

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

NORTHWEST COMMUNICATIONS COOPERATIVE, A COOPERATIVE
ASSOCIATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that NORTHWEST COMMUNICATIONS COOPERATIVE, A COOPERATIVE ASSOCIATION, a North Dakota COOPERATIVE ASSOCIATION, was incorporated in this office on October 19, 1951 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 COOPERATIVE ASSOCIATION.

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

NORTHWEST COMMUNICATIONS COOPERATIVE, A COOPERATIVE
ASSOCIATION

Issued: October 20, 2004

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

ARTICLES OF INCORPORATION

of

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

To: Thomas Hall, Secretary of State.

We, the undersigned, residents of the State of North Dakota and of the territory to be served thereby, for the purpose of forming a corporation, (hereinafter referred to as the "Cooperative") under the "Mutual Aid Corporation Act" of the State of North Dakota, do hereby adopt the following articles of incorporation:

1. The name of the corporation is Northwest Mutual Aid Telephone Corporation.
2. The purpose for which the corporation is organized is to furnish, improve and expand telephone service.
3. The place where the principal business of the Cooperative will be transacted is Columbus, North Dakota.
4. The area which this Cooperative is to operate in will be the Counties of McKenzie, Williams, Divide, Burk, and Mountrail.
5. The Cooperative is organized without capital stock and the property rights and interests of the members shall be equal. The general rules applicable to all members by which the property rights and interests respectively of each member shall be determined and fixed are as follows:

Upon dissolution, after (a) all debts and liabilities of the Cooperative shall have been paid, and (b) all capital furnished through patronage shall have been retired as provided in the bylaws, the remaining property and assets of the Cooperative shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all such members.

6. The Corporation is authorized to borrow money in an amount not to exceed Five Million and No/100- - (\$5,000,000) dollars.

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7. The names and residences of the persons who shall constitute the first board of directors of the Cooperative and who shall serve until their successors are elected and qualified are:

<u>Name</u>	<u>Residence</u>
J. Agnes Lucy	Coteau, North Dakota
George Bourdeau	Columbus, North Dakota
Arthur S. Johnson	Ray, North Dakota
Olaf Opcahl	Tioga, North Dakota
Harvey P. Jacobson	Crosby, North Dakota
Edwin Dorahl	Stady, North Dakota
Alvin Anderson	Epping, North Dakota

THE NUMBER OF DIRECTORS 7.

8. That the time for which this Corporation is to execute is not limited but it shall have Perpetual Existence unless dissolved according to law.

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IN WITNESS WHEREOF, we have hereunto set our hands and seal this 3
day of October, 1951.

J. Agnes Lucy (SEAL)
George Bourdeau (SEAL)
Arthur S. Johnson (SEAL)
Olaf Opedahl (SEAL)
Harvey P. Jacobson (SEAL)
Edwin Dordahl (SEAL)
Alvin Anderson (SEAL)

STATE OF NORTH DAKOTA)
 :SS
COUNTY OF WILLIAMS)

On this 3 day of October, 1951, before me, Dean
Winkjer, a Notary Public in and for Williams County,
State of North Dakota, personally appeared J. Agnes Lucy,
George Bourdeau, Arthur S. Johnson,
Olaf Opedahl, Harvey P. Jacobson,
Edwin Dordahl, and Alvin Anderson,

known to me to be the persons whose names are subscribed to the foregoing instru-
ment and severally duly acknowledged to me that they executed the same.

My commission expires: 9/24/53

Dean Winkjer
Notary Public
Williams County
North Dakota

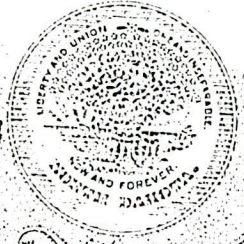
DUPLICATE

No. 13960

PRIVATE CORPORATIONS

THE UNITED STATES OF AMERICA

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

Whereas, J. A. NIELSON, ARTHUR G. JOHNSON

and others have filed in this office a declaration in writing or ARTICLES OF INCORPORATION, as provided by the laws of this State, setting forth all the facts required to be stated therein, and have in all respects complied with the requirements of the law governing the formation of private corporations:

Now, therefore, J. THOMAS FALL, Secretary of State of the State of North Dakota, by virtue and authority of law, do hereby certify that said parties, their associates and successors, have become a body politic and corporate, under the Corporate name of

NORTH DAKOTA CABLE AND TELEPHONE CORPORATION (COLUMBUS, BRUCE CO.)

and by that name have a right to sue and be sued, purchase, hold and convey real and personal property, and to have and enjoy all the rights and privileges granted to a private corporation under the laws of this state, subject to their articles of incorporation, and all legal restrictions and liabilities in relation 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

day of October A. D. 19 52

SEAL

THOMAS FALL SECRETARY OF STATE DEPUTY

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It shall be the aim of

DOMESTIC TRADING AND TELEPHONE COMPANY

to provide dependable cross-city telephone service on the cooperative plan and at the lowest cost consistent with sound economy and good management.

ARTICLE I

of

DOMESTIC TRADING AND TELEPHONE COMPANY INC.

ARTICLE I

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... shall be the aim of the Company to provide dependable cross-city telephone service on the cooperative plan and at the lowest cost consistent with sound economy and good management.

provided, that no person shall be eligible for election as a member of the Company unless he shall have been a resident of the City of New York for at least one year immediately preceding the date of his election as a member of the Company.

... meeting after the date of such election, all applications received after the date of such meeting of the Company which have not been accepted or which have been rejected by the Board shall be referred to the Secretary at such meeting and, subject to confirmation by the applicant with the requirements hereinbefore set forth, any such application may be acted on by vote of the Board. The Secretary shall give each applicant at least ten days' written notice of the date of the meeting to which his application will be submitted and such applicant shall be entitled to be present and heard at the meeting.

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SECTION 2. Membership Certificates. Membership in the Co-op shall be evidenced by a 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 bylaws, 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 bylaws shall be deemed to include a husband and wife holding a joint membership and any provisions relating to the rights and liabilities of membership. Without limiting the generality of the foregoing, the joint membership shall be as follows:

- (a) The presence of either or both shall be regarded as the presence of 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 waiver of notice signed by either or both jointly shall constitute a joint waiver.
- (d) Notice to either shall constitute notice to both.
- (e) Expulsion of either shall terminate the joint membership.
- (f) Withdrawal of either shall terminate the joint membership.
- (g) Either (with his consent) may be elected or appointed as an officer or director provided that both meet the qualifications of such office.

SECTION 4. Conversion of Membership. (a) Membership may be converted to a joint membership upon a written request of the holder thereof and the approval by such holder and his or her spouse to comply with the articles of incorporation, bylaws, and any rules and regulations adopted by the Board. The outstanding membership certificate shall be surrendered, and shall be replaced by the Co-op in such manner as shall indicate the change 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 replaced 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. Membership and Service Connection Fees. The membership fee shall be \$20.00, 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.

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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 costs of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these bylaws. Each member shall pay to the Co-op such minimum amount per month for telephone services 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 withdraw from membership upon compliance with such uniform terms and conditions as the Board may prescribe. The Board may by the affirmative vote of not less than two-thirds of all the directors, expel any member who fails to comply with any of the provisions of the articles of incorporation, bylaws, or any rules or 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.

(b) Upon the withdrawal, death, cessation of existence or expulsion of a member, the membership of such member shall thereupon terminate, and the member certificate of such member shall be surrendered forthwith to the Co-op. Termination of membership on any member shall not release a member or his estate from any debts due the Co-op.

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

(d) Upon termination of membership for any reason, the Co-op shall not 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 unless a successor in occupancy or ownership of the premises served by the Co-op shall have been accepted as a member and a membership fee shall have been paid by or on behalf of such successor in accordance with the provisions of these bylaws. Any refund of membership fees pursuant to this sub section shall be made in the order in which membership fees shall have been terminated. Prior to the repayment of a membership fee paid by the member, the Co-op shall deduct from the amount of such membership fee the amount of any debts owing from the member to the Co-op.

ARTICLE II

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

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

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SECTION 3. Annual Meetings. The annual meeting of the members shall be held on the second Monday of the month of January, beginning with the year 1952, at such place as shall be determined by the Board of Directors, or in the absence of the meeting, for the purpose of electing the Board of Directors for the previous fiscal year and for the purpose of transacting such business as may come before the meeting. It shall be the duty of the Board of Directors to cause adequate plans and preparations for the annual meeting to be made and the annual meeting shall be held on the second Monday of January, and such meeting shall be held on the next succeeding day if the second Monday of January is the legal holiday as the designated day shall be determined by the Board of Directors of the Co-op.

SECTION 4. Special Meetings. Special meetings of the members may be called by a resolution of the Board of Directors or by any three directors, or by a majority of the members, and notice of ten per centum of the total members, and upon all of the members, shall thereupon be the duty of the Board of Directors to cause notice to be given at heretofore provided. Special meetings of the members may be held at any place within the counties of Butte, Hillier, Lincoln, and McKenzie, State of North Dakota, specified in the notice of the special meetings.

SECTION 5. 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, and 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 any such meeting.

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SECTION 4. Quorum. As long as the total number of members does not exceed five hundred, ten per centum of the total number of members present in person shall constitute a quorum. In case the total number of members shall exceed five hundred, fifty members or two per centum of the members present in person, whichever shall be the larger, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. The minutes of each meeting shall contain a list of the members present in person.

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

SECTION 6. Order of Business. The order of business at the annual meeting of the members and, so far as possible, at all other meetings of the members, shall be decided by a majority of the members at such meeting:

1. ~~Business~~ on the members present in person in order to determine the existence of a quorum.
2. Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting, in the case may be.
3. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
4. Presentation and consideration of reports of officers, directors, and committees.
5. Election of directors.
6. Unfinished business.
7. New business.
8. Adjournment.

ARTICLE IV.

DIRECTORS

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

SECTION 2. Election and Tenure of Office. The persons named as directors in the articles of incorporation shall compose the Board until the first annual meeting or until their successors shall have been elected and shall have qualified.

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All directors shall be elected by secret ballot at each annual meeting of the members beginning with the year 1952 by and from the members to serve until the next annual meeting of the members or until their successors shall have been elected and shall have qualified. If an election of directors 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 directors within a reasonable time thereafter. Directors may be elected by a plurality vote of the members.

SECTION 3. Qualifications. No persons shall be eligible to become or remain a director 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 construction or maintaining telephone facilities, other than a business operating on a cooperative nonprofit basis for the purpose of furnishing rural telephones.

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 the meeting of the members at which directors 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 directors which shall include at least two candidates for each director to be elected. Any fifteen or more members acting together may make other nomination by petition not less than twenty (20) days prior to the meeting and the Secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. The Secretary shall mail with the notice of the meeting or separately, but at least six days before the date of the meeting, a statement of the number of directors to be elected and the names and addresses of the candidates, specifying separately the nominations made by the committee and the nominations made by petition, if any. The ballot to be used at the election shall list the names of the candidates nominated by the committee and the names of the candidates nominated by petition, if any. The chairman shall call for additional nominations from the floor and nominations shall not be closed until at least one minute has passed during which no additional nominations has been made. No member may nominate more than one candidate.

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SECTION 5. Removal of Directors by Members. No director shall be removed from office unless by a vote of two-thirds of the members of the Co-op at a general meeting held after notice of the time and place thereof and of the intention to propose such removal. Meetings of members for this purpose may be called by the president, or by a majority of the directors, or by members holding a least one-half of the votes. Such calls must be in writing and addressed to the Secretary who thereupon must give notice of the time, place and object of the meeting in accordance with these bylaws and by whose order it was called. In case of removal, the vacancy may be filled by election at the same meeting.

SECTION 6. Vacancies. Subject to the provisions of these bylaws with respect to the filling of vacancies caused by the removal of directors by the members, a vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining directors 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 the meeting of the members without compliance with the foregoing provisions in respect to nominations.

SECTION 7. Compensation. Directors shall not receive any salary for their services as directors, 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 director shall receive compensation for serving the Co-op in any other capacity, nor shall any close relative of the director receive compensation for serving the Co-op unless the nature and amount of compensation shall be specifically authorized by a vote of the members or the service by such director or close relative shall have been certified by the Board as an emergency measure.

ARTICLE V

MEETINGS OF DIRECTORS

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 as shall be designated by the President, notice of which shall be given through the United States Mail by the Secretary at least ten (10) days prior to said meeting.

SECTION 2. Special Meetings. Special meetings of the Board may be called by the President or by any three directors 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 directors calling the meeting shall fix the time and place (which shall be in Williams, Divide, Mountrail, McKenzie, and Burk, County, North Dakota, for the holding of the meeting.)

SECTION 3. Notice of Directors' Meeting. Written notice of the time, place and purpose of any special meeting of the Board shall be delivered to each director not less than five (5) days previous thereto either personally or by mail, or by the direction of the Secretary, or upon a default in duty by the Secretary, by the President or the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the director at his residence as it appears on the records of the Co-op, with postage thereon paid.

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

ARTICLE VI

OFFICERS

SECTION 1. Number. The officers of the Co-op shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be determined by the Board from time to time.

SECTION 2. Election and Term of Officers. The officers shall be elected by ballot, annually by the Board at the meeting of the Board held immediately after the annual meeting of the members. The Secretary and Treasurer may be elected from the members. All other officers shall be members of the Board. 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 first meeting of the Board following the next succeeding annual meeting of the members or until his successor shall have been elected and shall have qualified. Except as otherwise provided in these bylaws, the vacancy in any office shall be filled by the Board for the unexpired portion of the term.

SECTION 3. Removal of Officers and Agents by Directors. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Co-op will be served thereby. In addition, 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 board 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. In the event the board does not remove such officer, the question of his removal shall be considered and voted upon at the next meeting of the members of Co-op.

SECTION 4. President. The President shall:

- (a) be the principal executive officer of the Co-op and, unless otherwise determined by the members or the Board, shall preside at all meetings of the members and the Board;
- (b) sign, with the Secretary, certificates of membership, the issue of which shall have been authorized by the Board or the members, and 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 bylaws to some other officer or agent of the Co-op or shall be

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- (c) required by laws to be otherwise signed or executed; and
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 bylaws 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 bylaws;
- (d) keep a register of the names and postoffice addresses of all members.
- (e) Sign, with the President, certificates of membership, the issue of which shall have been authorized by the members or the Board.
- (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 bylaws 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 bylaws and of all amendments thereto to each member of the Co-op; and
- (h) in general perform all duties incident to the Office of the 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 money due and payable to the Co-op and for the deposit of all such money in the name of the Co-op in such bank or banks as shall be selected in accordance with the provisions of these bylaws; and
- (c) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board.

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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 bylaws with respect to compensation for director and close relatives of director.

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 operations shall be so conducted that all patrons will through their patronage furnish capital for the Co-op. In order to induce patronage and to assure that the Co-op will operate on a non-profit basis the Co-op is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of telephone service in excess of operating costs and expenses properly chargeable against the furnishing of telephone service. All such amounts in excess of operating costs and expenses at the moment of receipt by the Co-op are received with understand 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 amount 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.

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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 bylaws, 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 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 bylaws 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 bylaws 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 VIII

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

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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 IX.

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, Name of the State".

ARTICLE X.

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 RRA 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.

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ARTICLE XI

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 a co-wide rural telephone service, or with the approval of the administrator or all, of any other corporation for the purpose of acquiring telephone facilities or securing more adequate telephone service to its members.

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

SECTION 3. Powers and Delegation. The board shall have power to make and direct such rules and regulations, not inconsistent with law, the articles of incorporation or these bylaws, as it may deem desirable 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, is subject to audit and shall cause the preparation of any regulatory body, shall conform to such accounting standards may from time to time be designated by the administrator of R.R. of the United States of America. The board shall also cause the audit of such fiscal year audits to be made by a firm and complete audit of the accounts, books, and financial condition of the Co-op as of the end of each fiscal year. Such audit reports shall be submitted to the members at the next following annual meeting.

ARTICLE XII

AMENDMENTS

These bylaws may be altered, amended or repealed by a vote of two-thirds of the board of directors at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal. Any such alteration, amendment, or repeal shall be certified by a majority of the directors and the secretary of the Co-op and copied in the book of the bylaws together with the date of such meeting. No such alteration, amendment or repeal shall take effect until so copied.

19. By-Laws
to

Articles of Incorporation
of
Northwest Mutual Life
Telephone Corporation

Columbus, N. Dak.

STATE OF NORTH DAKOTA
Department of State

Filed for record the 10th
day of December 19. 51

James Hall

SECRETARY OF STATE

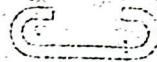
By Charles L. Johnson
DEPUTY

Volume = 2. Miscellaneous
Record (Mutual Life Corporation)

Page 25

Fee

\$1.00



AMENDMENT OF ARTICLES OF INCORPORATION

Come now WAYNE JOHNSON, President of the Northwest Mutual Aid Telephone Corporation, and DELMER A. MORROW, Its Secretary, who do hereby certify that on the 30th day of November, 1955, a meeting of the Board of Directors of the Northwest Mutual Aid Telephone Corporation was held on Waiver of Notice signed by all of the Directors prior to said meeting in which Waiver of Notice was stated that the purpose of the meeting was to consider whether or not Article III of the Articles of Incorporation should be amended, and at said meeting the Board of Directors did recommend to the members of said corporation that Article III of the Articles of Incorporation should be amended to read as follows, to wit:

"The place where the principal business of the cooperative will be transacted is Ray, North Dakota".

Thereupon and on the same day on Waiver of Notice signed by all of the members of the Northwest Mutual Aid Telephone Corporation in which said Waiver of Notice was stated that the purpose of the meeting was to determine whether or not the action of the Board of Directors should be ratified and confirmed as to the amendment of Article III of the Articles of Incorporation for said mutual aid corporation, and that all but two (2) of the members were present, that being 3/4ths of the members of said mutual aid corporation, who did make written assent to the amendment of Article III of the Articles of Incorporation; that on motion duly made, seconded and unanimously carried, the members of the Northwest Mutual Aid Telephone Corporation ratified and confirmed the action of the Board of Directors as it concerned the designation of the permanent commercial headquarters at Ray, North Dakota, so that Article III of the Articles of Incorporation were amended to read:

"The place where the principal business of the cooperative will be transacted is Ray, North Dakota".

That all of the foregoing records are a part of the permanent records of said corporation on file in the office of the corporation, and that this

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21 Certificate is made in accordance with Section 10-0211 of the North Dakota Revised Code of 1913.

IN WITNESS WHEREOF, We have set our hands and affixed the Seal of the Corporation, this 11th day of July, 1958.

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

By Wayne Johnson
Its President

ATTEST:

James A. Morrow
Its Secretary

Exhibit 2-10-14
Change of Incorporation
Northwest Mutual Aid Telephone Corporation
to

Office of State Secretary
Department of State
Filed for record and certification
the 13th day of July 1958
Recorded in Volume 10
of the records of the
page 162

1958

22

CERTIFICATION OF
AMENDMENTS TO BY-LAWS

OF

Northwest Mutual Aid Telephone Corporation, Inc., of Columbus,
North Dakota, a co-operative mutual aid corporation doing business under the
provisions of Chapter 10-12 Revised Code 1913

We, the undersigned, Chairman and Secretary of the meeting and a
majority of the directors do hereby certify;

That a meeting of the members of the Northwest Mutual Aid
Telephone Corporation, Inc., was held at Crosby, North Dakota on the 15th day
of November, 1952, in compliance with the provisions of Section 10-12 Revised
Code of 1913;

That the following resolution having been first approved by
all of the directors was adopted by the affirmative vote of more than 3/4
of all members, said 3/4 of all members constituting a majority of the entire
number of members, the total number of members being 8.

RESOLVED: That the By-Laws be amended as follows:

Section 5

Membership and service Connection Fees. The membership
fee shall be \$5.00. An additional amount shall be paid as
equity for each connection, extension, or other available
service in accordance with the rules and regulations pro-
scribed by the Board of Directors. In no event, however,
shall such additional amount exceed \$45.00.

Witness our hands and the seal of this corporation at Crosby,
North Dakota, this 15th day of November, 1952.

<u>Arthur C. Moe</u> Director	<u>Arthur A. Johnson</u> Chairman
<u>Arden Rensing</u> Director	<u>J. Agnes Lacey</u> Secretary
<u>Arthur H. Johnson</u> Director	<u>James Nelson</u> Director
<u>Arthur Johnson</u> Director	<u>Arthur Johnson</u> Director
<u>George Berdean</u>	

23

STATE OF NORTH DAKOTA)

: ss

COUNTY OF WILLIAMS)

Be it remembered, that on this 17th day of June A. D. 1953, before me Dean Winkler, a Notary Public, within and for said County and State, personally appeared

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

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 17th day of June 1953.

Dean Winkler
Notary Public

My commission expires: 9/24/53.

STATE OF NORTH DAKOTA
COUNTY OF WILLIAMS
NOTARY PUBLIC
DEAN WINKLER

24

CERTIFICATION OF
AMENDMENTS TO ARTICLES OF INCORPORATION

OF

Northwest Mutual Aid Telephone Corporation, Inc., of Columbus, North Dakota, a co-operative mutual aid corporation doing business under the provisions of Chapter 10-12 Revised Code 1943.

We, the undersigned, Chairman and Secretary of the meeting, and a majority of the directors do hereby certify:

That a meeting of the members of the Northwest Mutual Aid Telephone Corporation, Inc., was held at Crosby, North Dakota on the 15th day of November, 1952, in compliance with the provisions of Section 10-12 Revised Code of 1943;

That the following resolution having been first approved by all of the directors was adopted by the affirmative vote of 3/4 of all members, said 3/4 all members constituting a majority of the entire number of members, the total number of members being 8.

RESOLVED: That the articles of Incorporation be amended as follows:

Article IV

The line is intended to run in and through the counties of McKenzie, Williams, Divide, Burke, and Mountrail. The estimated length of the line is 3,000 miles, and the estimated cost is \$5,000,000.00.

Article V

The "Cooperative" is organized without capital stock, and the property rights and the interest of the members shall be unequal. The general rules applicable to all members by which the property rights and interest respectively of each member shall be determined and fixed as follows:

Upon dissolution, after (A) all debts and liabilities of the "Cooperative" shall have been paid, (B) all capital furnished through patronage shall have been retired as provided in the By-Laws, and (C) all membership fees and equity contributions shall have been repaid, the property and assets of the "Cooperative" shall be distributed amongst the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all such members.

Article VIII

That the time for which this Corporation is to exist is not limited but it shall have perpetual existence unless dissolved according to law.

Witness our hands and the seal of this Corporation at Crosby, North Dakota, this 15th day of November, 1952.

25

Otto C. Moe
Director

William A. Johnson
Chairman

Arden Ranning
Director

J. Agnes Lundy
Secretary

Chris Anderson
Director

Anna Nelson
Director

Edwin Dondall
Director

Howard Peterson
Director

George Baldwin

STATE OF NORTH DAKOTA)
COUNTY OF [])

BEFORE ME, [] Notary Public, within and for said County and State, personally appeared

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

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year above written.

[Signature]
Notary Public

My commission expires: 9/24/53.

Copy to []
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[]

STATE OF NORTH DAKOTA
Department of State
Filed for record and certificate issued
[]
Recorded in Volume [] and
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CERTIFICATE OF AMENDMENT

DUPLICATE

No 83

FEE \$ 6.00

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, NORTHWEST MUTUAL AND TELEPHONE CORPORATION (COLUMBUS, BURKE CO. NORTH DAKOTA)

has filed in this office a certificate as provided by the Laws of this State, setting forth all the facts required to be stated therein and has in all respects complied with the provisions of the Law governing the amendments of Articles of Incorporation and has amended its Articles of Incorporation as follows, to-wit: AMENDMENTS ARTICLE IV, ARTICLE V, AND ARTICLE VIII.

Now therefore, I, THOMAS HALL, Secretary of State of the State of North Dakota, in virtue and by authority of Law, do hereby issue this Certificate of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this FIFTEENTH day of JULY, 1953.

SEAL

BY CHARLES FLESSMAN
DEPUTY

THOMAS HALL

Secretary of State.

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CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF NORTHWEST MUTUAL AID TELEPHONE CORPORATION

This Certificate is made pursuant to Section 10-15-38 of the North Dakota Century Code by WAYNE JOHNSON, President of NORTHWEST MUTUAL AID TELEPHONE CORPORATION, and DELMER A. MORROW, its Secretary.

