

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

NORTH DAKOTA TELEPHONE COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that NORTH DAKOTA TELEPHONE COMPANY, a North Dakota business corporation, was incorporated in this office on December 17, 1965 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

NORTH DAKOTA TELEPHONE COMPANY

Dated: December 13, 1995

A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

1 PU-13-465 Filed: 6/26/2013 Pages: 73
Corporate papers

North Dakota Telephone Company

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3421

This is to certify that public convenience and necessity require, and permission is granted for North Dakota Telephone Company, a telecommunications public utility, to provide local exchange telecommunications services inside the Balta, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon North Dakota Telephone Company securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3434

This is to certify that public convenience and necessity require, and permission is granted for North Dakota Telephone Company, a telecommunications public utility, to provide local exchange telecommunications services inside the Drake, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon North Dakota Telephone Company securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3441

This is to certify that public convenience and necessity require, and permission is granted for North Dakota Telephone Company, a telecommunications public utility, to provide local exchange telecommunications services inside the Esmond, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon North Dakota Telephone Company securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3447

This is to certify that public convenience and necessity require, and permission is granted for North Dakota Telephone Company, a telecommunications public utility, to provide local exchange telecommunications services inside the Fessenden, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon North Dakota Telephone Company securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3458

This is to certify that public convenience and necessity require, and permission is granted for North Dakota Telephone Company, a telecommunications public utility, to provide local exchange telecommunications services inside the Harvey, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon North Dakota Telephone Company securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3468

This is to certify that public convenience and necessity require, and permission is granted for North Dakota Telephone Company, a telecommunications public utility, to provide local exchange telecommunications services inside the Knox, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon North Dakota Telephone Company securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3474

This is to certify that public convenience and necessity require, and permission is granted for North Dakota Telephone Company, a telecommunications public utility, to provide local exchange telecommunications services inside the Leeds, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon North Dakota Telephone Company securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3480

This is to certify that public convenience and necessity require, and permission is granted for North Dakota Telephone Company, a telecommunications public utility, to provide local exchange telecommunications services inside the Maddock, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon North Dakota Telephone Company securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3485

This is to certify that public convenience and necessity require, and permission is granted for North Dakota Telephone Company, a telecommunications public utility, to provide local exchange telecommunications services inside the Minnewaukan, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon North Dakota Telephone Company securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3500

This is to certify that public convenience and necessity require, and permission is granted for North Dakota Telephone Company, a telecommunications public utility, to provide local exchange telecommunications services inside the Rugby, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon North Dakota Telephone Company securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3512

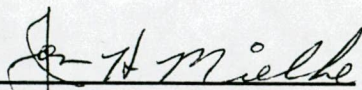
This is to certify that public convenience and necessity require, and permission is granted for North Dakota Telephone Company, a telecommunications public utility, to provide local exchange telecommunications services inside the Velva, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon North Dakota Telephone Company securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Cancelled

PU-06-420

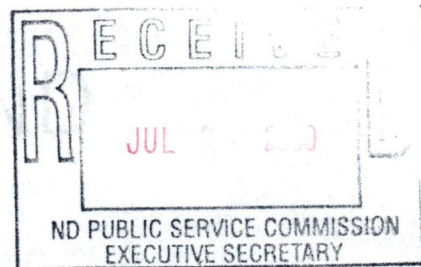
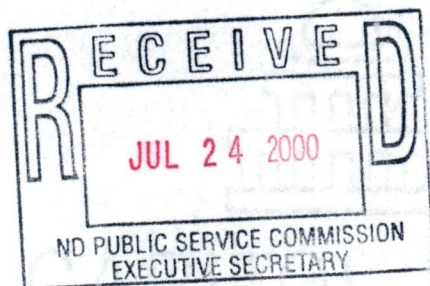
Order 12/6/06

Cancelled 5/10/07



GTE Service
Corporation

444 Cedar Street
Suite 1018
St. Paul, MN 55101



July 20, 2000

Mr. Jon Mielke
Executive Secretary
North Dakota Public Service Commission
State Capitol - 12th Floor
Bismarck, North Dakota 58505-0480

Subject: Notification of Name Change

Dear Mr. Mielke:

On April 14, 1999, the Minnesota Commission approved the merger of GTE Corporation and Bell Atlantic Corporation, and the transfer of control of GTE's Minnesota utility subsidiaries to Bell Atlantic. On June 16, 2000, the Federal Communications Commission approved the GTE-Bell Atlantic merger.

Pursuant to these decisions, GTE Minnesota hereby respectfully notifies the North Dakota Commission of GTE Minnesota's name change to Verizon Minnesota, and the transfer of all of GTE Minnesota's operating authority under its certificate of authority as granted by the Minnesota Commission.

If you have any questions, please call me at 651-224-3546.

Sincerely,

Robert D. Cook
State Manager-External Affairs

ARTICLES OF INCORPORATION
OF
NORTH DAKOTA TELEPHONE COMPANY

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Chapter 10-19 of the North Dakota Century Code and amendments thereto, and for that purpose we do hereby adopt and subscribe the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be North Dakota Telephone Company.

ARTICLE II.

The purposes for which this corporation is formed are as follows: to acquire, build, improve, expand, develop and operate a telephone system and to provide complete telephone service.

ARTICLE III.

The principal place of business and the address of its registered office shall be Devils Lake, North Dakota, and the name of its initial registered agent at such address shall be John Hientz.

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The number of directors of this corporation shall be three, and they shall serve for a term of one year. The names of the persons who are the incorporators and who are to serve as directors until their successors are elected and qualified, and their addresses, are as follows:

Phillip J. Lucier - 130 S. Bemiston
St. Louis, Missouri

DUFFY & HAUGLAND
DEVILS LAKE, NORTH DAKOTA

DUFFY & HAUGLAND
DEVILS LAKE, NORTH DAKOTA

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3. Richard R. Hanson - 312 Endicott - on - 4th Building
St. Paul, Minnesota 55101

Harvey W. Knutson - 312 Endicott - on - 4th Building
St. Paul, Minnesota 55101

ARTICLE VI.

The amount of the capital stock of this corporation shall be Five Hundred Thousand Dollars, consisting of Five Thousand shares of the par value of One Hundred Dollars each.

ARTICLE VII.

The corporation will not commence business until consideration of the value of at least One Thousand Dollars has been received for the issuance of shares.

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.

Dated this 27 day of October, 1965.

Phillip J. Hanson
Harvey W. Knutson
Richard R. Hanson

State of Minnesota

County of Ramsey

On this 27 day of October, 1965, before me, a notary public in and for said County and State, personally appeared Richard R. Hanson and Harvey W. Knutson, to me personally known to be the persons whose names are subscribed to the foregoing instrument, and they severally duly acknowledged to me that they executed the same.

(SEAL)

Phillip J. Hanson
Notary Public, Minnesota

My commission expires 4-29-68

1 State of Missouri

2 County of St. Louis

3 On this 22nd day of October, 1965, before me, a notary
4 public in and for said County and State, personally appeared
5 Phillip J. Lucier, to me personally known to be the person
6 whose name is subscribed to the foregoing instrument and he
7 duly acknowledged to me that he executed the same.
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10 Lena Hubbard
11 Notary Public, Missouri

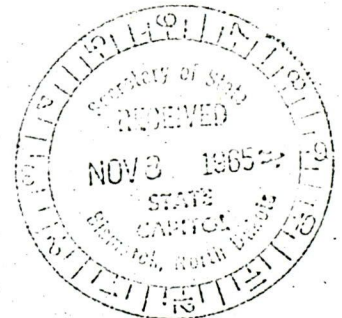
12 (SEAL)

13 My commission expires 10-7-66

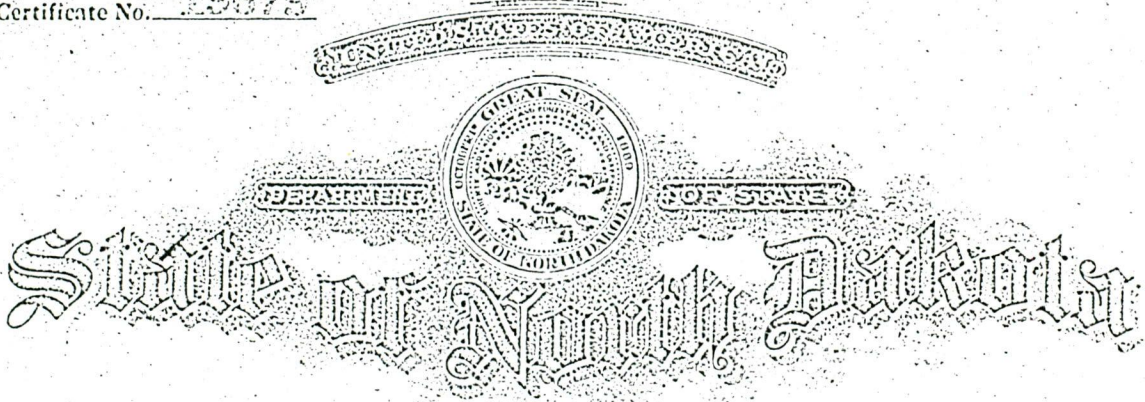
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DUFFY & HAUGLAND
DEVILS LAKE, NORTH DAKOTA

Certificate No. 19679
STATE OF NORTH DAKOTA }
Department of State }
Filed for record the 17th
day of December 1965
Ben Meier
SECRETARY OF STATE C.B.

