desired to continue the operation of their individual companies in much the same manner as in the past and that they apparently were not contemplating any abandonment of their telephone systems in the near future. The Commission realizes that this is not admissible evidence; however, it appears to bear out other sworn testimony regarding the status of the switcher line companies.

During the course of the hearing it was brought out that the Applicant had not made a proper Application in that a certified copy of its Articles of Incorporation was not annexed to said Application. However, the Applicant was prepared to, and did, enter a copy of said Articles as an exhibit in this proceeding. It is apparent that through oversight the Commission accepted this

Application without requiring that said Articles be annexed thereto. It was further brought out and clarified through testimony at the hearing in this matter that the Application was in error insofar as the amount of money that the Applicant was seeking authority to borrow and the rate of interest that would be paid to the lender of said money. However, it is the Commission's opinion that the public interest or the interest of any party to this proceeding was not in any way prejudiced by either the deficiency or the errors in the application filing.

The Applicant, in testimony, indicated that copies of the Notes and Mortgage to be executed with the North Corporation were not prepared at the date of hearing; but agreed to file copies, when available, with the Commission and the Intervenor's Counsel. On December 7th, 1963, the Commission received copies of the proposed Loan Agreement, Notes, and Mortgage in accordance with said agreement.

At the close of the hearing a question was raised regarding the desire of the Commission to hear Oral Argument on the issues involved in this instant case. The Hearing Examiner ruled that oral argument was not necessary and called for written briefs. At this point Counsel for the Intervenor asked that their request for permission to present oral argument be ruled on by the full Commission. Upon study of the evidence of record, it is the Commission's opinion that neither the nature of these proceedings nor the complexity or importance of the issues of fact or law involved herein are such that the public interest warrants the presentation of oral argument before the full Commission and therefore the Commission upholds the Hearing Examiner's ruling.

Counsel for Intervenor, Reservation Telephone Cooperative and Edwin Walhaug, made much of the point that the Applicant should not be granted a Certificate of Public Convenience and Necessity unless a condition of said Certificate be that the Applicant must serve all unserved people in the rural area of the requested certificate territory. As the Counsel was representing both Intervenor at the hearing in this matter it was impossible to ascertain which one he was representing when questioning on this point. However, in brief of the Intervenor, Reservation Telephone Cooperative, it was stated that this Intervenor did not take issue with the granting of a Certificate of Public Convenience and Necessity to the Applicant except that it should not grant said Applicant the right to serve a missile site located in the Stanley area which the Intervenor already

served and further that the Commission should"recognize that the Applicant be required, in accordance with its application, to serve the entire area consisting of the 'community of Stanley'." It is the Commission's opinion that the Intervenor is being somewhat inconsistent in its views, as well as briefing matters which were not specified as matters of interest in the Petition of Leave to Intervene. Intervenor feels that when a certificate is granted, the holder thereof is responsible for serving all of the area involved, and especially the part of that area which is rural and considered the community area of the city wherein the exchange is located. We are in complete agreement with this feeling. It appears that Reservation Telephone Cooperative seeks assurance that adequate telephone service will be provided to all those desiring it in this area and especially those presently unserved. However, Reservation's prime interest in this case, as witnessed by the Petition for Leave to Intervene, was to safeguard the right to continue service to a special customer, located in the Stanley exchange territory, which the Intervenor serves on a foreign exchange basis from its Parshall exchange, some 30 to 40 miles away. It would appear that, if this Intervenor is interested in seeing adequate telephone service provided to the Stanley rural area, it would not be concerned with continuing service to a customer located in the heart of another company's certified territory, especially when knowing of the effect that the loss of potential customers may have on the feasibility of a rural project.

Upon consideration of all relevant evidence of record the Commission finds the following:

FINDINGS OF FACT

(1) The Applicant, International Telephone Company, Inc., of Stanley, North Dakota, is a Corporation organized under the Laws of the State of North Dakota (incorporated on October 2nd, 1963) for the general purpose of operating telephone systems in North Dakota and with an authorized capitalization of \$200,000.00. The officers of said corporation are: Joseph J. Wilhelmi - President; James J. Wilhelmi - Vice President; and Marie B. (Mrs. Joseph J.) Wilhelmi - Secretary-Treasurer. This corporation is the successor company to the International Telephone Company, a partnership of Joseph J. Wilhelmi and James J. Wilhelmi, which operated a telephone system in Portal, North Dakota, and North Portal, Saskatchewan, Canada.

(2) The Stanley Telephone Company, Inc., is a corporation, organized and operated under North Dakota laws, which owns and operates a telephone system in

Stanley, North Dakota. The owners of all outstanding capital stock of said corporation are W. G. Mattson and Robert Mattson and they propose to sell their entire stock in the Stanley Telephone Company, Inc. to the Applicant who is proposing, herein, to purchase said stock. These parties have entered into a sales agreement which sets forth the terms and conditions of this proposed purchase and sale of stock. The purchase of said stock by the Applicant shall have the effect of transferring ownership and control of the "System" of the Stanley Telephone Company, Inc., as described in detail in said agreement, to the Applicant. The Stanley Telephone Company presently serves approximately 623 subscribers in the City of Stanley and provides switching service to approximately 164 rural subscribers of the 9 farmer-owned switcher companies which in turn provide telephone service to Belden and Palermo, North Dakota. Several of these farmer-owned switcher companies owe varying amounts of money to Mr. W. G. Mattson, personally. However, none of this indebtedness will be transferred to the Applicant with this transfer of ownership and control of the Stanley Telephone Company properties.

(3) The Applicant, upon consumation of the aforementioned stock purchase, proposes to merge the operations of the Stanley Telephone Company, Inc., whose property shall have been acquired through said stock purchase, with those of its Portal property and operate the combined properties as the International Telephone Company, Inc. The purchase price of said stock, as set forth in the Sales Agreement, is \$96,000.00, subject to certain adjustments also set forth in this Agreement. The book value of the plant was stated to be \$63,702.28 less depreciation reserve of \$14,808.00. Mr. W. G. Mattson, major stockholder and manager of the Stanley Telephone Company, testified that, in his opinion, the difference between the book value of the plant and the purchase price of the stock was, to a large degree, justified because of the fact that the company's books did not reflect the effects of monetary inflation upon the stockholder's investment made in the telephone plant through its years. However, he also felt that the good will and going concern of the Stanley Telephone Company were factors in determining the final sale price.

