

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

RED RIVER RURAL TELEPHONE ASSOCIATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that RED RIVER RURAL TELEPHONE ASSOCIATION, a Minnesota corporation, authorized to transact business in the State of North Dakota on July 30, 1953, 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 foreign corporations.

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

RED RIVER RURAL TELEPHONE ASSOCIATION

Issued: August 17, 2005

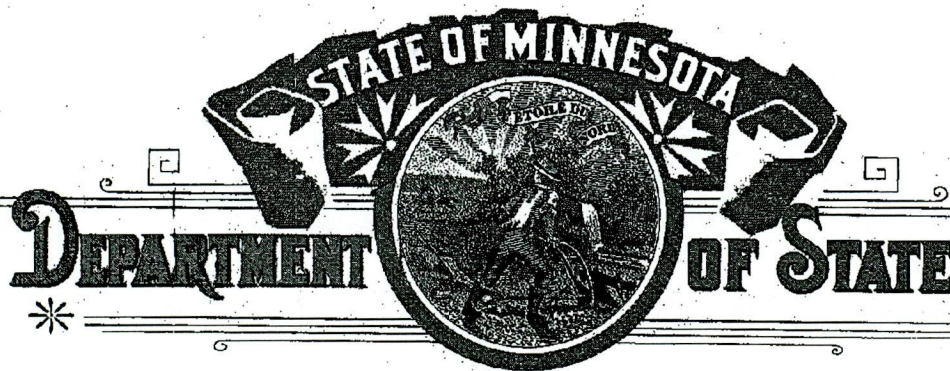
A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

1 **PU-13-471** Filed: 6/27/2013 Pages: 66
Corporate papers

Red River Rural Telephone Association

United States of America



MRS.
I, Mike Holm, Secretary of State
of the State of Minnesota,

do hereby certify that I have compared the annexed copy with
record of the original _____ *-Instruments-* _____ *in my office of*

Articles of Incorporation of Barnesville Rural Telephone Association, as
filed in this office on the 17th day of September, 1951, and contained in
Cooperative File #2993; and all Amendments thereto as filed in this office
on the 6th day of August, 1952; and the 23rd day of March, 1953- - - - -

and that said copy is a true and correct transcript of said _____

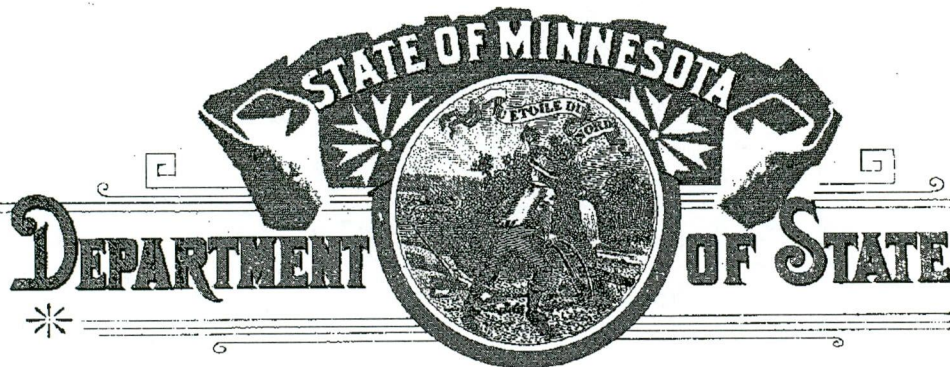
_____ *-Instruments-* _____

and of the whole thereof _____

In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State at the



United States of America



I, Mrs. Mike Holm, Secretary of State of the State of Minnesota, keeper of the Great Seal of said State, and the custodian of the documents pertaining to the formation of cooperative corporations under the laws of the State of Minnesota, do hereby certify:

That Barnesville Rural Telephone Association is a cooperative corporation of the State of Minnesota, created, organized and existing under and by virtue of and in full and complete compliance with the laws of said State made by filing Articles of Incorporation on the 17th day of September, 1951, and that said authority is now in force and has not been cancelled or revoked, and that said corporation is engaged in, or is authorized to engage in active business as a cooperative corporation of the State of Minnesota upon the date hereof.

Witness my official signature here-
unto subscribed and the Great Seal
of the State of Minnesota hereunto
affixed, this 22nd day of July, A. D.
1953.



Mrs. Mike Holm

Secretary of State

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

TO THE SECRETARY OF STATE,
State of North Dakota, Bismarck, N. Dak.

The Barnesville Rural Telephone Association, Inc., a corporation incorporated and existing under the laws of the State of Minnesota, in compliance with the provisions of Chapter 10-17, North Dakota Revised Code of 1943, governing Foreign Corporations, does hereby certify and set forth with respect to said corporation:

(1) Its name is Barnesville Rural Telephone Association and the state or country of organization is Minnesota

(2) It agrees to add "Inc." to its name for use in the State of North Dakota so that the name of this corporation which it will use in the State of North Dakota is The Barnesville Rural Telephone Association, Inc. (See instructions below.)

(3) The date of its incorporation was September 17, 1951, and the period of its duration is fifty years

(4) The address of its principal office in the state or country of organization is Barnesville,
Minnesota (See instructions below.)

(5) The address of its proposed registered office in the State of North Dakota is Abercrombie,
North Dakota (See instruction below); and the name of its proposed resident agent in the State of North Dakota is Peter Borman

whose address is identical with that of its proposed registered office above set forth.

(6) It irrevocably consents to service of process upon it as set forth in section 10-1733 of the North Dakota Revised Code of 1943 or any amendment thereto.

(7) The names and respective addresses of its officers and directors are as follows:

NAME	ADDRESS	OFFICE
(See instructions below)		
<u>Joseph Briks</u>	<u>Rural Route, Rothsay, Minn</u>	<u>President & Direc</u>
<u>Walter W. Garven</u>	<u>Barnesville, Minnesota</u>	<u>Vice President</u>
<u>Geo. L. Janecky</u>	<u>Barnesville Minnesota</u>	<u>Sec- Treas.</u>
<u>Benjamin Gorder</u>	<u>Galchutt, North Dakota</u>	<u>Director</u>
<u>Peter Borman</u>	<u>Abercrombie North Dakota</u>	<u>Director</u>

(8) Its authorized aggregate number of shares having par value is thirty thousand of the par value of \$ 5.00 per share and its authorized aggregate number of shares without par value is none, which authorized shares are itemized by classes and series as follows:

(9) The issued or allotted aggregate number of its par value shares is 880 of the par value of \$ 5.00 per share and the issued or allotted aggregate number of its shares without par value is none, which shares are itemized by classes and series as follows:

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

IN WITNESS WHEREOF, Said corporation has caused this application to be executed by its President and its Secretary and its corporate seal to be hereunto affixed this 23rd day of July, A. D. 1953

AFFIX

CORPORATE

SEAL

STATE OF Minnesota

County of Clay

Joseph Briks President.
Geo. L. Janecky Secretary.
} ss.

On this 23rd day of July, A. D. 1953, before me personally appeared

Joseph Briks

Geo. L. Janecky

instrument was executed in behalf of said corporation by authority of its Board of Directors; that they have read the foregoing application subscribed by them and know the contents thereof, and that the same is true of their own knowledge; and said Joseph Briks and Geo. L. Janekcy acknowledge said instrument to be the free act and deed of said corporation.

Paul T. Aitken
Paul T. Aitken
Notary Public, Clay County,
State of Minnesota
My Commission expires Oct 2, 1957

AFFIX
NOTARIAL
SEAL

INSTRUCTIONS

Item (2)—If the name of the corporation ends with the word "Corporation" or the word "Incorporated" or the abbreviation "Inc." or contains the word "Company" or the abbreviation "Co." not immediately preceded by the word "and" or the character "&," this item may be disregarded by the applicant corporation; otherwise, the first blank in Item (2) must be filled in with the word "Incorporated" or abbreviation "Inc." and the second blank must be filled in with the name of the applicant corporation with the added word or abbreviation which it agrees to use in the State of North Dakota.

Items (4), (5) and (7)—The addresses given must include the name of the post office, street and number, if any, or name of building and room or office number therein when customarily used as part of a mailing address.

Fees—Initial License Fee \$50.00.

For filing application \$5.00.

For issuing Certificate \$2.00.

For remittance with certificate of authority to the register of deeds of county registered office in North Dakota \$1.00.

FOR RECORD BY THE SECRETARY OF STATE OF THE STATE OF NORTH DAKOTA

All fees and charges paid on JULY 30, 1953
Certificate issued and recorded No. 1496
Certificate transmitted with fee of \$1.00 to register of deeds,
County, on
ANNE FRANSEN Clerk.

FOREIGN CORPORATION
FILE NUMBER 1496

Nº 1496

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

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

THE BARNESVILLE RURAL TELEPHONE ASSOCIATION,

whose corporate name in North Dakota is

THE BARNESVILLE RURAL TELEPHONE ASSOCIATION, INC.,

a corporation of the State of MINNESOTA, incorporated on the

SEVENTEENTH day of SEPTEMBER, 19 51, with FIFTY YEARS existence

therefrom, and which maintains a registered office in the State of North Dakota at

, in the City of

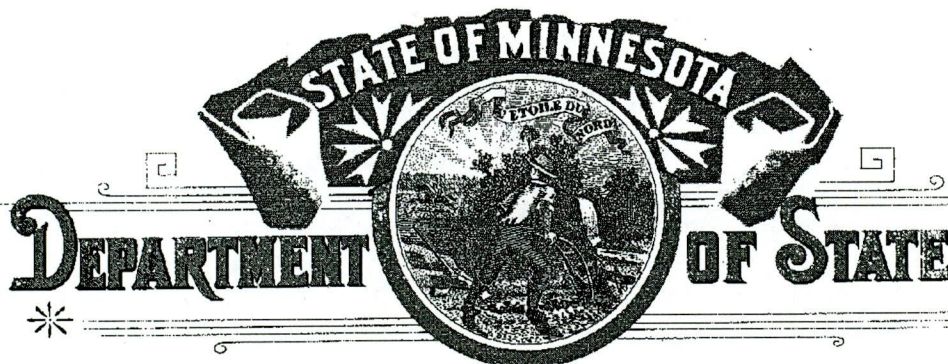
ABERCROMBIE

, County of RICHLAND

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

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

United States of America



I, Joseph L. Donovan, Secretary of State of the State of Minnesota, do hereby certify that I have compared the annexed copy with record of the original _____ -instrument-
in my office of Certificate of Amendment to the Articles of Incorporation of Barnesville Rural Telephone Association, as filed in this office on the 27th day of January, 1958, whereby the name of the corporation was changed to Red River Rural Telephone Association, and which certificate is contained in Cooperative File No. 2993 of the files of this office - - - -

and that said copy is a true and correct transcript of said _____
-instrument-

and of the whole thereof _____

IN TESTIMONY WHEREOF I have hereunto set my
hand and affixed the Great Seal of the



