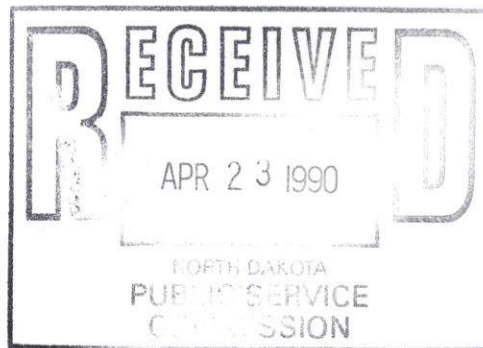


NEMONT

Telephone Cooperative, Inc.

April 20, 1990



Ilona A. Jeffcoat-Sacco, Commerce Counsel  
N. D. Public Service Commission  
State Capitol  
Bismarck ND 58505

Dear Ms. Jeffcoat-Sacco:

As per your letter of April 3 we are enclosing a copy of our Certificate of Public Convenience and Necessity. We do not have a copy of the Public Service Commission orders on file, but are hoping that you would have this.

Also enclosed are photocopies of our incorporation papers on file with the State of Montana, duly certified.

If you need further information please let us know.

Sincerely,

*Bill Toone*

Bill Toone  
Controller

mam

Encls.

1 **PU-13-464** Filed: 6/26/2013 Pages: 57  
Corporate papers

Nemont Telephone Cooperative, Inc.



SCOBAY, MONTANA 59263

PHONE: 783-5654

# SECRETARY OF STATE

STATE OF MONTANA



Mike Cooney  
Secretary of State

Montana State Capitol  
Helena, Montana 59620

CERTIFICATION  
of photocopies for

NEMONT TELEPHONE COOPERATIVE, INC.

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

DATED: April 17, 1990

Mike Cooney  
SECRETARY OF STATE

BY Thomas Amegast Deputy

~~Chris Olsen~~ THAT:  
Willie Larsen  
Geo. H. Johnson

having made application for a license under the Cooperative Act of the State of Montana, being Section 6375 of the Revised Codes of Montana, 1935, to open books for subscription to the capital stock of **NORTHEASTERN MONTANA TELEPHONE COOPERATIVE ASSOCIATION**

and having filed the required statement of facts as prescribed by said Section 6375 of the Revised Codes of Montana, 1935, a license is hereby granted ~~Chris Olsen~~  
Willie Larsen  
Geo. H. Johnson

and they are hereby authorized to open books for subscription to the capital stock of **NORTHEASTERN MONTANA TELEPHONE COOPERATIVE ASSOCIATION**

Witness my official signature subscribed hereunto and the Great Seal of the State of Montana hereunto affixed this ~~October~~ ~~11th~~ day of ~~October~~ ~~11th~~ year one thousand nine hundred and forty-

Great Seal

Sam W. Mitchell

Secretary of State

By

Deputy.

STATEMENT AND APPLICATION

TO THE HONORABLE SAM W. MITCHELL  
THE SECRETARY OF STATE OF THE STATE OF MONTANA

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

1. The name of the proposed Association is Northeastern Montana Telephone Cooperative Association.
2. Its capital stock shall be Two Hundred Fifty Thousand and No/100 (\$250,000.00), consisting of 5,000 shares of the par value of Fifty and No/100 (\$50.00) Dollars each.
3. The location and the principal place of business of said Association shall be in Medicine Lake, Sheridan County, Montana.
4. The duration of said Association shall be forty (40) years.
5. The particular branch or branches of industry which we intend to prosecute are:
  - (a) To furnish, improve and expand telephone service to its members and to others.
  - (b) To construct, erect, purchase, lease as lessee, or otherwise acquire, and to own, hold, maintain, operate and improve, expand, install, and equip, and to sell, assign, convey, lease as lessor, exchange, mortgage, pledge, or otherwise dispose of or encumber telephone lines, facilities or systems, lands, buildings, structures, plans, equipment, exchanges, and any other real or personal property, tangible or intangible, which shall be deemed necessary, useful or appropriate to accomplish any or all of the purposes of the Cooperative.
  - (c) To purchase, lease as lessee, or otherwise acquire, and to own, hold, use and exercise, and, to the extent permitted by law, to sell, assign, convey, mortgage, pledge, or otherwise dispose of or encumber, franchises, rights, privileges, permits, licenses, rights of way and easements necessary, useful or appropriate to accomplishment any or all of the purposes of the Cooperative;
  - (d) To borrow money and otherwise contract indebtedness, and to make and issue or guarantee bonds, notes, and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the Cooperative; and to secure the payment thereof by mortgage, pledge, or deed of trust of, or any other encumbrance upon, any or all of its then owned or after acquired real or personal property, assets, revenues, franchises, rights, privileges, licenses, rights of way, easements, or permits;
  - (e) To connect and interconnect its telephone lines, facilities, or systems with other telephone lines, facilities or systems within or without this State; serving patrons in the counties of Sheridan, Roosevelt, Valley and Daniels in the State of Montana, and to plan by engineering surveys routes, termini and location of lines in such counties.

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

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

Dated at Medicine Lake, Montana, this 4th day of October, 1950.

Chris Olson

Willie Larsen

Geoff Johnson

Subscribed and sworn to before me this 4th day of October, 1950.

And P. Holbrook  
Notary Public for the State  
of Montana. Residing at Sidney,  
Montana. My commission expires  
April 5, 1951.

*Application for license  
Northwestern Montana  
Telephone, Cooperative  
Association*

STATE OF MONTANA  
DEPARTMENT OF SECRETARY OF STATE

F I L L E D

*Dec. 16, 1920*

AT 10:10 O'CLOCK A. M.

*David W. Mitchell*  
SECRETARY OF STATE

*Henry H. Quinlan*  
DEPUTY

*Feb 6 1921*

4

BE IT KNOWN THAT

NORTHEASTERN MONTANA TELEPHONE COOPERATIVE ASSOCIATION

In accordance with the provisions of Section 6375 of the Revised Codes of Montana, 1935, on the 18th day of October, A. D. 1950 caused its Application for License to

Willie Larsen

Geo H. Johnson

Chris Olsen

to open books for subscription to the capital stock of said ASSOCIATION to be filed in this office; said Application being dated the fourth day of October A. D. 1950.

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

NORTHEASTERN MONTANA TELEPHONE COOPERATIVE ASSOCIATION

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

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

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

Great Seal

Sam W. Mitchell  
Secretary of State,

By

Deputy.