(4) Upon merger of the two companies, the Applicant proposes to install new central office equipment in the Stanley exchange and to rebuild most of the outside plant located in the City of Stanley, proper. The new central

office equipment is necessary in order to provide the needed capacity for all-dial service in Stanley, which is not now available, and to provide additional room for growth because the existing equipment is filled to capacity. Additions made to the existing equipment would be very expensive and not as satisfactory a solution as new equipment. The Applicant has no immediate plans for any extensive rural line projects. The rural area, generally considered to be Stanley trade area and specifically included within the boundaries of the territory for which the applicant has requested a Certificate of Public Convenience and Necessity, is now served by 9 farmer-owned switcher line companies which connect to the Stanley exchange. These companies, generally speaking, serve all of the certificate area except for a portion found in the northeast corner of said area which is unserved. The Applicant proposes to continue providing switcher service to these 9 companies as long as they desire said service, and as long as the facilities of said companies do not interfere with the provision of adequate telephone service to the Applicant's subscribers. The Applicant does not propose to interfere with the switcher companies insofar as service to their respective territories and does not contemplate providing service in any of said territories until such time as the companies indicate a desire to abandon or sell their systems and seek service from the Applicant. The Applicant indicated that at such time as it undertakes the construction of rural lines it will require the parties interested in receiving rural telephone service to make an aid-to-construction payment before commencing said construction. Applicant further indicated that it is willing to provide service, on this aid-to-construction basis, to the unserved areas of the certificate territory, which area includes that wherein the Intervenor, Edwin Walhaug, resides. Said Intervenor testified that he would be willing to make such a payment if it were, in his opinion, a reasonable amount, and went on to state that he felt that \$50 would be a reasonable amount.

(5) The North Electric Company, an Ohio Corporation whose principal office is located in Galion, Ohio, is in the business of manufacturing and selling dial switchboards and other telephone equipment and supplies. The North Corporation, a Delaware corporation whose principal office is also in Galion, Ohio, is a subsidiary company of the North Electric Company and is in the business of financing telephone utility sales contracts executed by the North Electric Company.

(6) The Applicant proposes to pay for the purchase of the outstanding stock of the Stanley Telephone Company, Inc., through the issuance and sale of \$96,000.00 of common stock to the Applicant's present stockholders. These stockholders, in turn, propose to personally borrow up to \$76,000.00 from the North Corporation to be used, together with \$20,000.00 of personal funds, to purchase this \$96,000.00 worth of Common Stock. The Applicant will pay for the Stanley Telephone Company's stock in five payments, as set forth in the Sales Agreement, and will pay 5% interest annually on the unpaid balance of the purchase price. Therefore, the stockholder personally will, from time to time, borrow from the North Corporation only the amounts needed to meet the current payment and will provide the Applicant with these amounts through the purchase of Applicant's Common Stock. The North Corporation has agreed to lend this amount to the stockholders.

(7) The Applicant proposes to purchase telephone equipment and supplies necessary in making the proposed improvements in the Stanley Telephone System from the North Electric Corporation and to borrow money from North Corporation for the purchase of said equipment and supplies, for the expenses involved in installing the various equipment and reconstructing the Stanley system, and for discharging a \$2000 chattel mortgage on International Telephone Company dial equipment which is payable to Souris River Telephone Mutual Aid Corporation, of Minot, North Dakota. The estimated cost of these items is \$112,000. The North Corporation has agreed to lend to the Applicant for these purposes amounts not exceeding, in the aggregate, the sum of \$112,000.00. The North Corporation has further made verbal agreements to lend an additional \$120,000.00 to the Applicant for development of the Stanley rural area should the switcher companies decide to abandon their systems and request service from the Applicant.

(8) The proposed loan agreement provides that, from time to time, the North Corporation will advance portions of this loan amount as needed by the Applicant, and said loan shall be in the form of interim loans and shall be witnessed by Interim Notes and Interim Renewal Notes carrying a base interest charge of $5\frac{1}{2}\%$ per annum, subject to adjustments based on any upward movement of the prime interest rates charged by New York City banks, but not to exceed 6% per annum. The interim period shall extend for two years after the date of

the first drawdown of loan funds by the Applicant and all interest payments are due and payable upon maturity dates of Interim and Renewal Notes. At the end of the interim period the North Corporation and the Applicant shall execute a Final Note which will extend the period of payment of the Applicant's entire debt to the North Corporation for a period of 20 years. The payments of principal will be made in 40 equal semi-annual installments and interest will be paid on the unpaid principal amount at the rate of $5 \frac{3}{4} \%$ per annum. All notes, Interim, Renewal and Final, will be secured by a Final Mortgage on all real, personal and mixed properties of the Applicant.

(9) The territory that the Applicant proposes to include in its certified territory does not overlap any other exchange company's territory nor is it served by any other exchange company except for one exceptional situation. The Intervenor, Reservation Telephone Cooperative, of Parshall, North Dakota, serves a missile site located four miles east of Stanley and well within the Applicant's proposed area. Said Intervenor, as a basis for intervention in this proceeding stated that it did not feel that the other parties of record could represent its interests insofar as the effect that the issuance of a Certificate of Convenience and Necessity to the Applicant might have on its right to continue service to this site. A witness for the Applicant stated that, although the missile site was within its proposed boundary lines, Applicant had no desire to interfere with this service or to change the manner in which it is presently provided.

(10) The combined operating revenues from the Applicant's proposed rates for the Stanley exchange upon conversion to the new dial system and the existing rates for the Portal exchange should, on a pro forma basis, result in net revenues per year of \$11,028 after conversion, \$12,542 one year after conversion, \$13,528 three years after conversion and \$14,362 five years after conversion. The Applicant's estimated net plant in service, at conversion, in the combined telephone operations is \$214,614.33.

(11) The Intervenor, Edwin Walhaug, stated in his Petition for Leave to Intervene that he lived, and owned property, in the Applicant's proposed territory and that he supported the Applicant's application insofar as it seeks to provide adequate telephone service to all the people of the Stanley Community

but that he did not have sufficient information regarding the general qualifications of the Applicant insofar as its ability to provide telephone service to the area nor did he feel he had sufficient information to determine whether the Applicant's proposed rates were fair and reasonable. In brief, the Intervenor reaffirmed his support of this application and stated that "This Intervenor supports the application of the International Telephone Company, Inc., of Stanley, North Dakota, in that it, by the application and testimony, assumes the obligation of bringing him telephone service upon being granted this Certificate of Public Convenience and Necessity by the Public Service Commission." Counsel for this Intervenor, through cross-examination of a witness for the applicant, implied that the use of aid-to-construction charges in providing telephone service to rural areas was discriminatory. However, there is no evidence of record which tends to corroborate such thinking and, in fact, evidence relative to the costs of providing service in urban versus rural areas seems to bear out the fact that just the opposite situation is closer to the truth; that, unless considerably higher rates are charged for rural than for town service, the Applicant would be discriminating against its town customers if an aid-to-construction charge were not made. The Intervenor's brief did not present any argument on aid-to-construction charges.