Nº 1843

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

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

THE BARNESVILLE RURAL TELEPHONE ASSOCIATION, INC.,

A CORPORATION OF THE STATE OF MINNESOTA, INCORPORATED ON SEPTEMBER 17, 1951 WITH FIFTY YEARS EXISTENCE, AND WHICH MAINTAINS A REGISTERED OFFICE IN THE STATE OF NORTH DAKOTA, ABERCROMBIE, AND WHICH WAS AUTHORIZED TO DO BUSINESS IN THE STATE OF NORTH DAKOTA, UNDER THE NORTH DAKOTA FOREIGN CORPORATION ACT, CHAPTER 10-17, NORTH DAKOTA REVISED CODE OF 1943, HAS BY PROPER INSTRUMENT FILED IN THIS OFFICE AMENDMENT CHANGING ITS CORPORATE NAME TO

RED RIVER RURAL TELEPHONE ASSOCIATION, INC.,

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

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

(APPLICABLE TO BOTH DOMESTIC AND FOREIGN CORPORATIONS)

FEE \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE

OR REGISTERED AGENT, OR BOTH

OF

Red River Rural Telephone Association, Inc.

To the Secretary of State

of the State of North Dakota:

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 of the North Dakota Century Code, the undersigned corporation, organized under the laws of the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

First: The name of the corporation is Red River Rural Telephone Association, Inc.

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

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

Fourth: The name of its present registered agent is Peter Bonman

Fifth: The name of successor registered agent is Wayne V. Holmquist

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

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

Dated March 30 1966

Red River Rural Telephone Association, Inc.

(Exact Corporate Name)

By X W.W. Garven Pres
(Signature of President or Vice-President)

W.W. GARVEN

President

being first duly sworn says that he is the

and that he has read the foregoing application and

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

By X W.W. Garven Pres
(Signature of Executing Officer) (Same As Above)

Subscribed and sworn to before me this 30th day of March 1966

Wayne H. [Signature]
Notary Public

State of North Dakota

My Commission Expires 2-19 1971

NOTARIAL SEAL

Filing Date 4-5 1966

Ben Meier
Secretary of State CB

Deputy

COOPERATIVE ASSOCIATION
REGISTERED AGENT/REGISTERED OFFICE
PRINCIPAL PLACE OF BUSINESS
STATEMENT OF CHANGE

ID # 3,660,400

File # 1,496FC

WO # 385718
Filed: 4-11-95 By

RECEIVED
MAR 27 1995
SEC. OF STATE

FEE: \$20.00

385718

The undersigned, submits the following statements to establish or change the name of a registered agent, the address of a registered agent, or the address of the principal place of business. This change is made according to the provisions of North Dakota Century Code Sections 10-15-12, 10-15-12.1, and 10-15-53.

1. The name of the cooperative is:

RED RIVER RURAL TELEPHONE ASSOCIATION

2. This statement is submitted to achieve the following: (check applicable purposes)
- a. To establish a registered agent and office of registered agent for a cooperative which has never maintained a registered agent.
 - b. To change a registered agent for a cooperative which has continuously maintained a registered agent.
 - c. To change the address of a registered agent for a cooperative which has continuously maintained a registered agent.
 - d. To eliminate the registered agent for a cooperative which has continuously maintained a registered agent.
 - e. To establish the address of the principal place of business in lieu of a registered agent, or to change the address of the principal place of business.

3. The name of the registered agent shall be: (Complete if items 2a or 2b are checked.)

Ardon M. Doran

- 4A. The complete address of the registered agent shall be: (Complete if items 2a or 2c are checked.)

506 Broadway, Abercrombie, ND 58001-0136
(Complete street or rural address, city, state and zip code is required. A po box number may be added.)

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

- 4B. Does this address also serve as the principal place of business of the cooperative?
___yes ___no

5. The address of the principal place of business shall be: (Complete for all items checked in item 2.)

506 Broadway, Abercrombie, ND 58001-0136
(Complete street or rural address, city, state and zip code is required. A po box number may be added.)

6. These changes were authorized by resolution duly adopted by its board of directors.

7. The undersigned, as a member of the board, has read the foregoing, knows the contents thereof and verily believes the statements made therein to be true.

Date: 3/17, 19 95

Philip C. Bolme / Vice President
(Signature and Title)



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 41 pages as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 8-17-05

BY: LS

Alvin A. Jaeger
Alvin A. Jaeger
SECRETARY OF STATE

**STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

**Red River Rural Telephone Association
Local Exchange
Public Convenience and Necessity**

Case No. PU-05-544

**Red River Rural Telephone Association
Designated Eligible Carrier
Application**

Case No. PU-05-545

ORDER

December 14, 2005

On September 29, 2005, in Case No. PU-05-544, Red River Rural Telephone Association (Red River) of Abercrombie, ND filed an application for certificates of public convenience and necessity (PC&N) to provide facilities-based incumbent local exchange telecommunication services in the Fairmount, Hankinson, Lidgerwood and Wyndmere exchanges in North Dakota.

Also on September 29, 2005, in Case No. PU-05-545, Red River filed a Petition for Designation as an Eligible Telecommunications Carrier (ETC) for receiving federal universal service support in the above noted North Dakota local exchanges.

Red River reports entering into an agreement with subsidiary Red River Telecom, Inc. (Red River Telecom) for liquidation of the subsidiary and distribution of the assets to Red River. As of the anticipated December 16, 2005 closing date for the transaction, Red River Telecom intends to cease and Red River intends to commence doing business as a provider of local exchange service and exchange access in the Fairmount, Hankinson, Lidgerwood and Wyndmere exchanges.

On October 18, 2005 the Commission issued a Notice of Opportunity for Hearing and Notice of Informal Hearing, scheduling an informal hearing for November 30, 2005 and providing until November 29, 2005 for receiving written comments or formal hearing requests. No comments or requests for hearing have been received. The Notice identified the following issues to be considered:

1. Fitness and ability of the applicant to provide service.
2. Adequacy of the proposed service.
3. 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. Whether the Commission should order additional requirements for ETC designation recommended in the FCC's Report and Order released March 17, 2005 in CC Docket No. 96-45.
6. What ETC universal service support area should be designated.
7. Whether Red River Telecom's current certificate of public convenience and necessity should be relinquished to the Commission.
8. Whether upon designation of Red River as an eligible telecommunications carrier for the Fairmount, Hankinson, Lidgerwood and Wyndmere exchanges, Red River Telecom's designation as an eligible telecommunications carrier for these exchanges should be relinquished.

On November 28, 2005, the Commission's Director of Accounting filed a memorandum indicating that Red River has the financial ability to provide service.

On November 30, 2005 the Commission discussed the issues in these matters with the applicant and Commission staff at an informal hearing.

Red River, f/k/a The Barnesville Rural Telephone Association, Inc., is a rural telephone cooperative and a Minnesota business corporation with offices in Abercrombie, North Dakota. Red River was established in 1951 and provides incumbent telecommunications services to approximately 2,397 members in the Abercrombie, Colfax, Great Bend and Mooreton, North Dakota exchanges.

Red River Telecom provides incumbent telecommunications services to approximately 2,778 access lines under certificates of public convenience and necessity previously issued by the Commission:

Exchange	Access Lines	PC&N No.
Fairmount	352	4900
Hankinson	971	3457
Lidgerwood	766	3477
Wyndmere	689	4901

Red River and Red River Telecom share the same offices with the same management and operating personnel.

Under an April 21, 2005 agreement, all subscribers served by Red River Telecom as of the effective date of the transaction will become cooperative members of Red River with voting rights and eligibility for capital credits.

Red River affirms that all Red River Telecom subscribers have been notified of the transaction in compliance with subsection 69-09-05-11(6) of the North Dakota Administrative Code.

Red River affirms that it will continue providing the same services currently provided by Red River Telecom and that no rate changes are planned.

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. Additionally, Lifeline and Link Up offerings must meet requirements established by the FCC.

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 services 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.

The Commission has initiated a rulemaking proceeding to consider adopting additional requirements for ETC designation recommended in the FCC's Report and Order released March 17, 2005 in CC Docket No. 96-45 and will not impose those additional requirements in this proceeding.

Red River affirms it will continue to meet all the criteria for ETC designation in the Fairmount, Hankinson, Lidgerwood and Wyndmere exchange areas.

Red River affirms that subsidiary Red River Telecom's existing ETC designations and existing PC&N Nos 3457, 2477, 4900 and 4901 should be relinquished..

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

The Commission finds that Red River's proposed service is adequate.

The Commission finds Red River is qualified under Section 214(e) of the Communications Act of 1934 as amended by the Telecommunications Act of 1996, for designation as an eligible telecommunications carrier for receiving federal universal service funding for the Fairmount, Hankinson, Lidgerwood and Wyndmere exchange areas.

Order

The Commission Orders:

1. The application of Red River Rural Telephone Association for certificates of public convenience and necessity to provide incumbent local exchange telecommunications services in the Fairmount, Hankinson, Lidgerwood and Wyndmere exchange areas of North Dakota 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. Red River Rural Telephone Association's application to expand its designated eligible carrier status is granted and Red River is designated as an eligible telecommunications carrier in the Fairmount, Hankinson, Lidgerwood and Wyndmere exchange areas effective with the issuance of certificates of public convenience and necessity.
3. Red River Telecom, Inc.'s certificates of public convenience and necessity for the Fairmount, Hankinson, Lidgerwood and Wyndmere exchange areas are relinquished and cancelled effective with the issuance of new certificates to Red River.
4. Red River Telecom, Inc. will no longer be designated as an ETC for the Fairmount, Hankinson, Lidgerwood and Wyndmere exchange areas effective upon relinquishing its certificates of public convenience and necessity.