Pursuant to notice given to all of the members of Northwest Mutual Aid Telephone Corporation, the Articles of Incorporation of said corporation were amended by the members of said corporation.

The name of the corporation is NORTHWEST MUTUAL AID TELEPHONE CORPORATION.

The Amendments to the Articles of Incorporation were adopted by the members of said corporation on April 6, 1964, and said Amendments read as follows, to wit:

ARTICLE 2. was amended to read as follows:

The purpose for which the corporation is organized is to furnish, improve and expand communication service.

ARTICLE 4. was amended to read as follows:

The service facility is intended to run in and through the counties of McKenzie, Williams, Divide, Burke and Mountrail. The estimated length of the line is 3000 miles, and the estimated cost is \$5,000,000.00.

ARTICLE 6. was amended to read as follows:

The members authorize the borrowing of amounts from time to time by the cooperative from the United States of America

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pursuant to the Rural Electrification Act of 1936, as from time to time amended, such loans to be in such amounts, not exceeding in the aggregate \$5,000,000.00, and upon such terms as the board of directors shall deem advisable, to finance the construction, acquisition and operation of such communication systems; exchanges, subscribers' stations and other plant and equipment and facilities necessary or appropriate for a telephone or communication system, as the board of directors shall from time to time determine upon, and the board of directors is further authorized to cause the proper officers from time to time to execute, seal and deliver, on behalf of the cooperative, notes, bonds, or other evidences of indebtedness to evidence indebtedness incurred pursuant to the authorization herein contained, all upon such terms as the board of directors shall determine.

The members authorize the mortgaging of all of the property of the cooperative, now owned or hereafter acquired, to secure such loans as may be made at any time or times by United States of America to the cooperative, pursuant to the Rural Electrification Act of 1936, as from time to time amended, limited in aggregate amount as aforesaid, and to secure all notes, bonds or other evidences of indebtedness evidencing the indebtedness created by such loans, all upon such terms as the board of directors shall determine.

Without limiting the generality of the foregoing, the board of directors is authorized to cause the proper officers on behalf of the cooperative to execute, seal and deliver as many counterparts as shall be deemed advisable of a mortgage to United States of America, substantially in the form of the mortgage presented to this corporation, with such changes in the form of the mortgage as the board of directors or any officer or officers vested with appropriate power by the board of directors shall deem advisable.

There are 2343 members of the Northwest Mutual Aid Telephone Corporation, and there were 67 members present at the annual meeting held in Bowdells, North Dakota, on April 6, 1964,

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when the Articles of Incorporation were amended. Of the said members present at said meeting all voted in favor of said Amendments and no one voted against them.

Dated at Ray, North Dakota, this 4th day of May, 1964.

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

By: Wayne Johnson
Its President

ATTEST:

Delmer A. Morrow
Its Secretary

STATE OF NORTH DAKOTA)
COUNTY OF WILLIAMS) SS

On this 4th day of May, 1964, before me, personally appeared WAYNE JOHNSON and DELMER A. MORROW, known to me to be the President and Secretary, respectively, of the corporation that is described in, and that executed the within instrument, and acknowledged to me that such corporation executed the same.

Dean Winkjer
DEAN WINKJER, Notary Public
Williams County, North Dakota
My Commission Expires Sept. 24, 1965

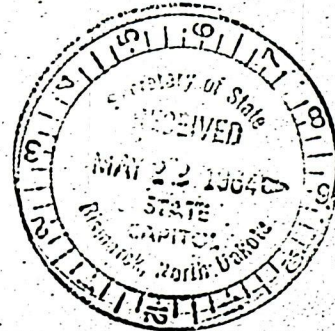
Certificate No. 1529
STATE OF NORTH DAKOTA } SS
Department of State

Filed for record the 22nd

day of May 1964

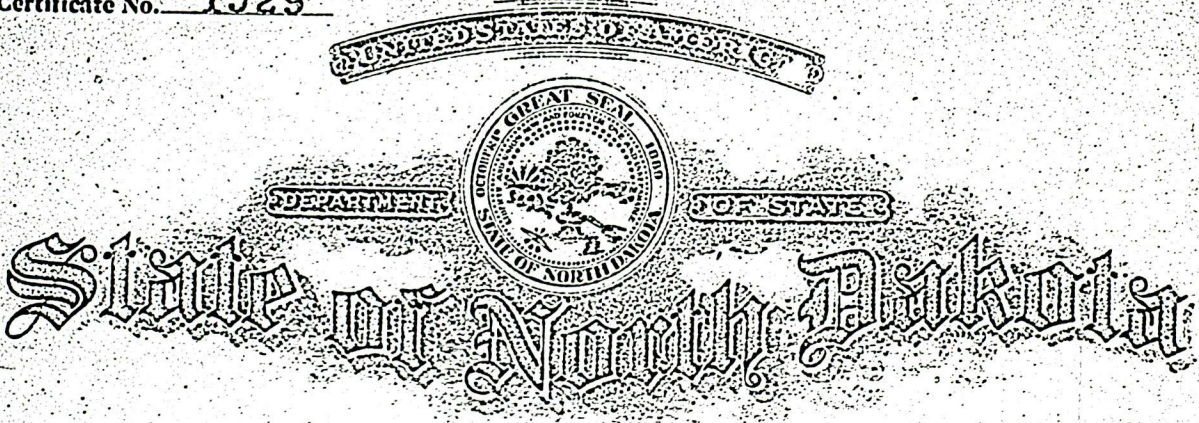
Paul M. ... SECRETARY OF STATE

... DEPUTY



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Certificate No. 1529



CERTIFICATE OF AMENDMENT

OF

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

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 _____

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE 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 NORTHWEST MUTUAL AID TELEPHONE CORPORATION

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, TWENTY-SECOND day of MAY 1964

SEAL

SEN HENEG
Secretary of State

File No. 6920
DUPLICATE

By _____
Deputy

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CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF NORTHWEST MUTUAL AID TELEPHONE CORPORATION

This Certificate is made pursuant to Section 10-15-38 of the North Dakota Century Code by WAYNE JOHNSON, President of Northwest Mutual Aid Telephone Corporation, and DELMER A. MORROW, Its Secretary.

Pursuant to Notice given to all members of Northwest Mutual Aid Telephone Corporation, the Articles of Incorporation of said Corporation were amended by the members of said Corporation.

The name of the Corporation is NORTHWEST MUTUAL AID TELEPHONE CORPORATION.

The amendment to the Articles of Incorporation were adopted by the members of said Corporation on April 3, 1970, at which meeting 71 members were present, all of said present members voting aye, none voting nay, and said Amendment reads as follows, to wit:

ARTICLE IV was amended to read as follows:

ARTICLE 6. The members authorize the borrowing of amounts from time to time by the cooperative from the United States of America pursuant to the Rural Electrification Act of 1936, as from time to time amended, such loans to be in such amounts, not exceeding in the aggregate \$20,000,000.00, and upon such terms as the Board of Directors shall deem advisable, to finance the construction, acquisition and operation of such communication systems, exchanges, subscribers' stations, and other plant and equipment and facilities necessary or appropriate for a telephone or communication system, as the Board of Directors shall, from time to time, determine upon, as the Board of Directors is further authorized to cause the proper officers from time to time to execute, seal and deliver, on behalf of the cooperative, notes, bonds or other evidences of indebtedness to evidence indebtedness incurred pursuant to the authorization herein contained, all upon such terms as the Board of Directors shall determine.

The members authorize the mortgaging of all of the property of the cooperative, now owned or hereafter acquired, to secure such loans as may be made at any time or times by United States of America to the cooperative, pursuant to the Rural Electrification Act of 1936, as from time to time amended, limited in aggregate amount as aforesaid, and to secure all notes, bonds or other evidences of indebtedness, evidencing the indebtedness created by such loans, all upon such terms as the Board of Directors shall determine.

Without limiting the generality of the foregoing, the Board of Directors is authorized to cause the proper officers on behalf of the cooperative to execute, seal and deliver as many counter parts as shall be deemed advisable of a mortgage to United States of America, substantially in the form of the mortgage presented to this corporation, with such changes in the form of the mortgage as the Board of Directors or any officer or officers vested with appropriate power by the Board of Directors shall deem advisable.

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The Secretary declared that there was a quorum present at the beginning of the meeting and that a quorum remained for the entire meeting. Of the said members present at said meeting, a majority voted in favor of said Amendment.

DATED at Ray, North Dakota, this 17th day of April, 1970.

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

(SEAL)

BY:

Wayne Johnson
Wayne Johnson, Its President

ATTEST:

Delmer A. Morrow
Delmer A. Morrow, Its Secretary

STATE OF NORTH DAKOTA)
 : SS.
COUNTY OF WILLIAMS)

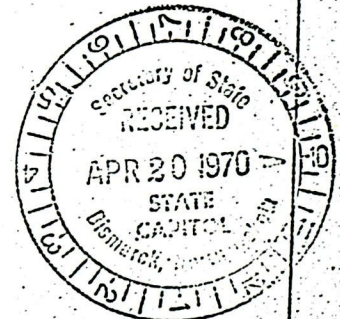
On this 17th day of April, 1970, before me personally appeared WAYNE JOHNSON and DELMER A. MORROW, known to me to be the President and Secretary, respectively, of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed the same.

Dean Winkjer
Dean Winkjer, Notary Public
Williams County, North Dakota

(SEAL)

My commission expires: Sept. 24, 1971.

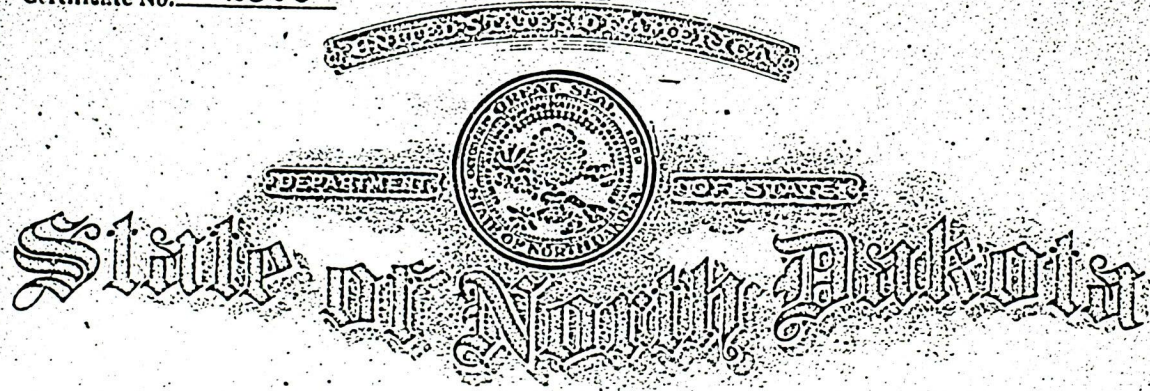
Certificate No. 2978
STATE OF NORTH DAKOTA }
Department of State } SS
Filed for record the 21st
day of April 19 70
Bert T. Meier
SECRETARY OF STATE
W. M. [Signature]
DEPUTY
Fee: \$12.00



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Certificate No. 2978



CERTIFICATE OF AMENDMENT
OF

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

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 NORTHWEST MUTUAL AID TELEPHONE CORPORATION

duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE 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 NORTHWEST MUTUAL AID TELEPHONE CORPORATION
GENERAL AMENDMENT - AUTHORIZING BORROWING NOT TO EXCEED \$20,000,000.00

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 21st day of APRIL A.D., 1970.

S E A L

BEN MEIER
Secretary of State.

File No. 6920
DUPLICATE

By JAY A. BRYANT, Deputy.

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MAC

CORPORATE OFFICERS CERTIFICATION OF
 AMENDED AND RESTATED
 ARTICLES OF INCORPORATION
 OF
 NORTHWEST MUTUAL AID TELEPHONE CORPORATION
 Ray, North Dakota

WAYNE JOHNSON, President, and DENNIS L. JOHNSRUD, Secretary, being the duly elected, qualified and acting President and Secretary of Northwest Mutual Aid Telephone Corporation, do hereby certify that the Amendments and Restatement of the Articles of Incorporation of Northwest Mutual Aid Telephone Corporation were adopted at the annual meeting of the Cooperative at Alamo, North Dakota, on the 5th day of April, 1986.

This Certificate is executed pursuant to Title 10, Chapter 15 of the North Dakota Century Code.

Northwest Mutual Aid Telephone Corporation was initially incorporated under the Mutual Aid laws of the State of North Dakota, which laws were thereafter amended, and this Corporation became subject to the Cooperative Association Chapter of Title 10 of the North Dakota Century Code.

The total number of members of the Cooperative at the time of the annual meeting was 3,664. The total number of members present at the annual meeting on the 5th day of April, 1986 was 123. The number of members voting for the Amended and Restated Articles of Incorporation was 122, the number of members voting against the Amended and Restated Articles of Incorporation was 1.

Notice of the Meeting of Members and a copy of the proposed Amended and Restated Articles of Incorporation were mailed to all of

Certificate No. 342
 Filing Date 4-9 1986
Dennis L. Johnson
 (Secretary of State)
 State of North Dakota

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BEN MEIER
 SEC. OF STATE
 APR 9 11 22 AM '86

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the members by depositing said Notice in the United States Post Office at Ray, North Dakota, with postage prepaid, by regular mail, on the 21st day of March, 1986 pursuant to the notice requirements of the By-Laws.

That a quorum of members were present at said meeting pursuant to the By-Laws of Northwest Mutual Aid Telephone Corporation.

The Amended and Restated Articles of Incorporation of Northwest Mutual Aid Telephone Corporation are as follows:

ARTICLE I.

The name of the cooperative is:

NORTHWEST COMMUNICATIONS COOPERATIVE, A Cooperative Association

ARTICLE II.

This corporation was originally incorporated under the Mutual Aid Laws of the State of North Dakota and is now subject to the Cooperative Association Provisions of Title 10, Chapter 15 of the North Dakota Century Code. It shall have perpetual existence.

ARTICLE III.

The purpose for which the cooperative is organized is to furnish, improve and expand communication services and to engage in any other activity within the purpose for which cooperatives may be organized.

ARTICLE IV.

The principal office and place where the principal business of the cooperative will be transacted is Ray, North Dakota.

ARTICLE V.

The cooperative is organized without capital stock, and the property rights and the interests of the members shall be equal. The

general rules applicable to members by which the property rights and interest respectively of each member shall be determined and fixed are as follows:

Upon dissolution, after (a) all debts and liabilities of the cooperative shall have been paid; (b) all capital furnished by members through patronage shall have been retired as provided in the By-Laws; and (c) the property and assets of the cooperative shall be distributed among the members and former members in proportion to the ratio that the unretired capital credits of each bear to the total unretired capital credits of all such members and former members.

ARTICLE VI.

The members authorize the borrowing of amounts from time to time by the cooperative from any lender and the United States of America pursuant to the Rural Electrification Act of 1936, as from time to time amended, such loans to be in such amounts, not exceeding in the aggregate \$20,000,000.00, and upon such terms as the Board of Directors shall deem advisable, to finance the construction, acquisition and operation of such communication systems, exchanges, subscribers' stations, and other plant and equipment and facilities necessary or appropriate for a telephone or communication system, as the Board of Directors shall, from time to time, determine upon, as the Board of Directors is further authorized to cause the proper officers from time to time to execute, seal and deliver, on behalf of the cooperative, notes, bonds or other evidences of indebtedness to evidence indebtedness incurred pursuant to the authorization herein contained, all upon such terms as the Board of Directors shall determine.

The members authorize the mortgaging of all of the property of the cooperative, now owned or hereafter acquired, to secure such loans as may be made at any time or times by any lender and by the United

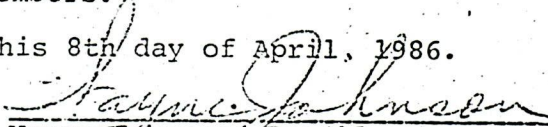
States of America to the cooperative, pursuant to the Rural Electrification Act of 1936, as from time to time amended, limited in aggregate amount as aforesaid, and to secure all notes, bonds or other evidences of indebtedness evidencing the indebtedness created by such loans, all upon such terms as the Board of Directors shall determine.

Without limiting the generality of the foregoing, the Board of Directors is authorized to cause the proper officers on behalf of the cooperative to execute and deliver as many counterparts as shall be deemed necessary.

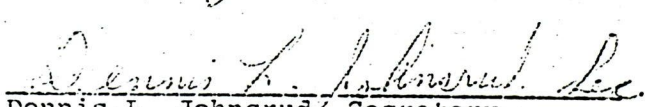
ARTICLE VII.

The Board of Directors shall adopt By-Laws for the Cooperative which may be amended from time to time by the Board. Copies of the By-Laws and any amendments thereto shall be furnished to each member, and any amendments to the By-Laws shall be reported to the members at the next regular meeting of the members.

DATED at Ray, North Dakota this 8th day of April, 1986.


Wayne Johnson, President

(CORPORATE)
(SEAL)


Dennis L. Johnsrud, Secretary

No 342



RESTATED CERTIFICATE OF INCORPORATION
OF

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Restated Articles of Incorporation of NORTHWEST MUTUAL AID TELEPHONE CORPORATION duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE ASSOCIATION 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 Restated Certificate of Incorporation to NORTHWEST COMMUNICATIONS COOPERATIVE, A Cooperative Association and attaches hereto a duplicate original of the Restated 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 Bismarek, this Ninth day of April A.D., 1986

Ben Meier Secretary of State

By _____ Deputy

File No. 5920 Coop.



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 39 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".

Alvin A. Jaeger
SECRETARY OF STATE


DATED: 10-21-64
BY: JS

CERTIFICATION

STATE OF NORTH DAKOTA)
) SS
COUNTY OF BURLEIGH)

I, ELMER OLSON, duly appointed, qualified and acting Secretary and Legal Keeper of the records of the Public Service Commission of the State of North Dakota, do hereby certify that the hereto attached is a true and correct copy of the Order of the Public Service Commission dated April 21, 1958, entered in Case No. 5667, granting the application of Northwest Mutual Aid Telephone Corporation of Ray, North Dakota: (1) For a certificate of public convenience and necessity to construct and operate telephone facilities; (2) For authority to purchase certain existing telephone property; and, (3) For authority to make a long term loan from the Rural Electrification Administration, the original of which appears of record and is on file in the office of the said Public Service Commission of the State of North Dakota.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Public Service Commission of the State of North Dakota, at Bismarck, North Dakota, this 22nd day of April, 1958.



Secretary, Public Service Commission
of the State of North Dakota

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the application of)
Northwest Mutual Aid Telephone Corp-)
oration, of Ray, North Dakota: (1))
For a certificate of public convenience)
and necessity to construct and operate)
telephone facilities; (2) For authority)
to purchase certain existing telephone)
property; and, (3) For authority to make)
a long term loan from the Rural Electri-)
fication Administration.)

CASE NO. 5667

FINDINGS OF FACT,
CONCLUSIONS AND ORDER

By the Commission:

On March 6, 1958 Northwest Mutual Aid Telephone Corporation of Ray, North Dakota filed an application with this Commission: (1) For a certificate of public convenience and necessity to construct and operate telephone facilities; (2) For authority to purchase certain existing telephone property; and, (3) For authority to make a long term loan from the Rural Electrification Administration.

The application was set for public hearing at Powers Lake, North Dakota on April 3, 1958; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner Martin Vaaler, and the following appearances were entered:

DEAN WINKJER, Williston, North Dakota, appearing as Attorney for Applicant.

CLARENCE E. BRYANT, Bismarck, North Dakota, appearing as Chief Engineer for the Public Service Commission.

FINDINGS OF FACT

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

- (1) Applicant, Northwest Mutual Aid Telephone Corporation, is a non-profit membership corporation organized and existing under the laws of the State of North Dakota. The Corporation owns and operates telephone exchanges at Alamo, Columbus,

posed telephone facilities is \$272,000. The proposed facilities will not duplicate or interfere with the service or system of any other telephone company. Applicant has employed engineers experienced in the field of telephony to furnish plans and specifications for the proposed facilities and to supervise the construction thereof. Applicant plans to complete construction of the proposed system in 1958 or early in 1959.

- (3) Applicant also proposes to purchase operating rights and privileges of the Farmers Mutual Telephone Company of Powers Lake, North Dakota. Said Company operates a manual magneto telephone system serving 268 subscribers in, and in the vicinity of, Powers Lake, North Dakota. The existing telephone system is old and obsolete by modern standards and the company is not financially able to modernize and expand the present system. The Farmers Mutual Telephone Company will continue present operations until Applicant has its proposed dial telephone system constructed and ready to operate.
- (4) Applicant plans to furnish telephone service from its Powers Lake exchange to subscribers now served by the Lunds Valley Telephone Company, a rural telephone company serving 26 subscribers and switched at Powers Lake by the Farmers Mutual Telephone Company. The Lunds Valley Telephone Company has agreed in writing to discontinue operations when Applicant has dial telephone service available in the area now served by it.
- (5) Applicant also plans to provide telephone service from its Powers Lake exchange to 7 rural subscribers now served by the White Earth Farmers Mutual Telephone Company. Said Company has agreed in writing to release those subscribers to Applicant, and each of said subscribers has made application to Applicant for telephone service.
- (6) Applicant also proposed to borrow from the United States of America, acting through the Rural Electrification Administration, the sum of \$272,000 for the purpose of financing acquisition and construction of the telephone facilities herein described. The proposed loan will be advanced to Applicant from time to time as required. The loan will be evidenced by notes bearing interest at the rate of two (2) percent per annum and payable within 35 years from the date thereof. Principal repayments will be deferred during the first three (3) years of the loan period but interest on the loan will be payable quarterly during that period. Thereafter quarterly payments calculated to repay the principal amount of the notes, with interest, become due and payable. The notes will be secured by a mortgage on all assets of Applicant now owned or hereafter acquired. The proposed loan will be secured equally and ratably with prior loans from the United States of America previously approved by this Commission.
- (7) Applicant plans to apply its existing system rates, charges and rules and regulations, heretofore approved by this Commission, for the furnishing of dial telephone service in the exchange at Powers Lake, North Dakota.

CONCLUSIONS

(4) that application of Applicant's existing system rates and charges for the furnishing of dial telephone service in the areas involved herein is fair and reasonable.

ORDER

NOW, THEREFORE, IT IS ORDERED that Northwest Mutual Aid Telephone Corporation, of Ray, North Dakota be and hereby is:

(1) Issued a certificate of public convenience and necessity to construct and operate telephone facilities in parts of Burke and Mountrail Counties, North Dakota shown outlined in red on ACD Map No. 2, included as part of Exhibit No. 4 in this proceeding, excluding such territories or areas therein served by existing unacquired or unabandoned telephone companies or systems.

(2) Authorized to purchase operating rights and privileges of the following telephone company:

<u>Name of Company</u>	<u>Address</u>
Farmers Mutual Telephone Co.	Powers Lake, N. Dak.

(3) Authorized to borrow from the United States of America, acting through the Rural Electrification Administration, the sum of \$272,000 upon the terms and conditions and for the purposes set forth herein.

(4) Authorized to mortgage to the United States of America all property now owned or hereafter acquired by it in the State of North Dakota to secure payment of the principal of, and interest on, the above described loan.

(5) Authorized to apply its existing system rates, charges, and general rules and regulations for the furnishing of telephone service in the exchange at Powers Lake, North Dakota.

Dated at Bismarck, North Dakota, this 21st day of April, 1958.

BY THE COMMISSION:

/s/ ERNEST D. NELSON
President

(S E A L)

/s/ ANSON J. ANDERSON
Commissioner

/s/ MARTIN VAALER
Commissioner

ATTEST:

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the application of)
Northwest Mutual Aid Telephone Corp-)
oration of Ray, North Dakota for a)
certificate of public convenience and)
necessity to construct and operate)
telephone facilities.)

CASE NO. 5647

FINDINGS OF FACT,
CONCLUSIONS AND ORDER

By the Commission:

On November 21, 1957 Northwest Mutual Aid Telephone Corporation of Ray, North Dakota filed an application with this Commission for a certificate of public convenience and necessity to construct and operate telephone facilities.

The application was set for public hearing at Grenora, North Dakota on December 19, 1957; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner Martin Vaaler, and the following appearances were entered:

DEAN WINKJER, Williston, North Dakota appearing as Attorney for Applicant.

CLARENCE E. BRYANT, Bismarck, North Dakota appearing as Chief Engineer for the Public Service Commission.

FINDINGS OF FACT

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

- (1) Applicant, Northwest Mutual Aid Telephone Corporation, is a non-profit membership corporation organized and existing under the laws of the State of North Dakota. The Company owns and operates telephone exchanges at Alamo, Bowbells, Columbus, Epping, Flaxton, Grenora, Lignite, Marmon, McGregor, Ray, Round Prairie and Wildrose, North Dakota with approximately 1950 telephones in service.
- (2) Applicant now owns and operates the telephone exchange at Grenora, North Dakota. The Company serves 131 subscribers in the Village of Grenora and furnishes switching service for 68 rural subscribers on lines owned by independent connecting companies. Applicant's existing telephone system in Grenora is a manual common battery system.

- (3) Applicant proposes herein to convert its exchange at Grenora, North Dakota to dial operation and to improve and expand telephone facilities in the Grenora exchange area. The proposed service area is shown outlined in red on ACD map No. 1, included as part of Exhibit No. 1 in this proceeding. Applicant estimates that after a 5-year development period it will furnish telephone service for approximately 375 subscribers in its Grenora exchange, including 160 rural subscribers now without telephone service. The estimated cost of construction of the proposed telephone facilities is \$273,800. The proposed telephone facilities will not duplicate or interfere with the service or system of any other telephone company. Applicant has employed engineers experienced in the field of telephony to furnish plans and specifications for the proposed facilities and to supervise the construction thereof. Applicant plans to complete installation of the proposed facilities during 1958.
- (4) The existing rural telephone companies furnishing service in the vicinity of Grenora have agreed in writing to discontinue operations when Applicant has modern dial service available in the area. The existing rural telephone system are old and are not adequately or efficiently serving the area.
- (5) Applicant will obtain funds to finance construction of the proposed telephone facilities through a loan from the Rural Electrification Administration and from subscribers' membership and equity fees. Applicant plans to apply its schedule of system rates and charges for the furnishing of telephone service in the Grenora exchange after conversion to dial operation. Present rates and charges will remain in effect until the exchange is converted to dial operation.

CONCLUSIONS

Upon consideration of the foregoing findings of fact the Commission concludes that present and future public convenience and necessity require construction and operation of the proposed telephone facilities.

ORDER

NOW, THEREFORE, IT IS ORDERED that Northwest Mutual Aid Telephone Corporation, of Ray, North Dakota be and hereby is issued a certificate of public convenience and necessity to construct and operate telephone facilities in parts of Divide and Williams Counties, North Dakota shown outlined in red on ACD map No. 1, included as part of Exhibit No. 1 in this proceeding, exclusive of such territories or areas therein served by existing unacquired or unabandoned telephone companies or systems.

IT IS FURTHER ORDERED that said certificate shall not preclude the issuance of certificates of public convenience and necessity to other telephone companies or associations for construction and operation of rural telephone lines in the above described territory if, after due notice and hearing, it appears that the issuance of said certificates is consistent with the public interest.

Dated at Bismarck, North Dakota, this 24th day of February, 1958.

BY THE COMMISSION:

ERNEST D. NELSON
President

ANSON J. ANDERSON
Commissioner

MARTIN VAALER
Commissioner

(S E A L)

ATTEST:

Ehmer Olson
Secretary

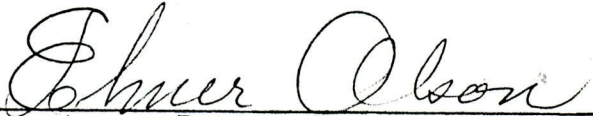
"Buy DAKOTA MAID Flour"

CERTIFICATION

'STATE OF NORTH DAKOTA)
County of Burleigh) SS

I, ELMER OLSON, duly appointed, qualified and acting Secretary and Legal Keeper of the records of the Public Service Commission of The State of North Dakota, do hereby certify that the hereto attached is a true and correct copy of the Order of the Public Service Commission dated February 24, 1958, entered in Case No. 5646, granting the application of Northwest Mutual Aid Telephone Corporation, of Ray, North Dakota, for authority to purchase telephone property and for a Certificate of Public Convenience and Necessity, the original of which appears of record and is on file in the office of the said Public Service Commission of the State of North Dakota.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Public Service Commission of The State of North Dakota, at Bismarck, North Dakota, this 25th day of February, 1958.


Secretary, Public Service
Commission State of North Dakota

STATE OF NORTH DAKOTA

* * * * *

In the Matter of the application of Northwest Mutual Aid Telephone Corporation, of Ray, North Dakota: (1) For a certificate of public convenience and necessity to construct and operate telephone facilities; and, (2) For authority to purchase certain existing telephone property.

CASE NO. 5646

FINDINGS OF FACT, CONCLUSIONS AND ORDER

By the Commission:

On November 21, 1957 Northwest Mutual Aid Telephone Corporation, of Ray, North Dakota, filed an application with this Commission: (1) For a certificate of public convenience and necessity to construct and operate telephone facilities; and, (2) For authority to purchase certain existing telephone property.

The application was set for public hearing at Bowbells, North Dakota, on December 19, 1957; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner Martin Vaaler, and the following appearances were entered:

DEAN WINKJER, Williston, North Dakota, appearing as Attorney for Applicant.

CLARENCE E. BRYANT, Bismarck, North Dakota, appearing as Chief Engineer for the Public Service Commission.

FINDINGS OF FACT

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

- (1) Applicant, Northwest Mutual Aid Telephone Corporation, is a non-profit membership corporation organized and existing under the laws of the State of North Dakota. The Company owns and operates telephone exchanges at Alamo, Columbus, Epping, Flaxton, Grenora, Lignite, Marmon, McGregor, Ray, Round Prairie and Wildrose, North Dakota, with approximately 1,950 telephones in service.
(2) Applicant proposes herein to purchase the existing telephone property in the City of Bowbells, North Dakota, from the Bowbells Telephone Company. The Bowbells Telephone Company now operates a manual magneto telephone system serving 198 subscribers in the City of Bowbells. The Company also furnishes switching service for 109 rural subscribers on lines owned by independent connecting companies.
(3) Applicant plans to convert the exchange at Bowbells, North Dakota, to dial operation and to improve and expand rural telephone facilities in the Bowbells exchange area. The proposed Bowbells exchange area is shown outlined in red on ACD map No. 1, included as part of Exhibit No. 1 in this proceeding. Applicant estimates that after a 5-year

development period it will furnish telephone service for approximately 400 subscribers in the Bowbells exchange, including 65 rural subscribers now without telephone service. The estimated cost of construction of the proposed telephone facilities is \$199,500. The proposed telephone facilities will not duplicate or interfere with the service or system of any other telephone company. Applicant has employed engineers experienced in the field of telephony to furnish plans and specifications for the proposed facilities and to supervise the construction thereof. Applicant plans to complete installation of the proposed system during 1958.

- (4) The Farmers Cooperative Telephone Company, and the Woburn Telephone Company, now furnish telephone service for 109 rural subscribers in the Bowbells exchange area. Each of said companies has agreed in writing to discontinue operations when Applicant has modern dial service available in the area. The existing rural telephone systems are old and obsolete and are not providing adequate and efficient telephone service.
- (5) Applicant will obtain funds to finance acquisition of existing telephone facilities, and construction of new facilities, in the Bowbells exchange through a loan from the Rural Electrification Administration and from subscribers' membership and equity fees. Applicant plans to apply its schedule of system rates and charges for the furnishing of telephone service in the Bowbells exchange after conversion to dial operation. Present rates and charges will remain in effect until the exchange is converted to dial operation.

CONCLUSIONS

Upon consideration of the foregoing findings of fact the Commission concludes:

- (1) That the proposed sale and transfer of existing telephone property in the City of Bowbells, North Dakota, is consistent with the public interest; and, (2) that present and future public convenience and necessity require construction and operation of the proposed telephone facilities.

O R D E R

NOW, THEREFORE, IT IS ORDERED that Northwest Mutual Aid Telephone Corporation, of Ray, North Dakota, be and hereby is:

- (1) Authorized to purchase the existing telephone property now owned by Bowbells Telephone Company, of Bowbells, North Dakota, pursuant to terms and conditions of the instrument identified as Exhibit No. 2 in this proceeding.
- (2) Issued a certificate of public convenience and necessity to construct and operate telephone facilities in parts of Burke and Ward Counties, North Dakota, shown outlined in red on ACD map No. 1, included as part of Exhibit No. 1 in this proceeding, exclusive of such territories or area therein served by existing unacquired or unabandoned telephone companies or systems.

IT IS FURTHER ORDERED that said certificate shall not preclude the issuance of certificates of public convenience and necessity to other telephone companies

or associations for construction and operation of rural telephone lines in the above described territory if, after due notice and hearing, it appears that the issuance of said certificates is consistent with the public interest.

Dated at Bismarck, North Dakota, this 24th day of February, 1958.

BY THE COMMISSION:

ERNEST D. NELSON
President

ANSON J. ANDERSON
Commissioner

MARTIN VAALER
Commissioner

(S E A L)

ATTEST:

Elmer Olson
Secretary

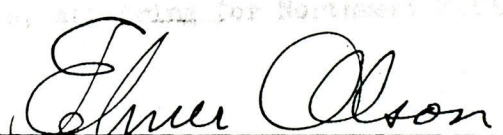
BUY DAKOTA MAID FLOUR

CERTIFICATION

STATE OF NORTH DAKOTA)
) SS
County of Burleigh)

I, ELMER OLSON, duly appointed, qualified and acting Secretary and Legal Keeper of the records of the Public Service Commission of the State of North Dakota, do hereby certify that the hereto attached is a true and correct copy of Findings of Fact, Conclusions and Order of the Public Service Commission dated August 26, 1954, granting the application of Northwest Mutual Aid Telephone Corporation, of Columbus, North Dakota: (1) for certificate of public convenience and necessity to construct and operate a telephone system; and, (2) For authority to purchase certain existing telephone properties, the original of which appears of record and is on file in the office of the Public Service Commission of the State of North Dakota.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Public Service Commission of the State of North Dakota, at Bismarck, North Dakota, this 17th day of November, 1954.



Secretary, Public Service Commission
of the State of North Dakota.

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Application of Northwest Mutual Aid Telephone Corporation, of Columbus, North Dakota: (1) For a certificate of public convenience and necessity to construct and operate a telephone system; and, (2) For authority to purchase certain existing telephone properties.

CASE NO. 5194

FINDINGS OF FACT, CONCLUSIONS AND ORDER

By the Commission:

On August 4, 1954, Northwest Mutual Aid Telephone Corporation, of Columbus, North Dakota, filed an application with the Public Service Commission: (1) For a certificate of public convenience and necessity to construct and operate a telephone system; and, (2) For authority to purchase certain existing telephone properties.

The application was set for public hearing at Ray, North Dakota, on August 16, 1954; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner E. H. Brant, and the following appearances were entered:

Dean Winkjer, Williston, North Dakota, appearing for Northwest Mutual Aid Telephone Corporation, Applicant.

Clarence E. Bryant, Chief Engineer, Public Service Commission.

FINDINGS OF FACT

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

- (1) Applicant, Northwest Mutual Aid Telephone Corporation, is a membership corporation organized and existing under the laws of the State of North Dakota for the purpose of furnishing telephone service to members at cost and not for profit.

cluded as part of Exhibit No. 1 in this proceeding. Telephone service is now furnished for 226 subscribers in said exchanges, including 34 company-owned rural subscribers and 25 rural switched stations. After a five-year development period, Applicant estimated that it will serve 563 subscribers in the Columbus, Flaxton and Lignite exchanges, including about 217 new rural subscribers by construction of the proposed rural telephone facilities. It is the plan and purpose of the Cooperative to provide telephone service for the widest practicable number of rural subscribers in its proposed service area. A substantial number of occupied farms in the Columbus, Flaxton and Lignite exchange areas are now without telephone service.

(3) Applicant proposes to install modern dial telephone facilities exclusively. The Cooperative plans to convert its existing magneto exchange at Flaxton, North Dakota, to dial operation, and to rehabilitate and modernize existing rural telephone facilities. The Columbus and Lignite exchanges are now dial operated.

(4) Applicant has entered into an agreement to purchase telephone facilities now owned by the Foothills Rural Telephone Company. Said facilities serve 19 rural subscribers and are furnished switching service from the Lignite exchange. The facilities to be acquired are generally obsolete and in need of considerable maintenance and repair. Applicant plans to rehabilitate the acquired telephone system, and to furnish modern dial telephone service to subscribers now served by the Foothills Rural Telephone Company.

(5) Funds for construction of new telephone facilities, and for acquisition of existing telephone facilities, in Applicant's proposed service area will be obtained from subscribers' membership fees and from a loan from the Rural Electrification Administration. Applicant has employed engineers, experienced in the field of telephony, to furnish plans and specifications for the proposed telephone system and to supervise the construction thereof.

C O N C L U S I O N S

Upon consideration of the foregoing findings of fact, the Commission concludes: (1) That present and future public convenience and necessity require construction and operation of the proposed telephone system upon

Corporation, of Columbus, North Dakota, be issued a certificate of public convenience and necessity to construct and operate a telephone system in the Counties of Burke and Divide in the State of North Dakota, as shown on the map entitled "Area Coverage Design" included as part of Exhibit No. 1 in this proceeding, exclusive of such territories or areas therein served by existing unacquired telephone companies or systems.

IT IS FURTHER ORDERED that said certificate of public convenience and necessity shall not preclude the issuance of certificates of public convenience and necessity to non-profit cooperative corporations or mutual associations for construction and operation of rural telephone lines in the above described territory if, after due notice and hearing, it appears that the issuance of said certificates of public convenience and necessity is consistent with the public interest.

IT IS FURTHER ORDERED that Northwest Mutual Aid Telephone Corporation be and hereby is authorized to purchase telephone plant and equipment now owned by the Foothills Rural Telephone Company, of Lignite, North Dakota.

Dated at Bismarck, North Dakota, this 26th day of August, 1954.

BY THE COMMISSION:

ELMER W. CART
President

E. H. BRANT
Commissioner

ATTEST:

Elmer Olson
Secretary

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Application of Northwest Mutual Aid Telephone Corporation, of Columbus, North Dakota: (1) For a Certificate of Public Convenience and Necessity to construct and operate a telephone system; and (2) For authority to purchase certain existing telephone properties.

CASE NO. 4944

FINDINGS OF FACT AND ORDER

By the Commission: On September 17, 1952, Northwest Mutual Aid Telephone Corporation, of Columbus, North Dakota, filed an application with the Public Service Commission: (1) For a Certificate of Public Convenience and Necessity to construct and operate a telephone system in the Counties of Williams, McKenzie, Burke, Mountrall, Divide and Renville in the State of North Dakota; and (2) For authority to purchase certain telephone properties hereinafter described.

The application was set for public hearing at Williston, North Dakota, on October 16, 1952; all interested parties were notified of said hearing in the manner provided by law; and at the time and place of hearing the following appearances were entered: Dean Winkjer and Everett E. Palmer, Williston, North Dakota, appearing in behalf of applicant; R. W. Wheeler, Commerce Counsel; Frank Wlko, Chief Accountant; Clarence E. Bryant, Chief Engineer, for the Public Service Commission.

FINDINGS OF FACT

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

- (1) The Applicant, Northwest Mutual Aid Telephone Corporation, is a non-profit membership corporation organized under laws of the State of North Dakota for the purpose of furnishing telephone service to members at cost and not for profit.
(2) Applicant proposes at this time to construct and operate a telephone system located principally in Williams County with line extensions in Divide and Burke Counties, as shown in detail on Exhibit No. 23 in this proceeding. Applicant plans eventually to

furnish telephone service in other areas in North Dakota in addition to the above described territory.

An estimated 1806 subscribers will be served by construction and operation of telephone facilities

involved herein, of which about 1300 will be rural telephone subscribers. It is the plan and purpose of the Cooperative to provide telephone service for the widest practical number of rural subscribers in its proposed service area.

A substantial number of occupied farms in the Cooperative's proposed service area are now without telephone service.

(3) Applicant proposes to install modern dial telephone facilities exclusively. New dial telephone exchanges will be established at Marmon and Round Prairie, in Williams County, North Dakota, and

existing magneto exchanges at Alamo, Epping, McGregor, Ray and Wildrose, North Dakota, will be converted to dial operation. All dial exchanges

will be unattended but dial assistance service will be available to subscribers from Northwestern Bell Telephone Company at Williston, North Dakota. Ex-

changed scope telephone exchange service will be available to subscribers in the following exchanges:

Marmon, Round Prairie and Williston; Epping and Williston; Wildrose and McGregor; and possibly

McGregor and Tioga or Powers Lake.

(4) Applicant has entered into agreements to purchase telephone facilities now owned and operated by the

following Companies: Williams County Mutual Telephone Company, Ray, North Dakota; Epping Telephone

Company, Epping, North Dakota; Tri-County Telephone Company, McGregor, North Dakota; Wildrose Mutual

Telephone Company, Wildrose, (North Dakota); Farmers Northwest Telephone Company, Williston, North Dakota;

and Williams County Farmers Mutual Telephone Company, Williston, North Dakota. Said Companies now furnish

telephone service for approximately 640 subscribers in the area proposed to be served by the Cooperative.

Telephone facilities owned and operated by the above Companies are generally obsolete and in need of considerable maintenance and repair. Rural telephone

lines owned by said Companies are mainly of the grounded (one-wire) type, and service thereon is generally unsatisfactory due to inductive interference caused by rural electric power line construction in the vicinity thereof. Applicant proposes

to install modern dial telephone facilities, to metallicize rural telephone lines, to reduce the

number of subscribers per rural line, and to replace obsolete equipment of acquired telephone systems,

and to replace

obsolete equipment of acquired telephone systems,

(5) Money for construction of new telephone facilities, and for acquisition of existing telephone facilities

in the Cooperative's proposed service area, will be obtained by Applicant from a membership fee of \$50

per member, and from a loan of not to exceed \$1,562,000 from the United States Government through the Rural

Electrification Administration. Applicant has employed engineers, experienced in the field of telephony, to

furnish plans and specifications for the proposed telephone system and to supervise the construction thereof.

CONCLUSIONS

Upon consideration of the foregoing findings of fact, the Commission concludes that issuance of a Certificate of Public Convenience and Necessity to Northwest Mutual Aid Telephone Corporation, of Columbus, North Dakota, to construct and operate a telephone system upon the terms and conditions set forth hereinafter, and that authorization to acquire existing telephone properties herein described, is consistent with the public interest.

ORDER

NOW, THEREFORE, IT IS ORDERED that Northwest Mutual Aid Telephone Corporation, of Columbus, North Dakota, be issued a Certificate of Public Convenience and Necessity to construct and operate a telephone system in the Counties of Williams, Divide and Burke in the State of North Dakota, as shown in Exhibit No. 2 in this proceeding, exclusive of such territories or areas therein served by existing unacquired telephone companies or systems. Minor extensions of telephone facilities by Applicant, or by other telephone companies or systems, to serve subscribers in territory contiguous to telephone service areas shown in Exhibit No. 2, may be constructed if mutually agreeable to the telephone companies involved, or upon specific authorization by this Commission.

IT IS FURTHER ORDERED that said Certificate of Public Convenience and Necessity shall not preclude the issuance of certificates of public convenience and necessity to other non-profit cooperative or mutual associations for construction and operation of rural telephone lines in the above described territory if, after due notice and hearing, it appears that the issuance of said certificates of public convenience and necessity is consistent with the public interest.

IT IS FURTHER ORDERED that Northwest Mutual Aid Telephone Corporation be and is hereby authorized to acquire telephone plant and equipment now owned and operated by the following companies:

- (1) Williams County Mutual Telephone Company
Ray, North Dakota
- (2) Epping Telephone Company
Epping, North Dakota
- (3) Tri-County Telephone Company
McGregor, North Dakota

(4) Wildrose Mutual Telephone Company
Wildrose, North Dakota

(5) Farmers Northwest Telephone Company
Williston, North Dakota

(6) Williams County Farmers Mutual Telephone Company
Williston, North Dakota

IT IS FURTHER ORDERED that Northwest Mutual Aid Telephone Corporation shall continue present operations of acquired telephone systems, pending rehabilitation, and conversion to dial operation.

Dated at Bismarck, North Dakota, this 30th day of October, 1952.

BY THE COMMISSION:

ERNEST D. NELSON
President

ELMER W. CART
Commissioner

E. H. BRANT
Commissioner

ATTEST:

Elmer Olson
Secretary

Buy "DAKOTA MAID" Flour

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

NORTHWEST COMMUNICATIONS COOPERATIVE, A
COOPERATIVE ASSOCIATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that NORTHWEST COMMUNICATIONS COOPERATIVE, A COOPERATIVE ASSOCIATION, a North Dakota COOPERATIVE ASSOCIATION, was incorporated in this office on October 19, 1951 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 COOPERATIVE ASSOCIATION.

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

NORTHWEST COMMUNICATIONS COOPERATIVE, A
COOPERATIVE ASSOCIATION

Issued: September 2, 1999

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

Alvin A. Jaeger
Secretary of State

ARTICLES OF INCORPORATION

of

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

To: Thomas Hall, Secretary of State.

We, the undersigned, residents of the State of North Dakota and of the territory to be served thereby, for the purpose of forming a corporation, (hereinafter referred to as the "Cooperative") under the "Mutual Aid Corporation Act" of the State of North Dakota, do hereby adopt the following articles of incorporation:

1. The name of the corporation is Northwest Mutual Aid Telephone Corporation.
2. The purpose for which the corporation is organized is to furnish, improve and expand telephone service.
3. The place where the principal business of the Cooperative will be transacted is Columbus, North Dakota.
4. The area which this Cooperative is to operate in will be the Counties of McKenzie, Williams, Divide, Burk, and Mountrail.
5. The Cooperative is organized without capital stock and the property rights and interests of the members shall be equal. The general rules applicable to all members by which the property rights and interests respectively of each member shall be determined and fixed are as follows:

Upon dissolution, after (a) all debts and liabilities of the Cooperative shall have been paid, and (b) all capital furnished through patronage shall have been retired as provided in the bylaws, the remaining property and assets of the Cooperative shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all such members.

6. The Corporation is authorized to borrow money in an amount not to exceed Five Million and No/100- - (\$5,000,000) dollars.

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7. The names and residences of the persons who shall constitute the first board of directors of the Cooperative and who shall serve until their successors are elected and qualified are:

<u>Name</u>	<u>Residence</u>
J. Agnes Lucy	Coteau, North Dakota
George Bourdeau	Columbus, North Dakota
Arthur S. Johnson	Ray, North Dakota
Olaf Opdahl	Tioga, North Dakota
Harvey P. Jacobson	Crosby, North Dakota
Edwin Dorahl	Stady, North Dakota
Alvin Anderson	Epping, North Dakota

THE NUMBER OF DIRECTORS 7.

8. That the time for which this Corporation is to execute is not limited but it shall have Perpetual Existence unless dissolved according to law.

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IN WITNESS WHEREOF, we have hereunto set our hands and seal this 3

day of October, 1951.

J. Agnes Lucy (SEAL)
George Bourdeau (SEAL)
Arthur S. Johnson (SEAL)
Claf Opedahl (SEAL)
Harvey P. Jacobson (SEAL)
Edwin Dordahl (SEAL)
Alvin Anderson (SEAL)

STATE OF NORTH DAKOTA)
 :SS
COUNTY OF WILLIAMS)

On this 3 day of October, 1951, before me, Dean
Winkjer, a Notary Public in and for Williams County,
State of North Dakota, personally appeared J. Agnes Lucy,
George Bourdeau, Arthur S. Johnson,
Claf Opedahl, Harvey P. Jacobson,
Edwin Dordahl, and Alvin Anderson,

known to me to be the persons whose names are subscribed to the foregoing instru-
ment and severally duly acknowledged to me that they executed the same.

My commission expires: 9/21/53

Dean Winkjer
Notary Public
Williams County
North Dakota

Personal Service of the

by copy is hereby admitted
this _____ day of _____
19____, at _____
/s/ _____
Attorney For _____
DEAN WINKJER ATTORNEY-AT-LAW Graphic Bldg. WILLISTON, NORTH DAKOTA
Attorney For _____

Certificate No. 13,960
 Articles of Incorporation
 of
 Northwest Mutual Aid
 Telephone Corporation
 of
 Williston, N. Dak.