(12) There were no protests presented by anyone from the audience in attendance at the hearing in this matter. However, the Commercial Club of the City of Stanley presented in evidence a resolution which supported the Applicant's application and urged that said application be granted.

From the foregoing Findings of Fact the Commission makes the following:

CONCLUSIONS OF LAW

- (1) The Applicant, International Telephone Company, Inc., is a public utility subject to the jurisdiction of the North Dakota Public Service Commission.
- (2) The Stanley Telephone Company, Inc., is a public utility subject to the jurisdiction of the North Dakota Public Service Commission.
- (3) The purchase, by the Applicant, of all the outstanding Common Stock of the Stanley Telephone Company, Inc., is in the public interest.
- (4) The merger of the Stanley Telephone Company, Inc., with the International Telephone Company, Inc., is in the public interest.

(5) Public Convenience and Necessity requires the construction and operation of the proposed new Stanley exchange.

(6) Funds for purchasing the Common Stock of the Stanley Telephone Company and for constructing the new Stanley exchange are available to the Applicant on reasonable terms and conditions.

(7) The proposed rates for telephone service after cut-over of the new exchange service are fair and reasonable.

ORDER

NOW, THEREFORE, IT IS ORDERED that the International Telephone Company, Inc., of Stanley, North Dakota, be and hereby is:

(1) Authorized to purchase all the outstanding Common Stock of the Stanley Telephone Company, Inc. at the price and under the terms and conditions as found in Applicant's Exhibit No. 1 of this proceeding.

(2) Authorized to merge the property and operations of the Stanley Telephone Company, Inc. with that of the International Telephone Company, Inc., and to retain the latter name as that of the merged company.

(3) Granted a Certificate of Public Convenience and Necessity to construct and operate a dial telephone system in the area of Mountrail County as outlined in red on the maps identified as Applicant's Exhibit No. 3 of this proceeding, but excluding all areas therein served by existing unacquired or unabandoned telephone companies until such time as any or all of said companies have abandoned or sold their systems to the Applicant; and excluding also the missile site presently being served by Reservation Telephone Cooperative.

(4) Authorized to borrow funds from the North Corporation of Galion, Ohio, in the amounts and under the terms and conditions as set forth in testimony and exhibits of this proceeding, and to execute Notes and a Mortgage securing said Notes.

(5) Authorized to apply the proposed schedule of rates as set forth below for dial telephone service in the Stanley exchange upon cut-over of the proposed new telephone exchange.

MONTHLY LOCAL EXCHANGE RATES

	<u>RESIDENTIAL</u>	<u>BUSINESS</u>
One Party	5.00	8.00
Two Party	4.00	6.50
Four Party	3.50	-
Extension	1.25	1.50
Rural Multi-Party	6.00	8.00
Switcher Service Rate 1.25 per month		

IT IS FURTHER ORDERED that the Applicant shall, on or before the cut-over of the Stanley exchange, notify the Commission of said cut-over date, and further that they shall notify the Commission of any subsequent take-over of switcher company territories.

Dated at Bismarck, North Dakota, this 2nd day of March, 1964.

BY THE COMMISSION:

RICHARD J. THOMPSON
President

BRUCE HAGEN
Commissioner

BEN J. WOLF
Commissioner

(S E A L)

ATTEST:

Edna Olson
Secretary

"BUY NORTH DAKOTA PRODUCTS"

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the matter of the application of Midstate Telephone Company for authority to merge the Medora Company with the Midstate Company and in the matter of the application of Midstate Telephone Company for authority: (1) to issue \$12,000 in Common Stock to James Wilhelmi, owner of Medora Telephone Company, as payment for his sole ownership interest in the Medora Company; (2) to borrow loan funds in the amount of \$794,000 from the United States of America acting through the Rural Electrification Administration; (3) to evidence said borrowing through the execution of notes; (4) to secure said notes by a Mortgage covering all property now owned or hereafter acquired by Midstate Telephone Company; (5) to execute a telephone loan contract setting forth the provisions of the loan, notes and mortgage.

CASE NO. 6948

ORDER

On July 25, 1967, the Midstate Telephone Company and the Medora Telephone Company made a joint application wherein they requested certain authority as set forth in title hereinabove.

On August 1, 1967, this Commission issued its Notice of Opportunity for Hearing wherein opportunity was given to all interested parties to make objections or requests for hearing before the Commission on or before the 21st day of August, 1967. No objections or requests for hearing were filed on or before the 21st of August, 1967.

IT APPEARING that the Midstate Telephone Company and the Medora Telephone Company are both public utilities operating telephone businesses in the State of North Dakota and subject to the jurisdiction of the North Dakota Public Service Commission,

IT FURTHER APPEARING that it is the proposal of the applicants to merge the properties and operations of the Medora Telephone Company with those of the Midstate Telephone Company,

IT FURTHER APPEARING that the Midstate Telephone Company proposes to acquire the properties of the Medora Telephone Company through the issuance of \$12,000 worth of Common Stock to James Wilhelmi, the owner of the Medora Telephone Company,

IT FURTHER APPEARING that the Midstate Telephone Company, after merger of the Medora Telephone properties with those of Midstate, will proceed to borrow loan funds in the amount of \$794,000 from the United States of America acting through the Rural Electrification Administration using the combined properties of Midstate

Telephone Company and the Medora Telephone Company as collateral for said loan,

IT FURTHER APPEARING that the Midstate Telephone Company will then use these loan funds to construct rural communication facilities necessary to provide modern telephone service in the rural areas of the Stanley and Medora exchanges and further to finance the payment and discharge of outstanding indebtedness in an amount not in excess of \$109,104.00,

IT FURTHER APPEARING that said loan funds will be evidenced by notes executed by the applicant payable to the United States of America bearing an interest rate of two per cent (2%) per annum and that these notes will be secured by mortgage made by the applicant to the United States of America covering all the property now owned or hereafter acquired,

IT FURTHER APPEARING that the granting of the authority requested herein by the applicant is in the public interest,

NOW, THEREFORE, IT IS HEREBY ORDERED that the Midstate Telephone Company and the Medora Telephone Company be and hereby are authorized to merge the property and operations of the Medora Telephone Company with those of the Midstate Telephone Company.