PUBLIC SERVICE COMMISSION


Susan E. Wefald
Commissioner

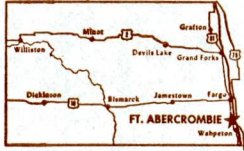

Tony Clark
President


Kevin Cramer
Commissioner



FORT ABERCROMBIE

Visit historical museum in the State Park



RED RIVER TELEPHONE
Phone (701) 553-8309
P.O. Box 136
ABERCROMBIE, NORTH DAKOTA 58001



Mr. Patrick J. Fahn, Chief Engineer
Public Utilities Division
Public Service Commission
Bismarck, North Dakota 58505

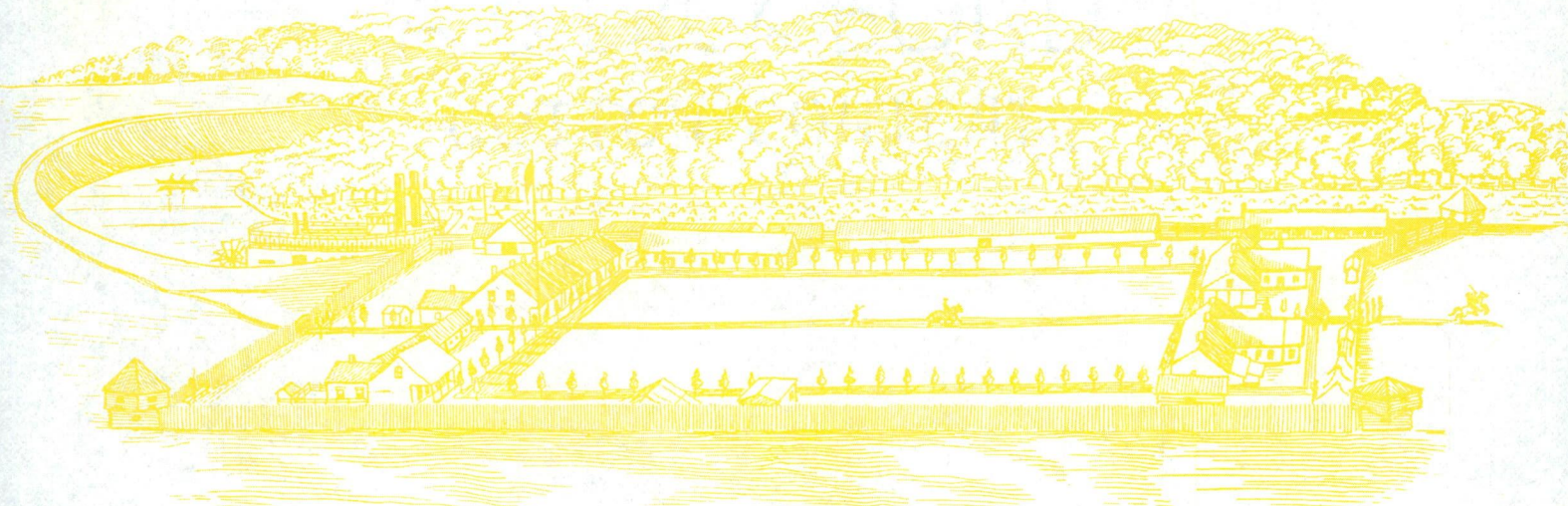
Dear Mr. Fahn:

Enclosed are the Articles of Incorporation you requested on March 8, 1990.
If I can be of any further assistance please let me know.

Sincerely,

Paul Ihland
Red River Telephone

*Articles of Inc are certified
by Min.*



Artist sketch of the original Fort
ABERCROMBIE, NORTH DAKOTA

ARTICLES OF INCORPORATION
of the
BARNESVILLE RURAL TELEPHONE ASSOCIATION

F110#2923

We, the undersigned, acting for ourselves as individuals, do hereby associate for the purpose of organizing and incorporating a non-profit cooperative association pursuant to the provisions of Minnesota Statutes 1949, Sections 309.05 to 308.18, as amended, and to that end we do hereby adopt and sign the following Articles of Incorporation.

ARTICLE I

Section 1. The name of this association shall be the Barnesville Rural Telephone Association.

Section 2. Its purpose shall be to conduct a telephone business on the co-operative plan. The general nature of its business shall be to acquire, own, construct, hold, lease, contract for, encumber, mortgage, bond, purchase, sell, assign, maintain, and operate telephone lines and plants; and all appliances, appurtenances, rights, franchises, pledges and other forms of security necessary and convenient in carrying on the business of this association. It shall also have the power and authority to join with other co-operative associations, to purchase, acquire and hold stock therein and it shall also have power and authority either for itself or its individual members and patrons, to do and perform every act and thing necessary and proper to the conduct of its business or the accomplishment of the purposes set forth herein or permitted by the act under which this association is incorporated.

Section 3. At least eighty-five (85) per cent of the income of this association shall consist of amounts collected from members for the sole purpose of meeting losses and expenses. It shall be permissible for the association to make advanced assessments for the sole purpose of meeting future losses and expenses, provided that the balance of such assessments remaining at the end of the year is retained to meet losses and expenses or is returned to members.

Section 4. The principal place of business shall be in the City of Barnesville, Clay County Minnesota. Other offices for the transaction of business shall be located at such places as the board of directors may from time to time determine.

ARTICLE II

The period of this association shall be for fifty (50) years from and after the date of filing these Articles with the Secretary of State, of the State of Minnesota.

ARTICLE III

Section 1. The amount of the authorized capital stock of this association shall be One hundred fifty thousand and no/100 Dollars (\$150,000.00) and shall be divided into thirty thousand (30,000) shares of common stock. Each share of common stock shall have the par value of Five and no/100 Dollars (\$5.00), and shall be paid at such time and in such manner as the directors of the association shall prescribe. No share shall be issued for less than its par value, nor until the share of stock has been paid for in cash or its equivalent and such payment has been deposited with the treasurer of the association. The amount of capital stock outstanding shall at no time be diminished below ten per cent (10%) of the authorized capital stock.

ARTICLES OF INCORPORATION
of the
BARNESVILLE RURAL TELEPHONE ASSOCIATION

Section 2. The common stock of this association may be purchased, owned, and held by residents and telephone users in the territory served by this association; and only common stockholders shall have any voting rights. In event the board of directors of the association determines that any common stock of the association has come into the hands of any person who, or co-operative association which, is not an eligible member, or that the holder thereof has ceased to patronize the association for a period of one year, or has ceased to be an eligible member, the association shall have the right to call and retire such stock at its book value, by cash payment. In any event, the holder of such stock shall have no rights or privileges on account of such stock, or vote or voice in the management of the affairs of the association, other than the right to participate in the distribution of the assets of the association in accordance with the law in case of dissolution.

The common stock of this association may be transferred only with the consent of the board of directors of the association and on the books of the association, and then only to persons or associations eligible to hold the same. No assignment or transfer of common stock shall pass any vote or voice in the affairs of the association to any person or association not eligible to membership. Each eligible holder of common stock shall be entitled to only one vote in the affairs of the association, regardless of the number of shares of stock owned. Voting by mail as provided by statute is permissible, but voting by proxy is prohibited. Dividends or interests shall not be paid on outstanding or paid up capital stock of the association.

Section 3. Upon dissolution any property remaining after discharging the debts and liabilities of the association shall be distributed to the stockholders and patrons of the association. Stockholders shall be first paid the par value of their shares. The remainder of such property shall be distributed among the patrons and common stockholders in accordance with their interest in the reserves and surplus as shown by the records of the association.

Section 4. The net income (net margins) of this association, except amounts required to be set aside as a reserve for permanent surplus, or such amounts as may be set aside for other contingent reserves permitted by law, or both, as the case may be, shall be distributed only on the basis of patronage. The books and records of the association shall be kept in such manner by years that the amount carried to statutory and other capital reserves, accruing from patronage of each patron of the association, may be ascertained at any time.

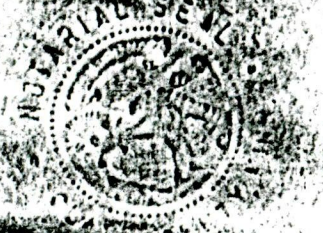
ARTICLE IV

Section 1. The government of the association and the management of its affairs shall be vested in a board of six (6) directors, which board shall be elected by ballot by and from the common stockholders at the annual meeting, for such terms as the by-laws may prescribe.

Section 2. The annual meeting of this association shall be held at its principal place of business on the first day of July, in the City of Barnesville, in each year, the exact place and hour to be determined by the board of directors.

STATE OF MINNESOTA)
COUNTY OF CLAY) SS

On this 28th day of July, 1951, before me, a Notary Public, within and for said County, personally appeared Walter W. Garven, Joseph Eriks, Geo. L. Janesky, Loren Braton, D. H. Gunderson and Heye Hinrichs, to me personally known to be the persons described in, and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.



Paul F. Aitken
Paul F. Aitken, Notary Public, Clay
County, Minnesota. My commission ex-
pires October 2nd, 1957.

ARTICLES OF INCORPORATION
OF THE
BARNESVILLE RURAL TELEPHONE ASSOCIATION

Section 3. Vacancies in the board of directors may be filled by the remaining members of the board, the person or persons so appointed to hold office until the next annual meeting of the stockholders and until their successors have been elected and have qualified.

ARTICLE V

The names and addresses of the organizers of this association are as follows:

- Walter W. Garven, Barnesville, Minnesota
- Loren Braton, Barnesville, Minnesota
- Joseph Briks, Rothsay, Minnesota
- D.H. Gunderson, Kent, Minnesota
- Heye Hinrichs, Kent, Minnesota
- George L. Janscky, Barnesville, Minnesota

ARTICLE VI

Section 1. The officers of this association shall be a president, a vice-president, a secretary and a treasurer. The president and vice-president shall be elected by and from the directors. The secretary and treasurer shall also be elected by the directors, but neither the secretary or treasurer need be directors or stockholders. The offices of the secretary and treasurer may be combined, and when so combined, the person filling such office shall be termed "secretary-treasurer."