STATE OF NORTH DAKOTA
 Department of State
 For record and certificate issued
 on 19th day of October
 1951 and
 recorded in Volume two
Successors Record
(Mutual Aid Corporation)
 Page 23
James Hall
 SECRETARY OF STATE
 DEPUTY
Fee \$5.00

DUPLICATE

No. 13960

PRIVATE CORPORATIONS

UNITED STATES OF AMERICA



DEPARTMENT OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

Whereas, J. AGNES LUCH BERNIE BOURDEAU ARTHUR S. JOHNSON

and others have filed in this office a declaration in writing or ARTICLES OF INCORPORATION, as provided by the laws of this State, setting forth all the facts required to be stated therein, and have in all respects complied with the requirements of the law governing the formation of private corporations:

Now, therefore, I, THOMAS HALL, Secretary of State of the State of North Dakota, by virtue and authority of law, do hereby certify that said parties, their associates and successors, have become a body politic and corporate, under the Corporate name of

NORTHWEST MUTUAL AND TELEPHONE CORPORATION (COLUMBUS, BURKE CO.)

and by that name have a right to sue and be sued, purchase, hold and convey real and personal property, and to have and enjoy all the rights and privileges granted to a private corporation under the laws of this state, subject to their articles of incorporation, and all legal restrictions and liabilities in relation 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 THIRTEEN

day of October A. D. 19 52

SEAL

THOMAS HALL
SECRETARY OF STATE
By _____
DEPUTY



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It shall be the aim of

NORTHWEST BUREAU AND TELEPHONE COMPANY

to provide dependable area-wide telephone service on the cooperative plan and at the lowest cost consistent with sound economy and good management.

ARTICLE I

OF

NORTHWEST BUREAU AND TELEPHONE COMPANY INC.

ARTICLE I

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Section 1. This corporation was organized or incorporated or was reorganized or re-incorporated for the purpose of carrying on the business of providing telephone service in the State of Washington, and for the purpose of carrying on the activities for the benefit of the community in the State of Washington, as a member of N. W. Mutual Telephone Company, Inc. (hereinafter referred to as "N. W. Mutual").

- (a) The corporation shall be organized and operated for the purpose of providing telephone service in the State of Washington, and for the purpose of carrying on the activities for the benefit of the community in the State of Washington, as a member of N. W. Mutual.
- (b) The corporation shall be organized and operated for the purpose of providing telephone service in the State of Washington, and for the purpose of carrying on the activities for the benefit of the community in the State of Washington, as a member of N. W. Mutual.
- (c) The corporation shall be organized and operated for the purpose of providing telephone service in the State of Washington, and for the purpose of carrying on the activities for the benefit of the community in the State of Washington, as a member of N. W. Mutual.
- (d) The corporation shall be organized and operated for the purpose of providing telephone service in the State of Washington, and for the purpose of carrying on the activities for the benefit of the community in the State of Washington, as a member of N. W. Mutual.

provided, however, that any and all such actions shall be taken in accordance with the provisions of the laws of the State of Washington applicable to an application for membership in the corporation, and shall be subject to the approval of such landline. Any person applying for membership in the corporation shall be deemed to have accepted the terms and conditions of the application, and no person, firm, association, corporation, partnership or individual thereof shall receive a transferable membership until he or it has been accepted for membership by the Board of the corporation, and until he or it has accepted the membership in the Co-op, and no membership shall be transferred, except as provided in these bylaws.

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 concurrence 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 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.

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SECTION 2. Membership Certificates. Membership in the Co-op shall be evidenced by a 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 bylaws, 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 determine.

SECTION 3. Joint Membership. A husband and wife may apply for a joint membership in the Co-op, in accordance with the requirements of Section 1 of these bylaws, provided such membership shall be in the name of "husband and wife" and shall be deemed to include a husband and wife holding a joint membership in the Co-op, and subject to the rights and liabilities of such joint membership. The joint membership shall be deemed to be the property of the Co-op.

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(a) ... shall be deemed as ...
(b) ... shall jointly constitute ...
(c) ...
(d) ...
(e) ...
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(g) ...
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(i) ...
(j) ...

SECTION 4. Termination of Membership. ... may be converted to a non-voting membership ... and the ... of the ... articles of incorporation ... the Board. The ... shall be ... and shall be ... membership status.

(a) Upon the death of either member of a joint membership, such membership shall be terminated. The outstanding membership certificate shall be surrendered and ... in such manner as shall indicate the character of the ... however, that the estate of the deceased shall not be ... from any debts due the Co-op.

SECTION 5. Membership and Service Connection Fees. The membership fee shall be ... (collar), 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.

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SECTION 6. Purchase of Telephone Service. Each member shall, as soon as telephone service is available, make 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 costs of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these bylaws. Each member shall pay to the Co-op such minimum amount per month for telephone services 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 Members In. (a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the Board may prescribe. The Board may by the affirmative vote of not less than two-thirds of all the directors, expel any member who fails to comply with any of the provisions of the articles of incorporation, bylaws, or any rules or 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 of compliance continued for at least ten days after such notice was given. Any expelled member may be reinstated by vote of the Board at its next regular or special meeting. The members of a member who has not received the disconnection of service within thirty (30) days after he has been notified service is available to him, or of a member who has caused to be disconnected telephone service from the Co-op, shall be considered a renunciation of the Board.

(b) Upon the withdrawal, death, cessation of existence or expulsion of a member, the membership of such member shall thereupon terminate, and the member certificate of such member shall be surrendered forthwith to the Co-op. Termination of membership in any way shall not release a member or his estate from any debts due the Co-op.

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

(d) Upon termination of membership for any reason, the Co-op shall not 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 unless a successor in occupancy of the premises served by the Co-op shall have been accepted as a member and a membership fee shall have been paid by or on behalf of such successor in accordance with the provisions of these bylaws. Any refund of membership fees pursuant to this sub-section shall be made in the order in which membership fee shall have been terminated. Prior to the repayment of a membership fee paid by the member, the Co-op shall deduct from the amount of such membership fee the amount of any debts owing from the member to the Co-op.

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ARTICLE III

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

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

ARTICLE IV

MEETINGS

SECTION 1. Annual Meeting. The annual meeting of the members shall be held on 1st Monday in April of each year, beginning with the year 1952, at such place in the Counties of Burke, Williams, Divide, and Montreuil, McKenzie, State of North Dakota, as shall be designated in the notice of the meeting, for the purpose of electing directors, receiving 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 as the designated day shall not constitute 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 directors, by the President, or by at least 25% 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 convene such special meeting to be given at hereinafter provided. Special meetings of the members may be held at any place within the counties of Burke, Williams, Divide, Montreuil, and McKenzie, State of North Dakota, 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, and 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 any such meeting.

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ARTICLE 4. Quorum. As long as the total number of members does not exceed five hundred, ten per centum of the total number of members present in person shall constitute a quorum. In case the total number of members shall exceed five hundred, fifty percent of the total number of the members present in person, whichever shall be the larger, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting to another date and place, and the business of such meeting shall be transacted at the next meeting, absent in person.

ARTICLE 5. Voting. Each member shall be entitled to only one vote upon each matter presented 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 or by proxy as provided in this law, the articles of incorporation or these bylaws.

ARTICLE 6. Order of Business. The order of business at the annual meeting of the members shall be as follows: (1) all other meetings of the members shall be similar.

COPY

1. Reading of the minutes of the last meeting.
2. Report of the officers and directors.
3. Financial statements and reports of the officers and directors.
4. Presentation of reports of the officers and directors.
5. Election of officers.
6. Unfinished business.
7. New business.
8. Adjournment.

ARTICLE 7.

ARTICLE 8.

ARTICLE 1. Board of Directors. The business and affairs of the Co-op shall be managed by the board of directors which shall exercise all of the powers of the Co-op unless such as are or may be conferred by incorporation or these bylaws conferred upon or reserved to the members.

ARTICLE 2. Election and Terms of Office. The persons named as directors in the articles of incorporation shall compose the board until the first annual meeting or until their successors shall have been elected and shall have qualified.

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All directors shall be elected by secret ballot at each annual meeting of the members beginning with the year 1952 by and for the members to serve until the next annual meeting of the members or until their successors shall have been elected and shall be qualified. These elections of directors shall not be held in the day designated herein for the annual meeting, or at any adjournment thereof, if a special meeting of the members shall be held for the purpose of electing directors within a reasonable time thereafter. Directors may be elected by a majority vote of the members.

Section 2. Qualifications. No person shall be eligible to become or continue director of the Co-op who:

- (a) is not a resident of the county in which the Co-op is located;
- (b) is in any way connected with or financially interested in a business which is in competition or in selling, distribution, production or transportation of goods with the business of the Co-op operating in the same or similar territory as the Co-op.

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Upon any violation of the provisions of this section or in violation of any other provision of the Bylaws, the Board of Directors may remove such director from office.

Section 3. Vacancies. Any vacancy in the office of a director shall be filled by the Board of Directors or by the members at a special meeting.

Section 4. Nominations. The Board of Directors of the Co-op shall, not less than thirty (30) days before the date of the meeting of the members at which directors are to be elected, a committee on nominations consisting of not less than five nor more than seven members who shall be selected by the Board of Directors or by a majority vote of the members. The members of the committee shall remain in office until the next annual meeting, shall exercise all powers of the Board of Directors in the absence of the Board, and shall, at least thirty (30) days before the meeting, file with the Secretary a list of nominations which shall include the name and address of each director to be elected. Any fifteen or more members of the Co-op may file with the Secretary a list of nominations which shall comply with the other provisions of this section. The Secretary shall give each nomination a copy of the list of nominations made by the committee or submitted in writing to the Secretary, and the notice of the meeting or adjournment, but at least, and no more than thirty (30) days before the date of the meeting, a statement of the names of the persons to be elected and the names and addresses of the candidates, or either of them. The nominations made by the committee and the notices are made by petition, in any. The ballot to be used in the election shall list the names of the candidates nominated by the committee and the names of the candidates nominated by petition, if any. The chairman shall call for additional nominations from the floor at any time which shall not be closed until at least one minute has passed after which no additional nomination has been made. No member may nominate more than one candidate.

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SECTION 5. Removal of Directors by Members. No director shall be removed from office unless by a vote of two-thirds of the members of the Co-op at a general meeting held after notice of the time and place thereof and of the intention to propose such removal. Meetings of members for this purpose may be called by the president, or by a majority of the directors, or by members holding a least one-half of the Co-op. Such calls must be in writing and addressed to the Secretary who thereupon must give notice of the time, place and object of the meeting in accordance with these bylaws and by whom or on what was called. In case of removal, the vacancy may be filled by election at the next meeting.

SECTION 6. Vacancies. Subject to the provisions of these bylaws with respect to the calling of a meeting, the removal of directors by the members, a vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining directors for the unexpired portion of the term, provided, however, that in the event the vacancy is not filled by the Board within thirty (30) days after the removal, vacancy, the members shall have the right to fill the vacancy at the meeting of the members without compliance with the provisions of these bylaws with respect to resolutions.

SECTION 7. Compensation. No director shall receive any salary for services rendered as a director. The Board may, at its discretion, pay a fee of not more than \$100 per annum to any director who is also an officer of the Co-op. No director shall receive compensation for services rendered as a director, nor shall any director be liable for the payment of damages or costs for services rendered to the Co-op and amount of damages shall be specifically authorized by a vote of the members of the Co-op. No director or officer or agent relative shall have been permitted to receive any salary or compensation.

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SECTION 8. Annual Meeting. A meeting of the Board shall be held at least once a year, but not more than once in any one year, the annual meeting of the Board shall be held on the first day of the month of January, and the Board shall also be held on the first day of the month of January, and the Board shall also be held on the first day of the month of January, and the Board shall also be held on the first day of the month of January, notice of which shall be given through the United States Mail by the Secretary at least ten (10) days prior to the meeting.

SECTION 9. Special Meetings. Special meetings of the Board may be called by the President or by a majority of the directors, 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 directors calling the meeting shall fix the time and place (which shall be in William, Divide, Montrose, McKenzie, and Park, County, North Dakota, for the holding of the meeting.)

SECTION 10. Notice of Directors Meeting. Written notice of the time, place and purpose of any special meeting of the Board shall be delivered to each director not less than five (5) days previous to the meeting either personally or by mail, or by the direction of the Secretary, or upon a date fixed by the Secretary, by the President or the directors calling the meeting. If called, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the director at his residence as it appears on the records of the Co-op, with postage thereon paid.

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

ARTICLE III
OFFICERS

SECTION 1. Officers. The officers of the Co-op shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be determined by the Board from time to time.

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SECTION 2. Election of Officers. The officers shall be elected by ballot, a general election shall be held immediately after the annual meeting of the Board. The Secretary and Treasurer may be elected by the members. If other officers shall be elected, each election shall be held at the same time. Each officer shall hold office until the next meeting following the meeting at which he was elected, and shall be re-eligible. The Board may extend the term of any officer elected by the Board for the purpose of filling the office.

SECTION 3. Removal of Officers. Any officer elected by the Board may be removed by the Board at any meeting. The Board may also remove any officer elected by the members. A resolution of removal shall be passed by a majority of the members of the Board. The officer removed shall be informed in writing of the reasons therefor. The officer removed shall be liable for the same as if he had resigned. The Board may extend the term of any officer removed by the Board for the purpose of filling the office.

SECTION 4. President. The President shall:

- (a) be the principal executive officer of the Co-op and, unless otherwise determined by the members or the Board, shall preside at all meetings of the members and the Board;
- (b) sign, with the Secretary, and file with the Board or the members, any contracts or other instruments authorized by the Board to be executed, except in cases in which the signature and execution thereof shall be expressly authorized by the Board or by those bylaws or any other officer or agent of the Co-op or shall be

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- (c) required by laws 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 motions and resolutions in accordance with these bylaws or as amended by law;
- (c) be guardian of the seal of the Co-op and of the seal of the Co-op and admit the seal of the Co-op to all applications of membership subject to the laws of the State as all laws are, the execution of which is a duty of the Co-op, and to all resolutions and orders issued in accordance with the provisions of these bylaws;
- (d) keep a register of the names and addresses of all members.
- (e) sign, with the Treasurer, all checks and drafts, the issue of which shall be authorized by the Board.
- (f) have charge and custody of the books of the Co-op;
- (g) keep in his office a true and correct copy of the minutes of all meetings and of all resolutions and orders of the Board, and of all amendments thereto (which may be made by the Board) and of the minutes of the Board, and of all resolutions and orders of the Board, and of all amendments thereto (which may be made by the Board); and
- (h) In general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the Board.

SECTION 7. Treasurer. The Treasurer shall:

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

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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 a 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 bylaws with respect to compensation for director and close relatives of director.

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 of its ~~partshold~~ its patrons.

SECTION 2. Patronage Capital in Connection with Furnishing Telephone Service. In the furnishing of telephone service the Co-op's operations shall be so conducted that all patrons will through their patronage furnish capital for the Co-op. In order to induce patronage and to assure that the Co-op will operate on a non-profit basis the Co-op is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of telephone service in excess of operating costs and expenses properly chargeable against the furnishing of telephone service. All such amounts in excess of operating costs and expenses at the moment of receipt by the Co-op are received with the understanding that they are furnished by the patrons as capital. The Co-op is obligated to pay by credits to a capital account for each patron all such amount 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.

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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 priority 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 credits 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 bylaws, 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 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 bylaws 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 bylaws 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 VIII

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

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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 IX.

SEAL

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

ARTICLE X.

FINANCIAL YEAR PROVISIONS

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 contracts and deliver any instrument in the name and on behalf of the Co-op, and such authority may be general or confined to a specific instance.

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 R.R. of the United States of America not less than thirty 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.

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ARTICLE XI

MEMBERSHIP

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 purchase, provided, however, that the Co-op may have 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 conducting in furtherance the cause of a radio-aid rural telephone service, or with the approval of the administrator of such, or any other corporation for the purpose of acquiring telephone facilities or securing more adequate telephone service to its members.

SECTION 2. Notice of Meeting. Any notice of directors may be given in writing, any notice of a meeting shall be given by those means. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting for such meeting and for any adjournment thereof, or directly or indirectly for the purpose of obtaining, to the transaction of any business of the board that the shareholder does not even knowfully either or concerned.

SECTION 3. Election of Directors. The same shall be subject to the rules and regulations of the Co-op, and shall be subject to the articles of incorporation and the bylaws of the Co-op, and to the management of the Co-op.

SECTION 4. Officers and Directors. The officers and directors shall be elected by the members at a meeting of the Co-op. The officers and directors shall be elected for a term of one year, and shall be eligible for re-election. The officers and directors shall be elected by the members at a meeting of the Co-op. The officers and directors shall be elected for a term of one year, and shall be eligible for re-election. The officers and directors shall be elected by the members at a meeting of the Co-op.

ARTICLE XII

AMENDMENTS

These bylaws may be altered, amended or repealed or a new set of bylaws of the board of directors at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal. Any such alteration, amendment, or repeal shall be certified by a majority of the directors and the secretary of the Co-op and entered in the book of the bylaws together with the date of such meeting. No such alteration, amendment or repeal shall take effect until so entered.

19 By-Laws
 to
 Articles of Incorporation
 of
 Northwest Mutual Life
 Telephone Corporation
 of
 Columbus, N. Dak.

STATE OF NORTH DAKOTA
 Department of State
 Filed for record the 10th
 day of December 19 51
 James Hall
 SECRETARY OF STATE
 by Charles F. [Signature]
 DEPUTY

Volumes = 2 Miscellaneous
 Record (Mutual Life Corporation)
 Pages 25
 Fee \$1.00

AMENDMENT OF ARTICLES OF INCORPORATION

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Comes now WAYNE JOHNSON, President of the Northwest Mutual Aid Telephone Corporation, and DELMER A. MORROW, Its Secretary, who do hereby certify that on the 30th day of November, 1955, a meeting of the Board of Directors of the Northwest Mutual Aid Telephone Corporation was held on Waiver of Notice signed by all of the Directors prior to said meeting in which Waiver of Notice was stated that the purpose of the meeting was to consider whether or not Article III of the Articles of Incorporation should be amended, and at said meeting the Board of Directors did recommend to the members of said corporation that Article III of the Articles of Incorporation should be amended to read as follows, to wit:

"The place where the principal business of the cooperative will be transacted is Ray, North Dakota".

Thereupon and on the same day on Waiver of Notice signed by all of the members of the Northwest Mutual Aid Telephone Corporation in which said Waiver of Notice was stated that the purpose of the meeting was to determine whether or not the action of the Board of Directors should be ratified and confirmed as to the amendment of Article III of the Articles of Incorporation for said mutual aid corporation, and that all but two (2) of the members were present, that being 3/4ths of the members of said mutual aid corporation, who did make written assent to the amendment of Article III of the Articles of Incorporation; that on motion duly made, seconded and unanimously carried, the members of the Northwest Mutual Aid Telephone Corporation ratified and confirmed the action of the Board of Directors as it concerned the designation of the permanent commercial headquarters at Ray, North Dakota, so that Article III of the Articles of Incorporation were amended to read:

"The place where the principal business of the cooperative will be transacted is Ray, North Dakota".

That all of the foregoing records are a part of the permanent records of said corporation on file in the office of the corporation, and that this

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2. Certificate is made in accordance with Section 10-0211 of the North Dakota Revised Code of 1943.

IN WITNESS WHEREOF, We have set our hands and affixed the Seal of the Corporation, this 11th day of July, 1958.

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

Raymond Johnson

Vice President

SECRET:

Samuel A. Morris

Vice Secretary

NOTARIAL PUBLIC
STATE OF NORTH DAKOTA
My Comm. Expires _____
Notary Public

Notary Public

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CERTIFICATION OF
AMENDMENTS TO BY-LAWS
OF

Northwest Mutual Air Telephone Corporation, Inc., of Columbus,
North Dakota, a co-operative mutual aid corporation doing business under the
provisions of Chapter 10-12 Revised Code 1913

has, lawfully constituted, Chairman and Secretary of the meeting and a
majority of the directors do hereby certify:

That a meeting of the members of the Northwest Mutual Aid
Telephone Corporation, Inc., was held at Crook, North Dakota on the 15th day
of November, 1932, in compliance with the provisions of section 10-12 Revised
Code of 1913:

That the following resolution has been duly approved by
all of the directors lawfully assembled at the said meeting and that 3/4
of all members, and 3/4 of all shares then outstanding of the entire
number of shares, then in issue of the said corporation.

Resolved: That the following be amended as follows:

Section 4

The undersigned hereby certify that the foregoing is a true and correct
copy of the resolution as approved by the members of the corporation
as shown on the minutes of the meeting and as the same are available
to all members of the corporation. In no event, however,
shall such minutes be made available to the public.

Witness my hand and seal of office this 15th day of November, 1932,
at Crook, North Dakota.

<p><u>Arthur C. Moore</u> Chairman</p> <p><u>Arthur C. Moore</u> Secretary</p> <p><u>Arthur C. Moore</u> Director</p> <p><u>Arthur C. Moore</u> Director</p>	<p><u>Arthur C. Moore</u> Chairman</p> <p><u>Agnes Perry</u> Secretary</p> <p><u>Arthur C. Moore</u> Director</p> <p><u>Arthur C. Moore</u> Director</p>
--	--

George Berdean

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STATE OF NORTH DAKOTA)

COUNTY OF WILLIAMS)

: ss

Be it remembered, that on this 17th day of June A. D. 1953, before me Leon Winkler, a Notary Public, within and for said County and State, personally appeared

and that said person is the same as the person who are described in and who executed the instrument heretofore filed and that they are by authority of said State that they executed the same as their free will and consent.

I, the undersigned, a Notary Public, do hereby certify that the above is a true and correct copy of the original as the same appears from my books and official seal.

Leon Winkler
Notary Public

My commission expires: 9/21/53.

CERTIFICATION OF

AMENDMENTS TO ARTICLES OF INCORPORATION

OF

Northwest Mutual Aid Telephone Corporation, Inc., of Columbus, North Dakota, a co-operative mutual aid corporation doing business under the provisions of Chapter 10-12 Revised Code 1943.

We, the undersigned, Chairman and Secretary of the meeting, and a majority of the directors do hereby certify:

That a meeting of the members of the Northwest Mutual Aid Telephone Corporation, Inc., was held at Crosby, North Dakota on the 15th day of November, 1952, in compliance with the provisions of Section 10-12 Revised Code of 1943:

That the following resolution having been first approved by all of the directors was adopted by the affirmative vote of 3/4 of all members, said 3/4 all members constituting a majority of the entire number of members, the total number of members being 8.

RESOLVED: That the articles of Incorporation be amended as follows:

Article IV

The line is intended to run in and through the counties of McKenzie, Williams, Divide, Burke, and McEntraill. The estimated length of the line is 3,000 miles, and the estimated cost is \$5,000,000.00.

Article V

The "Cooperative" is organized without capital stock, and the property rights and the interest of the members shall be unequal. The general rules applicable to all members by which the property rights and interest respectively of each member shall be determined and fixed as follows:

Upon dissolution, after (A) all debts and liabilities of the "Cooperative" shall have been paid, (B) all capital furnished through patronage shall have been retired as provided in the By-Laws, and (C) all membership fees and equity contributions shall have been repaid, the property and assets of the "Cooperative" shall be distributed amongst the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all such members.

Article VIII

That the time for which this Corporation is to exist is not limited but it shall have perpetual existence unless dissolved according to law.

Witness our hands and the seal of this Corporation at Crosby,

North Dakota, this 15th day of November, 1952.

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Otto C. Moore
Director

William A. Johnson
Chairman

Arden Ramsey
Director

J. Agnes Lewis
Secretary

[Faint signature]
Director

[Faint signature]
Director

[Faint signature]
Director

[Faint signature]
Director

George B. [Faint]

STATE OF [Faint]
COUNTY OF [Faint]

Know all men by these presents, that on this 15 day of November 1952, before me, [Faint], a Notary Public, State of [Faint], appeared [Faint],

and he well knowing the contents of the foregoing instrument, and that he executed the same for the purposes and consideration therein expressed, acknowledged to me the execution of the same.

Witness my hand and the seal of my office this [Faint] day of [Faint] 19[52].

[Signature]
Notary Public

My commission expires: 9/25/53.