REPORT OF COMMISSIONERS OF  
NORTHEASTERN MONTANA TELEPHONE COOPERATIVE ASSOCIATION

TO THE HONORABLE SAM W. MITCHELL  
THE SECRETARY OF STATE OF THE STATE OF MONTANA

Chris Olson, Willie Larsen and George H. Johnson, each being first duly sworn, deposes and says:

That they are commissioners authorized to open books for subscription to the capital stock of Northeastern Montana Telephone Cooperative Association; that attached hereto and made a part hereof and marked Exhibit "A" for identification, is a full report of their proceedings, including therein a copy of the notice provided for in section 14-203 of the Revised Codes of Montana, 1947, a copy of the subscription list, a copy of the bylaws adopted by said association, and the names of the directors elected and their respective terms of office. The following named directors were elected to serve until the first annual meeting of the stockholders of said association, and until their successors are elected and qualified, to-wit:

George H. Johnson  
M. A. LaMotte  
Margaret Hass  
Francis Tarum  
Robert Rorvig  
H. H. Brown  
Willie Larson  
Wyman Feltis  
Wm. E. Herman

Willie Larsen

George H. Johnson

Chris Olson

Subscribed and sworn to before me this 11 day of December,  
1950.

Fred P. Hollbrook  
Notary Public for the State of  
Montana.  
Residing at Sidney, Montana,  
Montana.  
My commission expires April  
5, 1951.



In order that the statutory provisions of Section 15-109 Paragraph 8 of the Revised Codes of Montana, 1947 can be reasonably complied with at this time and in order that the final report of the commissioners be complete so that the Secretary of State will have sufficient record we wish to advise as follows:

The Telephone Cooperative is expecting to submit a loan application to the Rural Electrification Administration in Washington, D. C. for funds to construct telephone lines. Sometime during the latter part of January, 1951 this application is expected to be completed. The exact location of the contemplated telephone lines will not be known until complete engineering studies have been made. The engineering studies will be conducted to determine the feasibility of the proposed telephone system to provide telephone service to rural consumers on an area covering basis. The engineering studies will also be completed to determine which lines will be built first in the area intended to be serviced by this cooperative association. It is expected that service will be provided eventually to rural member consumers in Roosevelt, Sheridan, Valley and Daniels County in Montana and a portion of Williams County in the State of North Dakota. It is anticipated that the engineering plans will provide for switchboards to be located in the following towns which will be connected with the Mountain States Telephone and Telegraph Company which will provide an inter connection system with the Bell lines; Culbertson, Froid, Medicine Lake, Antelope, Plentywood, Flaxville, Scobey and Wolf Point. It is anticipated that the lines running into these switchboards will radiate from a fan shaped rural area rather than being a completed inter connecting line running between the various towns connecting each to the other. This information is in addition to the regular proceedings with the intention of making a substantial compliance of the statutory requirements requiring that the termini of such telephone line or lines and the county through which they shall pass shall be included in the Articles of Incorporation.

PROOF OF SERVICE OF NOTICE

AFFIDAVIT

STATE OF MONTANA )  
                          ) SS  
COUNTY OF SHERIDAN )

Margaret Hass, being first duly sworn deposes and says:  
That she served notice, of which the attached is a full, true  
and complete copy, on

George Johnson  
M. A. LaMotte  
Margaret Hass  
Henry Crohn  
H. H. Brown  
Harold B. Munson  
Willie Larson  
Oscar Knutson  
F. A. Snellman  
Kinley E. Bolstad  
William E. Herman  
Robert M. Rorvig  
Francis Tarum  
Harvey Wagar  
Wyman Feltis  
J. N. Collins  
Richard Veis  
Ted Skornogoski  
Ernst M. Lee  
Thomas Thronson  
James Shipstead  
Harold Skerritt  
C. W. Rossing

by mailing and depositing same in the post office at Sidney,  
Montana, properly addressed, postage prepaid, to each of the  
above named persons at his place of residence, more than ten  
(10) days before the day fixed for the meeting therein, to-wit:  
on the 10th day of October, 1950, and that the above named  
persons are all the subscribers to the capital stock of Northeastern  
Montana Telephone Cooperative Association.

Margaret Hass 4

Subscribed and sworn to before me this 25<sup>th</sup> day of October,

A. D., 1950.



Geoff Johnson  
Notary Public for the State of  
Montana. Residing at Reserve  
Montana. My commission expires  
2/3/53

NOTICE OF MEETING OF SUBSCRIBERS

OF

NORTHEASTERN MONTANA TELEPHONE COOPERATIVE ASSOCIATION

TO EACH AND ALL THE SUBSCRIBERS TO THE CAPITAL STOCK OF  
NORTHEASTERN MONTANA TELEPHONE COOPERATIVE ASSOCIATION.

A meeting of the subscribers to the capital stock of Northeastern  
Montana Telephone Cooperative Association will be held at Daniels  
County Court House in Scobey, Daniels County, Montana at 2:00 o'clock  
P.M., on 21 day of Oct, 1950 to take action  
upon the following matters:

1. Adopting bylaws for the Cooperative, a copy of which is attached.
2. Electing directors.
3. Electing officers.
4. Considering and acting upon forms of application for membership and stock certificate.
5. Adopting a corporate seal.
6. To take any and all action and to transact any and all business which may be necessary, convenient or desirable in connection with any of the foregoing and the completion of the organization of the Cooperative at said meeting or at any adjournment or adjournments thereof; and for the transaction of such other business as may come before said meeting or any adjournment or adjournments thereof.

Margaret Hass  
Secretary

Dated Oct 10, 1950.

SUBSCRIPTION TO CAPITAL STOCK AND APPLICATION  
FOR MEMBERSHIP AND FOR TELEPHONE SERVICE

The undersigned (hereinafter called the "Applicant") hereby applies for membership and subscribes for capital stock in a corporation to be organized under the laws of the State of Montana under the name of Northeastern Montana Telephone Cooperative Association or other appropriate name (hereinafter called the "Cooperative"), for the purpose of furnishing telephone service, upon the following terms and conditions:

1. The Applicant will pay for capital stock between \$25.00 and \$50.00, but not to exceed \$50.00. The par value of shares of capital stock and the number of shares to be held by an Applicant as a prerequisite to membership in the Cooperative shall depend on the amount of equity required to be furnished by the Cooperative in order to obtain a loan from the Rural Electrification Administration and shall be set forth in the articles of incorporation or bylaws of the Cooperative. Payment of the stock subscription shall be made as follows:

\$5. upon signing this application, and the balance of not to exceed \$45 when an REA loan is obtained.

2. The Applicant will, when telephone service becomes available, take from the Cooperative telephone service to be used on the premises described below and will pay therefor monthly at rates to be determined from time to time in accordance with the bylaws of the Cooperative, it being expressly understood that all amounts paid by Applicant in excess of operating costs and expenses of the Cooperative are furnished by him as capital and he shall be credited with the capital so furnished as provided in the bylaws.

3. The Applicant will grant to the Cooperative a right-of-way easement to construct, operate and maintain a telephone line or system on the land described below and in or upon all streets, roads or highways abutting said land.

4. The Applicant will comply with and be bound by the provisions of the charter and bylaws of the Cooperative, and such rules and regulations as may from time to time be adopted by the Cooperative.

5. The Applicant, by becoming a member and shareholder, assumes no personal liability or responsibility for any debts or liabilities of the Cooperative, and it is expressly understood that his private property is exempt from execution for any such debts or liabilities.

This application is made in consideration of similar applications by others and is understood to be an agreement with such applicants.