Section 2. The first board of directors and officers of this association, who shall hold office until the first annual meeting of the stockholders and until their successors have been elected and have qualified, are as follows:

- Walter W. Garven, President
- Joseph Briks, Vice President
- Geo. L. Janscky, Secretary-Treasurer
- Loren Braton, Director
- D.H. Gunderson, Director
- Heye Hinrichs, Director

ARTICLE VII

The fiscal year of this association shall begin on the first day in July and close on the last day in June in each year.

IN TESTIMONY WHEREOF, we, the said incorporators have hereunto set our hands and seals this 28th day of July, 1951.

In presence of:

Harold F. Janscky
P. J. Adams

Walter W. Garven
Joseph Briks
Geo. L. Janscky
Loren Braton
D. H. Gunderson
Heye Hinrichs

1952

File # 2993

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF THE
BARNESVILLE RURAL TELEPHONE ASSOCIATION

Barnesville, Minnesota

We, the undersigned, Joseph A. Brilka and Geo. L. Jansky,
respectively the president and secretary of the Barnesville Rural
Telephone Association, now organized and operating
under the provisions of M. S. 1949, Sec. 308.05 to 308.18 as amended
under the provisions of ~~Minnesota Statutes~~,
hereby certify:

1. That on May 26, 1952, the board of directors
by a (majority or unanimous) vote of its members at a duly held
meeting adopted a resolution proposing to amend the Articles of
Incorporation of the aforesaid association, which resolution set
forth the proposed amendments.

2. That thereafter and on June 13, 1952, notices
were mailed to each and every stockholder containing a copy of the
resolution to be voted upon at the stockholders meeting to be held
in the City of Barnesville on July 1, 1952,
at 1:30 o'clock P.M.

3. That at said time and place a majority of the stockholders,
a quorum being present or represented by mail vote, duly adopted
said proposed amendments as set forth in the resolution and stated
as follows:

RESOLVED that the Articles of Incorporation of Barnesville
Barnesville Rural Telephone Association be amended to read as
follows:

ARTICLE IV.

Section 1. The government of the Association and
the management of its affairs shall be vested in a
board of nine (9) directors, which board shall be
elected by ballot by and from the common stockholders
at the annual meeting, for such terms as the by-laws
may prescribe.

BE IT FURTHER RESOLVED that the president and secretary of this association be and they hereby are, authorized and directed to make, execute and acknowledge a certificate ~~with the corporate seal of~~ of this association and cause such certificate to be filed and recorded in the manner required by law.

IN WITNESS WHEREOF, we, the undersigned, have subscribed our names ~~with the corporate seal of this said association as the~~ ~~same~~ on this 24th day of July, 1950.

NO
(CORPORATE SEAL)

PARNESVILLE RURAL TELEPHONE ASSOCIATION

~~association~~
BY Joseph A. Briks
President
BY Geo. L. Janocky
Secretary

STATE OF MINNESOTA)
) ss
COUNTY OF CLAY)

Joseph A. Briks and Geo. L. Janocky, being first duly sworn, on oath depose and say that they are respectively the President and Secretary of the Parnesville Rural Telephone Association association, the association named in the foregoing certificate; that said certificate contains a true statement of the action of the members and board of directors of said association at the meetings duly held as aforesaid; that ~~the seal affixed is~~ there is no corporate seal of said association; that this certificate is executed in behalf of said association by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said association.

Joseph A. Briks
President
Geo. L. Janocky
Secretary



Subscribed and sworn to before
me this 24th day of July
Paul J. Aitken
Notary Public

In presence of Arthur
John
Witnesses
I, A. A. BURANQUIST
Notary Public

1953

File # 2993

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF THE
BARNESVILLE RURAL TELEPHONE ASSOCIATION.

We, the undersigned, Joseph A. Briks and Geo. L. Janecky, respectively the president and secretary of the Barnesville Rural Telephone Association, now organized and operating under the provisions of the Minnesota Statutes 1949, Section 308.05 to 308.18, as amended hereby certify:

1. That on February 9th, 1953, the Board of Directors by a unanimous vote of its members at a duly held meeting adopted a resolution proposing to amend the Articles of Incorporation of the aforesaid association, which resolution set forth proposed amendments in full.

Thereafter and on February 19th, 1953, notices were mailed to each and every stockholder and member containing a copy of the resolutions to be voted upon at the meeting of the stockholders and members to be held in the City of Barnesville on March 9th, 1953, at 2:00 o'clock P. M.

That at said time and place a majority of the said stockholders and members, a quorum being present or represented by mailed vote, duly adopted said proposed amendments as set forth in the resolution and and stated as follows:

RESOLVED: That Article III of the Articles of Incorporation of the Barnesville Rural Telephone Association be amended so as to repeal and abolish Section Four thereof; and so that Section Three thereof will read as follows:

"Section 3. The Association 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 Association on any capital furnished by its patrons.

"In the furnishing of telephone service the Association's operations shall be so conducted that all patrons, members and non-members alike, will through their patronage furnish capital for the Association. In order to induce patronage and to assure that the Association will operate on a non-profit basis the Association is obligated to account on a patronage basis to all its patrons, members and non-members alike, 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 Association are received with the understanding that they are furnished by the patrons, members and non-members alike, as capital. The Association is obligated to pay by credits to a capital account for each patron all such amounts in excess of operating costs and expenses. The books and records of the Association 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 Association 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 Association corresponding amounts for capital.

"In the event of dissolution or liquidation of the Association, after all outstanding indebtedness of the Association shall have been paid, and the par value of stockholder's shares returned, outstanding capital credits shall be retired without priority on a pro-rata basis. If, at any time prior to dissolution or liquidation, the board of directors shall determine that the financial condition of the Association 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 Association being first retired. In no event, however, may any such capital be retired unless, after the proposed retirement, the capital of the Association shall equal at least forty per centum (40%) of the total assets of the Association.

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

"The board of directors, at its discretion, shall have the power at any time upon the death of any patron, if the legal representatives of his estate shall request in writing that the capital credited to any such patron be retired prior to the time such capital would otherwise be retired under the provisions of these Articles, to retire capital credited to any such patron immediately upon such terms and conditions as the board of directors acting under policies of general application, and the legal representatives of such patron's estate shall agree upon; provided, however, that the financial condition of the Association will not be impaired thereby.

"The patrons of the Association, by dealing with the Association, acknowledge that the terms and provisions of the articles of incorporation and by-laws shall constitute and be a contract between the Association and each patron, and both the Association 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 shall be called to the attention of each patron of the Association by posting in a conspicuous place in the Association's office."

BE IT FURTHER RESOLVED, that the president and secretary of this association be and they hereby are, authorized and directed to make, execute and acknowledge a certificate of this association and cause such certificate to be filed and recorded in the manner required by law.

IN WITNESS WHEREOF, we, the undersigned, have subscribed our names

this 9 day of Nov 1953.

BARNESVILLE RURAL TELEPHONE ASSN.

By Joseph A. Bricks
Joseph A. Bricks, President

By Geo. L. Janocky
Geo. L. Janocky, Sec. Treas.

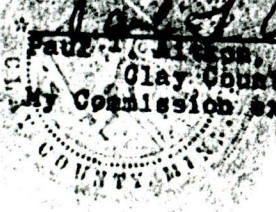
STATE OF MINNESOTA }
COUNTY OF CLAY } 88

Joseph A. Briks and Geo. L. Janecky, being first duly sworn, on oath depose and say that they are respectively the President and Secretary of the Barnesville Rural Telephone Association, the association named in the foregoing certificate; that said certificate contains a true statement of the action of the members and board of directors of said association at the meetings duly held as aforesaid; that there is no corporate seal of said association; that this certificate is executed in behalf of said association by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said association.

2 PPS H 1000

Joseph A. Briks
Joseph A. Briks, President
Geo. L. Janecky
Geo. L. Janecky, Sec. Treas.

Subscribed and sworn to before me this 10th day of March, 1953.
Paul J. Jensen
Paul J. Jensen, Notary Public
Clay County, Minnesota
My Commission Expires Oct 2, 1957.



The foregoing certificate
was examined and approved
to form and verify the 10th day of
March 1953
J. A. A. BURNQUIST,
Attorney General.
By [Signature]
Assistant Attorney General

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
MAR 23 1953
Mrs. Mire Holm
Secretary of State

CERTIFICATE ASSESSMENT TO THE
ARTICLES INCORPORATION OF THE

COOP# 2993

RED RIVER RURAL TELEPHONE ASSOCIATION
Formerly known as
BARNESVILLE RURAL TELEPHONE ASSOCIATION
of Barnesville, Minnesota.

We, the undersigned, W.W. GARVIN and MILTON A. BURKE, respectively the president and secretary of the RED RIVER RURAL TELEPHONE ASSOCIATION, formerly known as BARNESVILLE Sections RURAL TELEPHONE ASSOCIATION, now organized and operating under the provisions of ~~MINNESOTA~~ 308.05 to 308.18, Laws of Minnesota ~~Chapter~~ as amended, hereby certify:

I

That on May 9, 1977, the Board of Directors by a unanimous vote of its members at a duly held meeting adopted a resolution proposing to amend the Articles of Incorporation of the aforesaid Association, which resolutions set forth the proposed amendments.

II

That thereafter and on June 1, 1977, notices were mailed to each and every stockholder containing a copy of the resolution to be voted upon at the stockholders meeting to be held in the Village of Abercrombie, North Dakota, on July 1, 1977, at 2:00 o'clock P.M. daylight savings time.

III

That at said time and place a majority of the stockholders, a quorum being present or represented by mail vote, duly adopted said proposed amendment as set forth in the resolution and stated as follows:

THEREFORE, BE IT RESOLVED that the Articles of Incorporation of the BARNESVILLE RURAL TELEPHONE ASSOCIATION of Barnesville, Minnesota, be amended in their entirety to read as follows:

ARTICLE I

Section 1. The name of this Association shall be the RED RIVER RURAL TELEPHONE ASSOCIATION.

BE IT FURTHER RESOLVED THAT THE President and Secretary of this Association be and they hereby are, authorized and directed to make, execute and acknowledge a certificate to be filed and recorded in the manner required by law.