Dec 29 1965



Certificate No. 19879



CERTIFICATE OF INCORPORATION OF

NORTH DAKOTA TELEPHONE COMPANY

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

NORTH DAKOTA TELEPHONE COMPANY

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

NORTH DAKOTA TELEPHONE COMPANY

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 SEVENTEENTH day of DECEMBER A. D., 19 65

GREAT SEAL

BEN MEIER

Secretary of State.

By Deputy.

(Applicable to both Domestic and Foreign Corporations)

FEE \$5.00

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

NORTH DAKOTA 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 NORTH DAKOTA TELEPHONE COMPANY

Second: The address of its present registered office is _____

DEVILS LAKE, NORTH DAKOTA

Third: The address to which its registered office is to be changed is _____

320 North 4th Street, c/o C T Corporation System, Bismarck, North Dakota 58502

Fourth: The name of its present registered agent is _____

JOHN HIENTZ

Fifth: The name of successor registered agent is _____

C T Corporation System

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.

6

Dated NOVEMBER 20 1968

NORTH DAKOTA TELEPHONE COMPANY
(Exact Corporate Name)

By Ancil T. LaFavers
(Signature of President or Vice-President)

Ancil T. LaFavers 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 Ancil T. LaFavers
(Signature of Executing Officer)

Subscribed and sworn to before me this 20th day of NOVEMBER 1968

Catherine Shary
Notary Public

NOTARIAL SEAL

State of Minnesota

My Commission Expires 11-3 1973

Filing Date Nov 8 1968
Ros Mearns
Secretary of State
Deputy

"Buy Dakota Milled Flour"



AMENDMENTS—DOMESTIC CORPORATIONS
(Execute in duplicate.)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

NORTH DAKOTA TELEPHONE COMPANY

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 North Dakota Telephone Company

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on January 26, 1968, in the manner prescribed by the North Dakota Century Code.

"RESOLVED, that Article VI of the Articles of Incorporation of North Dakota Telephone Company be, and the same hereby is, amended to read as follows:

'ARTICLE VI

The amount of the capital of this corporation shall be One Million Five Hundred Thousand Dollars (\$1,500,000), consisting of Fifteen Thousand (15,000) common shares of the par value of One Hundred Dollars (\$100) each.'

"FURTHER RESOLVED, that the President and Secretary of this corporation be and they hereby are authorized to execute, acknowledge and file in the office of the Secretary of State of North Dakota a certificate embracing the foregoing resolution and the manner of its adoption."

Article 3. The number of shares of the corporation outstanding at the time of such adoption was 3,199-1/2; and the number of shares entitled to vote thereon was 3,199-1/2

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
N/A	

ARTICLE 5. The number of shares voted for such amendment was 3,199-1/2; and the number of shares voted against such amendment was -0-

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
N/A		

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:

N/A

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:

The amendment increases the stated capital to \$1,500,000 by increasing the authorized number of shares of common stock from 5,000 shares to 15,000 shares at \$100 par value per share.

Dated February 1, 1968.

NORTH DAKOTA TELEPHONE COMPANY

Exact Corporate Name

By John P. Holten
President or Vice-President.

and John S. Holten
Secretary or Assistant-Secretary.

John S. Holten being first duly sworn says that he is the
Company

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

John S. Holten
Verifying Officer.

Subscribed and sworn to before me this 2nd day of February, 1968.

Thomas M. Curtis, Jr.
Notary Public

State of Minnesota

THOMAS M. CURTIS, JR.
Notary Public, Hennepin County, Minn.
My Commission Expires Jan. 26, 1972.

My Commission expires _____, 19____.

Fee \$12.00.

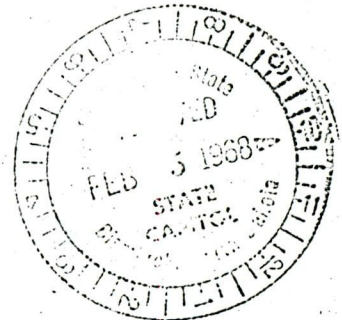
CERTIFICATE NO. 2446

FILING DATE Feb. 6 1968

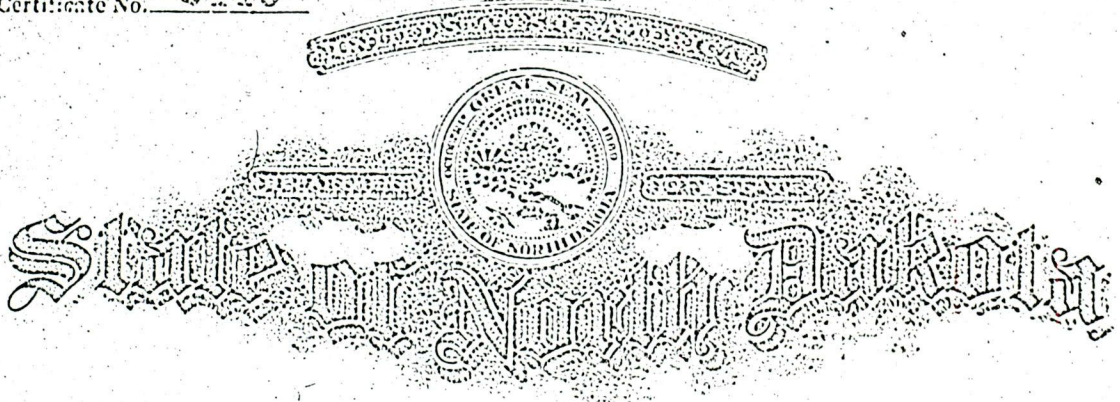
Ben Meier
SECRETARY OF STATE CB

BY _____
DEPUTY

"Buy North Dakota Products"



Certificate No. 2446



CERTIFICATE OF AMENDMENT
OF

NORTH DAKOTA 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 _____

NORTH DAKOTA TELEPHONE COMPANY

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 _____

NORTH DAKOTA TELEPHONE COMPANY

~~INCREASE CAPITAL STOCK TO \$1,500,000. 15,000 SHARES @ \$100 EACH.~~
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, SIXTH day of FEBRUARY 1968

GREAT SEAL

s/ BEN MEIER

Secretary of State

File No. 8737

By _____
Deputy

DUPLICATE

10

STATEMENT OF CHANGE OF REGISTERED OFFICE

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

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 of the North Dakota Century Code, the undersigned registered agent submits the following statement for the purpose of changing the registered office in the State of North Dakota for each corporation for which it is acting as registered agent.

First: The name of the corporation is

NORTH DAKOTA TELEPHONE COMPANY

(This corporation is named in the statement of change of registered office filed by its registered agent)

Second: The address of the present registered office of such corporation is

320 North 4th Street, c/o C T Corporation System, Bismarck, North Dakota 58501

Third: The address to which its registered office is to be changed is

314 East Thayer Avenue, c/o C T Corporation System, Bismarck, North Dakota 58501.

Fourth: The name of the present registered agent of such corporation is

C T Corporation System

Fifth: The address of the registered office of such corporation and the address of the business office of the registered agent as changed will be identical.

Sixth: A copy of this statement has been mailed to such corporation.

Dated September 21, 1973.

CT CORPORATION SYSTEM

By Alfred L. Dempsey Vice President (Title)

Alfred L. Dempsey

being first duly sworn says that he is the

Vice President of C T Corporation System

and he has read the foregoing and knows the

contents thereof, and verily believes the statements made therein to be true.

By Alfred L. Dempsey (Signature of Executing Officer)

Subscribed and sworn to before me this 21st day of September, 1973.

Pauline M. Greenberg Notary Public

State of New York

NOTARIAL SEAL

Filing Date Oct. 8, 1973

Ben Meler Secretary of State

Deputy

My Commission Expires March 30, 1975

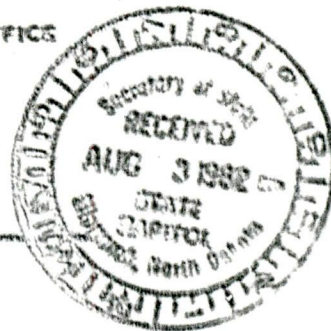
PAULINE M. GREENBERG Notary Public, State of New York No. 60-1552697 Certified in Westchester County Commission Expires March 30, 1975

12
(APPLICABLE TO BOTH DOMESTIC AND FOREIGN CORPORATIONS)

FEE \$5.00

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

NORTH DAKOTA TELEPHONE COMPANY



To the Secretary of State

of the State of North Dakota:

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 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 NORTH DAKOTA TELEPHONE COMPANY

Second: The address of its present registered office is 314 East Thayer, Bismarck, North Dakota 58501

Third: The address to which its registered office is to be changed is 316 North Fifth Street, c/o The Prentice-Hall Corporation System, Inc., Bismarck, North Dakota 58501

Fourth: The name of its present registered agent is C T CORPORATION SYSTEM

Fifth: The name of successor registered agent is The Prentice-Hall Corporation System, Inc.

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.

12

Dated: July 13, 19 82

NORTH DAKOTA TELEPHONE COMPANY
(Exact Corporate Name)

By *[Signature]*
(Signature of President or Vice-President)

K. A. Olson 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.

By *[Signature]*
(Signature of Executing Officer) (Same As Above)

Subscribed and sworn to before me this 16th day of July 19 82

Eileen M. Keck
Notary Public

State of MISSOURI / COUNTY OF ST. LOUIS

My Commission Expires Nov. 26 19 82

EILEEN M. KECK
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS CO.
MY COMMISSION EXPIRES NOV. 26, 1982
ISSUED THRU MISSOURI NOTARY ASSOC.

NOTARIAL SEAL

Filing Date 8-6 1982

[Signature]
Secretary of State

[Signature]
Deputy

Fee: \$20.00
North Dakota Business Corporation
SUBMIT DUPLICATE ORIGINALS

File No. 8737

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-19.1-21 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 North Dakota Telephone Company

ARTICLE 2. An amendment to the Articles of Incorporation was adopted on January 11, 1988, in one of the following manners: (Please check one.)

- by the shareholders,
- by the incorporators, OR
- by the board where no shares have been issued.

ARTICLE 3. The amendment adopted is as follows:

"ARTICLE I

The name of the corporation shall be Contel of North Dakota, Inc."

(Complete Other Side)

RECEIVED
SEC. OF STATE
FEB 1 11 51 AM '88

1000

ARTICLE 4. 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:

N/A

I (We) the undersigned, by virtue of the authority vested in me (us), have read the foregoing articles of amendment, know the contents thereof, and verily believe the statements made therein to be true.

Dated: January 11, 1988

By: Theresa A. Kessler

Subscribed and sworn to before me this 11th day of January, 1988.

Theresa A. Kessler
Secretary

Michael D. ...
Notary Public

Office Use Only Receipt No: 37396 Filed By: ci

Filed February 2, 1988

BEN MEIER Secretary of State

By Robert R. Schaible
Deputy

292505
Fee: \$20.00

North Dakota Business Corporation
SUBMIT DUPLICATE ORIGINALS

1079900

File No. 8737 BC

ARTICLES OF AMENDMENT NOV 8932876E

TO THE

ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-19.1-21 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 CONTEL OF NORTH DAKOTA, INC.

ARTICLE 2. An amendment to the Articles of Incorporation was adopted on November 1, 19 93, in one of the following manners: (Please check one.)

- X by the shareholders,
- by the incorporators, OR
- by the board where no shares have been issued.

ARTICLE 3. The amendment adopted is as follows:

Article 1. The name of the corporation shall be the NORTH DAKOTA TELEPHONE COMPANY.

ARTICLE 4. 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:

None

I (We) the undersigned, by virtue of the authority vested in me (us), have read the foregoing articles of amendment, know the contents thereof, and verily believe the statements made therein to be true.

Dated: November 5, 19 93

By Roy Bigwood
ROY BIGWOOD, President

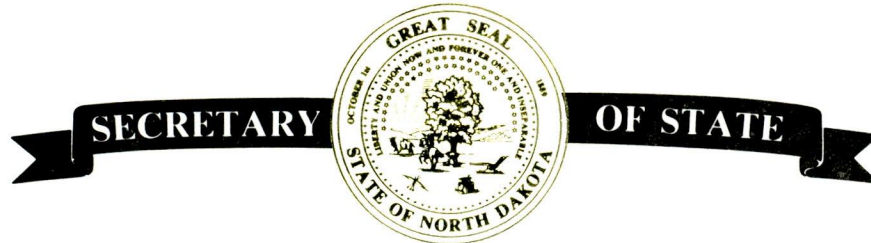
Office Use Only Receipt No: _____ Filed By: _____

Filed 11/15, 19 93

[Signature]
Secretary of State

By [Signature]
Deputy

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

NORTH DAKOTA TELEPHONE COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that NORTH DAKOTA TELEPHONE COMPANY, a North Dakota business corporation, was incorporated in this office on December 17, 1965 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

NORTH DAKOTA TELEPHONE COMPANY

Dated: June 21, 1995

A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

282191

To the Secretary of State
State of North Dakota

Fee: \$25.00, Five Year Period

Office Use Only 9552200 *M*

Certificate No. _____

SEP 28 1993 Filed 525 9-08, 1993

To expire: 9-08-98

Alvin D. ... By *JK*
Secretary of State

Receipt No. _____

APPLICATION FOR REGISTRATION OF A TRADE NAME

1. The trade name to be registered is: NORTH DAKOTA TELEPHONE COMPANY

2. The name or names and residences of each and every owner (owners) of the business operating under the above trade name are:
(If owner is a corporation, put the corporate name and address in this section.)

NAMES	RESIDENCES
<u>T.P.C., INC. 3075200</u>	<u>PO Box 431, Grafton, ND 58237</u>
_____	_____
_____	_____

3. The nature of the business (in detail) is: Telephone (communications company) acquisition company, and we desire the use of the name for the company we are acquiring from G.T.E. which is also known now as Contel of North Dakota.

4. As owner (owners) of the business operating under the above trade name, (I) (we) say that (I) (we) have read the foregoing application and know the contents thereof, and verily believe the statements made therein to be true.

Dated: August 26, 1993.

Signatures:
Ed Karel
 Ed Karel Vice-President
Gordon Kunz
 Gordon Kunz Secretary-Treasurer
 T.P.C., INC.

Note: If the interest of any person or persons engaged in business under a trade name shall change or cease to exist, or any other person shall become interested therein, such change shall be registered within ninety days after any change shall take place in the ownership of the business or any part thereof in the same manner as an original registration.

CONSENT FOR USE OF NAME

TO: SECRETARY OF STATE
STATE CAPITOL
BISMARCK, ND 58505

I, PATRICIA GISINGER, Manager of North Dakota Telephone Association, P. O. Box 2614, Bismarck, North Dakota, 58502, do hereby, on behalf of North Dakota Telephone Association and pursuant to N.D.Cent.Code 10-19.1-13, give consent to T.P.C., Inc. to use the name NORTH DAKOTA TELEPHONE COMPANY as the corporate name for Contel of North Dakota, Inc. that T.P.C., Inc. is acquiring from G.T.E.

DATED this 2 ^{August} day of ~~July~~, 1993.

Patricia Gisinger
PATRICIA GISINGER, Manager
North Dakota Telephone Association

STATE OF NORTH DAKOTA

COUNTY OF BURLEIGH, ss.

On this 2nd day of ^{August} ~~July~~, 1993, before me, a Notary Public in and for said County and State, personally appeared PATRICIA GISINGER, known to me to be the Manager of North Dakota Telephone Association, the corporation that is described in and who executed the above CONSENT FOR USE OF NAME, and that she executed the same on behalf of said corporation.

FILED

9-08-93

Stephanie A. Smith

Donald Jaeger
SECRETARY OF STATE

Notary Public, State of North Dakota
My Commission Expires: 6-18-98

ARTICLES OF INCORPORATION
OF
NORTH DAKOTA TELEPHONE COMPANY

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned,
have this day voluntarily associated ourselves together for the
purpose of forming a corporation under the provisions of Chapter
10-19 of the North Dakota Century Code and amendments thereto,
and for that purpose we do hereby adopt and subscribe the following
Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be North Dakota Telephone
Company.

ARTICLE II.

The purposes for which this corporation is formed are as
follows: to acquire, build, improve, expand, develop and operate
a telephone system and to provide complete telephone service.

ARTICLE III.

The principal place of business and the address of its
registered office shall be Devils Lake, North Dakota, and the
name of its initial registered agent at such address shall be
John Hientz.

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The number of directors of this corporation shall be three,
and they shall serve for a term of one year. The names of the
persons who are the incorporators and who are to serve as
directors until their successors are elected and qualified, and
their addresses, are as follows:

Phillip J. Lucier - 130 S. Bemiston
St. Louis, Missouri

DUFFY & HAUGLAND
DEVELOPERS, NORTH DAKOTA

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Richard R. Hanson - 312 Endicott - on - 4th Building
St. Paul, Minnesota 55101

Harvey W. Knutson - 312 Endicott - on - 4th Building
St. Paul, Minnesota 55101

ARTICLE VI.

The amount of the capital stock of this corporation shall be Five Hundred Thousand Dollars, consisting of Five Thousand shares of the par value of One Hundred Dollars each.

ARTICLE VII.

The corporation will not commence business until consideration of the value of at least One Thousand Dollars has been received for the issuance of shares.

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.

Dated this 12 day of October, 1965.

Richard R. Hanson
Harvey W. Knutson
Richard R. Hanson

State of Minnesota
County of Ramsey

On this 12 day of October, 1965, before me, a notary public in and for said County and State, personally appeared Richard R. Hanson and Harvey W. Knutson, to me personally known to be the persons whose names are subscribed to the foregoing instrument, and they severally duly acknowledged to me that they executed the same.

(SEAL)

Notary Public, Minnesota

My commission expires 10-25-68

1 State of Missouri

2 County of St. Louis

3 On this 22nd day of October, 1965, before me, a notary
4 public in and for said County and State, personally appeared
5 Phillip J. Lucier, to me personally known to be the person
6 whose name is subscribed to the foregoing instrument and he
7 duly acknowledged to me that he executed the same.
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10 Geneva Hubbard
11 Notary Public, Missouri.

12 (SEAL)

13 My commission expires 10-7-66

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DUFFY & HAUGLAND
DEVILS LAKE, NORTH DAKOTA

Certificate No. 19679

STATE OF NORTH DAKOTA }
Department of State }

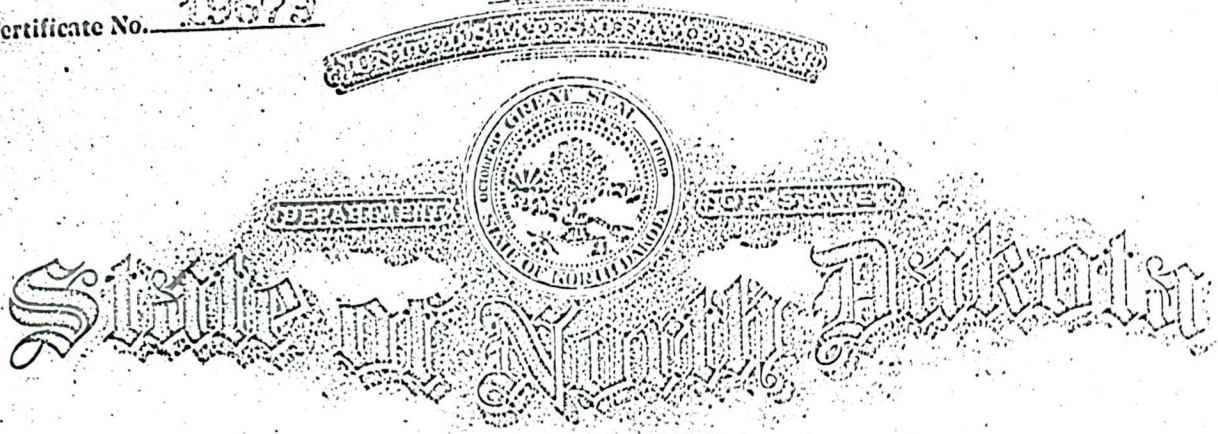
Filed for record the 17th
day of December 1965

Paul Meier
SECRETARY OF STATE

Fees - 2.91⁰⁰



Certificate No. 19673



CERTIFICATE OF INCORPORATION
OF

NORTH DAKOTA TELEPHONE COMPANY

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

NORTH DAKOTA TELEPHONE COMPANY

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

NORTH DAKOTA TELEPHONE COMPANY

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 SEVENTEENTH day of DECEMBER, 19... A. D., 19... 65

GREAT SEAL

BEN MEIER

Secretary of State

By _____ Deputy

(Applicable to both Domestic and Foreign Corporations)

FEE \$5.00

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

NORTH DAKOTA 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 NORTH DAKOTA TELEPHONE COMPANY

Second: The address of its present registered office is

DEVILS LAKE, NORTH DAKOTA

Third: The address to which its registered office is to be changed is

320 North 4th Street, c/o C. T. Corporation System, Bismarck, North Dakota 58502

Fourth: The name of its present registered agent is

JOHN HIENZ

Fifth: The name of successor registered agent is

C. T. CORPORATION SYSTEM

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.

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Dated NOVEMBER 20 1968

NORTH DAKOTA TELEPHONE COMPANY
(Exact Corporate Name)

By Ancil T. LaFavers
(Signature of President or Vice-President)

Ancil T. LaFavers 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 Ancil T. LaFavers
(Signature of Executing Officer)

Subscribed and sworn to before me this 20th day of NOVEMBER 1968

Catherine A. Thompson
Notary Public

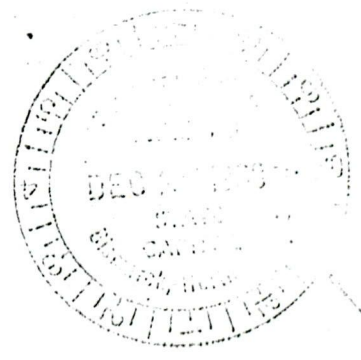
NOTARIAL SEAL

State of Minnesota

My Commission Expires 11-3 1973

Filing Date Nov 8 1968
Ken Meyer
Secretary of State
Deputy

"Buy Dakota Malt Flour"



AMENDMENTS—DOMESTIC CORPORATIONS
(Execute in duplicate.)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

NORTH DAKOTA TELEPHONE COMPANY

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 North Dakota Telephone Company

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on January 26, 1968, in the manner prescribed by the North Dakota Century Code.

"RESOLVED, that Article VI of the Articles of Incorporation of North Dakota Telephone Company be, and the same hereby is, amended to read as follows:

'ARTICLE VI

The amount of the capital of this corporation shall be One Million Five Hundred Thousand Dollars (\$1,500,000), consisting of Fifteen Thousand (15,000) common shares of the par value of One Hundred Dollars (\$100) each.'

"FURTHER RESOLVED, that the President and Secretary of this corporation be and they hereby are authorized to execute, acknowledge and file in the office of the Secretary of State of North Dakota a certificate embracing the foregoing resolution and the manner of its adoption."

Article 3. The number of shares of the corporation outstanding at the time of such adoption was 3,199-1/2;

and the number of shares entitled to vote thereon was 3,199-1/2

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
N/A	

ARTICLE 5. The number of shares voted for such amendment was 3,199-1/2; and the number of shares voted against such amendment was -0-.

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
N/A		

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:

N/A

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:

The amendment increases the stated capital to \$1,500,000 by increasing the authorized number of shares of common stock from 5,000 shares to 15,000 shares at \$100 par value per share.

Dated February 1, 1968

NORTH DAKOTA TELEPHONE COMPANY

Exact Corporate Name

By John P. ... President or Vice-President

and John A. Holten Secretary or Assistant Secretary

John S. Holten

Company

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

John A. Holten Verifying Officer

Subscribed and sworn to before me this 2nd day of February, 1968

Thomas M. ... Notary Public

State of Minnesota

My Commission expires ... 19...

Fee \$12.00.

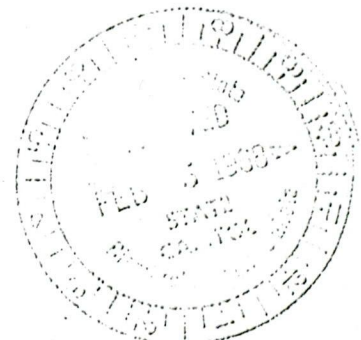
CERTIFICATE NO. 2446

FILING DATE Feb. 6, 1968

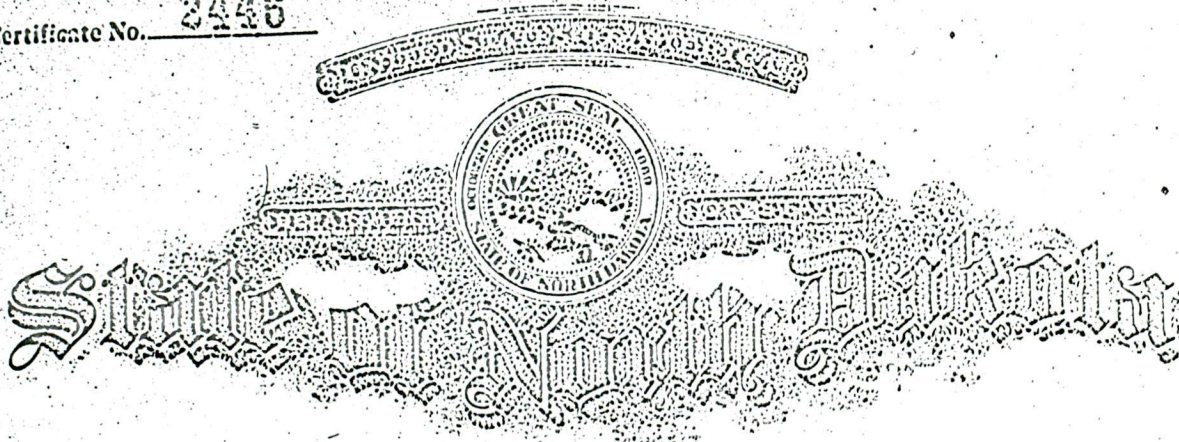
Ben Macec SECRETARY OF STATE

BY DEPUTY

"Buy North Dakota Products"



710
Certificate No. 2448



CERTIFICATE OF AMENDMENT

OF

NORTH DAKOTA 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 _____

NORTH DAKOTA TELEPHONE COMPANY

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 NORTH DAKOTA TELEPHONE COMPANY

~~INCREASE CAPITAL STOCK TO \$1,500,000~~ 15,000 SHARES OF \$100 EACH. 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, 21ST day of FEBRUARY 1969

GREAT SEAL

s/ BEN MEIER
Secretary of State

File No. 8737

By _____
Deputy

DUPLICATE

STATEMENT OF CHANGE OF REGISTERED OFFICE

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

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 of the North Dakota Century Code, the undersigned registered agent submits the following statement for the purpose of changing the registered office in the State of North Dakota for each corporation for which it is acting as registered agent.

First: The name of the corporation is

NORTH DAKOTA TELEPHONE COMPANY

(This corporation is named in the statement of change of registered office filed by its registered agent)

Second: The address of the present registered office of such corporation is

320 North 4th Street, c/o C T Corporation System, Bismarck, North Dakota 58501

Third: The address to which its registered office is to be changed is

314 East Thayer Avenue, c/o C T Corporation System, Bismarck, North Dakota 58501

Fourth: The name of the present registered agent of such corporation is

C T Corporation System

Fifth: The address of the registered office of such corporation and the address of the business office of the registered agent as changed will be identical.

Sixth: A copy of this statement has been mailed to such corporation.

Dated September 21, 1973.

By *Alfred L. Dempsey* Vice President (Title) CT CORPORATION SYSTEM

Alfred L. Dempsey

being first duly sworn says that he is the

Vice President of C T Corporation System

and he has read the foregoing and knows the

contents thereof, and verily believes the statements made therein to be true.

By *Alfred L. Dempsey* (Signature of Executive Officer)

Subscribed and sworn to before me this 21st day of September, 1973.

Pauline M. Greenberg, Notary Public, State of New York

NOTARIAL SEAL

Filing Date *Oct 8, 1973*

Ben Melzer Secretary of State

Deputy

My Commission Expires *March 30, 1975*

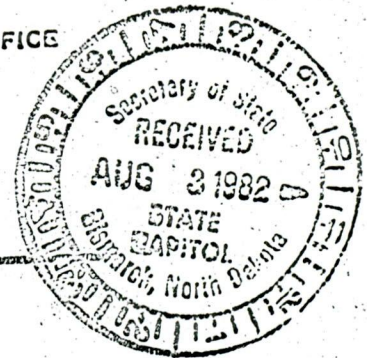
PAULINE M. GREENBERG
Notary Public, State of New York
No. 66-165267
Qualified in Westchester County
Commission Expires March 30, 1975

(APPLICABLE TO BOTH DOMESTIC AND FOREIGN CORPORATIONS)

FEE: \$5.00

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

NORTH DAKOTA TELEPHONE COMPANY



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

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 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 NORTH DAKOTA TELEPHONE COMPANY

Second: The address of its present registered office is 314 East Thayer, Bismarck, North Dakota 58501

Third: The address to which its registered office is to be changed is 316 North Fifth Street, c/o The Prentice-Hall Corporation System, Inc., Bismarck, North Dakota 58501

Fourth: The name of its present registered agent is C T CORPORATION SYSTEM

Fifth: The name of successor registered agent is The Prentice-Hall Corporation System, Inc.

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.

12

Dated July 13, 19 82

NORTH DAKOTA TELEPHONE COMPANY
(Exact Corporate Name)

By *[Signature]*
(Signature of President or Vice-President)

K. A. Olson

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.

By *[Signature]*
(Signature of Executing Officer) (Same As Above)

Subscribed and sworn to before me this 16th day of July 19 32

Eileen M. Keck
Notary Public

State of MISSOURI / COUNTY OF ST. LOUIS

My Commission Expires Nov. 26 19 82

EILEEN M. KECK
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS CO.
MY COMMISSION EXPIRES NOV. 26, 1992
ISSUED THRU MISSOURI NOTARY ASSOC.

NOTARIAL SEAL

Filing Date 8-6 19 82

[Signature]
Secretary of State

[Signature]
Deputy

"Buy North Dakota Products"

Fee: \$20.00

North Dakota Business Corporation
SUBMIT DUPLICATE ORIGINALS

File No. 8737

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-19.1-21 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 North Dakota Telephone Company

ARTICLE 2. An amendment to the Articles of Incorporation was adopted on January 11, 1988, in one of the following manners: (Please check one.)

- by the shareholders,
- by the incorporators, OR
- by the board where no shares have been issued.

ARTICLE 3. The amendment adopted is as follows:

"ARTICLE I

The name of the corporation shall be Contel of North Dakota, Inc."

FEB 1 11:45 AM '88
DEN MEIER
SEC. OF STATE

(Complete Other Side)

ARTICLE 4. 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:

N/A

I (We) the undersigned, by virtue of the authority vested in me (us), have read the foregoing articles of amendment, know the contents thereof, and verily believe the statements made therein to be true.

Dated: January 11, 1988

By Theresa A. Kessler
Theresa A. Kessler
Secretary

Subscribed and sworn to before me
this 11 day of January, 1988.

Meredith A. Thacker
Notary Public

Office Use Only Receipt No: 37396 Filed By: ej

Filed February 2, 1988

BEN MEIER Secretary of State

By Robert R. Schaibl Deputy

292505

Fee: \$20.00

1,079,900

File No. 8737 BC

North Dakota Business Corporation
SUBMIT DUPLICATE ORIGINALS

ARTICLES OF AMENDMENT FOR 09928766

TO THE

ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-19.1-21 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 CONTEL OF NORTH DAKOTA, INC.

ARTICLE 2. An amendment to the Articles of Incorporation was adopted on November 1, 19 93, in one of the following manners: (Please check one.)

- X by the shareholders,
- by the incorporators, OR
- by the board where no shares have been issued.

ARTICLE 3. The amendment adopted is as follows:

Article 1. The name of the corporation shall be the NORTH DAKOTA TELEPHONE COMPANY.

ARTICLE 4. 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:

None

I (We) the undersigned, by virtue of the authority vested in me (us), have read the foregoing articles of amendment, know the contents thereof, and verily believe the statements made therein to be true.

Dated: November 5, 19 93

By Roy Bigwood
ROY BIGWOOD, President

Office Use Only Receipt No: _____ Filed By: _____

Filed 11/15, 19 93

Alvin D. [Signature]
Secretary of State

By [Signature]
Deputy

348304

Domestic and Foreign Business Corporations - Fee \$10.00

Domestic and Foreign Nonprofit Corporations - Fee \$10.00

File No. 1079900

4

87370

10799004

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

File duplicate originals. -(Two copies, both bearing original signatures.)

To the Secretary of State
State of North Dakota

COPY

Pursuant to the provisions of Sections 10-19.1-16 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in 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:

1. The name of the corporation is NORTH DAKOTA TELEPHONE COMPANY

2. The present address of record of the registered office is: _____
316 NORTH 5TH, PO BOX 1695, BISMARCK, ND, 58501

3. The address of the new registered office is: 802 SOUTH FIFTH STREET,
PO BOX 818, DEVILS LAKE, NORTH DAKOTA 58301-0818

(Complete street address required. A post office box number may be added.)

4. The present name of record as registered agent: THE PRENTICE HALL CORPORATION
system, inc.

5. The name of successor registered agent is: DAVID DIRCKS

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

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

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

Dated: August 18, 19 94

Roy G. Bigwood
(Signature and Title)
ROY G. BIGWOOD, President

Filing Date 8-19, 19 94
Alvin Duggan
Secretary of State
Filed By: AD

Receipt # _____



**STATEMENT OF CONSENT TO SERVE
AS REGISTERED AGENT
SECRETARY OF STATE
SFN 7974 (6-91)**

FOR OFFICIAL USE ONLY	
ID Number	1079900
WKO Number	348304
Date Filed	8-19-94
Clerk	<i>[Signature]</i>

COPY

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation for Which the Registered Agent is to Serve NORTH DAKOTA TELEPHONE COMPANY	
3. Name of the Registered Agent DAVID DIRCKS	
A. Registered Agent is (Check One) <input checked="" type="checkbox"/> An Individual North Dakota Resident <input type="checkbox"/> A Corporation	Social Security/Federal ID Number of Registered Agent 485-60-7113
4. The designated registered agent hereby consents to act in that capacity for the above named corporation until removed or resignation is submitted in accordance with North Dakota statutes.	
<u><i>[Signature]</i></u> Signature of Registered Agent	<u>August 18, 1994</u> Date





STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 17 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

Alvin A. Jaeger
SECRETARY OF STATE

DATED: 6-21-95

BY: [Signature]

NORTH DAKOTA PUBLIC SERVICE COMMISSION
CORPORATE NAME DATABASE FROM THE OFFICE OF THE SECRETARY OF STATE

Generated January 6, 1994 at 10:58 AM

END GRAIN ELEVATOR COMPANY
TELECOMMUNICATIONS COMPANIES

CURRENT HEARTLAND NTC, INC.
EAST GRAND FORKS MN 56721

TYPE OF CHANGE	DATE	TIME	
STATUS	931208	105910	OLD NOT GOOD STANDINGS
			NEW VOLUNTARY TERMINATION DISSOLUTIO

CURRENT MCI TELECOMMUNICATIONS CORPORATION
WASHINGTON DC 20036

TYPE OF CHANGE	DATE	TIME	
STATUS	931122	74137	OLD ACTIVE
			NEW NOT GOOD STANDINGS

CURRENT NORTH DAKOTA TELEPHONE COMPANY
ST. PAUL MN 55150

TYPE OF CHANGE	DATE	TIME	
AMENDMENT DATE	931124	73157	OLD 000000
			NEW 931124

TYPE OF CHANGE	DATE	TIME	
AMENDMENT DATE	931124	210136	OLD 931124
			NEW 931115

END TELECOMMUNICATIONS COMPANIES

CLASSIFICATION TELECOMMUNICATIONS COMPANIES

Page Number: 2

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

NORTH DAKOTA TELEPHONE COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that NORTH DAKOTA TELEPHONE COMPANY, a North Dakota business corporation, was incorporated in this office on December 17, 1965 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

NORTH DAKOTA TELEPHONE COMPANY

Dated: January 6, 1994

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

Alvin A. Jaeger
Secretary of State

ARTICLES OF INCORPORATION
OF
NORTH DAKOTA TELEPHONE COMPANY

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned,
have this day voluntarily associated ourselves together for the
purpose of forming a corporation under the provisions of Chapter
10-19 of the North Dakota Century Code and amendments thereto,
and for that purpose we do hereby adopt and subscribe the following
Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be North Dakota Telephone
Company.

ARTICLE II.

The purposes for which this corporation is formed are as
follows: to acquire, build, improve, expand, develop and operate
a telephone system and to provide complete telephone service.

ARTICLE III.

The principal place of business and the address of its
registered office shall be Devils Lake, North Dakota, and the
name of its initial registered agent at such address shall be
John Hientz.

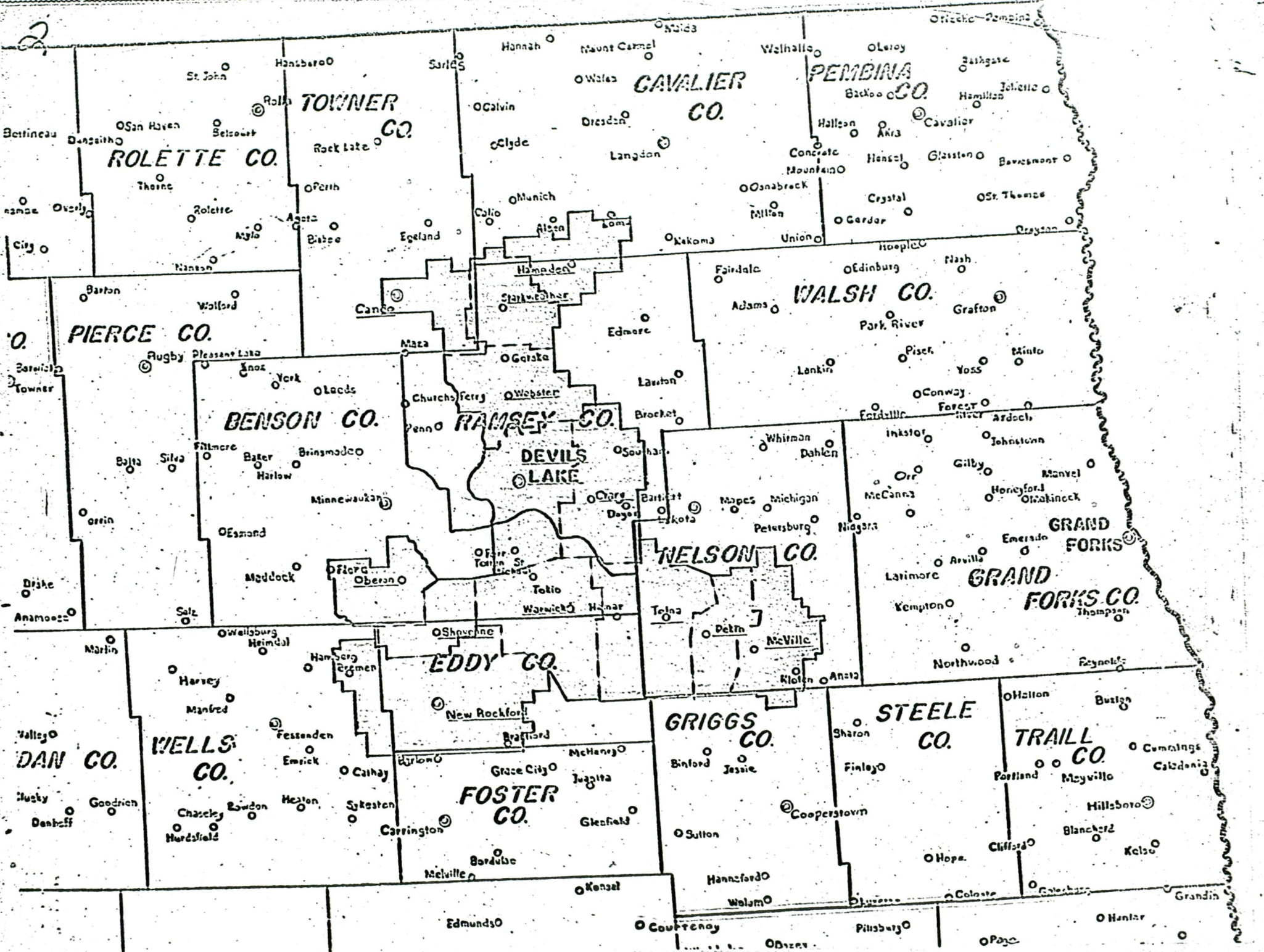
ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The number of directors of this corporation shall be three,
and they shall serve for a term of one year. The names of the
persons who are the incorporators and who are to serve as
directors until their successors are elected and qualified, and
their addresses, are as follows:

Phillip J. Lucier - 130 S. Bemiston
St. Louis, Missouri



TOWNER

CAVALIER CO.

PEMBINA CO.

ROLETTE CO.

Rock Lake CO.

PIERCE CO.

WALSH CO.

BENSON CO.

RAMSEY CO.

DEVILS LAKE

NELSON CO.

GRAND FORKS

GRAND FORKS CO.

EDDY CO.

STEELE CO.

DAN CO.

WELLS CO.

FOSTER CO.

GRIGGS CO.

TRAIL CO.

Goodrich

Chaseley

Edson

Carrington

Glenfield

Sutton

Cooperstown

Hope

Blanchard

Edwards

Edwards

Edwards

Edwards

Edwards

Edwards

Edwards

Edwards

Edwards

Edwards

DUFFY & HAUGLAND
NOTARY PUBLIC, NORTH DAKOTA

- 1 3. Richard R. Hanson - 312 Endicott - on - 4th Building
- 2 St. Paul, Minnesota 55101
- 3 Harvey W. Knutson - 312 Endicott - on - 4th Building
- 4 St. Paul, Minnesota 55101

ARTICLE VI.

The amount of the capital stock of this corporation shall be Five Hundred Thousand Dollars, consisting of Five Thousand shares of the par value of One Hundred Dollars each.

ARTICLE VII.

The corporation will not commence business until consideration of the value of at least One Thousand Dollars has been received for the issuance of shares.

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.

Dated this 27 day of October, 1965.

Phillip J. [Signature]
Harvey W. Knutson
Richard R. Hanson

State of Minnesota
County of Ramsey

On this 27 day of October, 1965, before me, a notary public in and for said County and State, personally appeared Richard R. Hanson and Harvey W. Knutson, to me personally known to be the persons whose names are subscribed to the foregoing instrument, and they severally duly acknowledged to me that they executed the same.

(SEAL)

[Signature]
Notary Public, Minnesota

My commission expires 11-29-68

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4
State of Missouri
County of St. Louis

On this 22nd day of October, 1965, before me, a notary public in and for said County and State, personally appeared Phillip J. Lucier, to me personally known to be the person whose name is subscribed to the foregoing instrument and he duly acknowledged to me that he executed the same.

Geneva Hubbard
Notary Public, Missouri

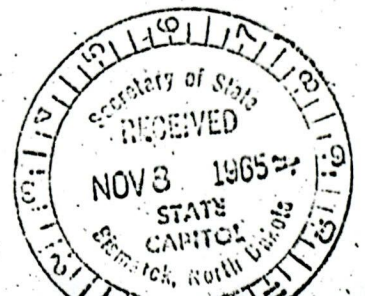
(SEAL)

My commission expires 10-7-66

DUFFY & HAUGLAND
DEVILS LAKE, NORTH DAKOTA

Certificate No. 19679
STATE OF NORTH DAKOTA }
Department of State }
Filed for record the 17th
day of December 1965
Ben Meier
SECRETARY OF STATE CB

Fees - 2.91 00



5

Certificate No. 19879



**CERTIFICATE OF INCORPORATION
OF**

NORTH DAKOTA TELEPHONE COMPANY

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

NORTH DAKOTA TELEPHONE COMPANY

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

NORTH DAKOTA TELEPHONE COMPANY

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 SEVENTEENTH day of DECEMBER A. D., 1965

GREAT SEAL

BEN MEIER
Secretary of State.

By.....
Deputy.

(Applicable to both Domestic and Foreign Corporations)

FEE \$5.00

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

NORTH DAKOTA 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 NORTH DAKOTA TELEPHONE COMPANY

Second: The address of its present registered office is

DEVILS LAKE, NORTH DAKOTA

Third: The address to which its registered office is to be changed is

320 North 4th Street, c/o C T Corporation System, Bismarck, North Dakota 58502

Fourth: The name of its present registered agent is

JOHN HIENTZ

Fifth: The name of successor registered agent is

C T Corporation System

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.

6

Dated NOVEMBER 20 1968

NORTH DAKOTA TELEPHONE COMPANY
(Exact Corporate Name)

By Ancil T. LaFavers
(Signature of President or Vice-President)

Ancil T. LaFavers 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 Ancil T. LaFavers
(Signature of Executing Officer)

Subscribed and sworn to before me this 20th day of NOVEMBER 1968

Catherine Thayer
Notary Public

NOTARIAL SEAL

State of Minnesota

My Commission Expires 11-3 1973

Filing Date Nov 8 1968
Ken Meyer
Secretary of State
Deputy

"Buy Dakota Maid Flour"



AMENDMENTS—DOMESTIC CORPORATIONS
(Execute in duplicate.)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
NORTH DAKOTA TELEPHONE COMPANY

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 North Dakota Telephone Company

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on January 26, 1968, in the manner prescribed by the North Dakota Century Code.

"RESOLVED, that Article VI of the Articles of Incorporation of North Dakota Telephone Company be, and the same hereby is, amended to read as follows:

'ARTICLE VI

The amount of the capital of this corporation shall be One Million Five Hundred Thousand Dollars (\$1,500,000), consisting of Fifteen Thousand (15,000) common shares of the par value of One Hundred Dollars (\$100) each.'

"FURTHER RESOLVED, that the President and Secretary of this corporation be and they hereby are authorized to execute, acknowledge and file in the office of the Secretary of State of North Dakota a certificate embracing the foregoing resolution and the manner of its adoption."

Article 3. The number of shares of the corporation outstanding at the time of such adoption was 3,199-1/2;

and the number of shares entitled to vote thereon was 3,199-1/2

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
N/A	

ARTICLE 5. The number of shares voted for such amendment was 3,199-1/2; and the number of shares voted against such amendment was -0-.

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
N/A		

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:

N/A

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:

The amendment increases the stated capital to \$1,500,000 by increasing the authorized number of shares of common stock from 5,000 shares to 15,000 shares at \$100 par value per share.

Dated February 1, 1968

NORTH DAKOTA TELEPHONE COMPANY

Exact Corporate Name

By John P. Skinn
President or Vice President

and John S. Holten
Secretary or Assistant Secretary

John S. Holten

being first duly sworn says that he is the

Company

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

John S. Holten
Verifying Officer

Subscribed and sworn to before me this 2nd day of February, 1968

Thomas M. Crosby, Jr.
Notary Public

State of Minnesota

THOMAS M. CROSBY, JR.
Notary Public, Hennepin County, Minn.
My Commission Expires Oct. 26, 1972

My Commission expires _____, 19____

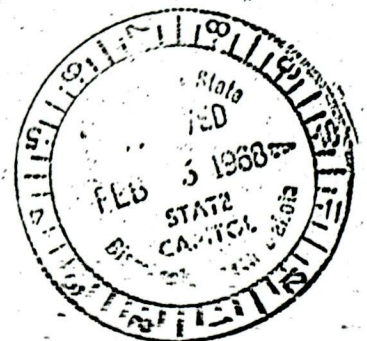
Fee \$12.00.

CERTIFICATE NO. 24116

FILING DATE Feb. 6, 1968

Ben Meier
SECRETARY OF STATE CB

BY _____ DEPUTY



70
Certificate No. 2446



CERTIFICATE OF AMENDMENT

OF

NORTH DAKOTA 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 _____

NORTH DAKOTA TELEPHONE COMPANY

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 NORTH DAKOTA TELEPHONE COMPANY

~~INCREASE CAPITAL STOCK TO \$1,500,000 - 15,000 SHARES @ \$100 EACH.~~
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, SIXTH day of FEBRUARY 1968

GREAT SEAL

s/ BEN MEIER

Secretary of State

File No. 8737

By _____
Deputy

DUPLICATE

10

STATEMENT OF CHANGE OF REGISTERED OFFICE

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

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 of the North Dakota Century Code, the undersigned registered agent submits the following statement for the purpose of changing the registered office in the State of North Dakota for each corporation for which it is acting as registered agent.

First: The name of the corporation is

NORTH DAKOTA TELEPHONE COMPANY

(This corporation is named in the statement of change of registered office filed by its registered agent)

Second: The address of the present registered office of such corporation is

320 North 4th Street, c/o C T Corporation System, Bismarck, North Dakota 58501

Third: The address to which its registered office is to be changed is

314 East Thayer Avenue, c/o C T Corporation System, Bismarck, North Dakota 58501

Fourth: The name of the present registered agent of such corporation is

C T Corporation System

Fifth: The address of the registered office of such corporation and the address of the business office of the registered agent as changed will be identical.

Sixth: A copy of this statement has been mailed to such corporation.

Dated September 21, 1973.

By Alfred L. Dempsey Vice President (Title)
CT CORPORATION SYSTEM

Alfred L. Dempsey being first duly sworn says that he is the Vice President of C T Corporation System and he has read the foregoing and knows the contents thereof, and verily believes the statements made therein to be true.

By Alfred L. Dempsey (Signature of Executing Officer)

Subscribed and sworn to before me this 21st day of September, 1973.

Pauline M. Greenberg Notary Public
State of New York

NOTARIAL SEAL

Filing Date Oct. 8, 1973
Ben Meloy
Secretary of State
Deputy

My Commission Expires March 30, 1975

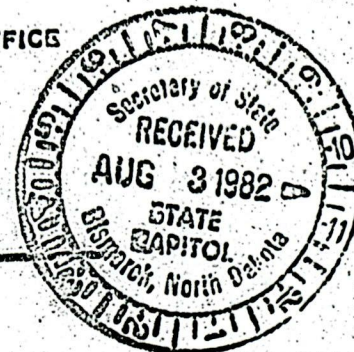
PAULINE M. GREENBERG
Notary Public, State of New York
No. 60-1552697
Certified in Westchester County
Commission Expires March 30, 1975

(APPLICABLE TO BOTH DOMESTIC AND FOREIGN CORPORATIONS)

FEE \$5.00

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

NORTH DAKOTA TELEPHONE COMPANY



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

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 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 NORTH DAKOTA TELEPHONE COMPANY

Second: The address of its present registered office is 314 East Thayer, Bismarck, North Dakota 58501

Third: The address to which its registered office is to be changed is 316 North Fifth Street, c/o The Prentice-Hall Corporation System, Inc., Bismarck, North Dakota 58501

Fourth: The name of its present registered agent is C T CORPORATION SYSTEM

Fifth: The name of successor registered agent is The Prentice-Hall Corporation System, Inc.

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.

13

Dated July 13, 19 82

NORTH DAKOTA TELEPHONE COMPANY

(Exact Corporate Name)

By *[Signature]*
(Signature of ~~President~~ Vice-President)

R. A. Olson

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.

By *[Signature]*
(Signature of Executing Officer) (Same As Above)

Subscribed and sworn to before me this 16th day of July 19 82

Eileen M. Keck
Notary Public

State of MISSOURI / COUNTY OF ST. LOUIS

My Commission Expires Nov. 26 19 82

EILEEN M. KECK

NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS CO.

MY COMMISSION EXPIRES NOV. 26, 1982
ISSUED THRU MISSOURI NOTARY ASSOC.

NOTARIAL SEAL

Filing Date 8-6 1982

[Signature]
Secretary of State

[Signature]
Deputy

"Buy North Dakota Products"

Fee: \$20.00
North Dakota Business Corporation
SUBMIT DUPLICATE ORIGINALS

File No. 8737

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Chapter 10-19.1-21 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 North Dakota Telephone Company

ARTICLE 2. An amendment to the Articles of Incorporation was adopted on January 11, 1988,
in one of the following manners: (Please check one.)

- by the shareholders,
 by the incorporators, OR
 by the board where no shares have been issued.

ARTICLE 3. The amendment adopted is as follows:

"ARTICLE I

The name of the corporation shall be Contel of North Dakota, Inc."

BEN MEIER
SEC. OF STATE
FEB 1 11 46 AM '88

(Complete Other Side)

ARTICLE 4. 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:

N/A

I (We) the undersigned, by virtue of the authority vested in me (us), have read the foregoing articles of amendment, know the contents thereof, and verily believe the statements made therein to be true.

Dated: January 11, 1988 By Theresa A. Kessler

Subscribed and sworn to before me this 11th day of January, 1988.

Theresa A. Kessler
Secretary

Marie Alice Martini
Notary Public

Office Use Only Receipt No: 37396 Filed By: cj

Filed February 2, 1988

BEN MEIER Secretary of State

By Robert R. Schaibl Deputy

292505

Fee: \$20.00

North Dakota Business Corporation
SUBMIT DUPLICATE ORIGINALS

1,079,900

File No: 8737 BC

ARTICLES OF AMENDMENT 89820766

TO THE

ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-19.1-21 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 CONTEL OF NORTH DAKOTA, INC.

ARTICLE 2. An amendment to the Articles of Incorporation was adopted on November 1, 19 93, in one of the following manners: (Please check one.)

- by the shareholders,
- by the incorporators, OR
- by the board where no shares have been issued.

ARTICLE 3. The amendment adopted is as follows:

Article 1. The name of the corporation shall be the NORTH DAKOTA TELEPHONE COMPANY.

ARTICLE 4. 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:

None

I (We) the undersigned, by virtue of the authority vested in me (us), have read the foregoing articles of amendment, know the contents thereof, and verily believe the statements made therein to be true.

Dated: November 5, 19 93

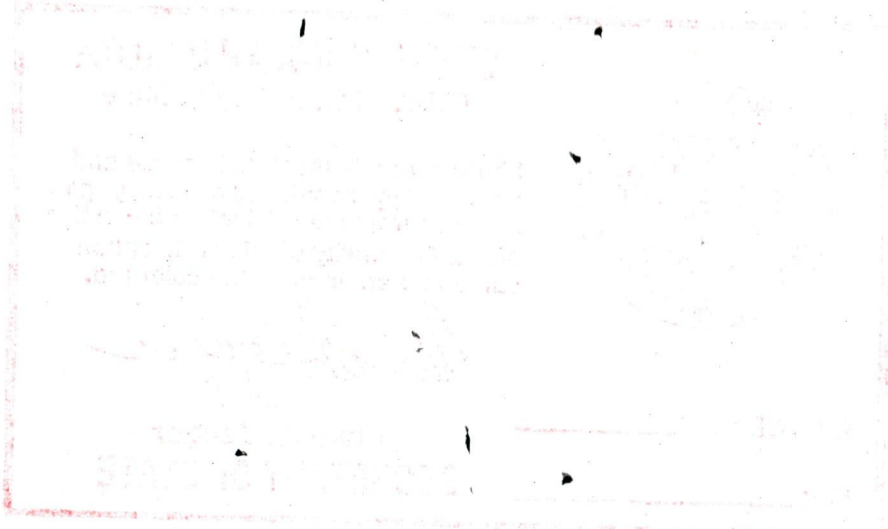
By *Roy Bignwood*
ROY BIGNWOOD, President

Office Use Only Receipt No: _____ Filed By: _____

Filed 11/15, 19 93

Theresa Dwyer
Secretary of State

By *[Signature]*
Deputy





STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 12 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

A handwritten signature in red ink, which appears to read "Alvin A. Jaeger".

DATED: 1-6-93

BY: Am

Alvin A. Jaeger
SECRETARY OF STATE