IT IS FURTHER ORDERED that the Midstate Telephone Company be and hereby is authorized to:

- (1) issue \$12,000 in Common Stock to James Wilhelmi, owner of Medora Telephone Company, as payment for his sole ownership interest in the Medora Telephone Company,
- (2) borrow loan funds in the amount of \$794,000 from the United States of America acting through the Rural Electrification Administration;
- (3) evidence said borrowing through the execution of mortgage notes;
- (4) secure said notes by a mortgage covering all property now owned or hereafter acquired by Midstate Telephone Company;
- (5) execute a telephone loan contract setting forth the provisions of the loan, notes and mortgage.

Dated this 18th day of September, 1967, at Bismarck, North Dakota.

(S E A L)

PUBLIC SERVICE COMMISSION

BEN J. WOLF

President

BRUCE HAGEN

Commissioner

RICHARD A. ELKIN

Commissioner

ATTEST:

Shur Olson

Secretary

"Buy NORTH DAKOTA Products"

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the matter of the Application)
of Midstate Telephone Company for)
authority to construct and operate)
a telephone system to serve the)
rural areas of their Medora, North)
Dakota, Exchange.)
-----)

CASE NO. 7281

ORDER GRANTING APPLICATION

On March 22, 1968, the Midstate Telephone Company filed an Application wherein they requested authority to construct and operate a telephone system that would provide telephone service to certain rural areas adjacent to their Medora, North Dakota, exchange.

On March 28, 1968, this Commission issued its Notice of Opportunity for Hearing wherein all interested parties were given notice of their opportunity to file objections with, or request a hearing, before the Commission on or before the 8th day of April, 1968.

NOW, THEREFORE, IT APPEARING that there are no objections or requests for hearing of record and that the date for filing said objections or requests has passed;

IT FURTHER APPEARING that Midstate Telephone Company's proposal to provide rural telephone service through the construction of a mobile telephone system at Medora is in the public interest; and

IT FURTHER APPEARING that there is no other telephone service available in these rural areas from any other operating telephone company and that Midstate's proposal is the only proposal of record to serve said areas; and

IT FURTHER APPEARING that public convenience and necessity requires that Midstate Telephone Company be authorized to construct and operate a radio telephone system to provide service in certain rural areas adjacent to the Medora exchange;

NOW, THEREFORE, IT IS HEREBY ORDERED that Midstate Telephone Company be and hereby is issued a Certificate of Public Convenience and Necessity granting them authority to construct and operate a telephone system to provide telephone service in the rural areas adjacent to Medora, North Dakota, as outlined in red on the map filed with the Application and entitled " Midstate Telephone Company, North Dakota 534A, Medora Exchange."

Dated at Bismarck, North Dakota, this 29th day of April, 1968.

BY THE COMMISSION:

BEN J. WOLF
President

BRUCE HAGEN
Commissioner

RICHARD A. ELKIN
Commissioner

(S E A L)

ATTEST:
E. Oliver Olson
Secretary

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the matter of the Application)
of Midstate Telephone Company for)
authority to construct and operate)
a telephone system to serve the)
rural areas of their Medora, North)
Dakota, Exchange.)
-----)

CASE NO. 7281

ORDER GRANTING APPLICATION

On March 22, 1968, the Midstate Telephone Company filed an Application wherein they requested authority to construct and operate a telephone system that would provide telephone service to certain rural areas adjacent to their Medora, North Dakota, exchange.

On March 28, 1968, this Commission issued its Notice of Opportunity for Hearing wherein all interested parties were given notice of their opportunity to file objections with, or request a hearing, before the Commission on or before the 8th day of April, 1968.

NOW, THEREFORE, IT APPEARING that there are no objections or requests for hearing of record and that the date for filing said objections or requests has passed;

IT FURTHER APPEARING that Midstate Telephone Company's proposal to provide rural telephone service through the construction of a mobile telephone system at Medora is in the public interest; and

IT FURTHER APPEARING that there is no other telephone service available in these rural areas from any other operating telephone company and that Midstate's proposal is the only proposal of record to serve said areas; and

IT FURTHER APPEARING that public convenience and necessity requires that Midstate Telephone Company be authorized to construct and operate a radio telephone system to provide service in certain rural areas adjacent to the Medora exchange;

NOW, THEREFORE, IT IS HEREBY ORDERED that Midstate Telephone Company be and hereby is issued a Certificate of Public Convenience and Necessity granting them authority to construct and operate a telephone system to provide telephone service in the rural areas adjacent to Medora, North Dakota, as outlined in red on the map filed with the Application and entitled " Midstate Telephone Company, North Dakota 534A, Medora Exchange."

Dated at Bismarck, North Dakota, this 29th day of April, 1968.

BY THE COMMISSION:

(S E A L)

BEN J. WOLF

President

ATTEST: —

SEARCH OF RECORDS REPORT

April 24, 1990

MIDSTATE TELEPHONE COMPANY
Box 400
Stanley, ND 58784

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

Entity Type: BUSINESS CORPORATION

State of Organization: ND

Current Status: Active

Status Date: 10/02/63

Last Annual Report Filed: 12/08/89

Last Annual Report Year: 89

Registered Agent: Mark Wilhelmi

Address: Stanley, ND
58784

<u>Class:</u>	<u>Number of Shares:</u>	<u>Par:</u>
	2,000.000000	100.000000

For Reference: Darcy Schlosser
Clerk

701-224-4283
Phone

ARTICLES OF INCORPORATION

OF

INTERNATIONAL TELEPHONE COMPANY, INC

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

Article 1. The name of said corporation shall be: INTERNATIONAL TELEPHONE COMPANY, INC.
(Shall contain the word "corporation", "company", "incorporated",

or "limited", or shall contain an abbreviation of one such words)

Article 2. The period of its duration is: Perpetual
("Perpetual unless limited")

Article 3. The purposes for which the corporation is organized are:

To buy, sell, operate, maintain, build, expand and remodel telephone exchanges and systems already constructed and now in operation, together with all other acts necessary and convenient for the proper and profitable use of a general telephone exchange and system, for hire, for the use, convenience and accommodation of the citizens, residents, and the public generally located in the area or areas of service and operation which are the City of Portal, Burke County, North Dakota, and the City of Stanley, Mountrail County, North Dakota and surrounding areas.

3.

Article 10. The name and address of each incorporator is:
(Not less than three)

Name	Street Address	City	State
<u>Joe Wilhelmi</u>		<u>Stanley</u>	<u>No. Dak.</u>
<u>Marié Wilhelmi</u>		<u>Stanley</u>	<u>No. Dak.</u>
<u>James Wilhelmi</u>		<u>Washburn</u>	<u>No. Dak.</u>

We, the above named incorporators, being first duly sworn, say that we each have read the foregoing application and know the contents thereof, and verily believe the statements made therein to be true.