IN WITNESS WHEREOF, we, the undersigned, have subscribed our names and caused the corporate seal of the said Association to be hereon affixed this 2nd day of January, 1978.



RED RIVER RURAL TELEPHONE ASSOCIATION
Formerly known as
BARNESVILLE TELEPHONE ASSOCIATION
BY Walter W. Garvin
President
Milton A. Burke, Jr.
Secretary

HATLIE & GREEN
ATTORNEYS AT LAW
WARRINGTON, N. DAK.

1
2 NORTH DAKOTA
3 ~~MINNESOTA~~
4 RICHLAND } SS:
5 COURT

6 W.W. GARVIN and MILTON A. BURKE, being first duly sworn, on oath depose and say
7 that they are respectively the President and Secretary of the RED RIVER RURAL TELEPHONE
8 ASSOCIATION, formerly known AS BARNESVILLE RURAL TELEPHONE ASSOCIATION, the Association
9 named in the foregoing certificate; that said certificate contains a true
10 of the action of the members and Board of Directors of said Association at the meetings
11 duly held as aforesaid; that the seal affixed is the corporate seal of said association;
12 that this certificate is executed in behalf of said association by its express authority;
13 and they further acknowledge the same to be their free act and deed and the free act
14 and deed of said association.

15 Walter W. Garvin
16 President

17 Milton A. Burke, Sec.
18 Secretary.

19 Subscribed and sworn to before me this

20 22nd day of January, 1958.

21 Norton M. Hatlie
22 Notary Public, Minnesota

23 My commission expires: _____

24
25 NORTON M. HATLIE
26 Notary Public - Richland Co., North Dak.
27 My Commission Expires May 1, 1960.



28 APPROVED AS TO FORM AND LEGALITY
29 1-24 1958

30 MILES LORD, ATTORNEY GENERAL

31 By: Joseph L. [Signature]
32 SPECIAL ASSISTANT ATTORNEY GENERAL

33
34 STATE OF MINNESOTA
35 DEPARTMENT OF STATE
FILED
JAN 27 1958

Joseph L. [Signature]
Secretary of State

HATLIE & GREEN
ATTORNEYS AT LAW
WAPETON, N. DAK.

1
2
3
4
5 ARTICLES OF INCORPORATION
6 of the

7 RED RIVER RURAL TELEPHONE ASSOCIATION
8

9 We, the undersigned, acting for ourselves as individuals, do hereby
10 associate for the purpose of organizing and incorporating a non-
11 profit cooperative association pursuant to the provisions of Minnesota
12 Statutes 1949, Sections 308.05 to 308.18, as amended, and to that
13 end we do hereby adopt and sign the following Articles of Incorporation.

14 ARTICLE I

15 Section 1. The name of this association shall be the Red
16 River Rural Telephone Association.

17 Section 2. Its purpose shall be to conduct a telephone
18 business on the co-operative plan. The general nature of the business
19 shall be to acquire, own, construct, hold, lease, contract for, encum-
20 ber, mortgage, bond, purchase, sell, assign, maintain, and operate
21 telephone lines and plants; and all appliances, appurtenances,
22 rights, franchises, pledges and other forms of security necessary and
23 convenient in carrying on the business of this association. It shall
24 also have the power and authority to join with other co-operative
25 associations, to purchase, acquire and hold stock therein and it
26 shall also have power and authority either for itself or its individual
27 members and patrons, to do and perform every act and thing necessary
28 and proper to the conduct of its business or the accomplishment of
29 the purposes set forth herein or permitted by the act under which
30 this association is incorporated.

31 Section 3. At least eighty-five (85) per cent of the
32 income of this association shall consist of amounts collected from
33 members for the sole purpose of meeting losses and expenses. It shall
34 be permissible for the association to make advanced assessments for
35 the sole purpose of meeting future losses and expenses, provided that
36 the balance of such assessments remaining at the end of the year is
37 retained to meet losses and expenses or is returned to members.

38 ~~Section 4. The principal place of business shall be in the~~
39 ~~City of Abercrombie, Richland County, North Dakota. Other offices~~
40 ~~for the transaction of business shall be located at such places as~~
41 ~~the board of directors may from time to time determine.~~

42 Glenn Kelly 5/21/68 George J. [Signature]

43 ARTICLE II

44 The period of this association shall be for fifty (50)
45 years from and after the date of filing these Articles with the
46 Secretary of State of the State of Minnesota.

47 ARTICLE III

48 Section 1. The authorized capital stock of this association
49 shall be 30,000 shares of common stock. Each share of common stock
50 shall have no par value and shall be issued on uniform terms as
51 described in the by-laws.

1
2
3
4 Section 2. The common stock of this association may be
5 purchased, owned, and held by residents and telephone users in the
6 territory served by this association; and only common stockholders
7 shall have any voting rights. In event the board of directors of
8 the association determines that any common stock of the association
9 has come into the hands of any person who, or co-operative associa-
10 tion which, is not an eligible member, or that the holder thereof
11 has ceased to patronize the association for a period of one year, or
12 has ceased to be an eligible member, the association shall have the
13 right to call and retire such stock at its book value. In any event,
14 the holder of such stock shall have no rights or privileges on account
15 of such stock, or vote or voice in the management of the affairs of
16 the association, other than the right to participate in the distri-
17 bution of the assets of the association in accordance with the law
18 in case of dissolution.

19
20 The common stock of this association may be transferred only
21 with the consent of the board of directors of the association and on
22 the books of the association, and then only to persons or associations
23 eligible to hold the same. No assignment or transfer of common stock
24 shall pass any vote or voice in the affairs of the association to
25 any person or association not eligible to membership. Each eligible
26 holder of common stock shall be entitled to only one vote in the
27 affairs of the association, regardless of the number of shares of
28 stock owned. Voting by mail as provided by statute is permissible,
29 but voting by proxy is prohibited. Dividends or interest shall not
30 be paid on outstanding or paid up capital stock of the association.

31
32 Section 3. The association shall at all times be operated
33 on a cooperative non-profit basis for the mutual benefit of its
34 patrons. No interest or dividends shall be paid or payable by the
35 Association on any capital furnished by its patrons.

36
37 In the furnishing of telephone service the
38 Association's operations shall be so conducted that all patrons, members
39 and non-members alike, will through their patronage furnish capital for
40 the Association. In order to induce patronage and to assure that the
41 Association will operate on a non-profit basis the Association is
42 obligated to account on a patronage basis to all its patrons, members
43 and non-members alike, for all amounts received and receivable from
44 the furnishing of telephone service in excess of operating costs and
45 expenses properly chargeable against the furnishing of telephone
46 service. All such amounts in excess of operating costs and expenses
47 at the moment of receipt by the Association are received with the
48 understanding that they are furnished by the patrons, members and
49 non-members alike, as capital. The Association is obligated to pay
50 by credits to a capital account for each patron all such amounts in
51 excess of operating costs and expenses. The books and records of the
52 Association shall be set up and kept in such a manner that at the
53 end of each fiscal year the amount of capital, if any, so furnished
54 by each patron is clearly reflected and credited in an appropriate
55 record to the capital account of each patron, and the Association shall
56 within a reasonable time after the close of the fiscal year notify
57 each patron of the amount of capital so credited to his account.
58 All such amounts credited to the capital account of any patron shall
59 have the same status as though they had been paid to the patron in
60 cash in pursuance of a legal obligation to do so and the patron had
61 then furnished the Association corresponding amounts for capital.

62
63 In the event of dissolution or liquidation of the
64 Association, after all outstanding indebtedness of the Association
65 shall have been paid, and the par value of stockholder's shares

1
2
3
4 returned, outstanding capital credits shall be retired without priority
5 on a pro-rata basis. If, at any time prior to dissolution or liquida-
6 tion, the board of directors shall determine that the financial
7 conditions of the Association will not be impaired thereby, the capital
8 then credited to patrons' accounts may be retired in full or in part.
9 Any such retirements of capital shall be made in order of priority
10 according to the year in which the capital was furnished and credited,
11 the capital first received by the association being first retired.

12
13 Capital credited to the account of each patron
14 shall be assignable only on the books of the Association pursuant to
15 written instruction from the assigner and only to successors in interest
16 or successors in occupancy in all or a part of such patron's premises
17 served by the Association unless the board of directors, acting under
18 policies of general application, shall determine otherwise.

19 The board of directors, at its discretion, shall
20 have the power at any time upon the death of any patron, if the legal
21 representatives of his estate shall request in writing that the capital
22 credited to any such patron be retired prior to the time such capital
23 would otherwise be retired under the provisions of these Articles,
24 to retire capital credited to any such patron immediately upon such
25 terms and conditions as the board of directors acting under policies
26 of general application, and the legal representatives of such patron's
27 estate shall agree upon; provided, however, that the financial condi-
28 tion of the Association will not be impaired thereby.

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

ARTICLE IV

36 Section 1. The government of the Association and the
37 management of its affairs shall be vested in a board of from five (5)
38 to nine (9) directors, which board shall be elected by ballot by and
39 from the common stockholders at the annual meeting, for such terms
40 and for such districts as the by-laws may prescribe.

41 Section 2. The annual meeting of this association shall be
42 held at its principal place of business or at such other place within
43 the service area of the association as designated in the notice of
44 the meeting, and shall be held in the month of March each year.

45 Section 3. Vacancies in the board of directors may be
46 filled by the remaining members of the board, the person or persons
47 so appointed to hold office until the next annual meeting of the
48 stockholders and until their successors have been elected and have
49 qualified.

ARTICLE V

50 The names and address of the organizers of this association
51 are as follows:

1
2
3
4 Walter W. Garven
5 Loren Braton
6 Joseph Briks
7 D. H. Gunderson
8 Heye Hinrichs
9 Geo. L. Janacky

Barnesville, Minnesota
Barnesville, Minnesota
Rothsay, Minnesota
Kent, Minnesota
Kent, Minnesota
Barnesville, Minnesota

10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35

ARTICLE VI

Section 1. The officers of this association shall be a president, vice-president, a secretary and a treasurer. The president and vice-president shall be elected by and from the directors. The secretary and treasurer shall also be elected by the directors, but neither the secretary or treasurer need to be directors or stockholders. The offices of the secretary and treasurer may be combined, and when so combined, the person filling such office shall be termed "secretary-treasurer".