[Faint handwritten notes]

Staff of Board of State
Department of State
File for record and certificate here
[Faint stamps and signatures]

CERTIFICATE OF AMENDMENT

DUPLICATE

No 83

FEE \$ 6.00

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, NORTHWEST MUTUAL AND TELEPHONE CORPORATION (COLUMBUS, BURKE CO. NORTH DAKOTA)

has filed in this office a certificate as provided by the Laws of this State, setting forth all the facts required to be stated therein and has in all respects complied with the provisions of the Law governing the amendments of Articles of Incorporation and has amended its Articles of Incorporation as follows, to-wit: AMENDMENTS ARTICLE IV, ARTICLE V, AND ARTICLE VIII.

Now therefore, I, THOMAS HALL, Secretary of State of the State of North Dakota, in virtue and by authority of Law, do hereby issue this Certificate of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal

of the State at the Capitol in the City of Bismarck, this FIFTEENTH

day of July, 1953

BY CHARLES J. JESSMAN
DEPUTY

THOMAS HALL

Secretary of State.

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CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF NORTHWEST MUTUAL AID TELEPHONE CORPORATION

This Certificate is made pursuant to Section 10-15-38 of the North Dakota Century Code by WAYNE JOHNSON, President of NORTHWEST MUTUAL AID TELEPHONE CORPORATION, and DELMER A. MORROW, its Secretary.

Pursuant to notice given to all of the members of Northwest Mutual Aid Telephone Corporation, the Articles of Incorporation of said corporation were amended by the members of said corporation.

The name of the corporation is NORTHWEST MUTUAL AID TELEPHONE CORPORATION.

The Amendments to the Articles of Incorporation were adopted by the members of said corporation on April 6, 1964, and said Amendments read as follows, to wit:

ARTICLE 2. was amended to read as follows:

The purpose for which the corporation is organized is to furnish, improve and expand communication service.

ARTICLE 4. was amended to read as follows:

The service facility is intended to run in and through the counties of McKenzie, Williams, Divide, Burke and Mountrail. The estimated length of the line is 3000 miles, and the estimated cost is \$5,000,000.00.

ARTICLE 6. was amended to read as follows:

The members authorize the borrowing of amounts from time to time by the cooperative from the United States of America

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pursuant to the Rural Electrification Act of 1936, as from time to time amended, such loans to be in such amounts, not exceeding in the aggregate \$5,000,000.00, and upon such terms as the board of directors shall deem advisable, to finance the construction, acquisition and operation of such communication systems; exchanges, subscribers' stations and other plant and equipment and facilities necessary or appropriate for a telephone or communication system, as the board of directors shall from time to time determine upon, and the board of directors is further authorized to cause the proper officers from time to time to execute, seal and deliver, on behalf of the cooperative, notes, bonds, or other evidences of indebtedness to evidence indebtedness incurred pursuant to the authorization herein contained, all upon such terms as the board of directors shall determine.

The members authorize the mortgaging of all of the property of the cooperative, now owned or hereafter acquired, to secure such loans as may be made at any time or times by United States of America to the cooperative, pursuant to the Rural Electrification Act of 1936, as from time to time amended, limited in aggregate amount as aforesaid, and to secure all notes, bonds or other evidences of indebtedness evidencing the indebtedness created by such loans, all upon such terms as the board of directors shall determine.

Without limiting the generality of the foregoing, the board of directors is authorized to cause the proper officers on behalf of the cooperative to execute, seal and deliver as many counterparts as shall be deemed advisable of a mortgage to United States of America, substantially in the form of the mortgage presented to this corporation, with such changes in the form of the mortgage as the board of directors or any officer or officers vested with appropriate power by the board of directors shall deem advisable.

There are 2343 members of the Northwest Mutual Aid Telephone Corporation, and there were 67 members present at the annual meeting held in Bowbells, North Dakota, on April 6, 1964,

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when the Articles of Incorporation were amended. Of the said members present at said meeting all voted in favor of said Amendments and no one voted against them.

Dated at Ray, North Dakota, this 4th day of May, 1964.

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

By: Wayne Johnson
Its President

ATTEST:

Delmer A. Morrow
Its Secretary

STATE OF NORTH DAKOTA)
COUNTY OF WILLIAMS) :ss

On this 4th day of May, 1964, before me, personally appeared WAYNE JOHNSON and DELMER A. MORROW, known to me to be the President and Secretary, respectively, of the corporation that is described in, and that executed the within instrument, and acknowledged to me that such corporation executed the same.

Dean Winkler

DEAN WINKLER, Notary Public
Williams County, North Dakota
My Commission Expires Sept. 24, 1965

Certificate No. 1579
STATE OF NORTH DAKOTA } ss
Department of State

Filed for record the 22nd
day of May 1964

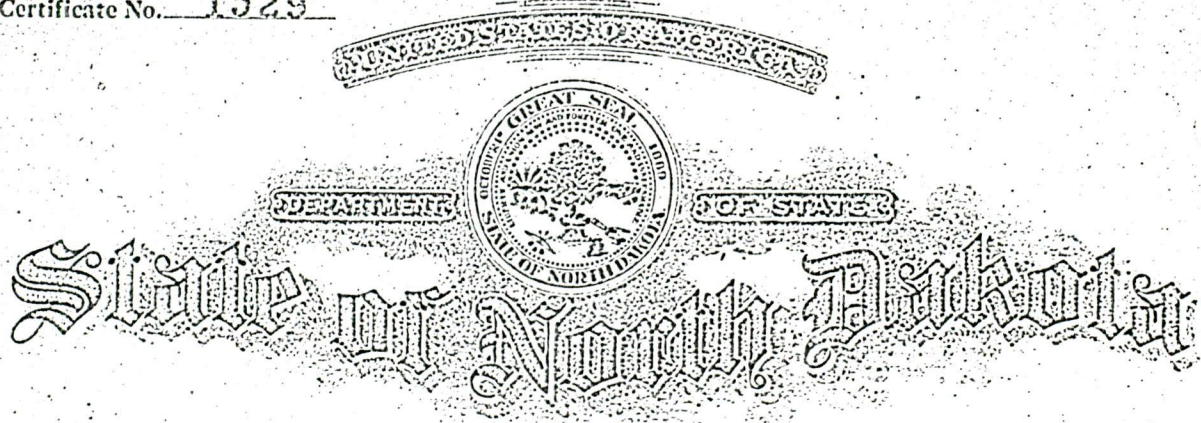
Paul M. ...
SECRETARY OF STATE

Dee ...
DEPUTY



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Certificate No. 1529



CERTIFICATE OF AMENDMENT

OF

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

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

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

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

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 NORTHWEST MUTUAL AID TELEPHONE CORPORATION

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, TWENTY-SECOND day of MAY 1964

SEAL

GEN MERED
Secretary of State

File No. 6920
DUPLICATE

By _____
Deputy

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CERTIFICATE OF AMENDMENT

OF ARTICLES OF INCORPORATION

OF NORTHWEST MUTUAL AID TELEPHONE CORPORATION

This Certificate is made pursuant to Section 10-15-38 of the North Dakota Century Code by WAYNE JOHNSON, President of Northwest Mutual Aid Telephone Corporation, and DELMER A. MORROW, Its Secretary.

Pursuant to Notice given to all members of Northwest Mutual Aid Telephone Corporation, the Articles of Incorporation of said Corporation were amended by the members of said Corporation.

The name of the Corporation is NORTHWEST MUTUAL AID TELEPHONE CORPORATION.

The amendment to the Articles of Incorporation were adopted by the members of said Corporation on April 3, 1970, at which meeting 71 members were present, all of said present members voting aye, none voting nay, and said Amendment reads as follows, to wit:

ARTICLE IV was amended to read as follows:

ARTICLE 6: The members authorize the borrowing of amounts from time to time by the cooperative from the United States of America pursuant to the Rural Electrification Act of 1936, as from time to time amended, such loans to be in such amounts, not exceeding in the aggregate \$20,000,000.00, and upon such terms as the Board of Directors shall deem advisable, to finance the construction, acquisition and operation of such communication systems, exchanges, subscribers' stations, and other plant and equipment and facilities necessary or appropriate for a telephone or communication system, as the Board of Directors shall, from time to time, determine upon, as the Board of Directors is further authorized to cause the proper officers from time to time to execute, seal and deliver, on behalf of the cooperative, notes, bonds or other evidences of indebtedness to evidence indebtedness incurred pursuant to the authorization herein contained, all upon such terms as the Board of Directors shall determine.

The members authorize the mortgaging of all of the property of the cooperative, now owned or hereafter acquired, to secure such loans as may be made at any time or times by United States of America to the cooperative, pursuant to the Rural Electrification Act of 1936, as from time to time amended, limited in aggregate amount as aforesaid, and to secure all notes, bonds or other evidences of indebtedness, evidencing the indebtedness created by such loans, all upon such terms as the Board of Directors shall determine.

Without limiting the generality of the foregoing, the Board of Directors is authorized to cause the proper officers on behalf of the cooperative to execute, seal and deliver as many counter parts as shall be deemed advisable of a mortgage to United States of America, substantially in the form of the mortgage presented to this corporation, with such changes in the form of the mortgage as the Board of Directors or any officer or officers vested with appropriate power by the Board of Directors shall deem advisable,

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The Secretary declared that there was a quorum present at the beginning of the meeting and that a quorum remained for the entire meeting. Of the said members present at said meeting, a majority voted in favor of said Amendment.

DATED at Ray, North Dakota, this 17th day of April, 1970.

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

(SEAL)

BY: Wayne Johnson
Wayne Johnson, Its President

ATTEST:

Delmer A. Morrow
Delmer A. Morrow, Its Secretary

STATE OF NORTH DAKOTA)
 : SS.
COUNTY OF WILLIAMS)

On this 17th day of April, 1970, before me personally appeared WAYNE JOHNSON and DELMER A. MORROW, known to me to be the President and Secretary, respectively, of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed the same.

Dean Winkjer
Dean Winkjer, Notary Public
Williams County, North Dakota

(SEAL)

My commission expires: Sept. 24, 1971.

Certificate No. 2978

STATE OF NORTH DAKOTA
Department of State

Filed for record the 21st day of April 1970

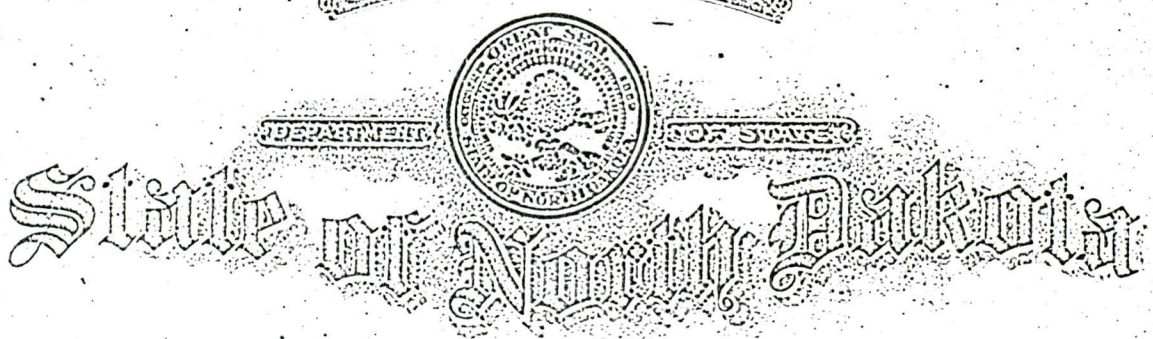
Blair M. Allen
Blair M. Allen
SECRETARY OF STATE

Fee: 1.12



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Certificate No. 2978



CERTIFICATE OF AMENDMENT

OF

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

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 NORTHWEST MUTUAL AID TELEPHONE CORPORATION

duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE 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 NORTHWEST MUTUAL AID TELEPHONE CORPORATION
GENERAL AMENDMENT AUTHORIZING BORROWING NOT TO EXCEED \$20,000,000.00

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 21st day of APRIL A.D., 1970.

S E A L

BEN MEIER

Secretary of State.

File No. 6920

DUPLICATE

By JAY A. BRYANT, Deputy.

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MAC

CORPORATE OFFICERS CERTIFICATION OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTHWEST MUTUAL AID TELEPHONE CORPORATION
Ray, North Dakota

WAYNE JOHNSON, President, and DENNIS L. JOHNSRUD, Secretary, being the duly elected, qualified and acting President and Secretary of Northwest Mutual Aid Telephone Corporation, do hereby certify that the Amendments and Restatement of the Articles of Incorporation of Northwest Mutual Aid Telephone Corporation were adopted at the annual meeting of the Cooperative at Alamo, North Dakota, on the 5th day of April, 1986.

This Certificate is executed pursuant to Title 10, Chapter 15 of the North Dakota Century Code.

Northwest Mutual Aid Telephone Corporation was initially incorporated under the Mutual Aid laws of the State of North Dakota, which laws were thereafter amended, and this Corporation became subject to the Cooperative Association Chapter of Title 10 of the North Dakota Century Code.

The total number of members of the Cooperative at the time of the annual meeting was 3,664. The total number of members present at the annual meeting on the 5th day of April, 1986 was 123. The number of members voting for the Amended and Restated Articles of Incorporation was 122, the number of members voting against the Amended and Restated Articles of Incorporation was 1.

Notice of the Meeting of Members and a copy of the proposed Amended and Restated Articles of Incorporation were mailed to all of

Certificate No. 342
Filing Date 4-9-86
Ben Meier
(Secretary of State)
Ch. 10-10-86

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BEN MEIER
SEC. OF STATE
APR 9 11 22 AM '86

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the members by depositing said Notice in the United States Post Office at Ray, North Dakota, with postage prepaid, by regular mail, on the 21st day of March, 1986 pursuant to the notice requirements of the By-Laws.

That a quorum of members were present at said meeting pursuant to the By-Laws of Northwest Mutual Aid Telephone Corporation.

The Amended and Restated Articles of Incorporation of Northwest Mutual Aid Telephone Corporation are as follows:

ARTICLE I.

The name of the cooperative is:

NORTHWEST COMMUNICATIONS COOPERATIVE, A Cooperative Association

ARTICLE II.

This corporation was originally incorporated under the Mutual Aid Laws of the State of North Dakota and is now subject to the Cooperative Association Provisions of Title 10, Chapter 15 of the North Dakota Century Code. It shall have perpetual existence.

ARTICLE III.

The purpose for which the cooperative is organized is to furnish, improve and expand communication services and to engage in any other activity within the purpose for which cooperatives may be organized.

ARTICLE IV.

The principal office and place where the principal business of the cooperative will be transacted is Ray, North Dakota.

ARTICLE V.

The cooperative is organized without capital stock, and the property rights and the interests of the members shall be equal. The

general rules applicable to members by which the property rights and interest respectively of each member shall be determined and fixed are as follows:

Upon dissolution, after (a) all debts and liabilities of the cooperative shall have been paid; (b) all capital furnished by members through patronage shall have been retired as provided in the By-Laws; and (c) the property and assets of the cooperative shall be distributed among the members and former members in proportion to the ratio that the unretired capital credits of each bear to the total unretired capital credits of all such members and former members.

ARTICLE VI.

The members authorize the borrowing of amounts from time to time by the cooperative from any lender and the United States of America pursuant to the Rural Electrification Act of 1936, as from time to time amended, such loans to be in such amounts, not exceeding in the aggregate \$20,000,000.00, and upon such terms as the Board of Directors shall deem advisable; to finance the construction, acquisition and operation of such communication systems, exchanges, subscribers' stations, and other plant and equipment and facilities necessary or appropriate for a telephone or communication system, as the Board of Directors shall, from time to time, determine upon, as the Board of Directors is further authorized to cause the proper officers from (time to time to execute, seal and deliver, on behalf of the cooperative, notes, bonds or other evidences of indebtedness to evidence indebtedness incurred pursuant to the authorization herein contained, all upon such terms as the Board of Directors shall determine.

The members authorize the mortgaging of all of the property of the cooperative, now owned or hereafter acquired, to secure such loans as may be made at any time or times by any lender and by the United

States of America to the cooperative, pursuant to the Rural Electrification Act of 1936, as from time to time amended, limited in aggregate amount as aforesaid, and to secure all notes, bonds or other evidences of indebtedness evidencing the indebtedness created by such loans, all upon such terms as the Board of Directors shall determine.

Without limiting the generality of the foregoing, the Board of Directors is authorized to cause the proper officers on behalf of the cooperative to execute and deliver as many counterparts as shall be deemed necessary.

ARTICLE VII.

The Board of Directors shall adopt By-Laws for the Cooperative which may be amended from time to time by the Board. Copies of the By-Laws and any amendments thereto shall be furnished to each member, and any amendments to the By-Laws shall be reported to the members at the next regular meeting of the members.

DATED at Ray, North Dakota this 8th day of April, 1986.

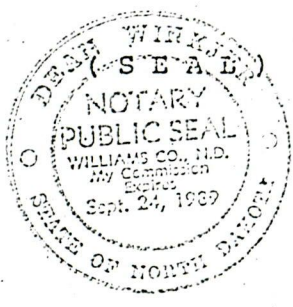
Wayne Johnson
Wayne Johnson, President

(CORPORATE)
(SEAL)

Dennis L. Johnsrud, Sec.
Dennis L. Johnsrud, Secretary

STATE OF NORTH DAKOTA)
:ss.
COUNTY OF WILLIAMS)

On this 8th day of April, 1986 before me personally appeared WAYNE JOHNSON and DENNIS L. JOHNSRUD, known to me to be the President and Secretary, respectively, of NORTHWEST MUTUAL AID TELEPHONE CORPORATION, who acknowledge to me that they executed the within and foregoing Corporate Officers' Certification of Amended and Restated Articles of Incorporation of Northwest Mutual Aid Telephone Corporation, and that the facts contained in such Certification are true, and that they have executed the within and foregoing Certification pursuant to and to fulfill the requirements of Title 10, Chapter 15 of the North Dakota Century Code.



Dean Winkjer

Dean Winkjer, Notary Public
Williams County, North Dakota.

No 342



RESTATED CERTIFICATE OF INCORPORATION
OF

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Restated Articles of Incorporation of NORTHWEST MUTUAL AID TELEPHONE CORPORATION duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE ASSOCIATION Act, have been received in this office and are found to conform to law.

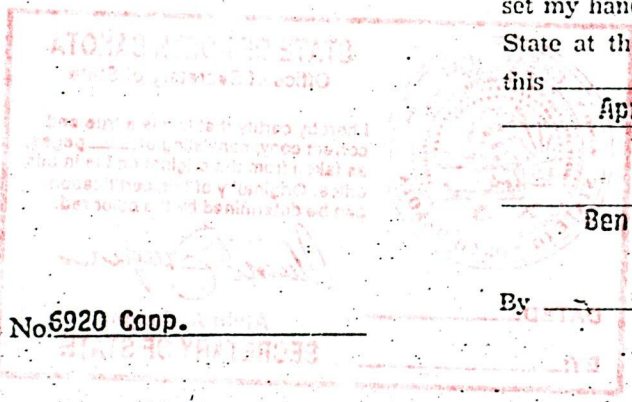
ACCORDINGLY the undersigned, as such Secretary of State and by virtue of the authority vested in him by law, hereby issues this Restated Certificate of Incorporation to NORTHWEST COMMUNICATIONS COOPERATIVE, A Cooperative Association and attaches hereto a duplicate original of the Restated Articles of 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 ninth day of April A.D., 1926

Ben Meier Secretary of State

By _____ Deputy

File No. 6920 Coop.





STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 37 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

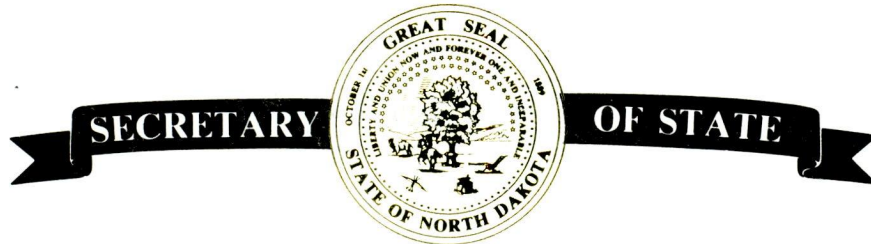
A handwritten signature in red ink, which appears to read "Alvin A. Jaeger".

DATED: 5-22-96

BY: [Signature]

Alvin A. Jaeger
SECRETARY OF STATE

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

NORTHWEST COMMUNICATIONS COOPERATIVE, A
COOPERATIVE ASSOCIATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that NORTHWEST COMMUNICATIONS COOPERATIVE, A COOPERATIVE ASSOCIATION, a North Dakota cooperative association, was incorporated in this office on October 19, 1951 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 cooperative association.

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

NORTHWEST COMMUNICATIONS COOPERATIVE, A
COOPERATIVE ASSOCIATION

Dated: May 22, 1996

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

Alvin A. Jaeger
Secretary of State

SEARCH OF RECORDS REPORT

April 26, 1990

NORTHWEST COMMUNICATION COOPERATIVE, ACOOPERATIVE ASSOCIATION
PO BOX 38
RAY, ND 58849

The following is the base data on file in the Office of the
Secretary of State on NORTHWEST COMMUNICATION COOPERATIVE,
ACOOOPERATIVE ASSOCIATION

Entity Type: COOPERATIVE ASSOCIATION

State of Organization: ND

Current Status: Active

Status Date: 10/19/51

Last Annual Report Filed: 03/26/90

Last Annual Report Year: 90

Registered Agent:
Address:

Class: Number of Shares: Par:

For Reference: Darcy Schlosser
Clerk

701-224-4283
Phone

ARTICLES OF INCORPORATION

of

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

To: Thomas Hall, Secretary of State.

We, the undersigned, residents of the State of North Dakota and of the territory to be served thereby, for the purpose of forming a corporation, (hereinafter referred to as the "Cooperative") under the "Mutual Aid Corporation Act" of the State of North Dakota, do hereby adopt the following articles of incorporation:

1. The name of the corporation is Northwest Mutual Aid Telephone Corporation.

2. The purpose for which the corporation is organized is to furnish, improve and expand telephone service.

3. The place where the principal business of the Cooperative will be transacted is Columbus, North Dakota.

4. The area which this Cooperative is to operate in will be the Counties of McKenzie, Williams, Divide, Burk, and Mountrail.

5. The Cooperative is organized without capital stock and the property rights and interests of the members shall be equal. The general rules applicable to all members by which the property rights and interests respectively of each member shall be determined and fixed are as follows:

Upon dissolution, after (a) all debts and liabilities of the Cooperative shall have been paid, and (b) all capital furnished through patronage shall have been retired as provided in the bylaws, the remaining property and assets of the Cooperative shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all such members.

6. The Corporation is authorized to borrow money in an amount not to exceed Five Million and No/100- - (\$5,000,000) dollars.

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7. The names and residences of the persons who shall constitute the first board of directors of the Cooperative and who shall serve until their successors are elected and qualified are:

<u>Name</u>	<u>Residence</u>
J. Agnes Lucy	Coteau, North Dakota
George Bourdeau	Columbus, North Dakota
Arthur S. Johnson	Ray, North Dakota
Olaf Opedahl	Tioga, North Dakota
Harvey P. Jacobson	Crosby, North Dakota
Edwin Dordahl	Stady, North Dakota
Alvin Anderson	Epping, North Dakota

THE NUMBER OF DIRECTORS 7.

8. That the time for which this Corporation is to execute is not limited but it shall have Perpetual Existence unless desolved according to law.

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IN WITNESS WHEREOF, we have hereunto set our hands and seal this 3
day of October, 1951.

J. Agnes Lucy (SEAL)
George Bourdeau (SEAL)
Arthur S. Johnson (SEAL)
Olaf Opedahl (SEAL)
Harvey P. Jacobson (SEAL)
Edwin Dordahl (SEAL)
Alvin Anderson (SEAL)

STATE OF NORTH DAKOTA)
 :SS
COUNTY OF WILLIAMS)

On this 3 day of October, 1951, before me, Dean
Winkjer, a Notary Public in and for Williams County,
State of North Dakota, personally appeared J. Agnes Lucy,
George Bourdeau, Arthur S. Johnson,
Olaf Opedahl, Harvey P. Jacobson,
Edwin Dordahl, and Alvin Anderson,

known to me to be the persons whose names are subscribed to the foregoing instru-
ment and severally duly acknowledged to me that they executed the same.



My commission expires: 9/24/53

Dean Winkjer
Notary Public
Williams County
North Dakota

4 Certificate No. 12, 960

Articles of Incorporation
of
Northwest Mutual Aid
Telephone Corporation
of
Columbus, N. Dak.