Joe Wilhelmi
Marié Wilhelmi
James Wilhelmi

Dated August 31 19 63.

Subscribed and sworn to before me this 31st day of August 19 63.

NOTARIAL SEAL

William F. Lindell
 William F. Lindell Notary Public
 State of North Dakota

My Commission Expires August 20 19 65.

Certificate No. 18703

Filing Date October 2 19 63.

Ben Meier
(Secretary of State)

(By Deputy)

Fees \$ 141.00
 \$25,000 capitalization or less \$ 25.00
 \$25,000 to \$50,000 capitalization 50.00
 For each \$10,000 or fraction thereof over \$50,000 capitalization 5.00
 Filing Fee in addition to above fees 16.00

4.
Certificate No. 18703



CERTIFICATE OF INCORPORATION
OF

.....INTERNATIONAL TELEPHONE COMPANY, INC.....

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of

.....INTERNATIONAL TELEPHONE COMPANY, INC.....

duly signed and verified pursuant to the provisions of the North Dakota.....BUSINESS..... Corporation Act, have been received in this office and are found to conform to law,

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

.....INTERNATIONAL TELEPHONE COMPANY, INC.....

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

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.....SECOND.....day ofOCTOBER..... A. D., 1963.....

SEAL

.....BEN MEIER..... Secretary of State.

By..... Deputy.

DEED AND BILL OF SALE

This DEED and BILL OF SALE, made this 15th day of October, 1963, by and between Joe Wilhelmi and Marie Wilhelmi, husband and wife, of Stanley, North Dakota, and James Wilhelmi and Beverly Wilhelmi, husband and wife, of Washburn, North Dakota, hereinafter called the "GRANTORS" to INTERNATIONAL TELEPHONE COMPANY, INC., a corporation, whose postoffice address is Stanley, North Dakota, hereinafter called "GRANTEE",

WITNESSETH, that the Grantors, for and in consideration of the sum of Ten and no/100 (\$10.00) Dollars and other good and valuable consideration paid to the Grantors by the Grantee, receipt whereof is hereby acknowledged, have granted, bargained, sold, conveyed, warranted, (unless hereinafter limited), transferred and assigned, and do by these presents Grant, bargain, sell, convey, warrant (unless hereinafter limited), transfer and assign to the Grantee, its successors and assigns, the following described properties in the State of North Dakota, together with all the rights, interests, privileges, appurtenances and facilities to said properties in anywise appertaining or belonging (all of the properties, rights, privileges, appurtenances and facilities mentioned, described or referred to in this Deed and Bill of Sale as being included in this sale and conveyance, being hereinafter collectively called the "SYSTEM"), to-wit:

I.

All telephone exchanges, lines and facilities, and appurtenances thereto, owned and operated by the Grantors, or under their direction in the Town of Portal in the County of Burke, and State of North Dakota, more particularly described as follows:

The entire telephone system located in the Town of Portal, North Dakota, as well as any other rights that the Grantors have by reason of switching agreements with various farm lines in this community.

II.

All poles, posts, crossarms, wires, cables, conduits, ducts, switches, fixtures, switchboard, test boards, frames, racks, motors, generators, batteries, and other items of central office equipment, subscriber station equipment, including house wiring and protectors, instruments, connections, appliances and other equipment which are incorporated in or attached or connected to any of the exchanges, lines, or facilities included in the System, all of which shall be deemed to be a part thereof; and

III.

All stores, materials, supplies, tools, machinery, motor vehicles and office equipment, as well as other facilities and equipment used, useful, held for use or acquired in connection with any part of the System hereinabove or hereinafter described as referred to.

IV.

All leases, easements, rights of way, rights of ingress and egress and other interests in land, and all contracts and privileges, granted to or owned or held by the Grantors, giving to or vesting in the Grantee the right (inchoate or complete), license or privilege to construct, operate or maintain upon lands owned or held by others any of the physical properties included in the System; and

V.

All agreements and contracts granting privileges for railroad, power line, telephone or telegraph line crossings or parallels, and for joint use or occupancy of poles, and all right-of-way and encroachment agreements granted to or owned or held by the Grantors with respect to any of the physical properties included in the System; and

2 All licenses, franchises, ordinances, authorizations, privileges, and
3 permits owned or held by the Grantors, or heretofore granted, issued or executed
4 to the Grantors or their assignors by United States of America, or by any state,
5 or any county, municipality, township, village or other political sub-division,
6 or by any agency, board, commission or department of any of the foregoing,
7 authorizing the construction, operation or maintenance of any of the physical
8 properties included in the System, insofar as such licenses, franchises,
9 ordinances, authorizations, privileges and permits permit of such conveyance
10 or assignment; and

7 VII.

8 All existing contracts relating to the furnishing or receiving by the
9 Grantors of toll traffic, operator assistance, extended scope and switching
10 services from, through or for any of the telephone exchanges; lines or facilities
11 included in the System; and

10 VIII.

11 All books, records, contracts, abstracts, deeds, maps, drawings, charts,
12 tracings, blueprints, diagrams, engineering and accounting data, correspondence
13 and memoranda, books and periodicals and book keeping systems and equipment
14 relating wholly or in part to any part of the system hereinabove or hereinafter
15 described or referred to, excepting only the Grantors' minute books, investment
16 records, stock certificate books, stock transfer books, voucher registers and
17 documents relating exclusively thereto; and

15 IX.

16 All leases, easements, privileges, rights of way and other interests in
17 land (including, without limitation, the right to cut and trim trees and shrubbery),
18 in respect of land owned or held by the Grantors, to the extent necessary to give
19 or vest in the Grantee the right, license or privilege to operate and maintain
20 upon such lands owned or held by the Grantors, and in or upon all streets, roads
21 and highways abutting such lands, any part of the telephone exchanges, lines, or
22 facilities presently owned or operated by the Grantee, or included in the System;
23 and

21 X.

22 All tracts of land owned by the Grantors in the Town of Portal, North
23 Dakota, including, without limitation, the following:

24 Lot ten (10), Block nine (9), original townsite of Portal, Burke
25 County, North Dakota

26 together with all buildings, structures and improvements erected or constructed
27 on any of such tracts of land, and also including all appurtenances and facili-
28 ties, supplies and equipment, machinery, tools, and appliances, and all leases,
29 easements, rights of way, rights of ingress and egress, and other rights and
30 interests in land located in or on, or used, useful, held for use or acquired in
31 connection with any of such tracts of land.

32 TO HAVE AND TO HOLD The System and every part thereof, whether real, personal
33 or mixed, and whether tangible or intangible, to the Grantee, its successors
34 and assigns forever.

35 The Grantors for themselves, their heirs and assigns, covenant with the
36 Grantee and the Grantee's successors and assigns in respect of the System, as
37 follows:

- 38 (a) that the Grantors have title to the System in fee simple, and are
39 the lawful owners and possessors of the System and every part thereof.
- 40 (b) that the System, and every part thereof, is free and clear of all liens
41 and encumbrances of any nature whatever, except taxes not yet due;

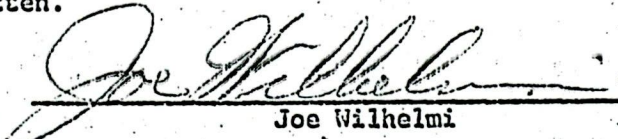
- 1
2 (c) That the Grantors have good and lawful right to grant, bargain,
sell, convey, warrant, transfer and assign the same;
- 3 (d) That except in respect of easements and rights of way along and
4 over private properties (which easements and rights of way may
5 be subordinate to liens and encumbrances relating to such pro-
6 perties), the Grantors will forever warrant and defend the system
and every part thereof, and the title thereto, against the lawful
7 claims and demands of all persons whomsoever, except for the
8 property described in sub-paragraph (b) of Paragraph X above;
- 9 (e) that in respect of easements and rights of way along and over
private properties, the Grantors will forever warrant and de-
10 fend such easements and rights of way and title thereto against
11 the lawful claims and demands of all persons claiming by, through
or under the Grantors;
- 12 (f) that all acts, conditions and things required by law to exist, happen,
13 or be performed precedent to the execution and delivery of this
14 Deed and Bill of Sale, have happened or have been performed in due
15 time, form and manner as required by law; and
- 16 (g) that the interest in land, contracts, and other rights, privileges
17 and permits described or referred to in paragraphs IV, V, VI, X and
18 XL hereof are reasonable adequate to permit the continued and lawful
19 operation of the physical properties included in the System at the
20 respective locations and in the manner in which such properties are
21 now being operated.

22 All covenants, stipulations, promises, undertakings, agreements and warranties
23 herein contained by or on behalf of the Grantors shall bind the Grantors, and
24 their heirs and assigns, whether as specified or not.

25 The Grantors agree to make, execute and acknowledge and deliver or cause to
26 be made, executed, acknowledged and delivered all such further instruments and
27 conveyances, and to take or cause to be taken all such further action as may
28 reasonably be requested by the Grantee to effectuate the intention of these
29 presents,

30 This Deed and Bill of Sale may be simultaneously executed in any number
31 of counterparts, and all of said counterparts executed and delivered, each as
32 an original, shall constitute but one and the-same instrument.

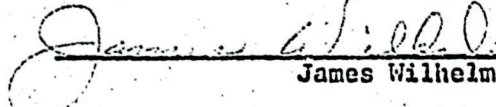
33 IN WITNESS WHEREOF, the Grantors have caused this instrument to be signed
34 the day and year first above written.

35 

Joe Wilhelm



Marie Wilhelm



James Wilhelm



Beverly Wilhelm

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

STATE OF NORTH DAKOTA)
(ss
COUNTY OF MOUNTRAIL)

On this _____ day of _____, 1963, before me personally
appeared

JOE WILHELMI AND MARIE WILHELMI, husband and wife

known to me to be the same persons who are described in and who executed the within
and foregoing instrument and severally acknowledged to me that they executed the
same.

(SEAL)

Notary Public, Mountrail County, North Dakota
My commission expires _____

STATE OF NORTH DAKOTA)
(ss
COUNTY OF McLEAN)

On this _____ day of _____, 1963, before me personally
appeared

JAMES WILHELMI AND MARIE WILHELMI, husband and wife

known to me to be the same persons who are described in and who executed the
within and foregoing instrument and severally acknowledged to me that they
executed the same.

(SEAL)

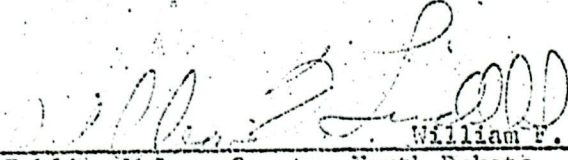
William J. Leonard
Notary Public, McLean County, North Dakota,
My commission expires _____

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

9.

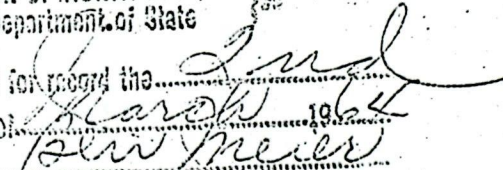
STATE OF NORTH DAKOTA)
(ss
COUNTY OF McLEAN)

On this 15th day of October, 1963, before me personally appeared
JOE WILHELMI and MARIE WILHELMI, husband and wife,
and
JAMES WILHELMI and BEVERLY WILHELMI, husband and wife,
known to me to be the same persons who are described in and who executed the
within and foregoing instrument and severally acknowledged to me that they
executed the same.



William F. Lindell
Notary Public, McLean County, North Dakota,
My commission expires August 20, 1965

(SEAL)

STATE OF NORTH DAKOTA
Department of State
Filed for record the 2nd
day of March 1964


HELEN MEIER
DEPUTY

STATE OF NORTH DAKOTA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF MERGER
OF DOMESTIC CORPORATIONS

INTO

INTERNATIONAL TELEPHONE COMPANY, INC.

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF NORTH DAKOTA, HEREBY CERTIFIES THAT DUPLICATE ORIGINALS OF ARTICLES OF MERGER OF STANLEY TELEPHONE COMPANY, INC., A DOMESTIC CORPORATION, INTO INTERNATIONAL TELEPHONE COMPANY, INC., A DOMESTIC CORPORATION, DULY SIGNED AND VERIFIED PURSUANT TO THE PROVISIONS OF THE NORTH DAKOTA BUSINESS CORPORATION ACT, HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN HIM BY LAW, HEREBY ISSUES THIS CERTIFICATE OF MERGER OF STANLEY TELEPHONE COMPANY INC., INTO INTERNATIONAL TELEPHONE COMPANY, INC. AND ATTACHES HERETO A DUPLICATE ORIGINAL OF THE ARTICLES OF MERGER.

DATED MARCH 17, 1964.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE GREAT SEAL OF THE STATE OF NORTH DAKOTA AT THE CAPITOL IN THE CITY OF BISMARCK, THIS 17TH DAY OF MARCH A. D., 1964.

GREAT SEAL

s/ BEN MEIER
SECRETARY OF STATE

*By: Dennis A. Guzikis
Deputy*

"BUY NORTH DAKOTA PRODUCTS"

Plan and Articles of Merger of

INTERNATIONAL TELEPHONE COMPANY, INC. Surviving Corporation and
STANLEY TELEPHONE COMPANY

We, the undersigned, natural persons of the age of twenty one years or more, acting as President and Secretary of the International Telephone Company, Inc. and the Stanley Telephone Company respectively, adopt the following Plan of Merger contained herein for such Corporations:

FIRST: The following Plan of Merger was approved by each of the undersigned Corporations:

ARTICLE 1. The names of the corporations to be merged are: International Telephone Company, Inc. the surviving Corporation and Stanley Telephone Company.

ARTICLE 2. The purpose of the Merger is to promote more efficient operation of the organization and business of the Corporations.

ARTICLE 3. The Terms and Conditions of the proposed Merger are:

a. The Stanley Telephone Company's entire Capital stock outstanding is currently owned by International Telephone Company, Inc. All property and assets of the Stanley Telephone will merge into the surviving parent Corporation, International Telephone Company, Inc. and the Stanley Telephone Company will no longer be in existence.

b. This proposed merger has been approved by the North Dakota Public Service Commission pursuant to its Order dated the 2^d day of March, 1964.

ARTICLE 4. No change in the Articles of Incorporation of the surviving Corporation are contemplated.

SECOND: As to each of the undersigned Corporations, the plan of Merger was adopted in the following manner:

The plan of Merger was adopted by INTERNATIONAL TELEPHONE COMPANY, INC. at a meeting of its Stockholders held pursuant to a Resolution passed by its Board of Directors and Notice or Waiver of Notice as required by law. Said meeting was held on the 6th day of March, 1964, at which a Quorum, was present and the Plan of Merger received at least two thirds of the votes which stockholders present or represented by proxy at such meeting were entitled to cast.

2 The plan of Merger was adopted by STANLEY TELEPHONE COMPANY
3 at a meeting of its Stockholders held pursuant to a Resolution
4 passed by its Board of Directors and Notice or Waiver of Notice
5 as required by law. Said meeting was held on the 7th day of
6 March, 1964, at which a Quorum, was present and the Plan of
7 Merger received at least two thirds of the votes which stock-
8 holders present or represented by proxy at such meeting were
9 entitled to cast.

10 Dated this 7th day of March, 1964.

11 INTERNATIONAL TELEPHONE COMPANY, INC.

12 By Joe Wilhelm
13 Its President

14 By Marie Wilhelm
15 Its Secretary

16 STANLEY TELEPHONE COMPANY

17 By James Wilhelm
18 Its President

19 By Bessie Wilhelm
20 Its Secretary

21 We, The officers of the respective companies being first
22 duly sworn say that we each have read the foregoing application
23 and know the contents thereof and verily believe the statements
24 made therein to be true.

25 Joe Wilhelm

26 Marie Wilhelm

27 James Wilhelm

28 Bessie Wilhelm

29 Subscribed and sworn to before me this 7th day of
30 March, A.D. 1964.

31 William S. Lindell
32 Notary Public, McLean County
33 North Dakota
34 My Commission expires March 20, 1965

35 STATE OF NORTH DAKOTA
Department of State

Filed for record this 17th
day of March, 1964

D. A. Amick
SECRETARY OF STATE

D. A. Amick
DEPUTY



13- AMENDMENTS—DOMESTIC CORPORATIONS
(Execute in duplicate.)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

INTERNATIONAL TELEPHONE COMPANY, INC.

Pursuant to the provisions of Chapter 10-19 of the North Dakota Century Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the corporation is _____

MIDSTATE TELEPHONE COMPANY

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on March 27th, 1965, in the manner prescribed by the North Dakota Century Code.

That Article 1 of the Articles of Incorporation be changed to read as follows: Article 1. The name of the corporation is Midstate Telephone Company.

Article 3. The number of shares of the corporation outstanding at the time of such adoption was 1,100;

and the number of shares entitled to vote thereon was 1100.

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

Class	Number of Shares
Common	1100

ARTICLE 5. The number of shares voted for such amendment was 1100; and the number of shares voted against such amendment was none.

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

Class	Number of Shares Voted	
	For	Against
Common	1100	none

14
ARTICLE 7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

Not applicable

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

Not applicable

Dated May 6th, 1965

Midstate Telephone Company

Exact Corporate Name

By James Wilhelmi James Wilhelmi
~~President or Vice President.~~

and Maria Wilhelmi
Secretary or Assistant Secretary.

James Wilhelmi being first duly sworn says that he is the

Vice-President

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

James Wilhelmi
Verifying Officer.

Subscribed and sworn to before me this 6th day of May, 1965

William E. Lindell
Notary Public

State of North Dakota

My Commission expires Aug. 20, 1965

Fee \$12.00.

CERTIFICATE NO. 1735

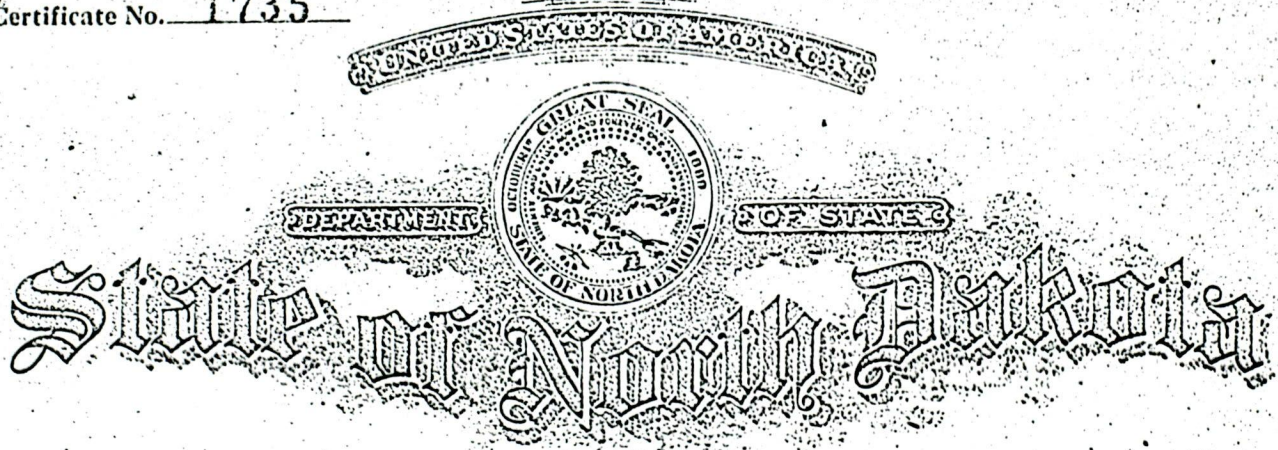
FILING DATE May 12 1965

Ben Meier
SECRETARY OF STATE

BY _____
DEPUTY



19.
Certificate No. 1735



CERTIFICATE OF AMENDMENT

OF

INTERNATIONAL TELEPHONE COMPANY, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

INTERNATIONAL TELEPHONE COMPANY, INC.

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

BUSINESS Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of INTERNATIONAL TELEPHONE COMPANY, INC.

~~CHANGING NAME TO MIDSTATE TELEPHONE COMPANY~~

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

(S E A L)

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, TWELFTH day of MAY 1965

BEN MEIER

Secretary of State

File No. 8035

DUPLICATE

By _____

Deputy

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

MIDSTATE TELEPHONE COMPANY

Pursuant to the provisions of Section 10-1961 of the North Dakota Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the corporation is _____

Midstate Telephone Company

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on July 5, 1967, in the manner prescribed by the North Dakota Business Corporation Act: Article of the Articles of Incorporation is amended and re-enacted to read as follows:

ARTICLE 3: To buy, sell, operate, maintain, build, expand and remodel telephone exchanges and systems already constructed and now in operation, together with all other acts necessary and convenient for the proper and profitable use of a general telephone exchange and system, for hire, for the use, convenience and accomodation of the citizens, residents and the public generally located in the area or areas of service and operation which are the Cities of Portal, Burke County, North Dakota; Medora, Billings County, North Dakota and Stanley, Mountrail County, North Dakota and surrounding areas.

ARTICLE 3. The number of shares of the corporation outstanding at the time of such adoption was 1100;

and the number of shares entitled to vote thereon was 1100.

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

Class	Number of Shares
Common	1100

ARTICLE 5. The number of shares voted for such amendment was 1100; and the number of shares voted against such amendment was none.

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

Class	Common	Number of Shares Voted	
		For	Against
		1100	none

17.

ARTICLE 7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

Not applicable

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

Not Applicable

Dated July 5, 1967.

Midstate Telephone Company
Exact Corporate Name
By Joseph J. Wilhelm
Joseph J. Wilhelm President or Vice President.
and Marie B. Wilhelm
Marie B. Wilhelm Secretary or Assistant Secretary.

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

Marie B. Wilhelm
Marie B. Wilhelm Verifying Officer.

Subscribed and sworn to before me this 5th day of July, 1967.

[Signature]
G. R. Schulte Notary Public

State of North Dakota

My Commission expires 2/16/70, 19

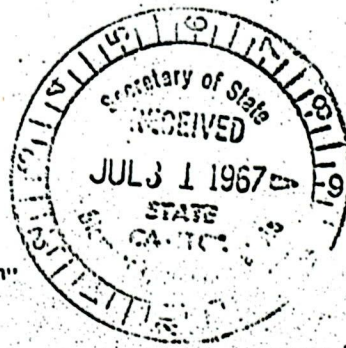
Fee \$12.00.

(CERTIFICATE NO. 2318)

FILING DATE August 3 1967

Ben Meier
SECRETARY OF STATE

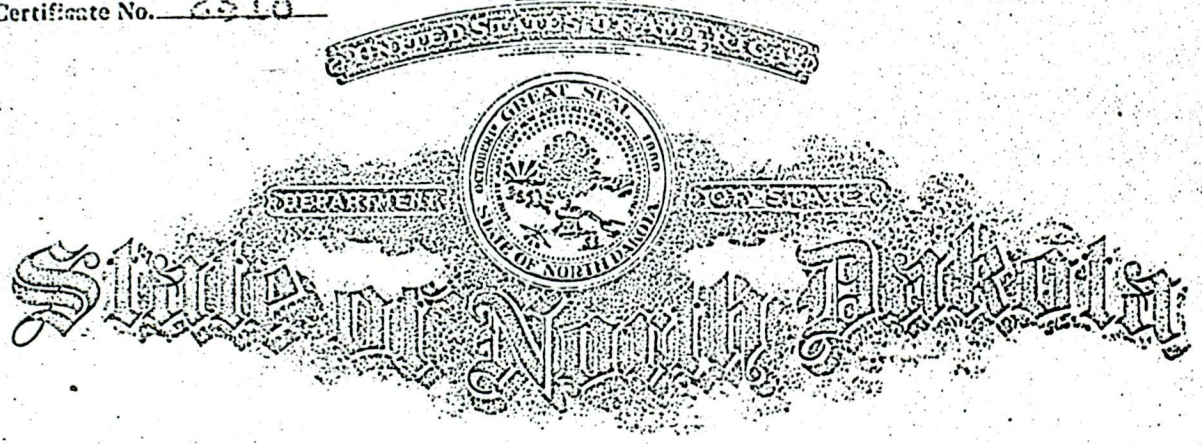
By _____ DEPUTY



"BUY DAKOTA MAID FLOUR"

18.

Certificate No. 2318



CERTIFICATE OF AMENDMENT

OF

MIDSTATE TELEPHONE COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

MIDSTATE TELEPHONE COMPANY

duly signed and verified pursuant to the provisions of the North Dakota DOMESTIC Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of MIDSTATE TELEPHONE COMPANY

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

GREAT SEAL

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

z/s/ BEN MEIER

Secretary of State

File No. 8034

By _____
Deputy

DUPLICATE

19.

(Applicable to both Domestic and Foreign Corporations)

FEE \$3.00

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

Midstate Telephone Company

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

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

First: The name of the corporation is Midstate Telephone Company

Second: The address of its present registered office is Main Street, Box 400, Stanley,
North Dakota 58784

Third: The address to which its registered office is to be changed is _____
no change

Fourth: The name of its present registered agent is Joe Wilhelmi

Fifth: The name of successor registered agent is Mark Wilhelmi

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.

20.

Dated June 26 1978

Midstate Telephone Company
(Insert Corporate Name)

By James Wilhelm
(Signature of President or Vice-President)

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

By James Wilhelm
(Signature of Executing Officer)
(Same person who signed above)

Subscribed and sworn to before me this 26 day of June 19 78.

Wayne L. Evans
Notary Public

NOTARIAL SEAL

WAYNE L. EVANS
Notary Public, MOUNTRAIL CO., N. DAK.
My Commission Expires March 30, 1979

State of North Dakota
My Commission Expires 3-30 19 79.

Filing Date June 29 1978
Barbara J. [unclear]
Secretary of State
[unclear]
Copy

RECEIVED
MAY 2 1978
STATE OF NORTH DAKOTA