Section 2. The first board of directors and officers of this association, who shall hold office until the first annual meeting of the stockholders and until their successors have been elected and have qualified, are as follows:

ARTICLE VII

The fiscal year of this association shall begin on the first day in January and close on the last day in December in each year.

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

BE IT FURTHER RESOLVED that the president and secretary of this association be and they hereby are, authorized and directed to make, execute and acknowledge a certificate of this association and cause such certificate to be filed and recorded in the manner required by law.

File # 2993

1768

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

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF THE
RED RIVER RURAL TELEPHONE ASSOCIATION

We the undersigned, Glenn Selby and George J. Ista, Jr., respectively the Vice-President and Secretary of the Red River Rural Telephone Association, now organized and operating under the provisions of the Minnesota Statutes Section 308.05 to 308.18 as amended, hereby certify:

1.

That on February 8, 1968, the Board of Directors by a unanimous vote of its members at a duly held meeting adopted a Resolution proposing to amend the Articles of Incorporation of the aforesaid association, which Resolution set forth the proposed amendments in full.

2.

That thereafter and on March 12, 1968, notices were mailed to each and every stockholder containing a copy of the Resolution to be voted upon at the stockholders meeting to be held in the City of Abercrombie, North Dakota, on March 28, 1968, at 2:00 o'clock P.M.

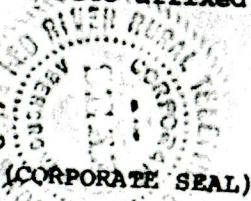
3.

That at said time and place a majority of the stockholders, a quorum being present or represented by mail vote, duly adopted said proposed amendments as set forth in the Resolution and stated as in the attached copy.

IN WITNESS WHEREOF, the undersigned, have subscribed our names and caused the Corporate Seal of the said Association to be hereto affixed this 18th day of April, 1968.

RED RIVER RURAL TELEPHONE ASSOCIATION

BY Glenn Selby Vice-President
and George J. Ista, Jr. Secretary



BE IT RESOLVED that the Articles of
Incorporation of Red River Rural Telephone
Association be amended to read as follows:

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

1
2
3
4 BE IT RESOLVED that the Articles of
5 Incorporation of Red River Rural Telephone
6 Association be amended to read as follows:
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35

1
2
3 STATE OF NORTH DAKOTA)
4 COUNTY OF RICHLAND) SS

5
6 Glenn Selby and George J. Ista, Jr., being first duly sworn,
7 on oath depose and say that they are respectively the Vice-President
8 and Secretary of the Red River Rural Telephone Association, the
9 association named in the foregoing Certificate; that said Certificate
10 contains a true statement of the action of the members and Board of
11 Directors of said Association at the meetings duly held as aforesaid;
12 that the seal affixed is the Corporate Seal of said association; that
13 this Certificate is executed in behalf of said association by its
14 express authority; and they further acknowledge the same to be their
15 free act and deed and the free act and deed of said association.

16
17
18 Glenn Selby
19 Glenn Selby, Vice-President

20
21 George J. Ista, Jr.
22 George J. Ista, Jr., Secretary

23
24 Subscribed and sworn to before me this 18th day of April, 1968.

25
26 Colin A. Bailey
27 Colin A. Bailey, Notary Public
28 Richland County, North Dakota
29 My commission expires August 26, 1973

30 (SEAL)

31
32 Approved as to form and legality
33 this 24 day of April, 1968.

34 MAY

35
36 DOUGLAS M. HEAD
37 Attorney General
38 State of Minnesota

39
40 By James B. Albright
41 Special Assistant Attorney General

42
43 STATE OF MINNESOTA
44 DEPARTMENT OF STATE
45 FILM D
46 MAY 29 1968

47
48 Joseph L. Johnson
49 Secretary of State

Coop # 299.3

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
RED RIVER RURAL TELEPHONE ASSOCIATION

WE, the undersigned, Clarence Packer and E. A. Pedersen, respectively the President and Secretary of Red River Rural Telephone Association, a cooperative association subject to the provisions of Chapter 308, Minnesota Statutes, do hereby certify that the Articles of Incorporation of the cooperative were hereby amended as hereinafter set forth by a majority of the members of the cooperative at a meeting of the members of said cooperative, pursuant to Minnesota Statutes 306.15, Notice of such meeting, proposal to amend and nature of such proposal having been mailed to each member entitled to vote thereon at least five days prior to such meeting, held at the cooperative offices, in the City of Abercrombie, County of Richland, State of North Dakota, as designated in such notice, on the 22 day of MARCH, 1984, by a majority vote of said members presented in person or proxy:

012107

"RESOLVED, that the following articles of the Articles of Incorporation of Red River Rural Telephone Association be, and the same hereby is amended to read as follows:

ARTICLE I, SECTION 2

"SECTION 2. Its purpose shall be to conduct a telephone business or any other business on the Cooperative plan. The general nature of the business shall be to acquire, own, construct, hold, lease, contract for, encumber, mortgage, bond, purchase, sell, assign, maintain and operate telephone lines and plants and any other business which is not illegal under the laws of the State of Minnesota; and all appliances, appurtenances,

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED. April 9 1990

Jean Anderson Krome
Secretary of State



BY

Virginia Miller



Public Service Commission
State of North Dakota

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

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

Secretary, Janet A. Elkin

March 14, 1990

Mr. Wayne Holmquist, Manager
Red River Rural Telephone Association
Abercrombie, North Dakota 58001

Dear Mr. Holmquist:

Thank you for the material submitted concerning your company's Certificate of Public Convenience and Necessity from this Commission and your Articles of Incorporation.

Our letter of March 8, 1990, also requested the following:

If you are a corporation:

Certified copies of:

- either a) certificate of incorporation; or
- b) certificate of authorization.

You may obtain this information from the Secretary of State's office.

Please provide this addition material by the date noted in the Commission's March 8th letter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Patrick J. Fahn".

Patrick J. Fahn, Chief Engineer
Public Utilities Division

PJF/sdh



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. Wayne V. Holmquist, Manager
Red River Rural Tele. Assoc.
Abercrombie, North Dakota 58001

Dear Mr. Holmquist:

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.

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)

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,

Handwritten signature of Patrick J. Fahn in cursive.

Patrick J. Fahn, Chief Engineer
Public Utilities Division

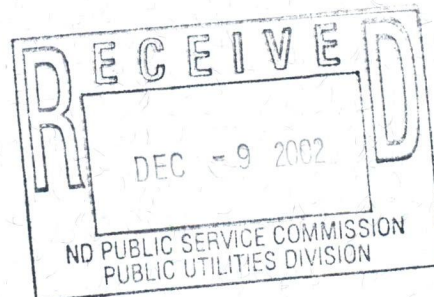
PJF/sdh

MEMORANDUM

TO: North Dakota Telephone Companies
Minnesota Telephone Companies
Telecommunications Industry Organizations

DATE: December 6, 2002

SUBJECT: Internal Changes/Promotions



Red River Rural Telephone Association's current General Manager Ardon M. Doran is retiring December 31 and Jeffrey J. Olson has been named to fill the position. Jeff has been the Central Office Supervisor at Red River Rural Telephone Association for the past twelve years.

Effective December 9, Jeff Olson will be the acting General Manager. He will officially become the General Manager of Red River Rural Telephone Association and its subsidiaries on January 1, 2003. Please update your contact and mailing information accordingly:

Red River Rural Telephone Association
Red River Telecom, Inc.
Red River Technologies, Inc.
CRW Communications, Inc.

Jeffrey Olson, General Manager
506 Broadway
PO Box 136
Abercrombie, ND 58001-0136

Tel: 701-553-8309
Fax: 701-553-8396
Email: jeffolson@rrt.net

Also, Chuck Deisbeck has been hired as Network Operations Manager to assume the central office supervisor duties and oversee plant operations. Chuck's telephone number is 701-553-9050.

Congratulations to both employees on their new positions and best wishes to Ardon in his retirement.

"For All Your Telecommunications Needs"

Phone 701/553-8309 ♦ FAX 701/553-8396

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 349

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~~at~~ Richland County, _____ North Dakota,
by Barnesville Rural Telephone Association.

This certificate is issued in accordance with the report and order of this Commission, dated August 6, 1953 in Case No. 5053 and is subject to the conditions and limitations noted thereon.

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

Dated at Bismarck, North Dakota, this 6th

day of August 1953

ATTEST:
Luer Olson
Secretary

PUBLIC SERVICE COMMISSION:
By Emer W. Card
Commissioner

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 472

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
operation _____ of _____ a _____
telephone _____ plant or system at Great Bend Community and area North Dakota,

by Red River Rural Telephone Association This certificate is issued in accordance with the report and
order of this Commission, dated September 27, 1965 in Case No. 6506 and is subject to the
conditions and limitations noted thereon.

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

Dated at Bismarck, North Dakota, this 27th
day of September, 19 65

ATTEST:

Imur Olson
Secretary.

PUBLIC SERVICE COMMISSION:

By Ben J. Way
Commissioner.

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Application of Great Bend Telephone Co., a corporation, of Great Bend, North Dakota, and the Application of Red River Rural Telephone Association of Abercrombie, North Dakota, to grant to the Red River Rural Telephone Association of Abercrombie, North Dakota, authority as follows: (1) To borrow additional funds from the United States of America in the approximate amount of \$350,000.00 and to execute a Note and Mortgage to secure such additional loan; (2) For a Certificate of Public Convenience and Necessity to serve the Great Bend community and area; and (3) To establish a schedule of rates for the proposed Great Bend exchange.

CASE NO. 6506

FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER

On August 21, 1965, the Great Bend Telephone Company and the Red River Rural Telephone Association (hereinafter referred to sometimes as Red River) filed their joint application in this matter wherein they requested of this Commission certain authorities as outlined in the title of this Order.

On August 30, 1965, this Commission issued its Notice of Hearing as provided by law wherein this matter was set for public hearing in Great Bend, North Dakota, on September 23, 1965. Said hearing was held as scheduled with Commissioner Ben J. Wolf presiding and the following appearances were entered:

ROBERT ECKERT, Counsel for the Applicants, Red River and Great Bend Telephone Company, Wahpeton, North Dakota.

WALLACE OWEN, Chief Engineer, Public Service Commission, Bismarck, North Dakota.