STATE OF NORTH DAKOTA { 28
Department of State

Filed for record and certificate issued
the 19th day of October
1951 and

Recorded in Volume Two
of Miscellaneous Record
(Mutual Aid Corporations)

page 23
Thomas Hall
SECRETARY OF STATE.

By _____
DEPUTY.

Fee \$5.00

Personal Service of the

within _____

by copy is hereby admitted

this _____ day of _____

19_____, at _____

/s/ _____

Attorney For _____

DEAN WINKLER
ATTORNEY-AT-LAW
Graphic Bldg.
WILLISTON, NORTH DAKOTA

Attorney For _____

DUPLICATE

No. 13960

PRIVATE CORPORATIONS

UNITED STATES OF AMERICA

DEPARTMENTS

OF STATE



State of North Dakota

To All to Whom these Presents shall Come,

Whereas, J. AGNES LUCY GEORGE BOURDEAU ARTHUR S. JOHNSON

and others have filed in this office a declaration in writing or ARTICLES OF INCORPORATION, as provided by the laws of this State, setting forth all the facts required to be stated therein, and have in all respects complied with the requirements of the law governing the formation of private corporations:

Now, therefore, I, THOMAS HALL, Secretary of State of the State of North Dakota, by virtue and authority of law, do hereby certify that said parties, their associates and successors, have become a body politic and corporate, under the Corporate name of

NORTHWEST MUTUAL AID TELEPHONE CORPORATION (COLUMBUS, BUKE CO.)

and by that name have a right to sue and be sued, purchase, hold and convey real and personal property, and to have and enjoy all the rights and privileges granted to a private corporation under the laws of this state, subject to their articles of incorporation, and all legal restrictions and liabilities in relation 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 Bismarek, this NINETEENTH day of OCTOBER A. D. 19 51

SEAL

THOMAS HALL

SECRETARY OF STATE

By _____ DEPUTY

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It shall be the aim of

NORTHWEST MUTUAL AID TELEPHONE COMPANY

to provide dependable area-wide telephone service on the cooperative plan and at the lowest cost consistent with sound economy and good management.

BYLAWS

of

NORTHWEST MUTUAL AID TELEPHONE COMPANY INC.

ARTICLE I

MEMBERSHIP

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SECTION 1. Requirements for Membership. Any person or incorporated or unincorporated cooperative and voluntary association engaged in activities for the benefit of which the corporation is formed may become a member of H. W. Mutual Aid Telephone Co. Inc. (hereinafter called the "Co-op") by:

- (a) Making a written 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 bylaws of the Co-op and any rules and regulations adopted by the board of directors (hereinafter called the "Board"); and
- (d) agreeing to pay the membership fee hereinafter specified on uniform terms and conditions established by the Board;

provided, however, that agreement to pay or payment of the membership fees in accordance with the provisions of these bylaws 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 (c) 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 of the members. No member may hold more than one membership in the Co-op, and no membership shall be transferable, except as provided in these bylaws.

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.

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SECTION 2. Membership Certificates. Membership in the Co-op shall be evidenced by a 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 bylaws, 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 bylaws shall be deemed to include a husband and wife holding a joint membership and any provisions relating to the rights and liabilities of membership. Without limiting the generality of the foregoing, the joint membership shall be as follows:

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- (a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall constitute a joint waiver of notice of the meeting;
 - (b) The vote of either separately or both jointly shall constitute one joint vote;
 - (c) A waiver of notice signed by either or both jointly shall constitute a joint waiver;
 - (d) Notice to either shall constitute notice to both;
 - (e) Expulsion of either shall terminate the joint membership;
 - (f) Withdrawal of either shall terminate the joint membership;
 - (g) Either but not both may be elected or appointed as an officer or director provided that both meet the qualifications of 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, bylaws, and any rules and regulations adopted by the Board. The outstanding membership certificate shall be surrendered, and shall be reissued by the Co-op in such manner as shall indicate the change membership status.

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

SECTION 5. Membership and Service Connection Fees. The membership fee shall be 5.00 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.

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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 costs of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these bylaws. Each member shall pay to the Co-op such minimum amount per month for telephone services 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.

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SECTION 7. Termination of Membership. (a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the Board may prescribe. The Board may by the affirmative vote of not less than two-thirds of all the directors, expel any member who fails to comply with any of the provisions of the articles of incorporation, bylaws, or any rules or 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.

(b) Upon the withdrawal, death, cessation of existence or expulsion of a member the membership of such member shall thereupon terminate, and the member certificate of such member shall be surrendered forthwith to the Co-op. Termination of membership on any manner shall not release a member or his estate from any debts due the Co-op.

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

(d) Upon termination of membership for any reason, the Co-op shall not 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 unless a successor in occupancy or ownership of the premises served by the Co-op shall have been accepted as a member and a membership fee shall have been paid by or on behalf of such successor in accordance with the provisions of these bylaws. Any refund of membership fees pursuant to this sub section shall be made in the order in which membership fee shall have been terminated. Prior to the repayment of a membership fee paid by the member, the Co-op shall deduct from the amount of such membership fee the amount of any debts owing from the member to the Co-op.

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ARTICLE II

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

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

ARTICLE III

MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. The annual meeting of the members shall be held on 1st. Monday in April of each year, beginning with the year 1952, at such place in the Counties of Burke, Williams, Divide, and Mountrail, McKenzie, State of North Dakota, as shall be designated in the notice of the meeting, for the purpose of electing directors, 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 directors, 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 counties of Burke, Williams, Divide, Mountrail, and McKenzie, State of North Dakota, 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, and 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 any such meeting.

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SECTION 4. Quorum. As long as the total number of members does not exceed five hundred, ten per centum of the total number of members present in person shall constitute a quorum. In case the total number of members shall exceed five hundred, fifty members or two per centum of the members present in person, whichever shall be the larger, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. The minutes of each meeting shall contain a list of the members present in person.

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

SECTION 6. Order of Business. The order of business at the annual meeting of the members and, so far as possible, at all other meetings of the members, shall be decided by a majority of the members at such meeting:

1. Report on the members present in person in order to determine the existence of a quorum.
2. Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be.
3. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
4. Presentation and consideration of reports of officers, directors, and committees.
5. Election of directors.
6. Unfinished business.
7. New business.
8. Adjournment.

ARTICLE LV.

DIRECTORS

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

SECTION 2. Election and Tenure of Office. The persons named as directors in the articles of incorporation shall compose the Board until the first annual meeting or until their successors shall have been elected and shall have qualified.

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All directors shall be elected by secret ballot at each annual meeting of the members beginning with the year 1952 by and from the members to serve until the next annual meeting of the members or until their successors shall have been elected and shall have qualified. If an election of directors 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 directors within a reasonable time thereafter. Directors may be elected by a plurality vote of the members.

SECTION 3. Qualifications. No persons shall be eligible to become or remain a director 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 construction or maintaining telephone facilities, other than a business operating on a cooperative nonprofit basis for the purpose of furthering rural telephones.

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 the meeting of the members at which directors 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 no post at the principal office of the cooperative at least thirty (30) days before the meeting a list of nominations for directors which shall include at least two candidates for each director to be elected. Any fifteen or more members acting together may make other nominations by petition not less than twenty (20) days prior to the meeting and the Secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. The Secretary shall mail with the notice of the meeting or separately, but at least enddays before the date of the meeting, a statement of the number of directors to be elected and the names and addresses of the candidates, specifying separately the nominations made by the committee and the nominations made by petition, if any. The ballot to be used at the election shall list the names of the candidates nominated by the committee and the names of the candidates nominated by petition, if any. The chairman shall call for additional nominations from the floor and nominations shall not be closed until at least one minute has passed during which no additional nominations has been made. No member may nominate more than one candidate.

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SECTION 5. Removal of Directors by Members. No director shall be removed from office unless by a vote of two-thirds of the members of the Co-op at a general meeting held after notice of the time and place thereof and of the intention to propose such removal. Meetings of members for this purpose may be called by the president, or by a majority of the directors, or by members holding a least one-half of the votes. Such calls must be in writing and addressed to the Secretary who thereupon must give notice of the time, place and object of the meeting in accordance with these bylaws and by whose order it was called. In case of removal, the vacancy may be filled by election at the same meeting.

SECTION 6. Vacancies. Subject to the provisions of these bylaws with respect to the filling of vacancies caused by the removal of directors by the members, a vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining directors 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 the meeting of the members without compliance with the foregoing provisions in respect to nominations.

SECTION 7. Compensation. Directors shall not receive any salary for their services as Directors, 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 director shall receive compensation for serving the Co-op in any other capacity, nor shall any close relative of the director 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 director or close relative shall have been certified by the Board as an emergency measure.

ARTICLE V

MEETINGS OF DIRECTORS

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 as shall be designed by the President, notice of which shall be given through the United States Mail by the Secretary at least ten (10) days prior to said meeting.

SECTION 2. Special Meetings. Special meetings of the Board may be called by the President or by any three directors 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 directors calling the meeting shall fix the time and place (which shall be in Williams, Divide, Mountrail, McKenzie, and Burk, County, North Dakota, for the holding of the meeting.)

SECTION 3. Notice of Directors' Meeting. Written notice of the time, place and purpose of any special meeting of the Board shall be delivered to each director not less than five (5) days previous thereto either personally or by mail, or by the direction of the Secretary, or upon a default in duty by the Secretary, by the President or the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the director at his (address) as it appears on the records of the Co-op, with postage thereon paid.

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

ARTICLE VI

OFFICERS

SECTION 1. Number. The officers of the Co-op shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be determined by the Board from time to time.

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SECTION 2. Election and term of Officers. The officers shall be elected by ballot, annually by the Board at the meeting of the Board held immediately after the annual meeting of the members. The Secretary and Treasurer may be elected from the members. All other officers shall be members of the Board. 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 first meeting of the Board following the next succeeding annual meeting of the members or until his successor shall have been elected and shall have qualified. Except as otherwise provided in these bylaws, the vacancy in any office shall be filled by the Board for the unexpired portion of the term.

SECTION 3. Removal of Officers and Agents by Directors. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgement the best interests of the Co-op will be served thereby. In addition, 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 board 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. In the event the board does not remove such officer, the question of his removal shall be considered and voted upon at the next meeting of the members of Co-op.

SECTION 4. President. The President shall:

- (a) be the principal executive officer of the Co-op and, unless otherwise determined by the members or the Board, shall preside at all meetings of the members and the Board;
- (b) sign, with the Secretary, certificates of membership, the issue of which shall have been authorized by the Board or the members, and 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 bylaws to some other officer or agent of the Coop or shall be

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- (c) required by laws to be otherwise signed or execute; and 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 bylaws 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 bylaws;
- (d) keep a register of the names and postoffice addresses of all members.
- (e) Sign, with the President, certificates of membership, the issue of which shall have been authorized by the members or the Board.
- (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 bylaws 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 bylaws and of all amendments thereto to each member of the Co-op; and
- (h) in general perform all duties incident to the Office of the 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 issuances of receipts for all money due and payable to the Co-op and for the deposit of all such money in the name of the Co-op in such bank or banks as shall be selected in accordance with the provisions of these bylaws; and
- (c) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board.

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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 bylaws with respect to compensation for director and close relatives of director.

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 operations shall be so conducted that all patrons will through their patronage furnish capital for the Co-op. In order to induce patronage and to assure that the Co-op will operate on a non-profit basis the Co-op is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of telephone service in excess of operating costs and expenses properly chargeable against the furnishing of telephone service. All such amounts in excess of operating costs and expenses at the moment of receipt by the Co-op are received with understand 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 amount 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.

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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.

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Notwithstanding any other provision of these bylaws, 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 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 bylaws 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 bylaws 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 VIII

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

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acquired, and wherever situated, as well as the revenues and income there-
from, 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 IX.

SEAL

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

ARTICLE X.

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, ect. 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.

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ARTICLE XI

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 furthering the cause of a sea-wide rural telephone service, or with the approval of the Administrator or RBA, 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 of directors may waive in writing any notice of a meeting required to be given by these bylaws. The attendance of a member or director at any meeting shall constitute a waiver of notice of such meeting by such member or director, except in case a member or director shall attend a meeting for the express purpose of objecting to the transaction of any business of 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 bylaws, as may be deemed wise for the management of any 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 regulations of any regulatory body, shall conform to such accounting system as may from time to time be designated by the Administrator of RBA 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 bylaws may be altered, amended or repealed by a vote of two-thirds of the board of directors at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal. Any such alteration, amendment, or repeal shall be certified by a majority of the directors and the secretary of the Co-op and copied in the book of the bylaws together with the date of such meeting. No such alteration, amendment or repeal shall take effect until so copied.

18 19 1954 - News to

Articles of Incorporation
Northwest Mutual Aid
Telephone Corporation
Calumet, N. Dak.

STATE OF NORTH DAKOTA
Department of State

Filed for record the 10th day of December 19 51

Thomas Hall
SECRETARY OF STATE

Charles J. ...
DEPUTY

Volume = 2
Records (Mutual Aid Corporation)

Page 25
Fee \$1.00

Y

18

AMENDMENT OF ARTICLES OF INCORPORATION

Comes now WAYNE JOHNSON, President of the Northwest Mutual Aid Telephone Corporation, and DELMER A. MORROW, Its Secretary, who do hereby certify that on the 30th day of November, 1955, a meeting of the Board of Directors of the Northwest Mutual Aid Telephone Corporation was held on Waiver of Notice signed by all of the Directors prior to said meeting in which Waiver of Notice was stated that the purpose of the meeting was to consider whether or not Article III of the Articles of Incorporation should be amended, and at said meeting the Board of Directors did recommend to the members of said corporation that Article III of the Articles of Incorporation should be amended to read as follows, to wit:

"The place where the principal business of the cooperative will be transacted is Ray, North Dakota".

Thereupon and on the same day on Waiver of Notice signed by all of the members of the Northwest Mutual Aid Telephone Corporation in which said Waiver of Notice was stated that the purpose of the meeting was to determine whether or not the action of the Board of Directors should be ratified and confirmed as to the amendment of Article III of the Articles of Incorporation for said mutual aid corporation, and that all but two (2) of the members were present, that being 3/4ths of the members of said mutual aid corporation, who did make written assent to the amendment of Article III of the Articles of Incorporation; that on motion duly made, seconded and unanimously carried, the members of the Northwest Mutual Aid Telephone Corporation ratified and confirmed the action of the Board of Directors as it concerned the designation of the permanent commercial headquarters at Ray, North Dakota, so that Article III of the Articles of Incorporation were amended to read:

"The place where the principal business of the cooperative will be transacted is Ray, North Dakota".

That all of the foregoing records are a part of the permanent records of said corporation on file in the office of the corporation, and that this

21 Certificate is made in accordance with Section 10-0211 of the North Dakota Revised Code of 1943.

IN WITNESS WHEREOF, We have set our hands and affixed the Seal of the Corporation, this 11th day of July, 1958.

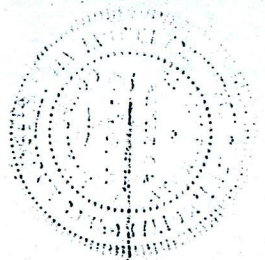
NORTHWEST MUTUAL AID TELEPHONE CORPORATION

By Rayne Johnson
Its President



ATTEST:
Delores A Morrow
Its Secretary

Change of Headquarters
of
Northwest Mutual Aed
Telephone Corporation
from Columbus
to Ray, N. D.



1953

STATE OF NORTH DAKOTA)
Department of State)
Filed for record and certificate issued
the 22nd day of July
19 53 and
recorded in Volume 100
of Miscellaneous
Records
page 162
B. H. Moran
SECRETARY OF STATE
DEPUTY

Fee: \$12.00

RECORDS SECTION

7-22-53

CERTIFICATION OF
AMENDMENTS TO BY-LAWS
OF

Northwest Mutual Aid Telephone Corporation, Inc., of Columbus, North Dakota, a co-operative mutual aid corporation doing business under the provisions of Chapter 10-12 Revised Code 1943

We, the undersigned, Chairman and Secretary of the meeting and a majority of the directors do hereby certify;

That a meeting of the members of the Northwest Mutual Aid Telephone Corporation, Inc., was held at Crosby, North Dakota on the 15th day of November, 1952, in compliance with the provisions of Section 10-12 Revised Code of 1943;

That the following resolution having been first approved by all of the directors was adopted by the affirmative vote of more than 3/4 of all members, said 3/4 of all members constituting a majority of the entire number of members, the total number of members being 8.

RESOLVED: That the By-Laws be amended as follows:

Section 5

Membership and service Connection Fees. The membership fee shall be \$5.00. An additional amount shall be paid as equity for each connection, extension, or other available service in accordance with the Rules and Regulations prescribed by the Board of Directors. In no event, however, shall such additional amount exceed \$45.00.

Witness our hands and the seal of this corporation at Crosby, North Dakota, this 15th day of November, 1952.

<u><i>Otto C. Moe</i></u> Director	<u><i>Arthur A. Johnson</i></u> Chairman
<u><i>Arden Running</i></u> Director	<u><i>J. Agnes Lucy</i></u> Secretary
<u><i>Arthur Homer Macosson</i></u> Director	<u><i>Anne Nelson</i></u> Director
<u><i>Alvin Anderson</i></u> Director	<u><i>Elwin Dordahl</i></u> Director
<u><i>George Bordeau</i></u>	

23

STATE OF NORTH DAKOTA)
: ss
COUNTY OF WILLIAMS)

Be it remembered, that on this 17th day of June A. D. 1953, before me Dean Winkjer, a Notary Public, within and for said County and State, personally appeared

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

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year above written.

Dean Winkjer
Notary Public

My commission expires: 9/24/53.

Amended By Laws

to

Articles of Incorporation

Northwest Mutual

and telephone of 2

Columbus, N. Dak.

STATE OF NORTH DAKOTA

Department of State

Filed for record this

14th

day of July

1953

at

Charles H. Hill

SECRETARY OF STATE

DEPUTY

Volume = Two,

Miscellaneous Items

Mutual Association

Page 55

#11.00

[Handwritten signature]

By _____

CERTIFICATION OF
AMENDMENTS TO ARTICLES OF INCORPORATION

OF

24

Northwest Mutual Aid Telephone Corporation, Inc., of Columbus,
North Dakota, a co-operative mutual aid corporation doing business under the
provisions of Chapter 10-12 Revised Code 1943.

We, the undersigned, Chairman and Secretary of the meeting and
a majority of the directors do hereby certify:

That a meeting of the members of the Northwest Mutual Aid
Telephone Corporation, Inc., was held at Crosby, North Dakota on the 15th day
of November, 1952, in compliance with the provisions of Section 10-12 Revised
Code of 1943;

That the following resolution having been first approved by
all of the directors was adopted by the affirmative vote of 3/4 of all members,
said 3/4 all members constituting a majority of the entire number of members,
the total number of members being 8.

RESOLVED: That the articles of Incorporation be amended as follows:

Article IV

The line is intended to run in and through the counties
of McKenzie, Williams, Divide, Burke, and Mountrail. The
estimated length of the line is 3,000 miles, and the
estimated cost is \$5,000,000.00.

Article V

The "Cooperative" is organized without capital stock, and
the property rights and the interest of the members shall be
unequal. The general rules applicable to all members by
which the property rights and interest respectively of each
member shall be determined and fixed as follows:

Upon dissolution, after (A) all debts and liabilities
of the "Cooperative" shall have been paid, (B) all capital
furnished through patronage shall have been retired as
provided in the By-Laws, and (C) all membership fees and
equity contributions shall have been repaid, the property
and assets of the "Cooperative" shall be distributed
amongst the members and former members in the proportion
which the aggregate patronage of each bears to the total
patronage of all such members.

Article VIII

That the time for which this Corporation is to exist is not limited
but it shall have perpetual existence unless dissolved according
to law.

Witness our hands and the seal of this Corporation at Crosby,
North Dakota, this 15th day of November, 1952.

25

Otto L. Moe
Director

Arthur A. Johnson
Chairman

Arden Running
Director

J. Agnes Luy
Secretary

Alvin Anderson
Director

Anna Nelson
Director

Edwin Dordick
Director

Howard P. Jacobson
Director

George Baldean

STATE OF NORTH DAKOTA)
COUNTY OF WILLIAMS)

BE IT REMEMBERED, That on this 15 day of November 1952,
before me Dean Winkjer, a Notary Public, within and for said County and State,
personally appeared

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

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal the day and year above written.



Dean Winkjer
Notary Public

My commission expires: 9/24/53.

Certificate No. 83

Amendment to Articles
of Incorporation

Northwest Mutual Aid
Telephone Corporation

Columbus, N. D.

STATE OF NORTH DAKOTA }
Department of State

Filed for record and certificate issued

on 14th day of July 1953 and

recorded in Volume 1222

of Miscellaneous Papers
(Mutual Aid Corporation)

Page 54

Thomas Hall

SECRETARY OF STATE

Charles J. ...

Fee \$6.00

88

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CERTIFICATE OF AMENDMENT

Nº 83

FEE \$ 6.00

DUPLICATE

United States of America



DEPARTMENT

OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, NORTHWEST MUTUAL AID TELEPHONE CORPORATION (COLUMBUS, BURKE CO, NORTH DAKOTA)

has filed in this office a certificate as provided by the Laws of this State, setting forth all the facts required to be stated therein and has in all respects complied with the provisions of the Law governing the amendments of Articles of Incorporation and has amended its Articles of Incorporation as follows, to-wit: AMENDING: ARTICLE IV, ARTICLE V. AND ARTICLE VIII.

Now therefore, I, THOMAS HALL, Secretary of State of the State of North Dakota, in virtue and by authority of Law, do hereby issue this Certificate of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal

SEAL

of the State at the Capitol in the City of Bismarck, this FIFTEENTH

day of JULY, 1953

By CHARLES LIESSMAN
DEPUTY.

THOMAS HALL
Secretary of State.

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CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF NORTHWEST MUTUAL AID TELEPHONE CORPORATION

This Certificate is made pursuant to Section 10-15-38 of the North Dakota Century Code by WAYNE JOHNSON, President of NORTHWEST MUTUAL AID TELEPHONE CORPORATION, and DELMER A. MORROW, its Secretary.

Pursuant to notice given to all of the members of Northwest Mutual Aid Telephone Corporation, the Articles of Incorporation of said corporation were amended by the members of said corporation.

The name of the corporation is NORTHWEST MUTUAL AID TELEPHONE CORPORATION.

The Amendments to the Articles of Incorporation were adopted by the members of said corporation on April 6, 1964, and said Amendments read as follows, to wit:

ARTICLE 2. was amended to read as follows:

The purpose for which the corporation is organized is to furnish, improve and expand communication service.

ARTICLE 4. was amended to read as follows:

The service facility is intended to run in and through the counties of McKenzie, Williams, Divide, Burke and Mountrail. The estimated length of the line is 3000 miles, and the estimated cost is \$5,000,000.00.

ARTICLE 6. was amended to read as follows:

The members authorize the borrowing of amounts from time to time by the cooperative from the United States of America

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pursuant to the Rural Electrification Act of 1936, as from time to time amended, such loans to be in such amounts, not exceeding in the aggregate \$5,000,000.00, and upon such terms as the board of directors shall deem advisable, to finance the construction, acquisition and operation of such communication systems, exchanges, subscribers' stations and other plant and equipment and facilities necessary or appropriate for a telephone or communication system, as the board of directors shall from time to time determine upon, and the board of directors is further authorized to cause the proper officers from time to time to execute, seal and deliver, on behalf of the cooperative, notes, bonds, or other evidences of indebtedness to evidence indebtedness incurred pursuant to the authorization herein contained, all upon such terms as the board of directors shall determine.

The members authorize the mortgaging of all of the property of the cooperative, now owned or hereafter acquired, to secure such loans as may be made at any time or times by United States of America to the cooperative, pursuant to the Rural Electrification Act of 1936, as from time to time amended, limited in aggregate amount as aforesaid, and to secure all notes, bonds or other evidences of indebtedness evidencing the indebtedness created by such loans, all upon such terms as the board of directors shall determine.

Without limiting the generality of the foregoing, the board of directors is authorized to cause the proper officers on behalf of the cooperative to execute, seal and deliver as many counterparts as shall be deemed advisable of a mortgage to United States of America, substantially in the form of the mortgage presented to this corporation, with such changes in the form of the mortgage as the board of directors or any officer or officers vested with appropriate power by the board of directors shall deem advisable.

There are 2343 members of the Northwest Mutual Aid Telephone Corporation, and there were 67 members present at the annual meeting held in Bowbells, North Dakota, on April 6, 1964,

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when the Articles of Incorporation were amended. Of the said members present at said meeting all voted in favor of said Amendments and no one voted against them.

Dated at Ray, North Dakota, this 4th day of May, 1964.

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

By: Wayne Johnson
Its President

ATTEST:

Delmer A. Morrow
Its Secretary

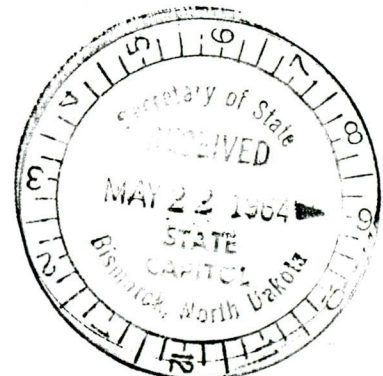
STATE OF NORTH DAKOTA)
COUNTY OF WILLIAMS) :ss

On this 4th day of May, 1964, before me, personally appeared WAYNE JOHNSON and DELMER A. MORROW, known to me to be the President and Secretary, respectively, of the corporation that is described in, and that executed the within instrument, and acknowledged to me that such corporation executed the same.

Dean Winkjer

DEAN WINKJER, Notary Public
Williams County, North Dakota
My Commission Expires Sept. 24, 1965

Certificate No. 1529
STATE OF NORTH DAKOTA } ss
Department of State }
Filed for record the 22nd
day of May 1964
Ben Meyer SECRETARY OF STATE
DEPUTY
Fee \$12.00



Certificate No. 1529



DEPARTMENT

OF STATE

State of North Dakota

CERTIFICATE OF AMENDMENT OF

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

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 _____

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE 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 NORTHWEST MUTUAL AID TELEPHONE CORPORATION

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, TWENTY-SECOND day of MAY 1964

SEAL

BEN MEIER

Secretary of State

File No. 6920

DUPLICATE

By _____
Deputy

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CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF NORTHWEST MUTUAL AID TELEPHONE CORPORATION

This Certificate is made pursuant to Section 10-15-38 of the North Dakota Century Code by WAYNE JOHNSON, President of Northwest Mutual Aid Telephone Corporation, and DELMER A. MORROW, Its Secretary.

Pursuant to Notice given to all members of Northwest Mutual Aid Telephone Corporation, the Articles of Incorporation of said Corporation were amended by the members of said Corporation.

The name of the Corporation is NORTHWEST MUTUAL AID TELEPHONE CORPORATION.

The amendment to the Articles of Incorporation were adopted by the members of said Corporation on April 3, 1970, at which meeting 71 members were present, all of said present members voting aye, none voting nay, and said Amendment reads as follows, to wit:

ARTICLE IV was amended to read as follows:

ARTICLE 6. The members authorize the borrowing of amounts from time to time by the cooperative from the United States of America pursuant to the Rural Electrification Act of 1936, as from time to time amended, such loans to be in such amounts, not exceeding in the aggregate \$20,000,000.00, and upon such terms as the Board of Directors shall deem advisable, to finance the construction, acquisition and operation of such communication systems, exchanges, subscribers' stations, and other plant and equipment and facilities necessary or appropriate for a telephone or communication system, as the Board of Directors shall, from time to time, determine upon, as the Board of Directors is further authorized to cause the proper officers from time to time to execute, seal and deliver, on behalf of the cooperative, notes, bonds or other evidences of indebtedness to evidence indebtedness incurred pursuant to the authorization herein contained, all upon such terms as the Board of Directors shall determine.

The members authorize the mortgaging of all of the property of the cooperative, now owned or hereafter acquired, to secure such loans as may be made at any time or times by United States of America to the cooperative, pursuant to the Rural Electrification Act of 1936, as from time to time amended, limited in aggregate amount as aforesaid, and to secure all notes, bonds or other evidences of indebtedness evidencing the indebtedness created by such loans, all upon such terms as the Board of Directors shall determine.

Without limiting the generality of the foregoing, the Board of Directors is authorized to cause the proper officers on behalf of the cooperative to execute, seal and deliver as many counter parts as shall be deemed advisable of a mortgage to United States of America, substantially in the form of the mortgage presented to this corporation, with such changes in the form of the mortgage as the Board of Directors or any officer or officers vested with appropriate power by the Board of Directors shall deem advisable.

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The Secretary declared that there was a quorum present at the beginning of the meeting and that a quorum remained for the entire meeting. Of the said members present at said meeting, a majority voted in favor of said Amendment.

DATED at Ray, North Dakota, this 17th day of April, 1970.

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

(SEAL)

BY: Wayne Johnson
Wayne Johnson, Its President

ATTEST:

Delmer A. Morrow
Delmer A. Morrow, Its Secretary

STATE OF NORTH DAKOTA)
) : SS.
COUNTY OF WILLIAMS)

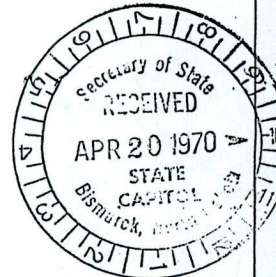
On this 17th day of April, 1970, before me personally appeared WAYNE JOHNSON and DELMER A. MORROW, known to me to be the President and Secretary, respectively, of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed the same.

Dean Winkjer
Dean Winkjer, Notary Public
Williams County, North Dakota

(SEAL)

My commission expires: Sept. 24, 1971.

Certificate No. 2978
STATE OF NORTH DAKOTA } ss.
Department of State }
Filed for record the 21st
day of April 1970
Blair M. Miles
SECRETARY OF STATE
Joseph B. ...
DEPUTY
Fee: \$12.00



33

Certificate No. 2978



DEPARTMENT

OF STATE

State of North Dakota

CERTIFICATE OF AMENDMENT

OF

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

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 NORTHWEST MUTUAL AID TELEPHONE CORPORATION

duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE 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 NORTHWEST MUTUAL AID TELEPHONE CORPORATION

GENERAL AMENDMENT -- AUTHORIZING BORROWING NOT TO EXCEED \$20,000,000.00

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 21st day of APRIL A.D., 1970.

S E A L

BEN MEIER
Secretary of State.

File No. 6920

DUPLICATE

By JAY A, BRYANT, Deputy.

6920

MAC

CORPORATE OFFICERS CERTIFICATION OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTHWEST MUTUAL AID TELEPHONE CORPORATION
Ray, North Dakota

WAYNE JOHNSON, President, and DENNIS L. JOHNSRUD, Secretary, being the duly elected, qualified and acting President and Secretary of Northwest Mutual Aid Telephone Corporation, do hereby certify that the Amendments and Restatement of the Articles of Incorporation of Northwest Mutual Aid Telephone Corporation were adopted at the annual meeting of the Cooperative at Alamo, North Dakota, on the 5th day of April, 1986.

This Certificate is executed pursuant to Title 10, Chapter 15 of the North Dakota Century Code.

Northwest Mutual Aid Telephone Corporation was initially incorporated under the Mutual Aid laws of the State of North Dakota, which laws were thereafter amended, and this Corporation became subject to the Cooperative Association Chapter of Title 10 of the North Dakota Century Code.

The total number of members of the Cooperative at the time of the annual meeting was 3,664. The total number of members present at the annual meeting on the 5th day of April, 1986 was 123. The number of members voting for the Amended and Restated Articles of Incorporation was 122, the number of members voting against the Amended and Restated Articles of Incorporation was 1.

Notice of the Meeting of Members and a copy of the proposed Amended and Restated Articles of Incorporation were mailed to all of

Certificate No. 342
Filing Date 4-9 1986
Bruce Meier
(Secretary of State)
Dennis L. Johnson

BEN MEIER
SEC. OF STATE
APR 9 11 22 AM '86

the members by depositing said Notice in the United States Post Office at Ray, North Dakota, with postage prepaid, by regular mail, on the 21st day of March, 1986 pursuant to the notice requirements of the By-Laws.

That a quorum of members were present at said meeting pursuant to the By-Laws of Northwest Mutual Aid Telephone Corporation.

The Amended and Restated Articles of Incorporation of Northwest Mutual Aid Telephone Corporation are as follows:

ARTICLE I.

The name of the cooperative is:

NORTHWEST COMMUNICATIONS COOPERATIVE, A Cooperative Association

ARTICLE II.

This corporation was originally incorporated under the Mutual Aid Laws of the State of North Dakota and is now subject to the Cooperative Association Provisions of Title 10, Chapter 15 of the North Dakota Century Code. It shall have perpetual existence.

ARTICLE III.

The purpose for which the cooperative is organized is to furnish, improve and expand communication services and to engage in any other activity within the purpose for which cooperatives may be organized.

ARTICLE IV.

The principal office and place where the principal business of the cooperative will be transacted is Ray, North Dakota.

ARTICLE V.

The cooperative is organized without capital stock, and the property rights and the interests of the members shall be equal. The

general rules applicable to members by which the property rights and interest respectively of each member shall be determined and fixed are as follows:

Upon dissolution, after (a) all debts and liabilities of the cooperative shall have been paid; (b) all capital furnished by members through patronage shall have been retired as provided in the By-Laws; and (c) the property and assets of the cooperative shall be distributed among the members and former members in proportion to the ratio that the unretired capital credits of each bear to the total unretired capital credits of all such members and former members.

ARTICLE VI.

The members authorize the borrowing of amounts from time to time by the cooperative from any lender and the United States of America pursuant to the Rural Electrification Act of 1936, as from time to time amended, such loans to be in such amounts, not exceeding in the aggregate \$20,000,000.00, and upon such terms as the Board of Directors shall deem advisable, to finance the construction, acquisition and operation of such communication systems, exchanges, subscribers' stations, and other plant and equipment and facilities necessary or appropriate for a telephone or communication system, as the Board of Directors shall, from time to time, determine upon, as the Board of Directors is further authorized to cause the proper officers from time to time to execute, seal and deliver, on behalf of the cooperative, notes, bonds or other evidences of indebtedness to evidence indebtedness incurred pursuant to the authorization herein contained, all upon such terms as the Board of Directors shall determine.

The members authorize the mortgaging of all of the property of the cooperative, now owned or hereafter acquired, to secure such loans as may be made at any time or times by any lender and by the United

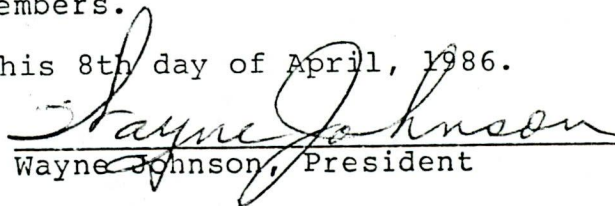
States of America to the cooperative, pursuant to the Rural Electrification Act of 1936, as from time to time amended, limited in aggregate amount as aforesaid, and to secure all notes, bonds or other evidences of indebtedness evidencing the indebtedness created by such loans, all upon such terms as the Board of Directors shall determine.

Without limiting the generality of the foregoing, the Board of Directors is authorized to cause the proper officers on behalf of the cooperative to execute and deliver as many counterparts as shall be deemed necessary.

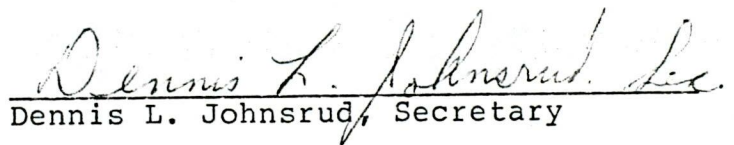
ARTICLE VII.

The Board of Directors shall adopt By-Laws for the Cooperative which may be amended from time to time by the Board. Copies of the By-Laws and any amendments thereto shall be furnished to each member, and any amendments to the By-Laws shall be reported to the members at the next regular meeting of the members.

DATED at Ray, North Dakota this 8th day of April, 1986.


Wayne Johnson, President

(CORPORATE)
(SEAL)


Dennis L. Johnsrud, Secretary

Nº 342

UNITED STATES OF AMERICA



DEPARTMENT

OF STATES

State of North Dakota

RESTATED CERTIFICATE OF INCORPORATION OF

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Restated Articles of Incorporation of NORTHWEST MUTUAL AID TELEPHONE CORPORATION duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE ASSOCIATION 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 Restated Certificate of Incorporation to NORTHWEST COMMUNICATIONS COOPERATIVE, A Cooperative Association and attaches hereto a duplicate original of the Restated 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 Ninth day of April A.D., 19 86

Ben Mefer Secretary of State

File No. 6920 Coop.

By _____ Deputy



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 42 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 3-27-90

A handwritten signature in red ink, which appears to read "Jim Kusler".

Jim Kusler

BY: Darcy Schlosser SECRETARY OF STATE



Public Service Commission
State of North Dakota

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

March 8, 1990

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

Secretary, Janet A. Elkin



Mr. Kenneth Lund, Jr., Manager
Northwest Communications Corp.
Ray, North Dakota 58849

Dear Mr. Lund:

The Public Service Commission has initiated a project to verify the authority under which telecommunications companies operate in North Dakota. In addition, the Commission needs to determine if the certificates are issued to the appropriate entity.

The Commission requests that your company provide a copy of all Certificates of Public Convenience and Necessity under which your company operates in North Dakota and a copy of the Commission's order granting each certificate.

Also, please provide the following documents:

If you are a corporation:

Certified copies of:

1. Articles of Incorporation, and
2. either a) certificate of incorporation; or
b) certificate of authorization.

*this information
to be coming direct
from Sec. of State.*

If you are a partnership:

1. Names of all partners
2. A copy of the partnership agreement
3. **Certified** copies of:
 - a) certificate of fictitious name (if applicable)
 - b) certificate of limited partnership (if applicable)
 - c) corporate papers (or other relevant papers) for general partner (if applicable)

*All other
info request
enclosed*

Please provide this information within three weeks. If you have any questions, feel free to call or write.

Thank you for your help in this matter.

Sincerely,

Patrick J. Fahn, Chief Engineer
Public Utilities Division

Wolk

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the matter of the application of)
Northwest Mutual Aid Telephone Corp-)
oration and Northwestern Bell Tele-)
phone Company for a Certificate of)
Public Convenience and Necessity for)
certain toll telephone facilities be-)
tween Williston and Alamo, Columbus,)
Grenora, Lignite, McGregor, Powers)
Lake and Wildrose, North Dakota.)

CASE NO. 7705

ORDER GRANTING APPLICATION

On July 1, 1969, the Northwest Mutual Aid Telephone Corporation, hereinafter called Northwest Mutual, and the Northwestern Bell Telephone Company, hereinafter called Northwestern Bell, filed an application wherein they jointly requested that Northwest Mutual be granted a Certificate of Public Convenience and Necessity authorizing Northwest Mutual to construct and operate certain buried toll telephone cables and associated toll telephone terminal facilities.

On July 29, 1969, this Commission issued its Notice of Opportunity for Hearing wherein opportunity was given to all interested parties to file objections with or requests for hearing before the Commission on or before August 11, 1969. No such objections or requests were filed on or before this deadline.

NOW, THEREFORE, IT APPEARING that Northwest Mutual is a member owned corporation operating a communications utility business in the State of North Dakota and is therefore subject to the jurisdiction of this Commission.

IT FURTHER APPEARING that Northwestern Bell is a foreign corporation duly authorized to conduct communication utility business in the State of North Dakota and as such is subject to this Commission's jurisdiction.

IT FURTHER APPEARING that the Applicants have mutually agreed that toll telephone service to exchanges owned by Northwest Mutual at Grenora,

facilities and render the service presently provided by Northwestern Bell on these routes. Specifically, Northwest Mutual proposes to install buried toll cables as follows:

1. From its central office at Round Prairie in an easterly direction to intersect and connect with Northwestern Bells cables at a point approximately five miles west of Williston.
2. From a point approximately nine miles north of Williston extending northerly for a distance of approximately 20 miles at which point cables will extend easterly terminating in the central office at McGregor and westerly terminating in the central office at Marmon.
3. From Northwest Mutual's office at Lignite in a westerly direction for a distance of approximately 15 miles whereat it will connect with Northwestern Bell's toll facilities.

IT FURTHER APPEARING that Northwestern Bell will, in conjunction with Northwest Mutual's proposed construction, install new cable and facilities necessary to complete the improvement of toll service to these exchanges.

IT FURTHER APPEARING that this proposal will provide improved toll telephone transmission to said exchanges and will lessen the possibility of service outages due to weather; is in the public interest; will not cause any discontinuance, reduction or impairment of service to any community or any part of any community; will not result in duplication of facilities; and will be required by the public convenience and necessity.

NOW, THEREFORE, IT IS HEREBY ORDERED that the Northwest Mutual Company be and hereby is granted a certificate of public convenience and necessity authorizing them to construct and operate the proposed buried toll telephone cables and associated toll telephone terminal facilities from Northwestern Bell's cable approximately nine miles North of Williston to provide toll service to the Grenora, Alamo, Wildrose, McGregor and Powers Lake telephone exchanges and to construct and operate the proposed buried toll telephone cables and associated toll telephone terminal facilities from Northwestern Bell's channel terminating midway between Noonan and Columbus to provide toll service to the Columbus and Lignite telephone exchanges.

AL BUMANN
SECRETARYPUBLIC
SERVICE
COMMISSION

PSC

BISMARCK 58501

October 22, 1974

Mr. Arthur S. Johnson, Manager
Northwest Mutual Aid Telephone
Corporation
Ray, North Dakota 58849

Dear Mr. Johnson:

Although you have been previously advised of the fact that your joint request with Midstate Telephone Company for changes in service area was approved, you have not been officially advised of the effect of this Commission's approval on your Certificate of Public Convenience and Necessity, and this letter is for that purpose.

Northwest Mutual Aid Telephone Corporation holds a certificate issued by this Commission in Case No. 5667 wherein you were authorized to construct and operate a telephone system serving the area in and around Powers Lake. This area was specifically delineated in an exhibit which was filed by you and made a part of the record in Case No. 5667, and it was used as the basis for the service area covered by your Certificate of Public Convenience and Necessity as issued therein. Subsequent revisions in this service area were made through informal contacts with the Commission whereby a number of subscribers in the Lostwood area were added to the Powers Lake service area. This fact was reflected by a pencil revision on your exhibit filed in this case.

Your recent request for change in the service area of the Powers Lake Exchange as filed and approved by this Commission in Case No. I-5213, in effect, changes the authority granted to you by the Certificate of Public Convenience and Necessity issued in Case No. 5667. This is to advise you that the area changes as proposed in your recent request have not only been approved by the Commission, but also the exhibit in Case No. 5667 has been corrected to reflect the resulting service area and that, therefore, your original Certificate of Public Convenience and Necessity has been, in effect, amended to show the service situation resulting from the transfer of service area from your Powers Lake Exchange to Midstate's Stanley Exchange.

The Commission does not feel that it is necessary to issue a new Certificate of Public Convenience and Necessity as any reference to

Arthur S. Johnson, Manager
Northwest Mutual Aid Telephone Corp.
October 22, 1974

Page 2

service area on said certificate relates to the map exhibit which has been amended to reflect the situation resulting from the transfer of territory.

Should you have any further questions concerning this matter, please feel free to contact me.

Sincerely,

A handwritten signature in cursive script, appearing to read "Wallace M. Owen".

Wallace M. Owen
Chief Engineer

WMO/sh

CC: Bob Bale

BEN WOLF, PRESIDENT • BRUCE HAGEN • RICHARD A. ELKIN

COMMISSIONERS



AL BUMANN
SECRETARY

PUBLIC
SERVICE
COMMISSION

PSC

BISMARCK 58501

October 16, 1974

Mr. Arthur S. Johnson, Manager
Northwest Mutual Aid Telephone
Corporation
Ray, North Dakota 58849

Dear Mr. Johnson:

On October 10, 1974, this Commission approved your filing of
a revised boundary map for the Lostwood Area.

Our Case No. is I-5213.

Yours truly,

Al Bumann
Secretary

sh

Enclosure

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the matter of the application of)
Northwest Mutual Aid Telephone Corp-)
oration and Northwestern Bell Tele-)
phone Company for a Certificate of)
Public Convenience and Necessity for)
certain toll telephone facilities be-)
tween Williston and Alamo, Columbus,)
Grenora, Lignite, McGregor, Powers)
Lake and Wildrose, North Dakota.)

CASE NO. 7705

ORDER GRANTING APPLICATION

On July 1, 1969, the Northwest Mutual Aid Telephone Corporation, hereinafter called Northwest Mutual, and the Northwestern Bell Telephone Company, hereinafter called Northwestern Bell, filed an application wherein they jointly requested that Northwest Mutual be granted a Certificate of Public Convenience and Necessity authorizing Northwest Mutual to construct and operate certain buried toll telephone cables and associated toll telephone terminal facilities.

On July 29, 1969, this Commission issued its Notice of Opportunity for Hearing wherein opportunity was given to all interested parties to file objections with or requests for hearing before the Commission on or before August 11, 1969. No such objections or requests were filed on or before this deadline.

NOW, THEREFORE, IT APPEARING that Northwest Mutual is a member owned corporation operating a communications utility business in the State of North Dakota and is therefore subject to the jurisdiction of this Commission.

IT FURTHER APPEARING that Northwestern Bell is a foreign corporation duly authorized to conduct communication utility business in the State of North Dakota and as such is subject to this Commission's jurisdiction.

IT FURTHER APPEARING that the Applicants have mutually agreed that toll telephone service to exchanges owned by Northwest Mutual at Grenora,

facilities and render the service presently provided by Northwestern Bell on these routes. Specifically, Northwest Mutual proposes to install buried toll cables as follows:

1. From its central office at Round Prairie in an easterly direction to intersect and connect with Northwestern Bells cables at a point approximately five miles west of Williston.
2. From a point approximately nine miles north of Williston extending northerly for a distance of approximately 20 miles at which point cables will extend easterly terminating in the central office at McGregor and westerly terminating in the central office at Marmon.
3. From Northwest Mutual's office at Lignite in a westerly direction for a distance of approximately 15 miles whereat it will connect with Northwestern Bell's toll facilities.

IT FURTHER APPEARING that Northwestern Bell will, in conjunction with Northwest Mutual's proposed construction, install new cable and facilities necessary to complete the improvement of toll service to these exchanges.

IT FURTHER APPEARING that this proposal will provide improved toll telephone transmission to said exchanges and will lessen the possibility of service outages due to weather; is in the public interest; will not cause any discontinuance, reduction or impairment of service to any community or any part of any community; will not result in duplication of facilities; and will be required by the public convenience and necessity.

NOW, THEREFORE, IT IS HEREBY ORDERED that the Northwest Mutual Company be and hereby is granted a certificate of public convenience and necessity authorizing them to construct and operate the proposed buried toll telephone cables and associated toll telephone terminal facilities from Northwestern Bell's cable approximately nine miles North of Williston to provide toll service to the Grenora, Alamo, Wildrose, McGregor and Powers Lake telephone exchanges and to construct and operate the proposed buried toll telephone cables and associated toll telephone terminal facilities from Northwestern Bell's channel terminating midway between Noonan and Columbus to provide toll service to the Columbus and Lignite telephone exchanges.

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5274

This is to certify that public convenience and necessity require, and permission is granted for Northwest Communications Cooperative, a Cooperative Association, a telecommunications public utility, to provide local exchange telecommunications services inside the Noonan, North Dakota local exchange area.

This certificate is issued in Case No. PU-04-565 and is conditioned upon Northwest Communications Cooperative, a Cooperative Association securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, December 1, 2005.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4265

This is to certify that public convenience and necessity require, and permission is granted for Northwest Communications Cooperative, A Cooperative Association, a telecommunications public utility, to provide local exchange telecommunications services inside the Williston, North Dakota local exchange area.

This certificate is issued in Case No. PU-1681-99-506 and is conditioned upon Northwest Communications Cooperative, A Cooperative Association securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated December 1, 1999.

Bismarck, North Dakota, December 1, 1999.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3432

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

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon Northwest Communications Cooperative 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 3508

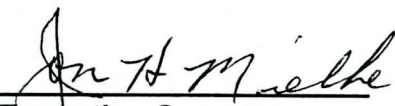
This is to certify that public convenience and necessity require, and permission is granted for Northwest Communications Cooperative, a telecommunications public utility, to provide local exchange telecommunications services inside the Tioga, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon Northwest Communications Cooperative 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

Certificate No. 406

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
Construction and Operation _____ of Telephone _____
facilities in parts of Burke and Mountrail Counties,
~~plant or system at~~ _____ North Dakota,

by Northwest Mutual Aid Telephone Corporation This certificate is issued in accordance with the report and
order of this Commission, dated April 21, 1958 in Case No. 5667 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Northwest Mutual Aid Telephone Corporation
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 21st

day of April 1958

ATTEST:


Secretary

 CORBETT BROS., MINOT, N. D.