The acceptance of this application by the Cooperative shall constitute an agreement between the Applicant and the Cooperative, and shall continue in force for one year from the date service is made available by the Cooperative to the Applicant, and thereafter until canceled by at least 30 days' written notice given by either party to the other.

The Applicant agrees that not to exceed \$5 of the amount paid by him for capital stock pursuant to this application may be used for the development of a rural telephone system. If the Cooperative is unable to obtain a loan from the Rural Electrification Administration to finance the construction of such a system, or is unable to proceed with its plans for any other reason, the Applicant and the Cooperative agree that the amount paid by the Applicant, less such amount as has

been expended for development expenses, either prior to or after incorporation, will be returned to the Applicant. If the Cooperative succeeds in establishing a rural telephone system but is unable to furnish service to the Applicant, the entire amount paid by the Applicant to the Cooperative for capital stock will be returned to the Applicant.

Dated \_\_\_\_\_, 19\_\_\_\_.

Witness \_\_\_\_\_

\_\_\_\_\_  
Applicant

\_\_\_\_\_  
Applicant

\_\_\_\_\_  
Address

The above application for membership accepted this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

NORTHEASTERN MONTANA TELEPHONE COOPERATIVE ASSOCIATION.

LAND DESCRIPTION

BY \_\_\_\_\_  
Title

MINUTES OF THE MEETING  
OF THE SUBSCRIBERS  
TO THE CAPITAL STOCK  
OF

NORTHEASTERN MONTANA TELEPHONE COOPERATION ASSOCIATION

A meeting of the subscribers to the capital stock of Northeastern Montana Telephone Cooperative Association was held at Daniels County Court House, Montana on the 21 day of October, 1950 at the hour of 2:00 o'clock P.M. This meeting was held pursuant to a notice of the holding thereof, given in pursuance of the requirements of the Statutes of the State of Montana. A copy of said notice, together with an affidavit of the due service thereof is annexed hereto and made a part of these minutes. The following subscribers to the capital stock were present:

George Johnson  
M. A. LaMotte  
Margaret Hass  
Henry Crohn  
H. H. Brown  
Harold B. Munson  
Willie Larson  
Oscar Knutson  
F. A. Snellman  
Kinley E. Bolstad  
William E. Herman  
Robert M. Rorvig

Francis Tarum  
Harvey Wagar  
Wyman Feltis  
J. N. Collins  
Richard Veis  
Ted Skornogoski  
Ernest M. Lee  
Thomas Thronson  
James Shipstead  
Harold Skerritt  
C. W. Rossing

being all of the subscribers to the capital stock of the Association.

Mr. Johnson acted as Chairman of the meeting and Mrs. Margaret Hass acted as Secretary of the meeting, and kept the minutes thereof.

The Chairman stated that the meeting was held pursuant to the requirement of the Statutes of Montana for the purpose of electing a board of directors, adopting bylaws for the Association, and the transaction of such other business as may properly come before the meeting.

The Secretary presented a form of Bylaws for the Association which was read section by section to the subscribers.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

"RESOLVED, that the bylaws presented to this meeting, and read section by section to the subscribers to the capital stock be and the same hereby are adopted as the bylaws of this Association."

The Secretary was directed to annex a copy of the said bylaws to the minutes of the meeting.

The following were nominated as directors of the Association to hold office until the first annual meeting of the stockholders of the Association, and until their successors are elected and qualified.

George H. Johnson - Reserve, Montana  
M. A. LaMotte, Scobey, Montana  
Margaret Hass - Outlook, Montana  
Francis Tarum - Richland, Montana  
Robert Rorvig - Richland, Montana  
H. H. Brown - Poplar, Montana  
Willie Larsen - Culbertson, Montana  
Wyman Feltis - Peerless, Montana  
Wm. E. Herman - Westby, Montana

A vote was thereupon taken and the Chairman announced that the persons above named had been unanimously elected as directors and until the annual meeting of the Association and until their successors are elected and qualified.

The following persons were then nominated as officers of the Association to fill the offices set opposite their respective names, to serve until the first annual meeting of the stockholders and until their successors were elected and qualified.

George Johnson - President  
M. LaMotte - Vice President  
Margaret Hass - Secretary-Treasurer

A vote having been taken, the Chairman announced that the persons nominated to the respective offices above mentioned had been unanimously elected to serve as such officers and to hold office respectively until the first annual meeting of the stockholders of the Association, and until their successors are elected and shall have qualified.

The President thereupon took the Chair, and acted as chairman of the meeting, and the Secretary acted as secretary thereof.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

"RESOLVED, that the officers and directors of this Association be and they hereby are authorized and directed to take all such steps as may be necessary or advisable to complete the organization of the Association."

A form of stock certificated was thereupon presented to the meeting which the Secretary was directed to annex to the minutes of this meeting.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the form of stock certificate presented to the meeting be, and the same is hereby adopted as the form of stock certificated to be used by the Association to evidence the ownership of its capital stock.

The Chairman then presented to the meeting a form for the application for membership in the Association, a copy of which was directed to be annexed to the minutes of this meeting and after consideration, the following resolution, upon motion duly made and seconded, was unanimously adopted:

RESOLVED, that the form of application for membership in the Association, presented to this meeting and annexed to the minutes hereof, be and the same hereby is approved.

Thereupon, after discussion, the following resolution, upon motion duly made and seconded, was unanimously adopted:



RESOLVED, that the proper officers of this Association be, and they hereby are, authorized and directed to take all necessary and proper steps, and to execute in the name of the Association, and under its seal, and to file with the proper authorities, any and all documents or papers necessary or desirable in order to qualify, if required by the laws of Montana, the stock and securities to be issued by the Association, and generally to do any and all acts or things which may be necessary or advisable to carry out the provisions of this resolution.

The Chairman then stated to the meeting that it was in order to adopt a form of seal for the Association. Thereupon, after discussion, the following resolution, upon motion duly made and seconded, was unanimously adopted:


RESOLVED, that the seal of the Association shall consist of a circular with the name of the cooperative and State of Montana corporate seal.

There being no further business to come before the meeting, the meeting adjourned.

APPROVED:

  
Temporary Chairman  
  
Chairman

  
Temporary Secretary

  
Secretary

It shall be the aim of  
NORTHEASTERN MONTANA TELEPHONE COOPERATIVE ASSOCIATION  
to provide dependable area-wide telephone  
service on the cooperative plan and at the  
lowest cost consistent with sound economy  
and good management.

BY-LAWS

OF

NORTHEASTERN MONTANA TELEPHONE COOPERATIVE ASSOCIATION

ARTICLE I

Offices

Section 1. Principal Office. The principal office of the Co-op shall be in Scobey, Daniels County, State of Montana.

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

ARTICLE II

Membership

Section 1. Requirements for Membership. Any person, firm, association, corporation, or body politic or subdivision thereof may become a stockholder and member (hereinafter called "member") of the Northeastern Montana Telephone Cooperative Association, (hereinafter called the "Co-op") by:

- (a) Making a written subscription to capital stock and application for membership therein;
- (b) agreeing to purchase from the Co-op telephone service as hereinafter specified;
- (c) agreeing to comply with and be bound by the articles of incorporation and by-laws of the Co-op and any rules and regulations adopted by the board of trustees (hereinafter called the "Board"); and
- (d) agreeing to pay the share and membership fee (hereinafter called "membership fee") hereinafter specified on uniform terms and conditions established by the Board;

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

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

The original subscribers to the capital stock shall become members of the Co-op upon the acceptance of their subscription by the Commissioners

appointed by the Secretary of State to open books of subscription to the capital stock and the payment in full of their subscriptions.

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

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

- (a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall have the effect of revoking a proxy executed by either or both and shall constitute a joint waiver of notice of the meeting;
- (b) The vote of either separately or both jointly shall constitute one joint vote;
- (c) A proxy executed by either or both shall constitute one joint proxy;
- (d) A waiver of notice signed by either or both shall constitute a joint waiver;
- (e) Notice to either shall constitute notice to both;
- (f) Expulsion of either shall terminate the joint membership;
- (g) Withdrawal of either shall terminate the joint membership;
- (h) Either but not both may be elected or appointed as an officer or trustee, provided that both meet the qualifications for such office.

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

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

**Section 5. Share and Membership and Service Connection Fees.** The par value of a share of stock and membership fee shall be fifty dollars, upon the payment of which a member shall be eligible for one service connection. Additional fees shall be paid for each additional connection, extension and other available service, in accordance with the rules and regulations prescribed by the Board.

**Section 6. Purchase of Telephone Service.** Each member shall, as soon as telephone service is available, take telephone service from the Co-op to be used on the premises specified in his application for membership, and shall pay therefor monthly at rates which shall

from time to time be fixed by the Board, provided, however, that the Board may limit the amount of telephone service which the Co-op shall be required to furnish to any one member. It is expressly understood that amounts paid for telephone service in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these by-laws. Each member shall pay to the Co-op such minimum amount per month for telephone service as shall be fixed by the Board from time to time. Each member shall also pay all amounts owed by him to the Co-op as and when the same shall become due and payable.

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

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

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

(d) Upon the withdrawal, death, cessation of existence or expulsion of a member the membership of such member shall thereupon terminate, and the Co-op shall have the right to purchase his or its membership certificate pursuant to resolution of the Board. The membership certificate of such member shall be surrendered forthwith to the Co-op, duly endorsed to the Co-op, and the Co-op shall repay to the member or to his landlord, in case the membership fee shall have been paid on behalf of the member by his landlord, the amount of the membership fee paid. Membership certificates so acquired by the Co-op shall be cancelled by the Board. Termination of membership in any manner shall not release a member or his estate from any debts due the Co-op. Prior to the repayment of a membership fee paid by the member, the Co-op shall deduct from the amount of such membership fee the amount of any debts owing from the member of the Co-op.

### ARTICLE III

#### RIGHTS AND LIABILITIES OF MEMBERS

Section 1. Property interest of members. Upon dissolution, after (a) all debts and liabilities of the Co-op shall have been paid, (b) all membership fees shall have been repaid, and (c) all capital furnished through entrance shall have been retired as provided in

with the year 1951, at such place in the County of Daniels, State of Montana, as shall be designated in the notice of the meeting, for the purpose of electing trustees, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the Board to make adequate plans and preparations for the annual meeting. If the day fixed for the annual meeting shall fall on a Sunday or legal holiday, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Co-op.

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

Section 3. Notice of Members' Meetings. Written notice stating the place, day and hour of the meeting and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days nor more than twenty days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Co-op, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at such meeting.

Section 4. Quorum. As long as total number of members does not exceed 500, 5% of the total number of members present in person shall constitute a quorum. In case the total number of members shall exceed 500, 25 members or 5% of the members present in person, whichever shall be larger, shall constitute a quorum.

Section 5. Voting. Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon in person, except as otherwise provided by law, the articles of incorporation or these by-laws. There shall be no vote by proxy.

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

Section 7. Order of Business. The order of business at the

5. Election of trustees.
6. Unfinished business.
7. New business.
8. Adjournment.

## ARTICLE V.

### Trustees

Section 1. General Powers. The business and affairs of the Co-op shall be managed by a board of nine trustees which shall exercise all of the powers of the Co-op except such as are by law, the articles of incorporation or these by-laws conferred upon or reserved to the members.

Section 2. Election and Tenure of Office. The persons elected by the subscribers to capital stock upon the organization of the Co-op and named as trustees in the certificate of incorporation shall compose the Board until the first annual meeting and until their successors shall have been elected and shall have qualified. All trustees shall be elected by secret ballot at each annual meeting of the members beginning with the year 1951 by and from the members to serve until the next annual meeting of the members and until their successors shall have been elected and shall have qualified. If an election of trustees shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, a special meeting of the members shall be held for the purpose of electing trustees within a reasonable time thereafter.

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

- (a) is not a member and is not presently residing in the area served or to be served by the Co-op; or
- (b) is in any way employed by or financially interested in a competing enterprise or a business engaged in selling telephone service or supplies, or constructing or maintaining telephone facilities, other than a business operating on a cooperative non-profit basis for the purpose of furthering rural telephony.

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

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

Section 4. Nominations. It shall be the duty of the Board to appoint, not less than forty (40) nor more than seventy (70) days before the date of a meeting of the members at which trustees are to be elected, a committee on nominations consisting of not less than five nor more than eleven members who shall be selected from different sections so as to insure equitable representation. No member of the Board may serve on such committee. The committee, keeping in mind the principle of geographical representation, shall prepare and post at the principal office of the cooperative at least thirty (30) days before the meeting a list of nominations for trustees which shall include at least two candidates for each trustee to be elected.

one candidate.

Section 5. Removal of Trustees by Members. Any member may bring charges against a trustee and, by filing with the Secretary such charges in writing together with a petition signed by at least ten per centum of the members, or two hundred members, whichever is the lesser, may request the removal of such trustee by reason thereof. Such trustee shall be informed in writing of the charges at least ten days prior to the meeting of the members at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges against him shall have the same opportunity. The question of the removal of such trustee shall be considered and voted upon at the meeting of the members and no trustee shall be removed from office unless by a vote of two-thirds of the members. Any vacancy created by such removal may be filled by vote of the members at such meeting without compliance with the foregoing provisions with respect to nominations.

Section 6. Vacancies. Subject to the provisions of these by-laws with respect to the filling of vacancies caused by the removal of trustees by the members, a vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining trustees for the unexpired portion of the term, provided, however, that in the event the vacancy is not filled by the Board within sixty (60) days after the vacancy occurs, the members shall have the right to fill such vacancy at a meeting of the members without compliance with the foregoing provisions in respect of nominations.

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

## ARTICLE VI

### MEETINGS OF TRUSTEES

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

Section 2. Notice of Trustees' Meetings. Written notice of the time, place and purpose of any special meeting of the Board shall be delivered to each trustee not less than five days previous thereto either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the President or the trustees calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the trustee at his address as it appears on the records of the Co-op, with postage thereon prepaid.

Section 3. Special Meetings. Special meetings of the Board may be called by the President or by any three trustees, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. The President or the trustees calling the meeting shall fix the time and place (which shall be in the project area), for the holding of the meeting.

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

at which a quorum is present shall be the act of the Board.

ARTICLE VII  
OFFICERS

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

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

Section 3. Removal of Officers and Agents by Trustees. Any member of the Co-op may bring charges against an officer, and by filing with the Secretary such charges in writing together with a petition signed by ten per centum of the members, or two hundred members, whichever is the lesser, may request the removal of such officer. The officer against whom such charges have been brought shall be informed in writing of the charges at least ten days prior to the members' meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges against him shall have the same opportunity. The question of the removal of such trustee shall be considered and voted upon at the meeting of the members and any vacancy created by such removal may be filled by vote of the members at such meeting.

Section 4. President. The President shall:

- (a) be the principal executive officer of the Co-op and, unless otherwise determine by the members or the Board, shall preside at all meetings of the members and the Board;
- (b) sign, with the Secretary, certificates of membership, the issue of which shall have been authorized by the Board or its members, and may sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these by-laws to some other officer or agent of the Co-op, or shall be required by law to be otherwise signed or executed; and
- (c) in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

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

Section 6. Secretary. The Secretary shall:

- (a) Keep the minutes of the meetings of the members and of the Board in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with these by-laws or as required by laws;
- (c) be custodian of the corporate records and of the seal of the Co-op and affix the seal of the Co-op to all certificates of membership prior to the issue thereof and to all documents, the execution of which on behalf of the Co-op under its seal is duly authorized in accordance with the provisions

of these by laws.

- (d) keep a register of the names and post office addresses of all members;
- (e) sign, with the President, certificates of membership, the issue of which shall have been authorized by the board or the members;
- (f) have general charge of the books of the Co-op;
- (g) keep on file at all times a complete copy of the articles of incorporation and by-laws of the Co-op containing all amendments thereto (which copy shall always be open to the inspection of any member) and at the expense of the Co-op, forward a copy of the by-laws and of all amendments thereto to each member; and
- (h) in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him by the board.

Section 7. Treasurer. The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the Co-op;
- (b) be responsible for the receipt of and the issuance of receipts for all moneys due and payable to the Co-op and for the deposit of all such moneys in the name of the Co-op in such bank or banks as shall be selected in accordance with the provisions of these by-laws; and
- (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board.

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

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

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

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

## ARTICLE VIII

### NON-PROFIT OPERATION

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

Section 2. Patronage Capital in Connection with Furnishing Telephone Service. In the furnishing of telephone service the Co-op's patronage shall be so conducted that all patrons will through their patronage furnish capital for the Co-op. In order to induce patronage and to

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

In the event of dissolution or liquidation of the Co-op, after all outstanding indebtedness of the Co-op shall have been paid, outstanding capital credits shall be retired without priority on a pro-rata basis before any payments are made on account of property rights of members. If, at any time prior to dissolution or liquidation, the Board shall determine that the financial condition of the Co-op will not be impaired thereby, the capital then credited to patrons' accounts may be retired in full or in part. Any such retirements of capital shall be made in order of priority according to the year in which the capital was furnished and credited, the capital first received by the Co-op being first retired. In no event, however, may any such capital be retired unless, after the proposed retirement, the capital of the Co-op shall equal at least forty per centum (40%) of the total assets of the Co-op.

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

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

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

#### ARTICLE IX

##### DISPOSITION OF PROPERTY

The Co-op may not sell, mortgage, lease or otherwise dispose of or encumber all or any substantial portion of its property unless such sale, mortgage, lease or other disposition or encumbrance is authorized at a meeting of the members thereof by the affirmative vote of not less than two-thirds of all of the members of the Co-op, and unless the notice of such proposed sale, mortgage, lease or other disposition or encumbrance shall have been contained in the notice

of the meeting; provided, however, that notwithstanding anything herein contained, the Board, without authorization by the members thereof, shall have full power and authority to authorize the execution and delivery of a mortgage or mortgages or a deed or deeds of trust upon, or the pledging or encumbering of, any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Co-op, whether acquired or to be acquired, and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the Board shall determine, to secure any indebtedness of the Co-op to United States of America or any instrumentality or agency thereof.

#### ARTICLE X

##### SEAL

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

#### ARTICLE XI

##### FINANCIAL TRANSACTIONS

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

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

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

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

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

#### ARTICLE XII

##### MISCELLANEOUS

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

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

Section 3. Rules and Regulations. The Board shall have power

to make and adopt such rules and regulations, not inconsistent with law, the articles of incorporation or these by-laws, as it may deem advisable for the management of the business and affairs of the Co-op.

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

#### ARTICLE XII

##### AMENDMENTS

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

71147

*Final Report  
Northeastern Montana  
Telephone Cooperative  
Association*

STATE OF MONTANA  
DEPARTMENT OF SECRETARY OF STATE

FILED

*Jan. 11* 1951  
AT *4:40* O'CLOCK *P.* M.

*Sam W. Mitchell*  
SECRETARY OF STATE

EYC *Harry L. Gustafson*  
DEPUTY

*Feb 5*

AFFIDAVIT

The undersigned, each for himself, being first duly sworn depose and say:

That they are the citizens and residents of the State of Montana who on the 4th day of October, 1950 filed a Statement and application to the Secretary of State of the State of Montana to open books for subscription to the capital stock of the Northeastern Montana Telephone Cooperative Association, and who on the 11th day of December, 1950 filed a Report of Commissioners of Northeastern Montana Telephone Cooperative Association to said Secretary of State both documents being sworn to before a notary public, that said acknowledgment does not conform substantially to the form provided in Section 14-201 revised codes of Montana 1947; that it is the desire of the undersigned for the Secretary of State to attach and append to the documents aforesaid the proper acknowledgments submitted herewith nunc pro tunc and that the undersigned have and do hereby affirm and ratify the documents aforesaid and make these acknowledgments thereto soley for the purpose aforesaid.

Willie Larsen  
George H. Johnson  
Chris Olsen

STATE OF MONTANA  
COUNTY OF DANIELS

On this 29th day of November, in the year 1952, before me V. G. Koch, a Notary Public, personally appeared Willie Larsen, George H. Johnson and Chris Olsen, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

V. G. Koch  
V. G. KOCH  
NOTARY PUBLIC for State of Montana.  
Residing at Sidney, Montana. My  
Commission expires Feb. 4, 1955.

NOTARIAL SEAL

(Statement and Application)

Willie Larsen  
George H. Johnson

Chris Olsen

STATE OF MONTANA  
COUNTY OF DANIELS

On this 29th day of November, in the year 1952, before me V. G. Koch, a Notary Public, personally appeared Willie Larsen, George H. Johnson and Chris Olsen, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

V. G. Koch

NOTARY PUBLIC for State of Montana.  
Residing at Sidney, Montana. My  
Commission expires Feb. 4, 1955.

(NOTARIAL SEAL)

Willie Larsen  
George H. Johnson  
Chris Olsen

STATE OF MONTANA  
COUNTY OF DANIELS

On this 29th day of November, in the year 1952, before me V. G. Koch, a Notary Public, personally appeared Willie Larsen, George H. Johnson and Chris Olsen, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

(NOTARIAL SEAL)

V. G. Koch  
NOTARY PUBLIC for State of Montana.  
Residing at Sidney, Montana, My  
Commission expires Feb. 4, 1955.

76012

Affidavit appending proper  
acknowledgments to Appli-  
cation for License and  
Final Report of Commission-  
ers filed respectively Oct.  
16, 1950 and Jan 16, 1951

NORTHEASTERN MONTANA  
TELEPHONE COOPERATIVE  
ASSOCIATION

MF ROLL 20

STATE OF MONTANA  
DEPARTMENT OF SECRETARY OF STATE

FILED

*January 22 1953*

AT 11:17 O'CLOCK *a* M.

*Sam W. Mitchell*

SECRETARY OF STATE

BY *Clayton Walker*

DEPUTY

*\$1.00*

4

AFFIDAVIT

STATE OF MONTANA  
COUNTY OF DANIELS

The undersigned, each for himself, being first duly sworn deposes and says:

That they are all of the original subscribers to capital stock in the Northeastern Montana Telephone Cooperative Association, Scobey, Daniels County, Montana; that they were present in person at a meeting of the subscribers of said cooperative, after due call and notice, on the 21st day of October, A.D., 1950 at the Daniels County Court House, Scobey, Montana; that they participated in the election of trustees and other matters specified in the minutes of said meeting and particularly the adoption of the by-laws appended to said minutes and subsequently filed with the Secretary of State, Helena, Montana; that at said meeting as aforesaid Scobey, Daniels County, Montana was designated as the principal place of business and said by-laws were unanimously adopted by all of the undersigned, being all of the subscribers to capital stock; that the designation in Section 2 entitled "special meetings" specifying "County of Sheridan, State of Montana" is a typographical error and should read "County of Daniels, State of Montana"; that Scobey, Daniels County, Montana was designated at the meeting as the principal place of business the statement and application notwithstanding.

That the undersigned do hereby confirm said minutes and proceedings and ratify the acts taken as aforesaid, if ratification be necessary.

*George Johnson*  
GEORGE JOHNSON

*Francis Tamm*  
FRANCIS TAMM

106      U Oscar Knutson  
F.A. Snellman  
Kinley E. Bolstad  
William E. Herman  
Robert M. Rorvig

Thomas Throndeon  
James Shipstead  
Harold Skerritt  
C. W. Rossing

STATE OF MONTANA  
COUNTY OF DANIELS

On this 29th day of November, in the year 1952 before me, V. G. Koch, a Notary Public, personally appeared George Johnson, M. A. Lamotte, Margaret Hass, Henry Grohn, H.H. Brown, Harold B. Munson, Willie Larson, Oscar Knutson, F.A. Snellman, Kinley E. Bolstad, William E. Herman, Robert M. Rorvig, Francis Tarum, Harvey Wager, Wyman Feltis, J.N. Collins, Richard Veis, Ted Skornogoski, Ernest M. Lee, Thomas Throndeon, James Shipstead, Harold Skerritt and C. W. Rossing known to me to be the persons whose names are subscribed to the within affidavit and acknowledged to me that they executed the same.

(FOR ANNUAL STATE)

V. G. Koch

NOTARY PUBLIC for State of Montana.  
Residing at Sidney, Montana. My  
Commission expires Feb. 4, 1955.

76013

AFFIDAVIT  
SEEKING TO CORRECT  
TYPOGRAPHICAL ERRORS  
IN ORIGINAL APPLICATION  
FOR LICENSE

NORTHEASTERN MONTANA  
TELEPHONE COOPERATIVE  
ASSOCIATION

MF ROLL 70

STATE OF MONTANA  
DEPARTMENT OF SECRETARY OF STATE

FILED  
January 22 1953

AT 11:15 O'CLOCK A.M.

*Spencer D. McCall*  
SECRETARY OF STATE

BY *Clayton J. Walker*  
DEPUTY

*Spencer D. McCall*

3

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

NORTHEASTERN MONTANA TELEPHONE COOPERATIVE ASSOCIATION

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

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

*Frank Murray*

FRANK MURRAY  
Secretary of State

(SEAL)



1 This form and these Articles of Conversion having been approved  
2 by the members of the corporation and its trustees, we, the under-  
3 signed, affix our hand and seal of the corporation hereto the 29th  
4 day of June, A. D. 1957.

5 NORTHEASTERN MONTANA TELEPHONE COOPERATI  
6 ASSOCIATION

7 By Geoff Johnson  
8 President

9 ATTEST:

10 Richard Veira  
11 Secretary

12  
13 STATE OF MONTANA )  
14 COUNTY OF Sanuel ) ss

15 On this 29th day of June, A. D. 1957, before me,  
16 V. G. Koch, a Notary Public for the State of  
17 Montana, personally appeared Geoff. Johnson and  
18 Richard Veira known to me to be the president  
19 and Secretary respectively of the Northeastern  
20 Montana Telephone Cooperative Association and acknowledged to me tha  
21 they executed the same on behalf of such corporation.

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

25 V. G. Koch  
26 Notary Public for the State of Monte  
27 Residing at: Sidney, Montana  
28 My commission expires: 2/4/58

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AFFIDAVIT

STATE OF MONTANA )  
COUNTY OF Daniels ) ss

Geo. N. Johnson being first duly sworn

deposes and says:

That he is the President of the Northeastern Montana Telephone Cooperative Association who has applied for conversion of incorporation from Title XIV, Chapter 2, R.C.M., 1947, to Title XIV, Chapter 5, R.C.M., 1947, as amended as evidenced by the annexed Articles of Conversion. That the law pertaining to the conditions precedent to conversion have been complied with in that the trustees of the corporation approved the proposition for conversion on the 21st day of May, A. D. 1957, and that thereafter the same was duly approved by the members by a vote of more than 2/3rds of the members of the corporation voting thereon at the special meeting of members held on the 29th day of June, A. D. 1957.

Geo. N. Johnson  
President, Northeastern Montana Telephone Cooperative Association

Subscribed and sworn to before me this 29th day of June, A. D. 1957.

[Signature]  
Notary Public for the State of Montana  
Residing at: Sidney, Montana  
My Commission expires: 2/4/58

Articles of Conversion  
Northeastern Montana  
Telephone Cooperative  
Association

STATE OF MONTANA  
DEPARTMENT OF SECRETARY OF STATE  
FILED FOR RECORD  
JUL 17 1957

AT 10:40 O'CLOCK A.M. AND  
RECORDED IN VOLUME

PAGE  
Frank Murray  
SECRETARY OF STATE.  
BY James M. Decker  
DEPUTY

8 Jan

MF ROLL

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ARTICLES OF AMENDMENT

The following amendments to the Articles of Incorporation of the Northeastern Montana Telephone Cooperative Association, a converted cooperative corporation under title XIV, chapter 5, R.C.M., 1947, as amended, being first approved by the Board of Trustees and then by the members at its annual meeting held on October 26, 1957;

Section 1. Amended by deleting the name "Northeastern Montana Telephone Cooperative Association" and inserting the name "Nemont Telephone Cooperative, Inc."

Section 2. Amended by deleting same and inserting: "The cooperative shall be a non-profit corporation pursuant to Title XIV, Chapter 5, R.C.M., 1947, as amended, entitled the Rural Electric and Telephone Cooperative Act and anything contained in these Articles of Incorporation in conflict with said act is hereby expressly repealed."

Dated this 19th day of Nov., A. D. 1957.

NEMONT TELEPHONE COOPERATIVE, INC.

By Geot. L. Johnson  
President

ATTEST:

Richard Weiss  
Secretary

STATE OF MONTANA )  
COUNTY OF Daniels ) ss

On this 19th day of November, A. D. 1957, before me H. J. Schaefer, a Notary Public for the State of

1 official seal the day and year in this certificate first above  
2 written.

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(NOTARY PUBLIC)

  
Notary Public for the State of Montana  
Residing at: *Seeley, Montana*  
My Commission expires: *July 17, 1958*

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AFFIDAVIT

STATE OF MONTANA )  
COUNTY OF Daniels ) ss

Geo. H. Johnson being first duly sworn

on oath, deposes and says:

That he is the President of the Nemont Telephone Cooperative, Inc., formerly known as the Northeastern Montana Telephone Cooperative Association. That the amendments to the Articles of Incorporation of the Cooperative were first approved by the Board of Directors and thereafter submitted to and approved by its members at an annual meeting held in Scobey, Daniels County, Montana, on the 26th day of October, A. D. 1957. That section 14-512 of the Revised Codes of the State of Montana, were duly complied with.

Dated this 19th day of Nov., A. D. 1957.

NEMONT TELEPHONE COOPERATIVE, INC.

By Geo. H. Johnson  
President

Subscribed and sworn to before me this 19th day of November, A. D. 1957.

(NOTARIAL SEAL)  
H. Michael  
Notary Public for the State of Montana  
Residing at: Scobey, Montana  
My Commission expires: July 17, 1958

253

APPLICATION OF FOREIGN CORPORATION FOR A  
CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS  
IN NORTH DAKOTA

TO THE SECRETARY OF STATE

State of North Dakota, Bismarck, N.Dak.

Northeastern Montana Telephone Cooperative Association, A Corporation incorporated and existing under the laws of the State of Montana, in compliance with the provisions of Chapter 10--17, North Dakota Revised Code of 1943, known as the North Dakota Foreign Corporation Act, does hereby certify and set forth with respect to said corporation:

- (1) Its name is Northeastern Montana Telephone Cooperative Association and the state or country of organization is Montana.
- (2) It agrees to add Inc. to its name for use in the State of North Dakota so that the name of this corporation which it will use in the State of North Dakota is Northeastern Montana Telephone Cooperative Association, Inc.
- (3) The date of its incorporation was January 16, 1951, and the period of its duration is forty (40) years.
- (4) The address of its principal office in the state or country of organization is Scobey, Daniels County, Montana.
- (5) The address of its proposed registered office in the State of North Dakota is Fortuna, North Dakota; and the name of its proposed resident agent in the State of North Dakota is Cecil Wigness whose address is identical with that of its proposed registered office above set forth.
- (6) It irrevocably consents to service of process upon it as set forth in Section 10--1733 of the North Dakota Revised Code of 1943 or any amendments thereto.
- (7) The names and respective addresses of its officers and directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Francis Tarum	Richland, Montana	Vice-President
Reuben Baerg	Lustre, Montana	Director
Marion LaMotte	Scobey, Montana	Treasurer
Richard Veis	Scobey, Montana	Director
Willie Larsen	Culbertson, Montana	Director
Herbert Brown	Poplar, Montana	Director
William Herman	Westby, Montana	Director

(8) Its authorized aggregate number of shares having par value is 5,000 shares of the par value of \$50.00 per share and its authorized aggregate number of shares without par value is None, which authorized shares are itemized by classes and series as follows:

Common stock No's 1 to 5000

(9) The issued or allotted aggregate number of its par value shares is 1,768 of the par value of \$50.00 per share and the issued or allotted aggregate number of its shares without par value is None, which shares are itemized by classes and series as follows:

Common Stock (No stock has been issued at this date but stock certificates being obtained are numbered from 1 to 5000 inclusive and will be issued consecutively as applications therefore are obtained.)

(10) The officers executing this application for a certificate of authority to transact business in the State of North Dakota have been duly authorized so to do by its Board of Directors.

IN WITNESS WHEREOF, Said corporation has caused this application to be executed by its President and its Acting Secretary and its corporate seal to be hereunto affixed this 19th day of August, A.D., 1952.

Geoff Johnson President  
H. H. Brown Secretary

STATE OF MONTANA )  
COUNTY OF RICHLAND ) SS.

Geo. H. Johnson and H. H. Brown  
to me personally known, who, being by me duly sworn, did say that they  
are respectively the President and Acting Secretary of Northeastern  
Montana Telephone Cooperative Association Incooperative Corporation, that  
the seal affixed to the foregoing instrument is the corporate seal of  
said corporation, and that said instrument was executed in behalf of  
said corporation by authority of its Board of Directors; that they have  
read the foregoing application subscribed by them and know the contents  
thereof, and that the same is true of their own knowledge; and said

Geo. H. Johnson and H. H. Brown  
acknowledge said instrument to be the free act and deed of said corp-  
oration.

*W. H. Koch*

Notary Public for State of Montana.  
Residing at Sidney, Montana. My  
Commission expires February 4, 1955.

Nº 1355

United States of America

DEPARTMENT



OF STATE

# State of North Dakota

*To All to Whom these Presents shall Come,*

I, THOMAS HALL, Secretary of State of the State of North Dakota do hereby certify that

NORTHEASTERN MONTANA TELEPHONE COOPERATIVE ASSOCIATION

whose corporate name in North Dakota is

NORTHEASTERN MONTANA TELEPHONE COOPERATIVE ASSOCIATION, INC.

a corporation of the State of MONTANA, incorporated on the 16TH day of JANUARY, 19 51, with 40 YEARS existence therefrom, and which maintains a registered office in the State of North Dakota at

in the City of

FORTUNA

County of DIVIDE

has duly complied with the provisions of Chapter 10-17, North Dakota Revised Code of 1943, governing Foreign Corporations, and is authorized to do business herein with all the powers, rights, and privileges, and subject to the limitations, duties, and restrictions which by law appertain thereto.

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

SEAL

Nº 1884

United States of America

DEPARTMENT



OF STATE

# State of North Dakota

*To All to Whom these Presents shall Come,*

I, ~~THOMAS HALL~~, Secretary of State of the State of North Dakota do hereby certify that

NORTHEASTERN MONTANA TELEPHONE COOPERATIVE ASSOCIATION

A CORPORATION OF THE STATE OF MONTANA, INCORPORATED ON JANUARY 16, 1951, WITH A FORTY YEAR EXISTENCE, AND WHICH MAINTAINS A REGISTERED OFFICE IN THE STATE OF NORTH DAKOTA AT FORTUNA, AND WHICH WAS AUTHORIZED TO DO BUSINESS IN THE STATE OF NORTH DAKOTA UNDER THE NORTH DAKOTA FOREIGN CORPORATION ACT, CHAPTER 10-17, NORTH DAKOTA REVISED CODE OF 1943, HAS BY PROPER INSTRUMENT FILED IN THIS OFFICE AN AMENDMENT CHANGING ITS CORPORATE NAME TO

NEMONT TELEPHONE COOPERATIVE, INC.

AND IS HEREBY AUTHORIZED TO DO BUSINESS HEREIN UNDER SUCH NAME WITH ALL THE POWERS, RIGHTS, AND PRIVILEGES, AND SUBJECT TO THE LIMITATIONS, DUTIES AND RESTRICTIONS WHICH BY LAW APPERTAIN THERETO.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this FIFTH day of

SEAL

91457

Certificate of amendment  
changing name of

NORTHEASTERN MONTANA  
TELEPHONE COOPERATIVE  
ASSOCIATION

to

NEMONT TELEPHONE  
COOPERATIVE, INC.

STATE OF MONTANA  
DEPARTMENT OF SECRETARY OF STATE  
FILED FOR RECORD

January 16 1958  
AT 11:15 O'CLOCK A. M. AND  
RECORDED IN VOLUME \_\_\_\_\_  
PAGE \_\_\_\_\_

**FRANK MURRAY**  
SECRETARY OF STATE.

BY William J. Carl  
500 DEPUTY

MF ROLL 141

11355

(Applicable to both Domestic and Foreign Corporations)

FEE \$5.00

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

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 Nemont Telephone Cooperative Inc.

Second: The address of its present registered office is Fortuna, North Dakota

Third: The address to which its registered office is to be changed is Colgan, North Dakota

Fourth: The name of its present registered agent is Cecil Wigness

Fifth: The name of successor registered agent is Otto Dahl

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

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

Dated June 25 1963.

Mont. Telephone Cooperative Inc.  
(Exact Corporate Name)

By Francis Tarum, President  
(Signature of President or Vice-President)

Francis Tarum 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 Francis Tarum  
(Signature of Executing Officer) *linear above*

Subscribed and sworn to before me this 25<sup>th</sup> day of June 1963.

[Signature]  
Notary Public

**NOTARIAL SEAL**

State of Montana

My Commission Expires July 17 1964.

Filing Date 6/26 1963  
Bert Meier  
Secretary of State

Deputy

"Buy Dakota Maid Flour"

(Applicable to Both Domestic and Foreign Corporations)  
(Profit or Non-Profit)

FEE: \$5.00

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

Nemont Telephone Cooperative, Inc.

To the Secretary of State

of the State of North Dakota:

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 or 10-24-09 of the North Dakota Century Code, 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..... Nemont Telephone Cooperative, Inc.....

Second: The address of its present registered office is..... Colgan, North Dakota.....

Third: The address to which its registered office is to be changed is..... Fortuna, North Dakota.....

Fourth: The name of its present registered agent is..... Otto Dahl.....

Fifth: The name of successor registered agent is..... James L. Mosser.....

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.

(OVER)

Dated 3-26-74 19 74

Nemont Telephone Cooperative, Inc.  
(Exact Corporate Name)

By James A Shipstead  
(Signature of President or Vice-President)

..... being first duly sworn says that he is the  
..... 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 A Shipstead  
(Signature of Executing Officer) (Same As Above)

Subscribed and sworn to before me this 26 day of March 19 74

J. P. Anderson  
Notary Public

(NOTARIAL SEAL)

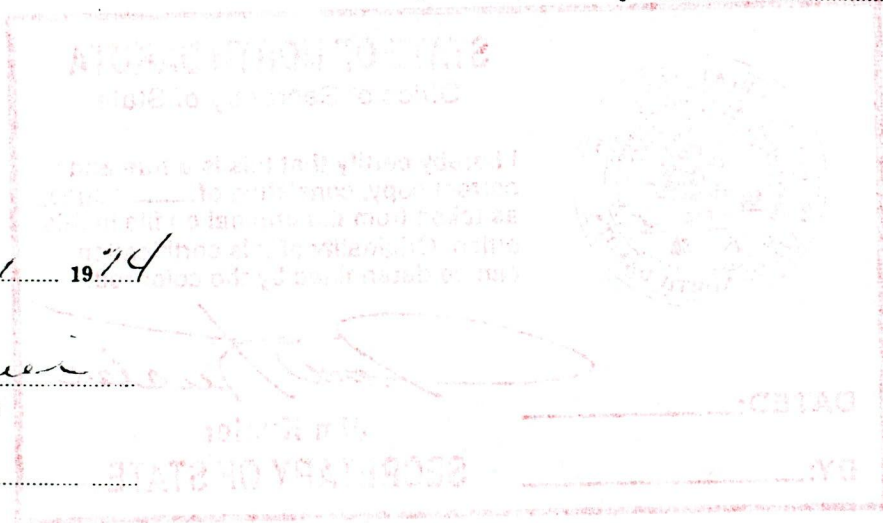
State of Montana

My Commission Expires February 1, 1975

Filing Date April 1, 1974

Ben Meier  
Secretary of State

Deputy





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

I hereby certify that this is a true and correct copy, consisting of 9 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED:

April 19, 1990

A handwritten signature in red ink that reads "Jim Kusler".

Jim Kusler

BY:

Darcy Schlosser

SECRETARY OF STATE

SEARCH OF RECORDS REPORT

April 26, 1990

NEMONT TELEPHONE COOPERATIVE, INC.  
PO BOX 600  
SCOBEY, MT 59263

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

Entity Type: FOREIGN COOPERATIVE ASSOCIATION

State of Organization: MT

Current Status: Active

Status Date: 09/10/52

Last Annual Report Filed: 04/19/90

Last Annual Report Year: 90

Registered Agent: JAMES L. MOSSER

Address: PO BOX  
FORTUNA, ND  
58844

Class:

Number of Shares:

Par:

For Reference: Darcy Schlosser  
Clerk

701-224-4283  
Phone

PUBLIC SERVICE COMMISSION  
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 342

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 ~~in~~ in Divide County, \_\_\_\_\_ North Dakota,

by Northeastern Montana Telephone Cooperative Association. This certificate is issued in accordance with the report and  
order of this Commission, dated May 15, 1953 in Case No. 4987 and is subject to the  
conditions and limitations noted thereon.

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dated at Bismarck, North Dakota, this 16th

day of May \_\_\_\_\_ 19 53

ATTEST:  
Elmer Olson  
Secretary

PUBLIC SERVICE COMMISSION:  
By Conrad D. Madsen  
Commissioner

EXECUTED IN DUPLICATE