After consideration of all relevant evidence and testimony, the Commission makes the following:

FINDINGS OF FACT

I.

The Applicant, Great Bend Telephone Company, is a North Dakota corporation which operates a magneto switchboard exchange providing telephone service in the Village of Great Bend, North Dakota, and in the surrounding rural area. The facilities of this Company are old and in disrepair, and do not provide the community with the modern and dependable telephone service which is needed and desired by the area residents. This Company does not have the finances or the desire to rehabilitate their system in order that said dependable and modern

service will be made available and therefore they have sold their system and all rights to service the area to the Red River Company. This sale and purchase was approved by the Commission on June 28, 1965, in Case No. 6475.

II.

The Applicant, Red River, is a non-profit, member-owned telephone association organized under the laws of the State of Minnesota and authorized to do business in North Dakota as a telephone utility. This Company has purchased the rights and properties of the Great Bend Telephone Company and proposes to construct a modern telephone system to service the Great Bend community.

III.

The new system proposed by Red River will provide dial telephone service to the area on a 1-party basis to all subscribers, urban and rural, and said service will be provided through a buried cable system. Furthermore, they propose the addition of extra toll trunks with Direct Distance Dialing, and Extended Area Service to the adjacent exchange areas of Wahpeton and Hankinson, North Dakota. In general, the new system will provide great improvements in the convenience, quality and dependability of telephone service in this area.

IV.

Red River proposes to borrow from the United States of America, through the Rural Electrification Administration, loan funds in the amount of \$350,000.00. One hundred fifty thousand Dollars (\$150,000.00) of this will be used in the Great Bend area for the proposed new system and the remainder will be used throughout the rest of the Red River system to pay for upgrading of rural service from 8-party to 4 and 5 party service. The notes evidencing the loan will bear interest at 2 percent per annum and be repayable in yearly installments with interest commencing in the first year and the note to be completely repaid in 35 years.

V.

A witness for Red River presented evidence and testimony which indicated that the proposed rates for 1-party service in the Great Bend exchange would, at the end of five years, provide the Company with adequate revenues to cover the expenses of providing the exchange service and to allow for reasonable net margins from the operation of this exchange.

VI.

There were no protests of the proposals of either Applicant.

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

CONCLUSIONS OF LAW

I.

Both Applicants are public utilities subject to the jurisdiction of the Public Service Commission.

II.

Public convenience and necessity require that a new telephone system be constructed and operated in the Great Bend Community as proposed by Red River.

III.

Red River's proposal to borrow additional loan funds in the amount of \$350,000.00 is in the public interest.

IV.

The proposed rates for 1-party telephone service for the Great Bend exchange are fair and reasonable.

O R D E R

NOW THEREFORE, IT IS HEREBY ORDERED, that the Red River Rural Telephone Association be and hereby is;

1. Granted a certificate of public convenience and necessity to construct and operate a telephone system in the area outlined in red on the map, filed as part of Exhibit 1 in this proceedings, entitled "P & S, Great Bend, Key Map".

2. Authorized to borrow additional loan funds in the amount of \$350,000.00 from the United States of America, through the Rural Electrification Administration, for the purposes and under the conditions as stated generally herein and in detail in testimony and exhibits.

3. Authorized to apply, upon cut-over of dial service and Extended Area Service, a schedule of rates for telephone service in the Great Bend exchange as follows:

<u>CLASS OF SERVICE</u>	<u>MONTHLY LOCAL EXCHANGE RATE</u>
<u>Business:</u>	
1-party	\$ 9.00
Business Extension	1.50
<u>Residence:</u>	
1-party	6.50
Extension	1.00
<u>Pay Stations:</u>	
Daily Guarantee	.40
Local Calls--Each	.10

In addition to the above rates, a charge of twenty-five cents per month will be made to all persons using service and who have not

paid in or purchased the equity requirements of the Association.
Such twenty-five cents per month payment shall be in lieu of such
equity payment.

Dated at Bismarck, North Dakota, this 27th day of September, 1965.

BY THE COMMISSION:

RICHARD J. THOMPSON

President

BEN J. WOLF

Commissioner

BRUCE HAGEN

Commissioner

ATTEST:

Ebner Olson
Secretary

(S E A L)

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the Matter of the Application of)
the Barnesville Rural Telephone As-)
sociation, of Barnesville, Minneso-)
ta: (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. 5053

FINDINGS OF FACT,
CONCLUSIONS AND ORDER

By the Commission:

On June 18, 1953 the Barnesville Rural Telephone Association, of Barnesville, Minnesota, 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 County of Richland in the State of North Dakota; and, (2) For authority to purchase certain existing telephone properties hereinafter described.

The application was set for public hearing at Mooretown, North Dakota, on July 14, 1953; all interested parties were notified of said hearing in the manner provided by law; at said time and place the hearing was duly held before Commissioner E. H. Brant, and the following appearances were entered:

PAUL T. AITKEN, Attorney at Law, Barnesville, Minnesota, and J. WARD WRAY, 344-6th Avenue South, Fargo, North Dakota, appearing in behalf of the Barnesville Rural Telephone Association, Applicant.

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

FINDINGS OF FACT

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

- (1) The Applicant, Barnesville Rural Telephone Association, is a non-profit membership corporation organized and existing under the laws of the State of Minnesota, and is authorized to transact business in the State of North Dakota. Applicant is a telephone utility subject to the jurisdiction of this Commission.

- (2) Applicant proposes to construct and operate a telephone system in Richland County, North Dakota, and in the Counties of Clay, Wilkin and Otter Tail, in the State of Minnesota, as shown in detail on the map designated "Area Coverage Design" included as part of Exhibit No. 1 in this proceeding. Due to insufficiency of funds, Applicant proposes, initially, to construct only project "A," which includes telephone facilities to be located in Richland County, North Dakota, and in Clay and Wilkin Counties in the State of Minnesota, in and adjacent to the City of Barnesville, Minnesota. Applicant plans ultimately to serve approximately 1820 subscribers in its proposed service area. An estimated 1236 subscribers will be served upon completion of project "A" facilities. Project "A" construction will make telephone service available to 730 new subscribers now without telephone service. Upon completion of its proposed telephone system, Applicant will serve about 440 subscribers in the State of North Dakota, and 1380 subscribers in the State of Minnesota. 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 Cooperative's proposed service area are now without telephone service.
- (3) Applicant plans to install modern dial system telephone facilities exclusively. Plans for project "A" include rehabilitation of existing dial exchanges at Mooreton and Abercrombie, North Dakota, and establishment of a new dial exchange at Barnesville, Minnesota. Eventually the Cooperative plans to install a dial exchange at Colfax, North Dakota, and to acquire and convert the Rothsay, Minnesota, telephone exchange to dial operation. All proposed dial exchanges will be unattended but operator office assistance will be available to subscribers from Northwestern Bell Telephone Company offices at Wahpeton and Fargo in North Dakota, or Fergus Falls, Minnesota. Project "A" includes no provision for extended scope interexchange telephone service. However, upon completion of Applicant's proposed telephone system, extended scope service will be available to subscribers in the Abercrombie and Colfax exchanges. Message toll telephone service will be available to all subscribers served by Applicant through toll facilities owned by Northwestern Bell Telephone Company.
- (4) Applicant has entered into agreements to purchase telephone facilities located in Richland County, North Dakota, now owned and operated by the Abercrombie Telephone Company, of Abercrombie, North Dakota, and by the Mooreton Telephone Company, of Mooreton, North Dakota, all situated in Applicant's proposed service area. (The Cooperative will also acquire certain existing telephone facilities in the Barnesville and Rothsay, Minnesota, exchanges.) The North Dakota telephone companies to be acquired now furnish telephone service for approximately 465 subscribers, some of which are located in the State of Minnesota and served from the Abercrombie exchange. Telephone facilities to be acquired by Applicant in North Dakota are dial system facilities, except for facilities serving approximately 50 subscribers in the Abercrombie exchange which are magneto type facilities. Outside plant facilities to be acquired are in

need of considerable rehabilitation and must be rearranged and expanded to furnish the quality of dial telephone service proposed by Applicant. Present dial switching equipment in the exchanges to be acquired will, before completion of the project, be replaced. Applicant proposes to completely modernize acquired telephone facilities and to extend its system to provide modern dial telephone service to all potential subscribers in its proposed service area.

- (5) Funds for construction of new telephone facilities, and for acquisition of existing telephone facilities, included in Applicant's project "A" will be obtained from subscribers' membership fees of \$31,030, and from a loan of \$517,000 from the United States Government through the Rural Electrification Administration. Applicant's completed telephone system will require subscribers' membership fees of \$57,740, and a loan of \$1,132,000 from the United States Government.
- (6) Applicant has employed engineers, experienced in the field of telephony, to furnish plans and specifications for the proposed telephone system and to supervise construction and installation of facilities.

C O N C L U S I O N S

Upon consideration of the foregoing findings of fact, the Commission concludes that issuance of a Certificate of Public Convenience and Necessity to Barnesville Rural Telephone Association 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.

O R D E R

NOW, THEREFORE, IT IS ORDERED that Barnesville Rural Telephone Association, of Barnesville, Minnesota, be issued a Certificate of Public Convenience and Necessity to construct and operate a telephone system in Richland County, North Dakota, as shown on the map designated "Area Coverage Design" included as part of Exhibit No. 1 in this proceeding, exclusive of such territories or areas therein served by existing unac-
quired 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 other 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 Barnesville Rural Telephone Association be and hereby is authorized to acquire telephone plant and equipment now owned and operated by the following Companies:

<u>Name of Company</u>	<u>Address</u>
Abercrombie Telephone Co.	Abercrombie, N. Dak.
Mooreton Telephone Co.	Mooreton, N. Dak.

Dated at Bismarok, North Dakota, this 6th day of August, 1953.