PUBLIC SERVICE COMMISSION:

By 
Commissioner

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 403

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
Construction and operation _____ of telephone facilities
in parts of Divide and ~~plant or system at~~ Williams Counties _____ North Dakota,
 by Northwest Mutual Aid Telephone Corporation This certificate is issued in accordance with the report and
 order of this Commission, dated February 24, 1958 in Case No. 5647 and is subject to the
 conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Northwest Mutual Aid Telephone Corporation
 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 24th

day of February 19 58

ATTEST:

Erner Olson
 Secretary

 CORBETT BROS., MINOT, N. D.

PUBLIC SERVICE COMMISSION:

By Martin Vaala
 Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 402

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
Construction and operation _____ of telephone facilities
in parts of Burke and Ward ~~parts of system of~~ Counties _____ North Dakota,
by Northwest Mutual Aid Telephone Corporation This certificate is issued in accordance with the report and
order of this Commission, dated February 24, 1958 in Case No. 5646 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Northwest Mutual Aid Telephone Corporation
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 24th

day of February 19 58

ATTEST:


Secretary



PUBLIC SERVICE COMMISSION:

By 
Commissioner

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 360

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of a telephone
_____ plant or system ~~at~~ in Burke and Divide Counties, _____ North Dakota,
by Northwest Mutual Aid Telephone Corporation This certificate is issued in accordance with the report and
order of this Commission, dated August 26, 1954 in Case No. 5194 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Northwest Mutual Aid Telephone Corporation
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 26th

day of August 19 54

ATTEST:

Oliver Olson

Secretary

PUBLIC SERVICE COMMISSION:

By E. H. Brant

Commissioner

 CORBETT BROS., MINOT, N. D.

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 336

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 the Counties of Williams, Divide, North Dakota,
and Burke, State of
by Northwest Mutual Aid Telephone Corporation.

This certificate is issued in accordance with the report and order of this Commission, dated October 30, 1952 in Case No. 4944 and is subject to the conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Northwest Mutual Aid Telephone Corporation 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 30th

day of October 19 52

ATTEST

Emer Olson
Secretary

PUBLIC SERVICE COMMISSION:

By E. N. Brant
Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4232

This is to certify that public convenience and necessity require, and permission is granted for Northwest Communications Cooperative, A Cooperative Association, a telecommunications public utility, to provide local exchange telecommunications services inside the Williston, North Dakota local exchange area.

This certificate is issued in Case No. PU-1681-99-506 and is conditioned upon Northwest Communications Cooperative, A Cooperative Association securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated December 1, 1999.

Bismarck, North Dakota, December 1, 1999.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

1167

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 1167

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of _____

telephone _____ plant or system at * see below _____ North Dakota,

by Northwest Mutual Aid Telephone Corporation This certificate is issued in accordance with the report and order
of this Commission, dated August 11, 1969 in Case No. 7705 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Northwest Mutual Aid Telephone Corporation
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.
* buried toll telephone cables and associated toll telephone terminal facilities from Northwestern
Bell's cable approximately nine miles north of Williston to provide toll service to the Grenora,
Alamo, Wildrose, McGregor & Powers Lake telephone exchanges and to construct and operate the pro-
posed buried toll telephone cables and associated toll telephone terminal facilities from North-
western Bell's channel terminating midway between Noonan and Columbus to provide toll service to
the Columbus and Lignite telephone exchanges.

Dated at Bismarck, North Dakota, this 11th

day of August, 19 69.

ATTEST:

Elmer Olson
Secretary.

PUBLIC SERVICE COMMISSION:

By Bing Way
Commissioner.

05

6920
MAC

CORPORATE OFFICERS CERTIFICATION OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTHWEST MUTUAL AID TELEPHONE CORPORATION
Ray, North Dakota

WAYNE JOHNSON, President, and DENNIS L. JOHNSRUD, Secretary, being the duly elected, qualified and acting President and Secretary of Northwest Mutual Aid Telephone Corporation, do hereby certify that the Amendments and Restatement of the Articles of Incorporation of Northwest Mutual Aid Telephone Corporation were adopted at the annual meeting of the Cooperative at Alamo, North Dakota, on the 5th day of April, 1986.

This Certificate is executed pursuant to Title 10, Chapter 15 of the North Dakota Century Code.

Northwest Mutual Aid Telephone Corporation was initially incorporated under the Mutual Aid laws of the State of North Dakota, which laws were thereafter amended, and this Corporation became subject to the Cooperative Association Chapter of Title 10 of the North Dakota Century Code.

The total number of members of the Cooperative at the time of the annual meeting was 3,664. The total number of members present at the annual meeting on the 5th day of April, 1986 was 123. The number of members voting for the Amended and Restated Articles of Incorporation was 122, the number of members voting against the Amended and Restated Articles of Incorporation was 1.

Notice of the Meeting of Members and a copy of the proposed Amended and Restated Articles of Incorporation were mailed to all of

Certificate No. 342
Filing Date 4-9-86
Ben Meier
(Secretary of State)
1
Edn Romberg

BEN MEIER
SEC. OF STATE
APR 9 11 22 AM '86

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the members by depositing said Notice in the United States Post Office at Ray, North Dakota, with postage prepaid, by regular mail, on the 21st day of March, 1986 pursuant to the notice requirements of the By-Laws.

That a quorum of members were present at said meeting pursuant to the By-Laws of Northwest Mutual Aid Telephone Corporation.

The Amended and Restated Articles of Incorporation of Northwest Mutual Aid Telephone Corporation are as follows:

ARTICLE I.

The name of the cooperative is:

NORTHWEST COMMUNICATIONS COOPERATIVE, A Cooperative Association

ARTICLE II.

This corporation was originally incorporated under the Mutual Aid Laws of the State of North Dakota and is now subject to the Cooperative Association Provisions of Title 10, Chapter 15 of the North Dakota Century Code. It shall have perpetual existence.

ARTICLE III.

The purpose for which the cooperative is organized is to furnish, improve and expand communication services and to engage in any other activity within the purpose for which cooperatives may be organized.

ARTICLE IV.

The principal office and place where the principal business of the cooperative will be transacted is Ray, North Dakota.

ARTICLE V.

The cooperative is organized without capital stock, and the property rights and the interests of the members shall be equal. The

general rules applicable to members by which the property rights and interest respectively of each member shall be determined and fixed are as follows:

Upon dissolution, after (a) all debts and liabilities of the cooperative shall have been paid; (b) all capital furnished by members through patronage shall have been retired as provided in the By-Laws; and (c) the property and assets of the cooperative shall be distributed among the members and former members in proportion to the ratio that the unretired capital credits of each bear to the total unretired capital credits of all such members and former members.

ARTICLE VI.

The members authorize the borrowing of amounts from time to time by the cooperative from any lender and the United States of America pursuant to the Rural Electrification Act of 1936, as from time to time amended, such loans to be in such amounts, not exceeding in the aggregate \$20,000,000.00, and upon such terms as the Board of Directors shall deem advisable, to finance the construction, acquisition and operation of such communication systems, exchanges, subscribers' stations, and other plant and equipment and facilities necessary or appropriate for a telephone or communication system, as the Board of Directors shall, from time to time, determine upon, as the Board of Directors is further authorized to cause the proper officers from (time to time to execute, seal and deliver, on behalf of the cooperative, notes, bonds or other evidences of indebtedness to evidence indebtedness incurred pursuant to the authorization herein contained, all upon such terms as the Board of Directors shall determine.

The members authorize the mortgaging of all of the property of the cooperative, now owned or hereafter acquired, to secure such loans as may be made at any time or times by any lender and by the United

States of America to the cooperative, pursuant to the Rural Electrification Act of 1936, as from time to time amended, limited in aggregate amount as aforesaid, and to secure all notes, bonds or other evidences of indebtedness evidencing the indebtedness created by such loans, all upon such terms as the Board of Directors shall determine.

Without limiting the generality of the foregoing, the Board of Directors is authorized to cause the proper officers on behalf of the cooperative to execute and deliver as many counterparts as shall be deemed necessary.

ARTICLE VII.

The Board of Directors shall adopt By-Laws for the Cooperative which may be amended from time to time by the Board. Copies of the By-Laws and any amendments thereto shall be furnished to each member, and any amendments to the By-Laws shall be reported to the members at the next regular meeting of the members.

DATED at Ray, North Dakota this 8th day of April, 1986.

Wayne Johnson

Wayne Johnson, President

(CORPORATE)
(SEAL)

Dennis L. Johnsrud

Dennis L. Johnsrud, Secretary

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STATE OF NORTH DAKOTA)
:SS.
COUNTY OF WILLIAMS)

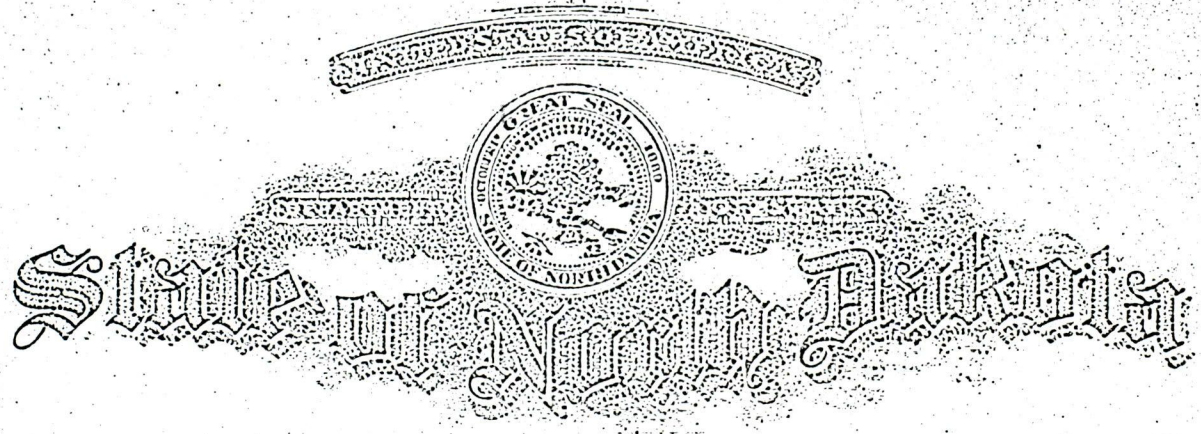
On this 5th day of April, 1986 before me personally appeared WAYNE JOHNSON and DENNIS L. JOHNSRUD, known to me to be the President and Secretary, respectively, of NORTHWEST MUTUAL AID TELEPHONE CORPORATION, who acknowledge to me that they executed the within and foregoing Corporate Officers' Certification of Amended and Restated Articles of Incorporation of Northwest Mutual Aid Telephone Corporation, and that the facts contained in such Certification are true, and that they have executed the within and foregoing Certification pursuant to and to fulfill the requirements of Title 10, Chapter 15 of the North Dakota Century Code.



Dean Winkjer

Dean Winkjer, Notary Public
Williams County, North Dakota.

No 342



RESTATED CERTIFICATE OF INCORPORATION
OF

NORTHWEST MUTUAL AID TELEPHONE CORPORATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Restated Articles of Incorporation of NORTHWEST MUTUAL AID TELEPHONE CORPORATION duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE ASSOCIATION Act, have been received in this office and are found to conform to law.

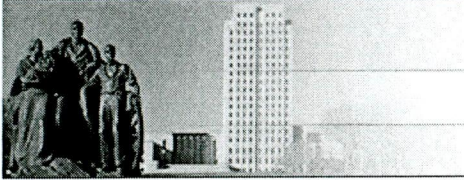
ACCORDINGLY the undersigned, as such Secretary of State and by virtue of the authority vested in him by law, hereby issues this Restated Certificate of Incorporation to NORTHWEST COMMUNICATIONS COOPERATIVE, A Cooperative Association and attaches hereto a duplicate original of the Restated Articles of 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 11th day of April A.D. 1926

Ben Meier Secretary of State

File No. 5920 Coop.

By _____ Deputy



SECRETARY OF STATE NORTH DAKOTA



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Business Records Search

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Result Page: < **1** > - [Entities 1 - 1 of 1]

System ID	Entity Name	Type - Status	Available Report Form to File (pdf) (See * Below)
3566000	NORTHWEST COMMUNICATIONS COOPERATIVE, A COOPERATIVE ASSOCIATION	COOP. - Active	

Result Page: < **1** > - [Entities 1 - 1 of 1]

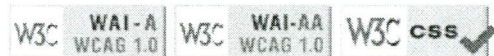
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* Report Forms

To generate a Report form to be filed with the Secretary of State, select the appropriate link for the report you intend to file under the Available Report Form to File column. This report does not contain details of a report previously filed with the Secretary of State. The report years reflected are an indication of the various report forms available in this site and is not an indication that an entity needs to file reports for all years. Missing years indicate that the forms for the missing years have not yet been deployed to the website, or have already been removed, and can be obtained by contacting the Secretary of State.

Please provide feedback by completing a short survey.

If you have questions or need further information, contact ND Secretary of State.





Public Service Commission

State of North Dakota

COMMISSIONERS

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Susan E. Wefald
Kevin Cramer

Executive Secretary
Illona A. Jeffcoat-Sacco

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web: www.psc.state.nd.us
e-mail: ndpsc@state.nd.us
TDD 800-366-6888
Fax 701-328-2410
Phone 701-328-2400

December 1, 2005

Mark L Stenehjem
P O Box 1366
Williston ND 58802-1366

RE: PSC Case No. PU-04-565

Dear Mr. Stenehjem:

On February 22, 2005, the Commission adopted an Order authorizing the issuance of a certificate of public convenience and necessity to Northwest Communications Cooperative, a Cooperative Association for the provision of local exchange service in the Noonan, North Dakota exchange, effective on the date the purchase transaction was complete. The order also stated Noonan Farmers Telephone Company's certificate would be cancelled upon completion of the transaction.

On November 21, 2005, the Commission was notified by your office that the transaction was complete, and Northwest Communications will begin providing services to the Noonan, North Dakota exchange on December 1, 2005.

Enclosed is Certificate of Public Convenience and Necessity No. 5274 for Northwest Communications Cooperative, Cooperative Association for your files. Noonan Farmers Telephone Company's certificate is cancelled.

If you have any questions, please contact us.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sharon Helbling".

Sharon Helbling
Public Utilities Division

Sdh

Enclosure

**STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

**Northwest Communications Cooperative, a
Cooperative Association
Local Exchange
Public Convenience and Necessity**

Case No. PU-04-565

**Northwest Communications Cooperative, a
Cooperative Association
Designated Eligible Carrier
Application**

Case No. PU-04-635

ORDER

February 22, 2005

On October 27, 2004, Northwest Communications Cooperative (NCC) of Ray, North Dakota filed an application for certificate of public convenience and necessity to provide facilities-based incumbent local exchange telecommunications services in the exchange of Noonan, North Dakota (Case No. PU-04-565). This exchange is currently served by Noonan Farmers Telephone Company (NFTC).

On November 29, 2004, NCC amended its application to request designation as an Eligible Telecommunications Carrier (ETC) for receiving federal universal service funding within the Noonan Exchange (Case No. PU-04-635).

NCC reports entering into an agreement to purchase facilities and assets of NFTC relating to the provision of local exchange telecommunications services, including exchange access and other telecommunications services, in the Noonan Exchange. As of the closing date of the transaction, NFTC would cease and NCC would commence providing incumbent local exchange services in the Noonan exchange.

On December 8, 2004 NFTC filed a Joinder in NCC's application. NFTC requested that the current certificate of public convenience and necessity issued to NFTC be relinquished to the Commission and that NFTC's designation as an eligible telecommunications carrier also be relinquished.

On December 15, 2004, the Commission issued a Notice of Opportunity for Hearing that provided until January 21, 2005 for receiving comments or hearing requests. No comments or requests for hearing have been received. In accordance with North Dakota Century Code chapter 49-03.1 and North Dakota Administrative Code section 69-09-05-11(3), the Commission's notice identified the following issues to be considered in this matter:

1. Fitness and ability of the applicant to provide service.
2. Adequacy of the proposed service.
3. The technical, financial and managerial ability of the applicant to provide service.

4. Qualification of the applicant under the Telecommunications Act of 1996, Section 214(e) for designation as an ETC eligible to receive federal universal service funding.
5. What ETC universal service support area should be designated.
6. Whether NFTC's current certificate of public convenience and necessity should be relinquished to the Commission.
7. Whether upon designation of NCC as an eligible telecommunications carrier for the Noonan exchange, NFTC's designation as an eligible telecommunications carrier should also be relinquished.

On January 19, 2005, the Public Service Commission's Director of Accounting filed a memorandum indicating that NCC has the financial ability to provide service.

On February 9, 2005, the Commission discussed the issues in this matter with the applicant and Commission staff at an informal hearing.

NCC, formerly known as Northwest Mutual Aid Telephone Company, has been a provider of incumbent telecommunications service within this State since 1952. NCC is currently providing incumbent telecommunications services to approximately 5,200 access lines in Williams, Divide, Burke, Ward, and Mountrail counties in North Dakota. NCC's service area nearly surrounds the Noonan exchange.

The Noonan exchange has been served by NFTC and its predecessors since 1916. As of December 31, 2003, NFTC provided service to 247 access lines. The sale of the Noonan exchange to NCC was first unanimously approved by the board of directors of NFTC, then approved by the NFTC members by a vote of 64 to 2 at the annual meeting of members and, finally, under NFTC Bylaws, approved by a vote of 175 to 3 by mail ballot election.

Under the purchase agreement between NCC and NFTC all subscribers served by NFTC in the Noonan exchange will become full cooperative members of NCC earning capital credits starting on the closing date of the transaction. They will be eligible to vote on all matters coming before the members and will be eligible to seek election to the NCC Board of Directors. As NCC members, the former NFTC members will receive extended area service with all NCC exchanges and the Portal exchange at no extra charge. They will also be eligible to receive expanded services in the form of a 52-channel CATV system, DSL Internet services, voice mail and other calling features.

It is NCC's intention to immediately upgrade the NFTC switching capabilities and become compliant with all Communications Assistance for Law Enforcement Act of 1994 (CALEA), and Local Number Portability (LNP) requirements. In the past, NFTC has been unable to comply with CALEA and LNP requirements because of its small size and the excessive cost.

To be designated as an eligible telecommunications carrier, a carrier must: (1) offer the services that are supported by federal universal service support mechanisms, and offer the services designated by the FCC for such federal support mechanisms for schools, libraries, and health care providers; and (2) advertise the availability of such services and the charges therefore using media of general distribution.

For telecommunications customers, the services designated by the FCC for support by universal service support mechanisms include voice grade access to the public switched

network, local usage, dual tone multi-frequency signaling or its functional equivalent, single-party service or its functional equivalent, access to emergency services, access to operator services, access to interexchange service, access to directory assistance and toll limitation for qualifying low-income consumers.

For schools and libraries, the service designated by the FCC for support by universal support mechanisms include all items listed on the Eligible Services List of the Schools and Libraries Support Mechanism of the Universal Service Administrative Company dated October 18, 2002. For health care providers, the services supported by universal service support mechanisms include any telecommunications service that is used primarily for the provision of health care.

NCC affirms that it will offer all services that are supported by the federal universal support mechanisms and will advertise the availability of and charges for those services using media of general distribution throughout the Noonan exchange.

NCC affirms that its Lifeline and Link Up offerings in the Noonan exchange will continue to meet the requirements established by the FCC and the North Dakota Lifeline Plan and Link Up Plan.

The Commission finds NCC is qualified under Section 214 (e) of the Communications Act of 1934 as amended by the Telecommunications Act of 1996, for designation as an ETC eligible to receive federal universal service funding for the Noonan exchange.

The Commission finds NCC is fit, able, and has the technical, financial and managerial ability to provide service.

The Commission finds that NCC's proposed service is adequate.

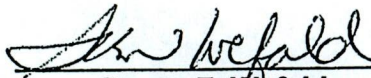
Order


The Commission Orders:


1. The application of Northwest Communications Cooperative for a certificate of public convenience and necessity to provide incumbent local exchange telecommunications services in the Noonan exchange area is approved, effective with the date that the asset acquisition transaction is complete. A certificate of public convenience and necessity will be issued upon notification by the applicants that the transaction is complete.
2. Northwest Communications Cooperative's application to expand its designated eligible carrier status is granted and NCC is designated as an eligible telecommunications carrier in the Noonan exchange area effective with the issuance of a certificate of public convenience and necessity and receipt of any required Part 36 study area waivers from the FCC.
3. Noonan Farmers Telephone Company's certificates of public convenience and necessity for the Noonan exchange shall be relinquished and cancelled effective with the issuance to NCC of a new certificate of public convenience and necessity for the Noonan exchange.

4. Noonan Farmers Telephone Company of North Dakota will no longer be designated as an ETC for the Noonan exchange effective upon NFTC's relinquishing its certificate of public convenience and necessity for the Noonan exchange.

PUBLIC SERVICE COMMISSION


Susan E. Wefald
Commissioner


Tony Clark
President


Kevin Cramer
Commissioner

McKENNETT STENEHJEM REIERSON FORSBERG & HERMANSON, P.C.
ATTORNEYS AND COUNSELORS AT LAW

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P.O. BOX 1366
WILLISTON, NORTH DAKOTA 58802-1366
PHONE (701) 577-6771 / FAX (701) 577-2163

MARK L. STENEHJEM*
LAUREL J. FORSBERG*
VALESKA A. HERMANSON*

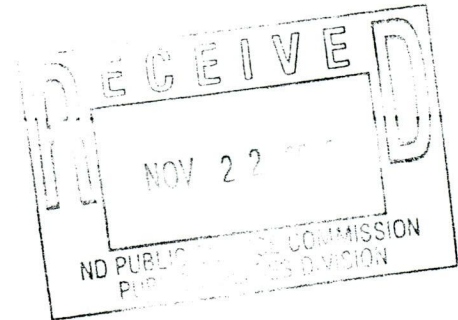
*ALSO ADMITTED IN MONTANA
**CERTIFIED CIVIL TRIAL SPECIALIST

TAMMY LaCROSSE, PARALEGAL

BRANCH OFFICE LOCATED IN WATFORD CITY, ND

November 21, 2005

Public Service Commission
ATTN: Public Utilities Section
State Capitol
600 East Boulevard Avenue
Bismarck, ND 5850-0480



RE: Northwest Communications Cooperative, Case No. PU-04-565
Northwest Communications Cooperative, Case No. PU-04-635

Commissioners:

Please be advised that the closing documents for the purchase by Northwest Communications Cooperative of the Noonan telephone exchange from Noonan Farmers Telephone Company were executed by all necessary parties on November 18, 2005. Pursuant to those documents, Northwest Communications Cooperative will begin providing services to the Noonan exchange as of 12:00 AM on December 1, 2005.

We have been informed that Noonan Farmers Telephone Company officers have been unable to locate the Certificate(s) of Public Convenience and Necessity previously issued by the Commission to Noonan Farmers Telephone Company in order to physically relinquish those certificates to the Commission pursuant to the Commission's order dated February 22nd. However, as part of the sale of the Noonan exchange, the Noonan Farmers Telephone Company has relinquished all rights to serve those customers and its officers have acknowledged to us their acceptance of the terms of the Commission's February 22nd Order.

It is our understanding that all necessary action has now been taken by the parties and all necessary Federal approvals have been obtained and that a Certificate of Public Convenience and Necessity will be issued to Northwest Communications Cooperative to provide incumbent local exchange telecommunications services in the Noonan

Public Service Commission
November 21, 2005
Page 2

exchange area effective December 1, 2005. It is also our understanding that Northwest Communications Cooperative's designated Eligible Telecommunications Carrier status has been expanded to include the Noonan exchange effective as of December 1, 2005.

If there are any further documents that the Commission needs in order to issue the necessary certificate, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read 'M. Stenehjem', with a long horizontal flourish extending to the right.

MARK L. STENEHJEM
Attorney for Northwest Communications

MLS:lf

cc. Dwight Schmitt, GM/CEO Northwest Communications Cooperative
Mike Stefonowicz, Attorney for Noonan Farmers Telephone Company

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