BY THE COMMISSIONER;

ELMER W. CART
President

E. H. BRANT
Commissioner

ERNEST D. NELSON
Commissioner

ATTEST:

Elmer Olson
Secretary

Buy "DAKOTA MAID" Flour

SEARCH OF RECORDS REPORT

April 26, 1990

RED RIVER RURAL TELEPHONE ASSOCIATION
PO BOX 136
ABERCROMBIE, ND 58001

The following is the base data on file in the Office of the
Secretary of State on RED RIVER RURAL TELEPHONE ASSOCIATION

Entity Type: FOREIGN COOPERATIVE ASSOCIATION

State of Organization: MN

Current Status: Active

Status Date: 07/30/53

Last Annual Report Filed: 03/29/90

Last Annual Report Year: 90

Registered Agent: WAYNE V. HOMQUIST

Address: BOX 136
ABERCROMBIE, ND
58001

Class:

Number of Shares:

Par:

For Reference: Darçy Schlosser
Clerk

701-224-4283
Phone

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

TO THE SECRETARY OF STATE,
State of North Dakota, Bismarck, N. Dak.

The Barnesville Rural Telephone Association, Inc., a corporation incorporated and existing under the laws of the State of Minnesota, in compliance with the provisions of Chapter 10-17, North Dakota Revised Code of 1943, governing Foreign Corporations, does hereby certify and set forth with respect to said corporation:

(1) Its name is Barnesville Rural Telephone Association and the state or country of organization is Minnesota.

(2) It agrees to add "Inc." to its name for use in the State of North Dakota so that the name of this corporation which it will use in the State of North Dakota is The Barnesville Rural Telephone Association, Inc. (See instructions below.)

(3) The date of its incorporation was September 17, 1951, and the period of its duration is fifty years.

(4) The address of its principal office in the state or country of organization is Barnesville, Minnesota. (See instructions below.)

(5) The address of its proposed registered office in the State of North Dakota is Abercrombie, North Dakota. (See instruction below); and the name of its proposed resident agent in the State of North Dakota is Peter Borman

whose address is identical with that of its proposed registered office above set forth.

(6) It irrevocably consents to service of process upon it as set forth in section 10-1733 of the North Dakota Revised Code of 1943 or any amendment thereto.

(7) The names and respective addresses of its officers and directors are as follows:

NAME	ADDRESS	OFFICE
(See instructions below)		
<u>Joseph Briks</u>	<u>Rural Route, Rothsay, Minn</u>	<u>President & Director</u>
<u>Walter W. Garven</u>	<u>Barnesville, Minnesota</u>	<u>Vice President</u>
<u>Geo. L. Janecky</u>	<u>Barnesville Minnesota</u>	<u>Sec- Treas.</u>
<u>Benjamin Gorder</u>	<u>Galchutt, North Dakota</u>	<u>Director</u>
<u>Peter Borman</u>	<u>Abercrombie, North Dakota</u>	<u>Director</u>
<u>Fred Rolin</u>	<u>Rothsay, Minnesota</u>	<u>Director</u>
<u>Loren Braton</u>	<u>Barnesville, Minnesota</u>	<u>Director</u>
<u>Clarence Packer</u>	<u>Barnesville, Minnesota</u>	<u>Director</u>
<u>Milton Durkee</u>	<u>Abercrombie, North Dakota</u>	<u>Director</u>

Long Joseph Cooperative Corporation

(8) Its authorized aggregate number of shares having par value is thirty thousand of the par value of \$ 5.00 per share and its authorized aggregate number of shares without par value is none, which authorized shares are itemized by classes and series as follows:

.....
.....
.....
.....
.....
.....

(9) The issued or allotted aggregate number of its par value shares is 880 of the par value of \$ 5.00 per share and the issued or allotted aggregate number of its shares without par value is none, which shares are itemized by classes and series as follows:

.....
.....
.....
.....
.....
.....

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

IN WITNESS WHEREOF, Said corporation has caused this application to be executed by its..... President and its Secretary and its corporate seal to be hereunto affixed this 23rd day of July, A. D. 1953.....

AFFIX

CORPORATE

SEAL

STATE OF Minnesota

County of Clay

Joseph Briks President.
Geo. L. Janecky Secretary.
} ss.

On this 23rd day of July, A. D. 1953, before me personally appeared Joseph Briks and Geo. L. Janecky

to me personally known, who, being by me duly sworn, did say that they are respectively the..... President and..... Secretary of the Barneville Rural Telephone Association, Inc that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said

instrument was executed in behalf of said corporation by authority of its Board of Directors; that they have read the foregoing application subscribed by them and know the contents thereof, and that the same is true of their own knowledge; and said Joseph Briks and Geo. L. Janeky acknowledge said instrument to be the free act and deed of said corporation.

Paul T. Aitken
Paul T. Aitken
Notary Public, Clay County,
State of Minnesota
My Commission expires Oct 2, 1957

AFFIX
NOTARIAL
SEAL

INSTRUCTIONS

Item (2)—If the name of the corporation ends with the word "Corporation" or the word "Incorporated" or the abbreviation "Inc." or contains the word "Company" or the abbreviation "Co." not immediately preceded by the word "and" or the character "&," this item may be disregarded by the applicant corporation; otherwise, the first blank in Item (2) must be filled in with the word "Incorporated" or abbreviation "Inc." and the second blank must be filled in with the name of the applicant corporation with the added word or abbreviation which it agrees to use in the State of North Dakota.

Items (4), (5) and (7)—The addresses given must include the name of the post office, street and number, if any, or name of building and room or office number therein when customarily used as part of a mailing address.

Fees—Initial License Fee \$50.00.

For filing application \$5.00.

For issuing Certificate \$2.00.

For remittance with certificate of authority to the register of deeds of county registered office in North Dakota \$1.00.

FOR RECORD BY THE SECRETARY OF STATE OF THE STATE OF NORTH DAKOTA

All fees and charges paid on JULY 30, 1953
Certificate issued and recorded No. 1496
Certificate transmitted with fee of \$1.00 to register of deeds,
County, on _____
ANNE FRANSEN Clerk.

FOREIGN CORPORATION
FILE NUMBER 1496

(APPLICABLE TO BOTH DOMESTIC AND FOREIGN CORPORATIONS)

FEE \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE

OR REGISTERED AGENT, OR BOTH

OF

Red River Rural Telephone Association, Inc.

To the Secretary of State

of the State of North Dakota:

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 of the North Dakota Century Code, the undersigned corporation, organized under the laws of the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

First: The name of the corporation is Red River Rural Telephone Association, Inc.

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

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

Fourth: The name of its present registered agent is Peter Borman

Fifth: The name of successor registered agent is Wayne V. Holmquist

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

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

Dated March 30 1966

Red River Rural Telephone Association, Inc.

(Exact Corporate Name)

By W.W. Garven Pres
(Signature of President or Vice-President)

W.W. GARVEN
PRESIDENT

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

By W.W. Garven Pres
(Signature of Executing Officer) (Same As Above)

Subscribed and sworn to before me this 30th day of March 1966

Thayne H. [Signature]
Notary Public

State of North Dakota

My Commission Expires 3-19 1971

NOTARIAL SEAL

Filing Date 4-5 1966

Ben Meier
Secretary of State CB

Deputy

"Buy North Dakota Products"

Nº 1496

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

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

THE BARNESVILLE RURAL TELEPHONE ASSOCIATION,

whose corporate name in North Dakota is

THE BARNESVILLE RURAL TELEPHONE ASSOCIATION, INC.,

a corporation of the State of MINNESOTA, incorporated on the SEVENTEENTH day of SEPTEMBER, 19 51, with FIFTY YEARS existence

therefrom, and which maintains a registered office in the State of North Dakota at

in the City of

ABERCROMBIE

County of RICHLAND

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

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this THIRTIETH day of JULY A. D., 19 53

SEAL

THOMAS HALL

Secretary of State

By CHARLES LIESSMAN

Deputy

Foreign Corporation Certificate of Authority

File No. 1496

DUPLICATE

Buy "Dakota Maid" Flour

Nº 1843

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

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

THE BARNESVILLE RURAL TELEPHONE ASSOCIATION, INC.,

A CORPORATION OF THE STATE OF MINNESOTA, INCORPORATED ON SEPTEMBER 17, 1951 WITH FIFTY YEARS EXISTENCE, AND WHICH MAINTAINS A REGISTERED OFFICE IN THE STATE OF NORTH DAKOTA, ABERCROMBIE, AND WHICH WAS AUTHORIZED TO DO BUSINESS IN THE STATE OF NORTH DAKOTA, UNDER THE NORTH DAKOTA FOREIGN CORPORATION ACT, CHAPTER 10-17, NORTH DAKOTA REVISED CODE OF 1943, HAS BY PROPER INSTRUMENT FILED IN THIS OFFICE AMENDMENT CHANGING ITS CORPORATE NAME TO

RED RIVER RURAL TELEPHONE ASSOCIATION, INC.,

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

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this TWENTY-FOUR day of FEBRUARY A. D., 1958 BEN MEIER Secretary of State

SEAL Foreign Corporation Certificate of Authority XXXXXX

File No. CHANGE OF NAME 1496 DUPLICATE

By Deputy

Buy "Dakota Maid" Flour

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5275

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

This certificate is issued in Case No. PU-05-544 and is conditioned upon Red River Rural Telephone 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 16, 2005.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5276

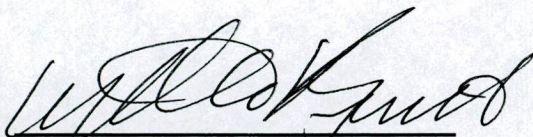
This is to certify that public convenience and necessity require, and permission is granted for Red River Rural Telephone Association, a telecommunications public utility, to provide local exchange telecommunications services inside the Hankinson, North Dakota local exchange area.

This certificate is issued in Case No. PU-05-544 and is conditioned upon Red River Rural Telephone Association securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

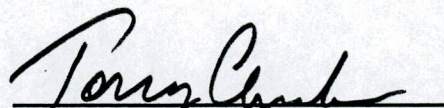
Bismarck, North Dakota, December 16, 2005.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

**Public Service Commission
STATE OF NORTH DAKOTA**

Certificate of Public Convenience and Necessity

Certificate Number 5277

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

This certificate is issued in Case No. PU-05-544 and is conditioned upon Red River Rural Telephone 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 16, 2005.

ATTEST:

PUBLIC SERVICE COMMISSION



actm **Executive Secretary**



Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5278

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

This certificate is issued in Case No. PU-05-544 and is conditioned upon Red River Rural Telephone 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 16, 2005.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner