

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

WEST RIVER TELECOMMUNICATIONS COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that WEST RIVER TELECOMMUNICATIONS COOPERATIVE, a North Dakota MUTUAL AID CORPORATION, was incorporated in this office on January 12, 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 a North Dakota MUTUAL AID CORPORATION.

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

WEST RIVER TELECOMMUNICATIONS COOPERATIVE

Issued: August 13, 2002

A handwritten signature in black ink, appearing to read "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

1 **PU-13-502** Filed: 7/1/2013 Pages: 159
Corporate papers

West River Telecommunications Cooperative

AGREEMENT

Parties:

This Agreement is made between West River Telecommunications Cooperative, a North Dakota cooperative association (WRT), and West River Long Distance Co., a North Dakota corporation (WRLD).

Effective Date:

The effective date of this Agreement is 12:01 a.m. on July 1, 2002, and this Agreement is made subject to all regulatory and lender approvals which may be required.

Purpose of Agreement:

The purpose of this agreement is to transfer to WRT all or substantially all of the assets of WRLD in exchange for all of the stock of WRT in WRLD, except for ten shares, and the assumption by WRT of all debts and liabilities of WRLD. All of the stock of WRLD owned by WRT shall be assigned by WRT to WRLD, except for ten shares and WRLD shall retain the sum of \$5,000.

General Terms of Agreement:

1. All parties agree to execute all deeds, bills of sale, assignments, and all other instruments necessary to carry out the purposes of this agreement.
2. WRT agrees to execute all mortgage and other documents necessary for it to assume all debts and other liabilities and contractual agreements of WRLD.
3. All parties agree to cooperate to carry out the purposes of this agreement.

4. It is the intent of the parties that this transaction will not result in the recognition of any taxable income or deductible loss by any of the parties, and a condition of completion of this agreement shall be either a written ruling from the Internal Revenue Service confirming such fact or an opinion from the auditing firm of the parties confirming such fact.
5. It is further recognized and agreed that WRT will be solely liable for all debts, mortgages and obligations of WRLD.
6. Upon completion of this transaction, WRT will continue to own ten shares of stock of WRLD and WRLD shall retain the sum of \$5,000 and WRT will assume all debts, responsibilities, mortgages and contractual obligations of WRLD. WRT will assign, transfer and set over unto WRLD all of the shares of stock which it owns in WRLD except for the ten shares heretofore mentioned.

Execution of Documents to Carry Out the Terms of this Agreement:

Either the President or Vice-President of each of the parties to this agreement are hereby given authority to execute this agreement and all other documents needed to carry out the terms of this agreement, either before or after the closing of the transaction provided for herein.

Controlling Law:

The validity, interpretation, and performance of this agreement shall be controlled and construed under the laws of the State of North Dakota.

Dated this 24th day of June, 2002.

WEST RIVER TELECOMMUNICATIONS
COOPERATIVE:

(SEAL)

By: Mark Edwards
Its President

ATTEST:

Its: Theo Reich
Secretary

WEST RIVER LONG DISTANCE CO.

(SEAL)

By: Karen Selm
Its President

ATTEST:

Its: Randall Chutmann
Secretary

ASSIGNMENT, CONVEYANCE AND ASSUMPTION AGREEMENT

This Agreement is made and entered into as of 12:01 a.m. on July 1, 2002, by and between West River Long Distance Co. (WRLD) and West River Telecommunications Cooperative (WRT)

I.

The purpose of this Agreement is to complete the transaction provided for in the Agreement between the parties hereto entered into with an effective date of July 1, 2002.

II.

WRLD does hereby assign, transfer, convey and deliver to WRT, and to its successors and assigns, all of WRLD's right, title, interest and ownership, legal or equitable, in and to all of the assets and property of whatever nature, real, personal or mixed, of WRLD, except for the corporate entity structure of WRLD and the sum of \$5,000 which is retained by WRLD.

III.

WRT assumes and agrees to pay and be responsible for all debts and liabilities of WRLD.

IV.

WRT accepts the foregoing assignment and conveyance, and agrees to be bound by all of the terms and conditions set forth in any agreements, licenses, permits, franchises or other interests transferred herein.

V.

Each of the parties agree to execute all further documents, deeds, further assignments, consents, further assumptions of liability, and any and all instruments necessary to carry out the purposes of the Agreement with an effective date of July 1, 2002, noted above, and this Agreement.

VI.

It is recognized that the assets of WRT and indirectly WRLD, are subject to one or more debts to Rural Telephone Finance Cooperative (RTFC) which has a lien on the assets of WRT and WRLD, and both corporations are also subject to liens held by the United States of America acting through the Rural Utilities Service (RUS), and the parties agree to cooperate and execute all documents necessary to satisfy the loan agreements with such lenders, and to cooperate to obtain all federal and state regulatory approvals which may be necessary to complete this transaction.

VII.

WRT does hereby assign, transfer, convey and deliver to WRLD, all of the stock owned by it in WRLD, except for 10 shares which are reserved and excepted to WRT.

West River Long Distance Co.

By: Karen Lelmer
President

ATTEST:

Randall Christmann
Secretary

CORPORATE SEAL

**West River Telecommunications
Cooperative**

By: Mark E. Harris
President

ATTEST:

Thos Reich
Secretary

CORPORATE SEAL



July 10, 2002

6315 Seabrook Road, Seabrook, Maryland 20706
phone: 301-459-7590, fax: 301-577-5575
internet: www.jsitel.com, e-mail: jsi@jsitel.com

VIA OVERNIGHT MAIL

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Application of West River Long Distance
for Authorization under Section 214 of the Communications
Act of 1934, as amended, to Resell International
Switched Telecommunications Services

Dear Ms. Dortch:

This letter is sent to you in duplicate for filing in compliance with the requirements for *Pro forma* assignments and transfers of control.

Effective June 1995, the West River Long Distance Application under Section 214 was approved, see FCC File No. ITC-95-609. West River Long Distance, a wholly owned subsidiary of West River Telecommunications Cooperative, has been merged effective July 1, 2002, through a corporate reorganization into their parent company, West River Telecommunications Cooperative where long distance services are now provided.

I certify that the assignment of West River Long Distance to West River Telecommunications Cooperative was *pro forma* as defined in paragraph (a) of §63.24 of the Commission's rules, 47 C.F.R., and does not result in a change of ultimate control of West River Long Distance.

Should you have any further questions or require additional information, please do not hesitate to call me at (301) 459-7590.

Sincerely,

John Becci
Manager - Regulatory Affairs

On behalf of

Albert Grosz
CEO/General Manager
West River Long Distance

cc: George S. Li, International Bureau
Bonnie Krause, West River Long Distance ✓

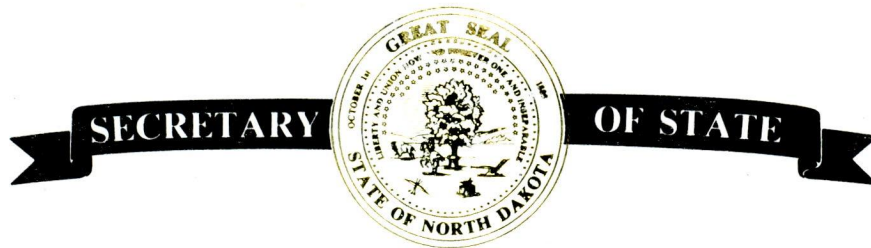
Echelon Building II, Suite 200
9430 Research Boulevard, Austin, Texas 78759
phone: 512-338-0473, fax: 512-346-0822

Egandale Corporate Center, Suite 310
1380 Corporate Center Curve, Eagan, Minnesota 55121
phone: 651-452-2660, fax: 651-452-1909

Brookside Court, Suite 135
4625 Alexander Drive, Alpharetta, Georgia 30022
phone: 770-569-2105, fax: 770-410-1608

547 South Oakview Lane
Bountiful, Utah 84010
phone: 801-294-4576, fax: 801-294-5124

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

WEST RIVER COMMUNICATIONS, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that WEST RIVER COMMUNICATIONS, INC., a North Dakota business corporation, was incorporated in this office on November 8, 1994 and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota business corporation.

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

WEST RIVER COMMUNICATIONS, INC.

Dated: May 28, 1996

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

Alvin A. Jaeger
Secretary of State

359423



ARTICLES OF INCORPORATION - NORTH DAKOTA BUSINESS OR FARMING CORPORATION
NORTH DAKOTA SECRETARY OF STATE
SFN 16812 (6-89)

SEE PAGE 4 FOR FILING AND MAILING INSTRUCTIONS

FOR OFFICE USE ONLY

Validation #

4

Nov 05 17 85 27

FILE NO. 7049100

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

Article 1. The name of said Corporation shall be: WEST RIVER COMMUNICATIONS, INC.

Article 2. The period of its duration is perpetual, ~~for~~ _____

Article 3. The purpose for which the Corporation is organized are general business purposes, ~~or~~

Article 4.

A. Aggregate number of shares the corporation has authority to issue TEN THOUSAND		
B. Par value per share authorized by corporation NONE-SHARES ARE TO BE WITHOUT PAR VALUE		
C. If shares are divided into classes, they are identified as follows:		
CLASS	NO. OF SHARES	PAR VALUE PER SHARE
NA		

Article 5.

A. Name of Registered Agent ROBERT A. BARFIELD			
B. Social Security or Federal ID # of Registered Agent 420 38 4117			
C. Address of Registered Office 101 WEST MAIN P. O. BOX 467	City HAZEN	State N. DAK.	Zip Code 585545
D. Address of Executive Office (if different than "C") SAME	City	State	Zip Code
E. The articles of incorporation are accompanied by a signed consent of the registered agent with a filing fee of \$10.			

Article 6. Other provisions by which this corporation shall be governed: (If none, insert "none")

NONE: OTHER THAN BYLAWS WHICH MAY BE ADOPTED, AND OTHER POLICIES AND REGULATIONS WHICH MAY BE APPROVED BY THE SHAREHOLDERS OR BOARD OF DIRECTORS OF SUCH CORPORATION.

Article 7. A. The name, social security number, and address of each incorporator:

NAME	SOCIAL SECURITY NUMBER	ADDRESS	CITY	STATE	ZIP
ROBERT A. BARFIELD	420 38 4117	101 WEST MAIN,	HAZEN, N.DAK.		58545
JOHN RICHARDSON	502 12 3975	206 CENTRAL AVE. N. ,	HAZEN, N. DAK.		58545

B. SIGNATURES

I (We), the above named incorporator(s), have read the foregoing Articles of Incorporation, know the contents, and believe the statements made therein to be true.

Dated NOVEMBER 7, 1994.

Robert A. Barfield John Richardson

B. FEES:

Filing	\$30.00
Consent of Registered Agent	\$10.00
Minimum License Fee	\$50.00
Additional License Fees	
(Equal to \$10.00 for every additional \$10,000 in excess of \$50,000)	
SEE INSTRUCTIONS ON PAGE 4.	

OFFICE USE ONLY

Certificate No.	
Date Filed	11-8-94
Fee Paid	
Filed By	NS



**REGISTERED AGENT
 CONSENT TO SERVE
 SECRETARY OF STATE
 SFN 7974 (8-94)**

FOR OFFICE USE ONLY

ID #	7049100
WO #	359423
Approved By	
Filed	11-8-94
By	NB

**RECEIVED
 NOV - 8 1994
 SEC. OF STATE**

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation or Limited Liability Company for Which the Registered Agent is to Serve

WEST RIVER COMMUNICATIONS, INC.

3. Name of the Registered Agent

ROBERT A. BARFIELD

A. Registered Agent is (Check One)

- An Individual North Dakota Resident
- A Corporation
- A Limited Liability Company

B. Social Security/Federal ID # of Registered Agent

420 38 4117

4. The designated registered agent hereby consents to act in that capacity for the above named corporation or limited liability company until removed or resignation is submitted in accordance with North Dakota statutes.

Robert A. Barfield
 Signature of Registered Agent

NOVEMBER 7, 1994
 Date

359423

7049100



WEST RIVER
TELECOMMUNICATIONS COOPERATIVE

P.O. BOX 467 HAZEN, NORTH DAKOTA 58545
TELEPHONE: (701) 748-2211
FAX: (701) 748-6800

November 7, 1994

RECEIVED

NOV - 8 1994

SEC. OF STATE

Hon. Alvin A. Jaeger
Secretary of State
State of North Dakota
600 East Boulevard Ave.
Bismarck, N. Dak. 58505-0500

Dear Sir:

West River Telecommunications Cooperative hereby waives any objection to the issuance by your office of a Certificate of Incorporation to West River Communications, Inc. of Hazen, North Dakota.

Our Attorney, John Richardson of Richardson, Lange & Donovan of Hazen will be filing Articles of Incorporation for West River Communications, Inc. within the near future.

Very truly yours,

Robert A. Barfield

Robert A. Barfield, General Manager

ATTESTATION TO STATE
STATE OF NORTH DAKOTA
FILED 11-8 19 94
Alvin A. Jaeger
SECRETARY OF STATE



SERVING THE AREA OF NORTH AND SOUTH DAKOTA ...



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 5 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

Alvin A. Jaeger
SECRETARY OF STATE

DATED: 5-27-96

BY: [Signature]

RICHARDSON, LANGE & DONOVAN

ATTORNEYS AT LAW

P.O. BOX 488

206 CENTRAL AVE. N.

HAZEN, NORTH DAKOTA 58545

(701) 748-2206

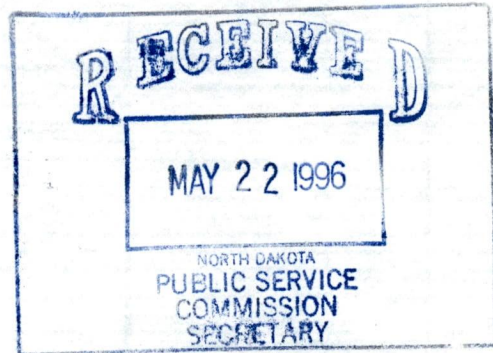
FAX (701) 748-6200

JOHN RICHARDSON

GREGORY L. LANGE

PATRICK A. DONOVAN

May 21, 1996



Jon Mielke
Executive Secretary
NDPSC
State Capitol
600 East Boulevard Ave.
Bismarck, ND 58505

Dear Mr. Mielke:

We represent West River Communications, Inc., and we enclose for filing with your office a certified copy of Articles of Incorporation. This will be the entity to receive the certificate of public convenience and necessity in connection with the US West acquisitions of this corporation which is a subsidiary of a corporation wholly owned by West River Telecommunications Cooperative of Hazen.

Yours very truly,

John Richardson

JAR/km

cc: Robert A. Barfield
Wally Goulet

enc.

359423

7049100



WEST RIVER
TELECOMMUNICATIONS COOPERATIVE

P.O. BOX 467 HAZEN, NORTH DAKOTA 58545
TELEPHONE: (701) 748-2211
FAX: (701) 748-6800

November 7, 1994

RECEIVED

NOV - 8 1994

SEC. OF STATE

Hon. Alvin A. Jaeger
Secretary of State
State of North Dakota
600 East Boulevard Ave.
Bismarck, N. Dak. 58505-0500

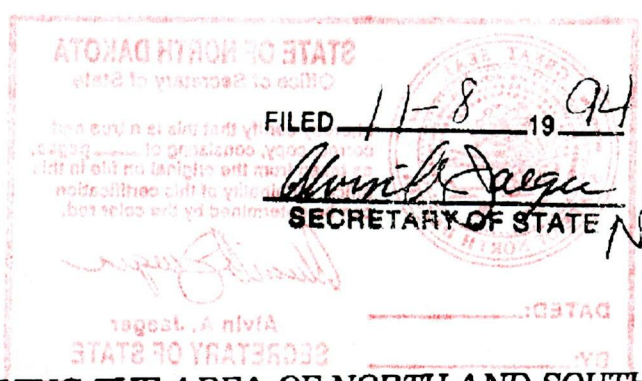
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Our Attorney, John Richardson of Richardson, Lange & Donovan of Hazen will be filing Articles of Incorporation for West River Communications, Inc. within the near future.

Very truly yours,

Robert A. Barfield
Robert A. Barfield, General Manager



SERVING THE AREA OF NORTH AND SOUTH DAKOTA ...



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 5 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

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

DATED: 5-17-96

BY: [Signature]

Alvin A. Jaeger
SECRETARY OF STATE



**ARTICLES OF INCORPORATION - NORTH DAKOTA BUSINESS
OR FARMING CORPORATION**
NORTH DAKOTA SECRETARY OF STATE
SFN 16812 (6-89)

SEE PAGE 4 FOR FILING AND MAILING INSTRUCTIONS

FOR OFFICE USE ONLY

Validation #

4

for 05178527

FILE NO. 7049100

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

Article 1. The name of said Corporation shall be: WEST RIVER COMMUNICATIONS, INC.

Article 2. The period of its duration is perpetual, ~~or~~ _____

Article 3. The purpose for which the Corporation is organized are general business purposes, ~~or~~

Article 4.

A. Aggregate number of shares the corporation has authority to issue TEN THOUSAND		
B. Par value per share authorized by corporation NONE-SHARES ARE TO BE WITHOUT PAR VALUE		
C. If shares are divided into classes, they are identified as follows:		
CLASS	NO. OF SHARES	PAR VALUE PER SHARE
NA		

Article 5.

A. Name of Registered Agent ROBERT A. BARFIELD			
B. Social Security or Federal ID # of Registered Agent 420 38 4117			
C. Address of Registered Office 101 WEST MAIN P. O. BOX 467	City HAZEN	State N. DAK.	Zip Code 585545
D. Address of Executive Office (if different than "C") SAME	City	State	Zip Code
E. The articles of incorporation are accompanied by a signed consent of the registered agent with a filing fee of \$10.			

Article 6. Other provisions by which this corporation shall be governed: (if none, insert "none")

NONE: OTHER THAN BYLAWS WHICH MAY BE ADOPTED, AND OTHER POLICIES AND REGULATIONS WHICH MAY BE APPROVED BY THE SHAREHOLDERS OR BOARD OF DIRECTORS OF SUCH CORPORATION.

Article 7. A. The name, social security number, and address of each incorporator:

NAME	SOCIAL SECURITY NUMBER	ADDRESS	CITY	STATE	ZIP
ROBERT A. BARFIELD	420 38 4117	101 WEST MAIN,	HAZEN, N.DAK.		58545
JOHN RICHARDSON	502 12 3975	206 CENTRAL AVE. N. ,	HAZEN, N. DAK.		58545

B. SIGNATURES

I (We), the above named incorporator(s), have read the foregoing Articles of Incorporation, know the contents, and believe the statements made therein to be true.

Dated NOVEMBER 7, 19 94.

Robert A. Barfield

John Richardson

B. FEES:

Filing	\$30.00
Consent of Registered Agent	\$10.00
Minimum License Fee	\$50.00
Additional License Fees	
(Equal to \$10.00 for every additional \$10,000 in excess of \$50,000)	

SEE INSTRUCTIONS ON PAGE 4.

OFFICE USE ONLY

Certificate No.	
Date Filed	11-8-94
Fee Paid	
Filed By	NS



**REGISTERED AGENT
CONSENT TO SERVE
SECRETARY OF STATE
SFN 7974 (8-94)**

**RECEIVED
NOV - 8 1994
SEC. OF STATE**

FOR OFFICE USE ONLY

ID #	7049100
WO #	359423
Approved By	
Filed	11-8-94
By	NB

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

1. FILING FEE: \$10.00

2. Name of the Corporation or Limited Liability Company for Which the Registered Agent is to Serve

WEST RIVER COMMUNICATIONS, INC.

3. Name of the Registered Agent

ROBERT A. BARFIELD

A. Registered Agent is (Check One)

- An Individual North Dakota Resident
- A Corporation
- A Limited Liability Company

B. Social Security/Federal ID # of Registered Agent

420 38 4117

4. The designated registered agent hereby consents to act in that capacity for the above named corporation or limited liability company until removed or resignation is submitted in accordance with North Dakota statutes.

Robert A. Barfield
Signature of Registered Agent

NOVEMBER 7, 1994
Date



ARTICLES OF INCORPORATION - NORTH DAKOTA BUSINESS OR FARMING CORPORATION

NORTH DAKOTA SECRETARY OF STATE
SFN 16812 (6-89)

SEE PAGE 4 FOR FILING AND MAILING INSTRUCTIONS

FOR OFFICE USE ONLY

Validation #

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89178527

FILE NO. 7049100

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A. Aggregate number of shares the corporation has authority to issue TEN THOUSAND		
B. Par value per share authorized by corporation NONE-SHARES ARE TO BE WITHOUT PAR VALUE		
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CLASS	NO. OF SHARES	PAR VALUE PER SHARE
NA		

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B. Social Security or Federal ID # of Registered Agent 420 38 4117			
C. Address of Registered Office 101 WEST MAIN P. O. BOX 467	City HAZEN	State N. DAK.	Zip Code 585545
D. Address of Executive Office (if different than "C") SAME	City	State	Zip Code
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Article 6. Other provisions by which this corporation shall be governed: (If none, insert "none")

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Article 7. A. The name, social security number, and address of each incorporator:

NAME	SOCIAL SECURITY NUMBER	ADDRESS	CITY	STATE	ZIP
ROBERT A. BARFIELD	420 38 4117	101 WEST MAIN,	HAZEN,	N.DAK.	58545
JOHN RICHARDSON	502 12 3975	206 CENTRAL AVE. N. ,	HAZEN,	N. DAK.	58545

B. SIGNATURES

I (We), the above named incorporator(s), have read the foregoing Articles of Incorporation, know the contents, and believe the statements made therein to be true.

Dated NOVEMBER 7, 19 94.

Robert A. Barfield John Richardson

8. FEES:

Filing	\$30.00
Consent of Registered Agent	\$10.00
Minimum License Fee	\$50.00
Additional License Fees	
(Equal to \$10.00 for every additional \$10,000 in excess of \$50,000)	
SEE INSTRUCTIONS ON PAGE 4.	

OFFICE USE ONLY

Certificate No.	
Date Filed	11-8-94
Fee Paid	
Filed By	NS



**REGISTERED AGENT
CONSENT TO SERVE
SECRETARY OF STATE**
SFN 7974 (8-94)

**RECEIVED
NOV - 8 1994
SEC. OF STATE**

FOR OFFICE USE ONLY

ID #	7049100
WO #	359423
Approved By	
Filed	11-8-94 By NS

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation or Limited Liability Company for Which the Registered Agent is to Serve

WEST RIVER COMMUNICATIONS, INC.

3. Name of the Registered Agent

ROBERT A. BARFIELD

A. Registered Agent is (Check One)

- An Individual North Dakota Resident
 A Corporation
 A Limited Liability Company

B. Social Security/Federal ID # of Registered Agent

420 38 4117

4. The designated registered agent hereby consents to act in that capacity for the above named corporation or limited liability company until removed or resignation is submitted in accordance with North Dakota statutes.

Robert A. Barfield
Signature of Registered Agent

NOVEMBER 7, 1994
Date

#359423

7049100



WEST RIVER
TELECOMMUNICATIONS COOPERATIVE
P.O. BOX 467 HAZEN, NORTH DAKOTA 58545
TELEPHONE: (701) 748-2211
FAX: (701) 748-6800

November 7, 1994

RECEIVED

NOV - 8 1994

SEC. OF STATE

Hon. Alvin A. Jaeger
Secretary of State
State of North Dakota
600 East Boulevard Ave.
Bismarck, N. Dak. 58505-0500

Dear Sir:

West River Telecommunications Cooperative hereby waives any objection to the issuance by your office of a Certificate of Incorporation to West River Communications, Inc. of Hazen, North Dakota.

Our Attorney, John Richardson of Richardson, Lange & Donovan of Hazen will be filing Articles of Incorporation for West River Communications, Inc. within the near future.

Very truly yours,

Robert A. Barfield, General Manager

FILED 11-8 19 94

SECRETARY OF STATE NB



SERVING THE AREA OF NORTH AND SOUTH DAKOTA ...



STATE OF NORTH DAKOTA
Office of Secretary of State

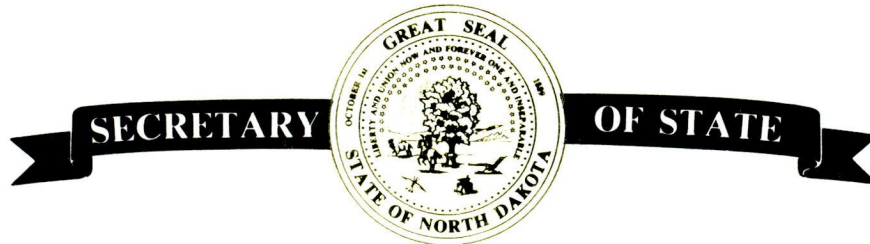
I hereby certify that this is a true and correct copy, consisting of 5 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 5-25-95

BY: ku

Alvin A. Jaeger
SECRETARY OF STATE

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

WEST RIVER COMMUNICATIONS, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that WEST RIVER COMMUNICATIONS, INC., a North Dakota business corporation, was incorporated in this office on November 8, 1994 and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota business corporation.

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

WEST RIVER COMMUNICATIONS, INC.

Dated: May 25, 1995

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

Alvin A. Jaeger
Secretary of State

RESTATED ARTICLES
To The
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is West River Mutual Aid Telephone Corpor-
ation

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 7, 19 91, in the manner prescribed by Chapter 10-15, North Dakota Century Code:

See attached Exhibit "A".

ARTICLE 3. The total number of members of the cooperative association is 7,432.

ARTICLE 4. The number of members voted for such amendment was 278; and the number of members voted against such amendment was -0-.

Dated June 24, 19 91.

West River Telecommunications
(Name of Association) Cooperative
By W E Ullmann
(President or Vice President)
and Thes Reich
(Secretary or Assistant Secretary)

VERIFICATION

William E. Ullmann, being first duly sworn says that he is the
(Name of one of the officers signing above)

President and that he has read the foregoing application and knows
(Title)

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

W E Ullmann
(Verification officer signature)

Subscribed and sworn to before me this 24th day of June, 19 91.

John Richardson
(Notary Public)
My Commission expires March 28, 1994.

Notary Seal

Certificate No. _____
Filing Date 7-8 19 91
Jim Rusten By SR
Secretary of State

RESTATED ARTICLES OF INCORPORATION
OF THE
WEST RIVER MUTUAL AID TELEPHONE CORPORATION,
NOW TO BE KNOWN AS
WEST RIVER TELECOMMUNICATIONS COOPERATIVE

Article I

The name of the corporation is West River Telecommunications Cooperative. The date of incorporation is January 12, 1953.

Article II

The purpose for which the Cooperative is organized is to furnish, improve, acquire, build, expand, develop and operate a telecommunications business and system in a manner consistent with, but not limited by, contractual agreements heretofore or hereafter made with the United States of America, acting through the Rural Electrification Administration, and for any lawful purpose determined by the Board of Directors to be necessary to provide adequate service to the members, including the right to enter into limited or general partnerships, joint ventures or other business relationships, and to purchase stock in other corporations.

Article III

The principal office of the Cooperative is located in Hazen, Mercer County, North Dakota.

Article IV

The primary territory served consists of the counties of Mercer, Grant, Oliver, Morton, Sioux, McLean and Sheridan in the State of North Dakota and Corson in the State of South Dakota, and the secondary territory consists of the remaining counties in the States of North Dakota and South Dakota.

Article V

The Cooperative is organized without Capital Stock. Upon dissolution, after (a) debts and liabilities of the Cooperative shall have been paid, and (b) all capital furnished through patronage shall have been retired as provided in the By-Laws, the remaining property and assets of the Cooperative shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all such members and former members, unless otherwise provided by law.

Article VI

The Board of Directors of West River Telecommunications Cooperative of Hazen, North Dakota, is authorized to borrow from time to time such sums of money as it may deem advisable from any source, including, without limitation, additional sums from United States of America pursuant to the provisions of the Rural Electrification Act of 1936, as amended, and to incur indebtedness from time to time by the assumption of indebtedness of third parties to United States of America as

approved by the Administrator, the aggregate amount of the unpaid principal of any such loans, together with the aggregate amount of the unpaid principal of such indebtedness so assumed and the aggregate amount of the unpaid principal of loans heretofore made to the Cooperative by United States of America not to exceed Fifty Million Dollars at any one time.

The Board of Directors of the Cooperative is authorized to mortgage, by deed of trust or by mortgage, and upon such terms as the Board of Directors shall determine, all of the property of the Cooperative now owned or hereafter acquired, in order to secure such loans heretofore or hereafter made at any time or times.

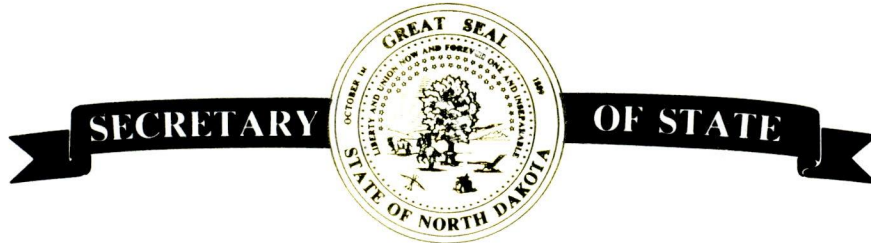
Article VII

The affairs of the Cooperative shall be governed by a Board of Directors of seven in number. All Directors shall be elected for terms of three years.

Article VIII

These Restated Articles of Incorporation shall supersede all existing Articles of Incorporation and Amendments thereto of West River Mutual Aid Telephone Corporation.

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

WEST RIVER TELECOMMUNICATIONS COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that WEST RIVER TELECOMMUNICATIONS COOPERATIVE, a North Dakota mutual aid corporation, was incorporated in this office on January 12, 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 a North Dakota mutual aid corporation.

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

WEST RIVER TELECOMMUNICATIONS COOPERATIVE

Dated: July 8, 1996

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

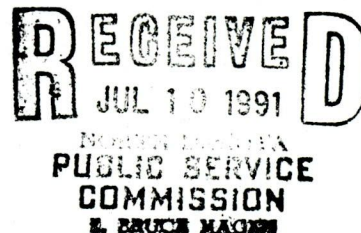
Alvin A. Jaeger
Secretary of State



WEST RIVER
TELECOMMUNICATIONS COOPERATIVE

P.O. BOX 467 HAZEN, NORTH DAKOTA 58545
TELEPHONE: (701) 748-2211
FAX: (701) 748-6800

July 8, 1991



Mr. Bruce Hagen
Public Service Commissioner
State of North Dakota
Capitol Building
Bismarck, North Dakota 58505

This is to inform you that at our annual meeting on June 7, 1991, the subscribers voted to change the name of West River Mutual Aid Telephone Corporation to:

WEST RIVER TELECOMMUNICATIONS COOPERATIVE.

This change is effective immediately. We shall appreciate you notifying those concerned at your office of this change.

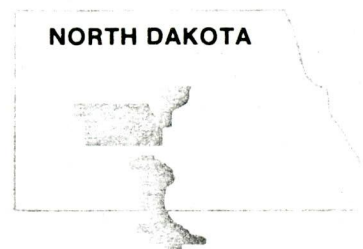
Thank you.

Sincerely,

Robert A. Barfield
ROBERT A. BARFIELD
General Manager

RAB/co

*copies: Comm.
Janet
Regal
PUD*



SERVING THE AREA OF NORTH AND SOUTH DAKOTA ...

SEARCH OF RECORDS REPORT

April 26, 1990

WEST RIVER MUTUAL AID TELEPHONE CORPORATION
P O BOX 467
HAZEN, ND 58545

The following is the base data on file in the Office of the
Secretary of State on WEST RIVER MUTUAL AID TELEPHONE CORPORATION

Entity Type: MUTUAL AID CORPORATION

State of Organization: ND

Current Status: Active

Status Date: 01/12/53

Last Annual Report Filed: 02/17/89

Last Annual Report Year: 89

Registered Agent:
Address:

Class: Number of Shares: Par:

For Reference: Darcy Schlosser
Clerk

701-224-4283
Phone

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 374

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation of _____
telephone facilities ~~plant or system~~ in the Counties of Mercer and McLean, North Dakota,
by West River Mutual Aid Telephone Corporation. This certificate is issued in accordance with the report and
order of this Commission, dated January 27, 1956 in Case No. 5390 and is subject to the
conditions and limitations noted thereon.

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

Dated at Bismarck, North Dakota, this 27th

day of January 19 56

ATTEST:

Elmer Olson
Secretary

PUBLIC SERVICE COMMISSION:

By: Ernest H. Nelson
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 366

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 portions of the Counties of~~ Oliver and Mercer,
by West River Mutual Aid Telephone Corp. This certificate is issued in accordance with the report and
order of this Commission, dated November 1st 1954 in Case No. 5192 and is subject to the
conditions and limitations noted thereon.

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

Dated at Bismarck, North Dakota, this 1st

day of November 1954

ATTEST:

Elmer Olson
Secretary

PUBLIC SERVICE COMMISSION:

By Elmer W. Card
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 366

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~~ portions of the Oliver and Mercer, Counties of North Dakota,
by West River Mutual Aid Telephone Corp. This certificate is issued in accordance with the report and
order of this Commission, dated November 1st 1954 in Case No. 5192 and is subject to the
conditions and limitations noted thereon.

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

Dated at Bismarck, North Dakota, this 1st

day of November 19 54

ATTEST:

Elmer Olson

Secretary

 CORBETT BROS., MINOT, N. D.

PUBLIC SERVICE COMMISSION:

By Elmer W. Card
Commissioner

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Application of)
West River Mutual Aid Telephone Corpor-)
ation, of New Salem, North Dakota: (1))
For a certificate of public convenience)
and necessity to construct and operate)
a telephone system; and, (2) For authority)
to purchase certain existing telephone)
properties.)

CASE NO. 5192

FINDINGS OF FACT,
CONCLUSIONS AND ORDER

By the Commission:

On July 29, 1954, West River Mutual Aid Telephone Corporation of New Salem, North Dakota, filed an application with the Public Service Commission: (1) For a certificate of public convenience and necessity to construct and operate a telephone system; and, (2) For authority to purchase certain existing telephone properties.

The application was set for public hearing at Beulah, North Dakota, on August 31, 1954; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner E. H. Brant, and the following appearances were entered:

Burton S. Wilcox, Center, North Dakota, appearing as attorney for West River Mutual Aid Telephone Corporation, Applicant.

Clarence E. Bryant, Bismarck, North Dakota, appearing as Chief Engineer for Public Service Commission.

FINDINGS OF FACT

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

- (1) Applicant, West River Mutual Aid Telephone Corporation, is a membership corporation organized and existing under the laws of the State of North Dakota. Applicant was organized for the purpose of furnishing telephone service to subscribers at cost and not for profit.
- (2) Applicant proposes under project "A" involved herein to rehabilitate existing telephone facilities in its dial exchanges at Beulah and Stanton, North Dakota, and to improve and extend rural telephone facilities in said exchanges. Applicant's proposed service areas included in project "A" are located in the Counties of Oliver and Mercer in the State of North Dakota, and are shown outlined in red on the map entitled "Key Map,"

identified as Exhibit No. 1 in this proceeding. Telephone service is now furnished for 446 subscribers in the Beulah and Stanton exchanges. After a five-year development period, Applicant estimates that it will serve 704 subscribers in said exchanges, including an estimated 260 new rural subscribers. 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 Applicant's proposed service area are now without telephone service. New telephone facilities to be constructed by Applicant will not duplicate any existing telephone lines or facilities, or interfere with the service or system of any other telephone company.

- (3) Applicant has also entered into an agreement to purchase existing telephone properties now owned by Aplin Telephone Company, and Lakeside Telephone Company, of Beulah, North Dakota. Said facilities now serve 26 rural subscribers in the vicinity of Beulah, North Dakota, and are located within Applicant's proposed service area. Subscribers served by the telephone facilities to be acquired are now furnished switching service at Beulah by Applicant. The telephone facilities Applicant proposes to purchase are in need of considerable maintenance and rehabilitation. Applicant plans to rehabilitate the acquired telephone facilities, to furnish improved telephone service thereon, and to integrate the acquired telephone properties with new rural telephone facilities to be constructed in its proposed service area.
- (4) Funds for construction of new telephone facilities, and for acquisition and rehabilitation of existing facilities, in Applicant's proposed service area will be obtained from subscribers' membership fees and from a loan from the Rural Electrification. Applicant has employed engineers, experienced in the field of telephony, to furnish plans and specifications for the proposed telephone system and to supervise the construction thereof.

C O N C L U S I O N S

Upon consideration of the foregoing findings of fact, the Commission concludes: (1) That present and future public convenience and necessity require construction and operation of the proposed telephone system upon the terms and conditions set forth hereinafter; and, (2) That authorization to acquire the existing telephone properties herein described is consistent with the public interest.

O R D E R

NOW, THEREFORE, IT IS ORDERED that West River Mutual Aid Telephone Corporation, of New Salem, North Dakota, be issued a certificate of public convenience and necessity to construct and operate a telephone system in

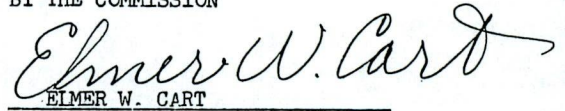
portions of the Counties of Oliver and Mercer in the State of North Dakota, as shown outlined in red on the map entitled "Key Map," identified as Exhibit No. 1 in this proceeding, exclusive of such territories or areas therein served by existing unacquired telephone companies or systems.

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

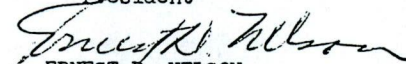
IT IS FURTHER ORDERED that West River Mutual Aid Telephone Corporation be and hereby is authorized to purchase existing telephone properties now owned by the Aplin Telephone Company, of Beulah, North Dakota and the Lakeside Telephone Company, of Beulah, North Dakota.

Dated at Bismarck, North Dakota, this ^{4th}~~2nd~~ day of November, 1954.

BY THE COMMISSION



ELMER W. CART
President



ERNEST D. NELSON
Commissioner

ATTEST:



Secretary

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 407

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
the construction and operation _____ of Telephone _____
facilities in parts of _____ plant or system at Oliver and Mercer Counties, _____ North Dakota,
by West River Mutual Aid Telephone Corporation This certificate is issued in accordance with the report and
order of this Commission, dated May 26, 1958 in Case No. 5670 and is subject to the
conditions and limitations noted thereon.

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

Dated at Bismarck, North Dakota, this 26th

day of May 19⁵⁸

ATTEST:

James Olson
Secretary

PUBLIC SERVICE COMMISSION:

By Monte Vash
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the Matter of the application of West River Mutual)
Aid Telephone Corporation, of Hazen, North Dakota:)
(1) For a certificate of public convenience and)
necessity to construct and operate telephone facilities;)
(2) For authority to purchase certain existing tele-)
phone properties; (3) For authority to make a long term)
loan from the Rural Electrification Administration; and,)
(4) For authority to apply its system rates and charges)
for the furnishing of dial telephone service in the ex-)
change at Center, North Dakota.)

CASE NO. 5670

FINDINGS OF FACT,
CONCLUSIONS AND ORDER

By the Commission:

On April 3, 1958 West River Mutual Aid Telephone Corporation, of Hazen, North Dakota filed an application with this Commission: (1) For a certificate of public convenience and necessity to construct and operate telephone facilities; (2) For authority to purchase certain existing telephone properties; (3) For authority to make a long term loan from the Rural Electrification Administration; and, (4) For authority to apply its system rates and charges for the furnishing of telephone service in its exchange at Center, North Dakota.

The application was set for public hearing at Center, North Dakota on May 1, 1958; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner Martin Vaaler, and the following appearances were entered:

BURTON WILCOX, Center, North Dakota appearing as Attorney for Applicant.

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

FINDINGS OF FACT

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

- (1) Applicant, West River Mutual Aid Telephone Corporation, is a non-profit membership corporation organized and existing under the laws of the State of North Dakota. The Company now owns and operates telephone exchanges at Beulah, Hazen, Mercer, Stanton, Turtle Lake and Washburn, North Dakota serving approximately 2,000 subscribers.

- (2) Applicant proposes herein to construct and operate a dial telephone exchange at Center, North Dakota. The proposed service area is shown outlined in red on the ACD Map, identified as Exhibit No. 10 in this proceeding. Applicant estimates that after a 5-year development period it will furnish telephone service for 359 subscribers in the Center exchange, including 147 farm subscribers now without telephone service. The estimated cost of construction of the proposed telephone facilities in the Center exchange is \$227,704. The proposed telephone facilities will not duplicate or interfere with the service or system of any other telephone company. Applicant has employed engineers experienced in the field of telephony to furnish plans and specifications for the proposed facilities and to supervise the construction thereof. Applicant plans to complete construction of the proposed telephone system during 1958.
- (3) Applicant also proposes to purchase existing telephone properties located in, and in the vicinity of, Center, North Dakota now owned by the following companies: Oliver-Mercer Telephone Company, of Center, North Dakota; Hannover Mutual Telephone Company, of Hannover, North Dakota; and Springbrook Telephone Company, of Hannover, North Dakota. The Center Telephone Company, which owns a rural telephone line switched at Center, North Dakota by Oliver-Mercer Telephone Company, has requested Applicant to provide telephone service in the area now served by it, and has agreed in writing to discontinue operations when Applicant has telephone service available in the area. Said telephone companies now serve a total of 157 subscribers in the above-described service area. The existing telephone facilities are old and obsolete by modern standards, and the present owners are not financially able to modernize and expand the existing systems. Applicant plans to construct a modern dial telephone system to serve all existing subscribers and to extend telephone service to subscribers in adjacent unserved areas.
- (4) Applicant further proposes to purchase existing telephone property in, and in the vicinity of, Hensler, North Dakota now owned by the Wilcox Brothers Telephone Company. The Wilcox Brothers now serve 18 subscribers in said area. Applicant plans to serve said subscribers on a rural multi-party line basis from its proposed Center exchange.
- (5) Applicant also proposes to borrow from the United States of America, acting through the Rural Electrification Administration, the sum of \$283,000 for the purpose of financing acquisition and construction of the telephone facilities herein described. The proposed loan will be advanced to Applicant from time to time as required. The loan will be evidenced by notes bearing interest at the rate of two (2) percent per annum and payable within 35 years from the date thereof. Principal repayment will be deferred during the first three (3) years of the loan period but interest will be payable quarterly during said period. Thereafter quarterly payments calculated to repay the principal amount of the notes, with interest, become due and payable. The notes will be secured by a mortgage on all assets of Applicant now owned or hereafter acquired. The proposed loan of \$283,000 will be secured equally and ratably with prior loans from the United States of America previously approved by this Commission. Applicant also proposes to utilize additional funds in the amount of \$10,000 for the purposes herein described which are available from the United States of America under previous loan authorizations by this Commission.

- (6) Applicant proposes to apply its existing system rates, charges, and rules and regulations heretofore approved by this Commission for the furnishing of dial telephone service in its exchange at Center, North Dakota.

CONCLUSIONS

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

- (1) that present and future public convenience and necessity require construction and operation of the proposed telephone facilities; (2) that acquisition of the existing telephone properties herein described is consistent with the public interest; (3) that Applicant requires additional funds to finance acquisition and construction of the telephone facilities herein described, and that such funds are available on reasonable terms and conditions from the Rural Electrification Administration; and, (4) that application of Applicant's existing system rates and charges for the furnishing of dial telephone service in the areas involved herein is proper and reasonable.

ORDER

NOW, THEREFORE, IT IS ORDERED that West River Mutual Aid Telephone Corporation, of Hazen, North Dakota be and hereby is:

- (1) Issued a certificate of public convenience and necessity to construct and operate telephone facilities in the parts of Oliver and Mercer Counties, North Dakota shown outlined in red on the ACD Map, identified as Exhibit No. 10 in this proceeding, excluding such territories or areas therein served by existing unacquired or unabandoned telephone companies or systems.
- (2) Authorized to purchase existing telephone properties now owned by the following companies:

<u>Name of Company</u>	<u>Address</u>
Oliver-Mercer Telephone Co.	Center, N. Dak.
Hannover Mutual Telephone Co.	Hannover, N. Dak.
Springbrook Telephone Co.	Hannover, N. Dak.
Wilcox Bros. Telephone Co.	Hensler, N. Dak.
- (3) Authorized to borrow from the United States of America, acting through the Rural Electrification Administration, the sum of \$283,000 upon the terms and conditions and for the purposes set forth herein.
- (4) Authorized to mortgage to the United States of America all property now owned or hereafter acquired by it in the State of North Dakota to secure payment of the principal of, and interest on, the above described loan.

- (5) Authorized to apply its existing system rates, charges, and general rules and regulations for the furnishing of telephone service in its exchange at Center, North Dakota upon conversion of said exchange to dial operation

Dated at Bismarck, North Dakota, this 26th day of May, 1958

BY THE COMMISSION:

Ernest D. Nelson
ERNEST D. NELSON
President

Anson J. Anderson
ANSON J. ANDERSON
Commissioner

(S E A L)

ATTEST:

Elmer Olson
Secretary

Martin Vaaler
MARTIN VAALER
Commissioner

"BUY DAKOTA MAID FLOUR"

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 815

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the construction and operation of certain buried toll and exchange telephone cables and ~~at~~ associated toll telephone terminal facilities ~~at~~ *see below North Dakota, by West River Mutual Aid Telephone Corporation. This certificate is issued in accordance with the report and order of this Commission, dated October 4, 1967 in Case No. 6978 and is subject to the conditions and limitations noted thereon.

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

* from the junction of State Highway numbers 6 and 21 to the central office of the Selfridge telephone exchange, Selfridge, North Dakota, and thence to the central office of the Fort Yates exchange, Fort

Yates, North Dakota, and from a point on said cables about 6.3 miles south of the intersection of State Highway numbers 6 and 21 to the central office of the Solen telephone exchange, Solen, North Dakota, and to provide toll telephone service to the said exchanges.

Dated at Bismarck, North Dakota, this 4th day of October, 19 67

ATTEST:

PUBLIC SERVICE COMMISSION:

Secretary.

By _____
Commissioner.

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the matter of the joint application)
of West River Mutual Aid Telephone)
Corporation and Northwestern Bell)
Telephone Company for a certificate of)
public convenience and necessity for)
certain toll telephone facilities to)
Selfridge, Fort Yates, and Solen, North)
Dakota.)

CASE NO. 6978

ORDER

On September 2, 1967, the Northwestern Bell Telephone Company and the West River Mutual Aid Telephone Corporation filed a joint application wherein they requested authority for the West River Mutual Aid Telephone Corporation to construct and operate buried toll and exchange telephone cables from the intersection of State Highway numbers 6 and 21, approximately 15.7 miles east of Flasher, North Dakota, to Selfridge, North Dakota, and thence to Fort Yates, North Dakota, and from a point on said cable about 6.3 miles south of said intersection to Solen, North Dakota, together with all necessary toll terminal equipment and thereby provide toll telephone service to the Selfridge, Fort Yates, and Solen, North Dakota telephone exchanges. The applicants further requested authority for the Northwestern Bell Telephone Company to abandon those circuits now providing toll telephone service to Selfridge, Fort Yates, and Solen, North Dakota.

NOW, THEREFORE, IT APPEARING that Northwestern Bell Telephone Company and the West River Mutual Aid Telephone Corporation are both public utilities subject to the jurisdiction of this commission and that West River owns and operates exchanges at Solen, Selfridge, and Fort Yates and that Northwestern Bell Telephone provides toll service thereto.

IT FURTHER APPEARING that Northwestern Bell Telephone Company owns and operates the toll telephone facilities which provides toll telephone service to Solen, North Dakota, and operates the toll telephone facilities which provide toll telephone service from Solen to Fort Yates and from Fort Yates to Selfridge, North Dakota, which consists of open wire toll telephone lines from the junction of State Highway numbers 6 and 21 to Solen, North Dakota, and open wire toll telephone lines leased from West River from Solen to the Fort Yates exchange which is owned and operated by West River and from Fort Yates to Selfridge over West Rivers rural distribution lines to the Selfridge exchange and provides toll telephone service

to the Solen, Fort Yates and Selfridge exchanges by means of the said facilities and that Northwestern Bell Telephone Company wishes to abandon its toll circuits associated with the line beginning at the junction of State Highway numbers 6 and 21 that serves the Solen, Fort Yates, and Selfridge exchanges;

IT FURTHER APPEARING that the West River Mutual Aid Telephone Corporation wishes to construct and operate buried toll and exchange telephone cables from said intersection of State Highway numbers 6 and 21 to Selfridge and thence to Fort Yates and from a point on said cables about 6.3 miles south of said intersection to Solen together with the necessary toll terminal equipment and that upon the completion of the construction of said facilities and upon proof of transmission quality and noise level acceptable to Northwestern the West River Mutual Aid Telephone Corporation will provide toll telephone service to the Solen, Fort Yates, and Selfridge exchanges by means of said facilities and that Northwestern Bell Telephone Company will inter-connect its toll system with said proposed toll facilities at the junction of State Highway numbers 6 and 21.

IT FURTHER APPEARING that the proposed telephone facilities will provide improved toll telephone transmission to said exchanges and will lessen the possibility of service outages due to weather and further, that this construction and operation of the proposed facilities are in the public interest, will not result in duplication of facilities and are and will be required by the public convenience and necessity.

NOW, THEREFORE, IT IS HEREBY ORDERED that the West River Mutual Aid Telephone Corporation be and hereby is granted a certificate of public convenience and necessity authorizing them to construct and operate buried toll and exchange telephone cables and associated toll telephone terminal facilities from the junction of State Highway numbers 6 and 21 to the central office of the Selfridge telephone exchange, Selfridge, North Dakota, and thence to the central office of the Fort Yates exchange, Fort Yates, North Dakota, and from a point on said cables about 6.3 miles south of the intersection of State Highway numbers 6 and 21 to the central office of the Solen telephone exchange, Solen, North Dakota, and to provide toll telephone service to the said exchanges;

IT IS FURTHER ORDERED that the Northwestern Bell Telephone Company be and hereby is authorized to abandon its toll telephone

circuits used to provide toll telephone service from the junction of State Highway numbers 6 and 21 to the aforementioned exchanges.

Dated at Bismarck, North Dakota, this 4th day of October, 1967.

BY THE COMMISSION:

BEN J. WOLF

Ben J. Wolf
President

BRUCE HAGEN

Bruce Hagen
Commissioner

RICHARD A. ELKIN

Richard A. Elkin
Commissioner

(S E A L)

ATTEST:

Ehner Olson

Secretary

"BUY NORTH DAKOTA PRODUCTS"

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the matter of the joint application)
of West River Mutual Aid Telephone)
Corporation and Northwestern Bell)
Telephone Company for a certificate of)
public convenience and necessity for)
certain toll telephone facilities to)
Selfridge, Fort Yates, and Solen, North)
Dakota.)

CASE NO. 6978

ORDER

On September 2, 1967, the Northwestern Bell Telephone Company and the West River Mutual Aid Telephone Corporation filed a joint application wherein they requested authority for the West River Mutual Aid Telephone Corporation to construct and operate buried toll and exchange telephone cables from the intersection of State Highway numbers 6 and 21, approximately 15.7 miles east of Flasher, North Dakota, to Selfridge, North Dakota, and thence to Fort Yates, North Dakota, and from a point on said cable about 6.3 miles south of said intersection to Solen, North Dakota, together with all necessary toll terminal equipment and thereby provide toll telephone service to the Selfridge, Fort Yates, and Solen, North Dakota telephone exchanges. The applicants further requested authority for the Northwestern Bell Telephone Company to abandon those circuits now providing toll telephone service to Selfridge, Fort Yates, and Solen, North Dakota.

NOW, THEREFORE, IT APPEARING that Northwestern Bell Telephone Company and the West River Mutual Aid Telephone Corporation are both public utilities subject to the jurisdiction of this commission and that West River owns and operates exchanges at Solen, Selfridge, and Fort Yates and that Northwestern Bell Telephone provides toll service thereto.

IT FURTHER APPEARING that Northwestern Bell Telephone Company owns and operates the toll telephone facilities which provides toll telephone service to Solen, North Dakota, and operates the toll telephone facilities which provide toll telephone service from Solen to Fort Yates and from Fort Yates to Selfridge, North Dakota, which consists of open wire toll telephone lines from the junction of State Highway numbers 6 and 21 to Solen, North Dakota, and open wire toll telephone lines leased from West River from Solen to the Fort Yates exchange which is owned and operated by West River and from Fort Yates to Selfridge over West Rivers rural distribution lines to the Selfridge exchange and provides toll telephone service

to the Solen, Fort Yates and Selfridge exchanges by means of the said facilities and that Northwestern Bell Telephone Company wishes to abandon its toll circuits associated with the line beginning at the junction of State Highway numbers 6 and 21 that serves the Solen, Fort Yates, and Selfridge exchanges;

IT FURTHER APPEARING that the West River Mutual Aid Telephone Corporation wishes to construct and operate buried toll and exchange telephone cables from said intersection of State Highway numbers 6 and 21 to Selfridge and thence to Fort Yates and from a point on said cables about 6.3 miles south of said intersection to Solen together with the necessary toll terminal equipment and that upon the completion of the construction of said facilities and upon proof of transmission quality and noise level acceptable to Northwestern the West River Mutual Aid Telephone Corporation will provide toll telephone service to the Solen, Fort Yates, and Selfridge exchanges by means of said facilities and that Northwestern Bell Telephone Company will inter-connect its toll system with said proposed toll facilities at the junction of State Highway numbers 6 and 21.

IT FURTHER APPEARING that the proposed telephone facilities will provide improved toll telephone transmission to said exchanges and will lessen the possibility of service outages due to weather and further, that this construction and operation of the proposed facilities are in the public interest, will not result in duplication of facilities and are and will be required by the public convenience and necessity.

NOW, THEREFORE, IT IS HEREBY ORDERED that the West River Mutual Aid Telephone Corporation be and hereby is granted a certificate of public convenience and necessity authorizing them to construct and operate buried toll and exchange telephone cables and associated toll telephone terminal facilities from the junction of State Highway numbers 6 and 21 to the central office of the Selfridge telephone exchange, Selfridge, North Dakota, and thence to the central office of the Fort Yates exchange, Fort Yates, North Dakota, and from a point on said cables about 6.3 miles south of the intersection of State Highway numbers 6 and 21 to the central office of the Solen telephone exchange, Solen, North Dakota, and to provide toll telephone service to the said exchanges;

IT IS FURTHER ORDERED that the Northwestern Bell Telephone Company be and hereby is authorized to abandon its toll telephone

circuits used to provide toll telephone service from the junction of State Highway numbers 6 and 21 to the aforementioned exchanges.

Dated at Bismarck, North Dakota, this 4th day of October, 1967.

BY THE COMMISSION:

BEN J. WOLF
President

BRUCE HAGEN
Commissioner

RICHARD A. ELKIN
Commissioner

(S E A L)

ATTEST:

Elmer Olson
Secretary

"BUY NORTH DAKOTA PRODUCTS"

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the Matter of the Application of)
West River Mutual Aid Telephone Corpor-)
ation of Hazen, North Dakota, for (1) a)
Certificate of Public Convenience and)
Necessity to construct and operate tele-)
phone facilities; (2) authority to pur-)
chase certain telephone properties; (3))
authority to make a long term loan from)
the Rural Electrification Administration)
and; (4) authority to apply its system)
rates and charges for the furnishing of)
telephone service.)

CASE NO. 5916

FINDINGS OF FACT
CONCLUSIONS AND ORDER

BY THE COMMISSION:

On July 3, 1959, the West River Mutual Aid Telephone Corporation of Hazen, North Dakota, filed an application with this Commission requesting authority (1) to construct and operate telephone facilities; (2) to purchase certain telephone properties; (3) to make a long term loan from the Rural Electrification Administration and; (4) to apply its system rates and charges for the furnishing of telephone service.

The application was set for public hearing at Zap, North Dakota, on August 11, 1959; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner Martin Vaaler and the following appearances were entered:

BURTON WILCOX, Attorney, Center, North Dakota, appearing for the applicant.

WALLACE O'NEEN, Bismarck, North Dakota, appearing as Chief Engineer for the North Dakota Public Service Commission.

Upon consideration of testimony and other evidence of the record in this proceeding, the Commission makes the following:

FINDINGS OF FACT

- 1) The Applicant, West River Mutual Aid Telephone Corporation, is a non-profit membership corporation organized and existing under the laws of the State of North Dakota. The company now owns and operates telephone facilities in Grant, McLean, Mercer, Morton, Oliver and Sioux counties.
- 2) The Applicant proposes to borrow from the United States of America, through the Rural Electrification Administration, funds in the amount of \$128,000. These funds plus \$86,000 in previously approved loan funds will be used for the purpose of financing the acquisition and construction of telephone facilities in the Zap - Golden Valley area.

- 3) The proposed loan of \$128,000 will be advanced to the Applicant from time to time as required. The loan will be evidenced by notes bearing interest at the rate of two (2) percent per annum, to be payable in installments over a period of 35 years from the particular date of each note and with an initial three-year period of deferment of quarterly principle payments, but no deferment of quarterly payments of interest.
- 4) The Applicant has made signed sales agreements with the Golden Valley Company of Golden Valley, the Independent Telephone Company of Zap and the Zap Farmers Telephone Company of Zap for the sale of their respective telephone properties in the Zap - Golden Valley area.
- 5) The Applicant proposes to apply its existing system rates and charges - as heretofore approved by this Commission - in the Zap - Golden Valley area.

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

CONCLUSIONS

- 1) The Applicant requires additional funds to finance acquisition and construction of the telephone facilities herein described, and that said funds are available, on reasonable terms and conditions, from the Rural Electrification Administration.
- 2) Present and future public convenience and necessity require construction and operation of proposed telephone facilities.
- 3) The acquisition of the existing telephone properties herein described is consistent with the best interest of the public.
- 4) The application of Applicants existing system rates and charges for the furnishing of dial telephone service in the Zap-Golden Valley area is fair and reasonable.

ORDER

NOW, THEREFORE, IT IS ORDERED that the West River Mutual Aid Telephone Corporation of Hazen, North Dakota be and hereby is:

- 1) Authorized to borrow from the United States of America, acting through the Rural Electrification Administration, the sum of \$128,000 upon the terms and conditions set forth herein.
- 2) Issued a certificate of Public Convenience and Necessity to construct and operate telephone facilities in parts of Mercer County as specifically indicated by red boundary lines on the Golden Valley Exchange Key Map included in Exhibit No. 1 in this proceeding, but excluding such territories or areas therein served by existing unabandoned or unacquired telephone companies or systems.
- 3) Authorized to purchase existing telephone properties of the Golden Valley Telephone Company, the Independent Telephone Company and the Zap Farmers Telephone Company.
- 4) Authorized to apply system rates and charges in exchanges serving the Zap-Golden Valley area.

IT IS FURTHER ORDERED that the West River Mutual Aid Telephone Corporation shall, upon application of rates and charges herein authorized to any of the

exchanges serving the new area, file with this Commission revised telephone tariffs reflecting said rates and charges.

Dated at Bismarck, North Dakota, this 31 day of August, 1959.

BY THE COMMISSION:

Anson J. Anderson
ANSON J. ANDERSON
President

Martin Vaaler
MARTIN VAALER
Commissioner

Ernest D. Nelson
ERNEST D. NELSON
Commissioner

(S E A L)

ATTEST:

Edna Olson
Secretary

"Buy DAKOTA MAID Flour"

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 421

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

Construction and operation _____ of Telephone

facilities in parts of _____ plant or system XXXXXX Mercer County, _____ North Dakota,

by West River Mutual Aid Telephone Corporation This certificate is issued in accordance with the report and

order of this Commission, dated August 31, 1959 in Case No. 5916 and is subject to the

conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said West River Mutual Aid Telephone Corporation

securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for

the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 31st

day of August 19 59

PUBLIC SERVICE COMMISSION:

ATTEST:
Edna Olson
Secretary

By Martin Vaala
Commissioner

CORSETT 5802, B1807, N. D.

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 374

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of _____
telephone facilities _____ ~~plant or system~~ in the Counties of Mercer and McLean, North Dakota,
by West River Mutual Aid Telephone Corporation. This certificate is issued in accordance with the report and
order of this Commission, dated January 27, 1956 in Case No. 5390 and is subject to the
conditions and limitations noted thereon.

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

Dated at Bismarck, North Dakota, this 27th

day of January 19 56

ATTEST:

Elmer Olson
Secretary

PUBLIC SERVICE COMMISSION:

By Ernest H. Nelson
Commissioner

COLLETT BROS., PRINT. N. D.

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the Matter of the Application of)
West River Mutual Aid Telephone Cor-)
poration of Hazen, North Dakota:)
(1) For a certificate of public con-)
venience and necessity to construct)
and operate telephone facilities; and,)
(2) For authority to purchase certain)
existing telephone properties.)

CASE NO. 5390

FINDINGS OF FACT, CONCLUSIONS AND ORDER

By the Commission:

On November 23, 1955, West River Mutual Aid Telephone Corporation of Hazen, North Dakota, filed an application with the Public Service Commission:

(1) For a certificate of public convenience and necessity to construct and operate telephone facilities in the Counties of Mercer and McLean, in the State of North Dakota; and (2) For authority to purchase certain existing properties.

The application was set for public hearing at Hazen, North Dakota, on December 21, 1955; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner Martin Vaaler, and the following appearances were entered:

BURTON WILCOX, of Center, North Dakota, appearing as attorney for West River Mutual Aid Telephone Corporation, Applicant.

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

FINDINGS OF FACT

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

- 1) Applicant, West River Mutual Aid Telephone Corporation, is a membership corporation organized and existing under the laws of the State of North Dakota. Applicant was organized for the purpose of furnishing telephone service to subscribers at cost and not for profit.
- 2) Applicant now owns and operates telephone exchanges at Beulah, Stanton, Washburn and Turtle Lake, North Dakota, and serves approximately 1,100 subscribers in said exchanges. The Cooperative has been authorized by prior orders of this Commission to rehabilitate existing telephone facilities, and to improve and extend rural telephone facilities, in said exchanges.

- 3) Applicant proposes herein to acquire and convert the existing magneto telephone exchanges at Hazen and Mercer, North Dakota, to dial operation, and to improve and extend rural telephone facilities in said exchanges. Construction, improvement and rehabilitation of telephone facilities in said exchanges will be commenced during the 1956 construction season. Upon conversion to dial operation, extended area service will be provided between the Mercer exchange and Applicant's Turtle Lake exchange. The territory or areas proposed to be served by Applicant, and involved in this proceeding, are located in Mercer and McLean Counties, North Dakota, are shown outlined in red on the maps designated as Exhibits No. 8 and 9 in this proceeding.
- 4) A total of 358 subscribers now receive telephone service in the Hazen and Mercer exchanges. After a five-year development period, Applicant estimates that it will furnish telephone service for 840 subscribers in said exchanges, including 322 new rural subscribers. It is the plan and purpose of the Cooperative to provide telephone service for the widest practicable number of subscribers in its proposed service area. A substantial number of occupied farms in the Cooperative's proposed service area are now without telephone service. New telephone facilities to be constructed by Applicant will not duplicate any existing telephone lines or facilities or interfere with the service or system of any other telephone company.
- 5) Applicant has entered into agreements to purchase existing telephone properties now owned by the following companies:

<u>Name of Company</u>	<u>Address</u>
Hazen Telephone Company	Hazen, North Dakota
Greenvale Telephone Co.	" " "
Farmers Mutual Telephone Co.	" " "
Fitzgerald Telephone Company	" " "
Cambridge Telephone Company	" " "
Mercer Telephone Company	Mercer, North Dakota
Mercer Northern Telephone Co.	" " "

The above-named companies now serve approximately 350 subscribers in, and in the vicinity of Hazen and Mercer, North Dakota. The telephone systems to be acquired are of the magneto type, and it is Applicant's plan to convert said exchanges to dial operation, to improve and expand existing rural facilities, and to integrate the acquired properties with new telephone facilities to be constructed in said areas.

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

CONCLUSIONS

Upon consideration of the foregoing Findings of Fact, the Commission con-

cludes: (1) That present and future public convenience and necessity require construction and operation of the proposed telephone facilities; and (2) That authorization to acquire the existing telephone properties herein described is consistent with the public interest.

ORDER

NOW, THEREFORE, IT IS ORDERED that West River Mutual Aid Telephone Corporation of Hazen, North Dakota, be issued a certificate of public convenience and necessity to construct and operate telephone facilities in portions of the Counties of Mercer and McLean in the State of North Dakota, as shown outlined in red on the maps designated as Exhibits No. 8 and 9 in this proceeding, exclusive of such territories or areas therein served by existing unacquired telephone companies or systems.

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

IT IS FURTHER ORDERED that West River Mutual Aid Telephone Corporation be and hereby is authorized to purchase existing telephone properties now owned by the following companies:

<u>Name of Company</u>	<u>Address</u>
Hazen Telephone Company	Hazen, North Dakota
Greenvale Telephone Co.	" " "
Farmers Mutual Telephone Co.	" " "
Fitzgerald Telephone Company	" " "
Cambridge Telephone Company	" " "
Mercer Telephone Company	Mercer, North Dakota
Mercer Northern Telephone Co.	" " "

Dated at Bismarck, North Dakota, this 27th day of January, 1956.

BY THE COMMISSION:
Martin Vaaler
MARTIN VAALER
President

Ernest D. Nelson
ERNEST D. NELSON
Commissioner

Ernest J. Anderson
ERNEST J. ANDERSON
Commissioner

ATTEST:
Ernest J. Anderson
Secretary

Buy "DAKOTA MAID" Flour

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 395

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the Construction and operation of Telephone facilities in the territory in the vicinity of Turtle Lake, McLean County plant or system at _____ North Dakota, by West River Mutual Aid Telephone Corporation

This certificate is issued in accordance with the report and order of this Commission, dated January 25, 1957 in Case No. 5553 and is subject to the conditions and limitations noted thereon.

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

Dated at Bismarck, North Dakota, this 23rd

day of July 19 57

ATTEST:

PUBLIC SERVICE COMMISSION:

Secretary

By _____
Commissioner

CORRETT BROS., PRINT. N. D.

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the joint application)
of West River Mutual Aid Telephone Cor-)
poration, of Hazen, North Dakota, to)
construct and operate telephone facili-)
ties; and McLean County Mutual Telephone)
Company, and East Farmers Telephone Com-)
pany, of Turtle Lake, North Dakota, to)
discontinue operation.)

CASE NO. 5553

FINDINGS OF FACT,
CONCLUSIONS AND ORDER

By the Commission:

On January 15, 1957 West River Mutual Aid Telephone Corporation, of Hazen, North Dakota; and McLean County Mutual Telephone Company, and East Farmers Telephone Company, of Turtle Lake, North Dakota; filed a joint application with the Public Service Commission requesting authority to construct and operate telephone facilities, and to discontinue furnishing telephone service, respectively; and,

FINDINGS OF FACT

It appears to the Commission from the application and the evidence of record in this proceeding that:

- (1) West River Mutual Aid Telephone Corporation is a non-profit membership corporation organized and existing under the laws of the State of North Dakota. The Company now owns and operates telephone exchanges at Beulah, Hazen, Stanton, Washburn and Turtle Lake, North Dakota, serving approximately 1,200 subscribers.
- (2) McLean County Mutual Telephone Company is a corporation organized and existing under the laws of the State of North Dakota. The Company furnishes rural telephone service for 40 subscribers in the vicinity of Turtle Lake, North Dakota. Telephone facilities owned and operated by the Company have been in service for many years and are not readily adaptable to modern dial system operation. Subscribers served by the Company are furnished switching service at Turtle Lake by West River.
- (3) East Farmers Telephone Company is a mutual association furnishing rural telephone service for 16 subscribers in the vicinity of Turtle Lake, North Dakota. Subscribers served by the Company are furnished switching service at Turtle Lake by West River. The telephone facilities now owned and operated by the Company are obsolete and service thereon is inadequate and inefficient.
- (4) McLean County Mutual Telephone Company, and East Farmers Telephone Company, have requested West River to furnish telephone service in the territory now

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 426

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

facilities in the _____ plant or system at Shields area _____ North Dakota,
North Dakota
by West River Mutual Aid Telephone Corp., Hazen, This certificate is issued in accordance with the report and
order of this Commission, dated November 30, 1959 in Case No. 5957 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said West River Mutual Aid Telephone Corp., Hazen, N. Dak.
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 30th

day of November 19 59

ATTEST:

Felmer Olson
Secretary

PUBLIC SERVICE COMMISSION:

By Arthur J. Anderson
Commissioner

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Application of West River Mutual Aid Telephone Corporation of Hazen, North Dakota, for (1) a Certificate of Public Convenience and Necessity to construct and operate telephone facilities; (2) authority to use \$11,528 in funds from previous authorized loans to construct telephone facilities in the Shields, North Dakota area and; (3) authority to apply its system rates and charges for the furnishing of telephone service.

CASE NO. 5957

ORDER GRANTING APPLICATION

BY THE COMMISSION:

On November 27, 1959, the West River Mutual Aid Telephone Corporation of Hazen, North Dakota, filed an application with this Commission requesting authority: (1) to construct and operate telephone facilities; (2) to use \$11,528 in funds from previous authorized loans to construct telephone facilities in the Shields, North Dakota area and; (3) to apply its system rates and charges for the furnishing of telephone service.

IT APPEARING, that the public interest in the Shields, North Dakota area is best served by the construction and operation of telephone facilities in said area by the Applicant.

NOW, THEREFORE, IT IS ORDERED, that the West River Mutual Aid Telephone Corporation of Hazen, North Dakota, be and hereby is: (1) issued a Certificate of Convenience and Necessity covering the Shields area as outlined on the map submitted in this case; (2) authorized to use \$11,528 in funds from previously authorized loans to construct approximately eleven miles of telephone line in the Shields area to serve 24 subscribers from its Selfridge exchange, and that any notes covering this \$11,528 will be under the same terms and conditions of payment as the other notes of the particular loan designation, from which such funds are available and; (3) authorized to apply system rates and charges, as now in effect in its Selfridge exchange, to the Shields area.

Dated at Bismarck, North Dakota, this 1st day of December, 1959.

BY THE COMMISSION:

ANSON J. ANDERSON
President

MARTIN VAALER
Commissioner

(S E A L)

ATTEST:

Secretary

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 427

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of Telephone
facilities in the entire ~~plant of system~~ Fort Yates area _____ North Dakota,
by West River Mutual Aid Telephone Corporation. This certificate is issued in accordance with the report and
order of this Commission, dated December 21, 1959 in Case No. 5956 and is subject to the
conditions and limitations noted thereon.

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

Dated at Bismarck, North Dakota, this 21st

day of December 19 59

ATTEST:

Elmer Olson
Secretary

PUBLIC SERVICE COMMISSION:

By Master Vaala
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Application of)
West River Mutual Aid Telephone Corpo-)
ration of Hazen, North Dakota for; (1))
authorization of the purchase of the)
Fort Yates Exchange; (2) for a certi-)
ficate of Convenience and Necessity and;)
(3) for permission to apply present)
system rates and charges to the Fort)
Yates Exchange.)

CASE NO. 5956

ORDER

The West River Mutual Aid Telephone Corporation, of Hazen, North Dakota, having on the 27th day of November, 1959, filed with the Public Service commission a request for authority: (1) to acquire telephone exchange properties operated by the Standing Rock Indian Reservation at Fort Yates, North Dakota; (2) for a certificate of Public Convenience and Necessity to furnish telephone service to the entire Fort Yates area, and (3) to apply its system-wide telephone rate schedule to the Fort Yates area, and

The Public Service Commission having posted notices with interested parties providing for the filing of objections or request for a hearing before the Commission on or before the 16th day of December, 1959, and no objections or requests for hearing having been filed within the period of time specified,

Now, therefore, it is the judgment of the Commission that a hearing in the matter is not necessary and that the authority prayed for by the Applicant should be granted, and

IT IS SO ORDERED.

Dated at Bismarck, North Dakota, this 22nd day of December, 1959.

BY THE COMMISSION:

Anson J. Anderson
ANSON J. ANDERSON
President

Martin Vaaler
MARTIN VAALER
Commissioner

Ernest D. Nelson
ERNEST D. NELSON
Commissioner

(S E A L)

ATTEST:

Elmer Olson
Secretary

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 390

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of telephone
facilities in parts of ~~Grant, Morton and Sioux Counties~~ Grant, Morton and Sioux Counties, _____ North Dakota,

by West River Mutual Aid Telephone Corporation. This certificate is issued in accordance with the report and
order of this Commission, dated April 16, 1957 in Case No. 5496 and is subject to the
conditions and limitations noted thereon.

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

Dated at Bismarck, North Dakota, this 16th

day of April 19 57

ATTEST:

Thomas Olson
Secretary

PUBLIC SERVICE COMMISSION:

By Arson J. Anderson
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the application of)
West River Mutual Aid Telephone Corp-)
oration, of Hazen, North Dakota; (1))
For a Certificate of public convenience)
and necessity to construct and operate)
telephone facilities; and (2) For auth-)
ority to purchase certain existing tele-)
phone properties.)

CASE NO. 5496

AMENDED
FINDINGS OF FACT,
CONCLUSIONS AND ORDER

By the Commission:

On September 25, 1956, West River Mutual Aid Telephone Corporation, of Hazen, North Dakota filed an application with the Public Service Commission: (1) For a certificate of public convenience and necessity to construct and operate telephone facilities in the Counties of Morton, Grant and Sioux in the State of North Dakota; and, (2) For authority to purchase certain existing telephone properties, including the local exchange telephone property owned by Northwestern Bell Telephone Company located in, and in the vicinity of, the Village of St. Anthony, North Dakota.

After due notice, a public hearing was held on said application on November 9, 1956; and thereafter on December 19, 1956, the Commission issued its Findings of Fact, Conclusions and Order in this proceeding. On January 5, 1957 protestants filed a petition for rehearing in the matter which petition was granted by the Commission on January 14, 1957. On January 18, 1957 the Findings of Fact, Conclusions and Order issued in this proceeding on December 19, 1956 were suspended, and the matter was set for further hearing at St. Anthony, North Dakota on February 14, 1957. All interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner Martin Vaaler, and the following appearances were entered:

T. A. SAILER, Attorney, of Hazen, North Dakota, and BURTON S. WILCOX, Attorney, of Center, North Dakota, appearing for West River Mutual Aid Telephone Corporation.

RICHARD P. GALLAGHER, Attorney, of Mandan, North Dakota appearing for certain protestants.

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

OBJECTIONS OF PROTESTANTS

Northwestern Bell Telephone Company now serves 12 subscribers (15 telephones) in, and in the immediate vicinity of the Village of St. Anthony, North Dakota ^{on} rural multi-party telephone lines from its dial telephone exchange at Mandan, North Dakota. Northwestern Bell proposes to sell and transfer the telephone facilities in, and in the vicinity of, St. Anthony, North Dakota used to serve said subscribers to West River Mutual Aid Telephone Corporation.

Protestants object to said sale and transfer of telephone property for the following reasons; (a) that existing telephone service furnished by Northwestern Bell in St. Anthony is adequate, efficient, and convenient; (b) that St. Anthony subscribers now have access, without toll charge, to more than 2,500 subscribers in the Mandan exchange, including the City of Mandan which is the County Seat and the major trade and medical service center for said subscribers; and (c) that if the Village of St. Anthony is included within West River's proposed St. Anthony exchange, said subscribers will have access, without toll charge, to less than 150 subscribers in said exchange, and will be required to pay a toll charge on telephone calls to subscribers in the Mandan exchange.

FINDINGS OF FACT

Upon careful consideration of the record made at the original hearing, and at the rehearing, in this proceeding the Commission finds that:

- (1) Applicant, West River Mutual Aid Telephone Corporation, is a non-profit membership corporation organized and existing under the laws of the State of North Dakota. The Company now owns and operates telephone exchanges at Beulah, Hazen, Stanton, Washburn and Turtle Lake, North Dakota, serving approximately 1,200 subscribers.
- (2) Applicant proposes herein to establish new dial telephone exchanges at St. Anthony, Solen and Selfridge, North Dakota, to serve an estimated 343 subscribers when service is established, and 565 subscribers after a five-year development period. The proposed telephone exchange areas include parts of the Counties of Morton, Grant and Sioux in North Dakota, and are shown outlined in red on the map entitled "A. C. D." included as part of Exhibit "E" in this proceeding. There are now no local exchange telephone facilities or service in the proposed service area, except rural multi-party line facilities owned by Northwestern Bell Telephone Company serving several subscribers in and near the Village of St. Anthony, North Dakota, from its exchange at Mandan, North Dakota, and no other telephone company has requested authorization to furnish telephone service in the area. The proposed telephone system will, after a five year development period, provide modern dial telephone service for an estimated 437 rural subscribers now without telephone service. It is the plan and purpose of Applicant to provide telephone service for the widest practicable number of subscribers in the proposed service area.

- (3) The estimated cost of construction of telephone facilities involved herein is \$385,135.00. Applicant estimates that its system annual operating revenue, under present rates for telephone service and including the proposed telephone facilities, will be \$187,050, and annual operating expenses, including taxes and depreciation, \$139,528, leaving a net operating margin of \$47,522 for payment of interest and for other corporate purposes.
- (4) Applicant plans to begin construction of the proposed telephone facilities during the year 1957. Funds for construction of the proposed facilities will be obtained from subscribers' membership fees and from a long term loan from the Rural Electrification Administration. Applicant has employed engineers experienced in the field of telephony to furnish plans and specifications for the proposed facilities and to supervise the construction thereof.
- (5) Applicant also proposes herein to purchase existing telephone facilities now owned by the Cloverleaf Telephone Company, serving 12 rural subscribers in the vicinity of Hazen, North Dakota, and certain rural line facilities owned by Northwestern Bell Telephone Company in, and in the vicinity of, the Village of St. Anthony, North Dakota. Subscribers now served by the Cloverleaf Telephone Company are furnished switching service at Hazen by Applicant. The existing rural line facilities owned by Cloverleaf are old and service thereon is not satisfactory. Applicant plans to construct new dial system facilities to serve the present Cloverleaf subscribers upon conversion of the Hazen exchange to dial operation. The telephone property which Applicant proposes to purchase from Northwestern Bell Telephone Company consists of outside plant (poles, wire, cable, etc.) located in and near the Village of St. Anthony, North Dakota.
- (6) Applicant has received applications for membership, and for telephone service, from 125 prospective subscribers in its proposed St. Anthony exchange, which would include the area now served by facilities to be purchased from Northwestern Bell Telephone Company. After a five-year development period, Applicant estimates that it will serve approximately 160 rural subscribers in the proposed St. Anthony exchange now without telephone service. At the present time only 12 subscribers within that area have telephone service which is furnished by Northwestern Bell from its Mandan exchange.
- (7) The Village of St. Anthony has a population of about 100. A Catholic church, Catholic School, hardware store, grocery store, garage and several other business establishments are located in St. Anthony and serve the rural areas adjacent thereto.
- (8) Elimination of the Village of St. Anthony from Applicant's proposed St. Anthony exchange area would delay construction of telephone facilities in the Solen, Selfridge and St. Anthony areas involved herein since such a change would require revised engineering plans and specifications, and a restudy of the economic feasibility of the project by the Rural Electrification Administration before loan funds would be advanced. Also, such a plan would deny rural subscribers in the St. Anthony exchange area access by telephone to the church, school, and business establishments in St. Anthony except by long distance telephone and the payment of a toll charge.
- (9) The furnishing of extended area telephone service between the proposed St. Anthony exchange and the Mandan exchange would eliminate the objections of protestants to Applicant's

proposal to purchase certain existing telephone facilities in the St. Anthony from Northwestern Bell Telephone Company. The installation of extended area service between the St. Anthony and Mandan exchanges would require an additional investment by Applicant of an estimated \$23,030. The fixed charges and maintenance expense associated with the additional facilities, and rental charges for circuits from St. Anthony to Mandan, would cost approximately \$4,800 annually. This would require an additional charge of about \$3.25 per month for St. Anthony subscribers, that is, in addition to the monthly rates for telephone service in the St. Anthony exchange approved by this Commission in Case No. 5497.

CONCLUSIONS

Upon consideration of the foregoing Findings of Fact the Commission concludes that present and future public convenience and necessity require construction and operation of the proposed telephone facilities, and that the proposed sale and transfer of existing telephone facilities herein described is consistent with the public interest.

We have carefully considered the objections of protestants to the proposed sale and transfer of existing telephone facilities in, and in the vicinity of, St. Anthony, North Dakota from Northwestern Bell Telephone Company to Applicant. Clearly, the basic objection of protestants to the proposed transaction centers around the issue of payment of toll charges on call to subscribers in the Mandan exchange after establishment of the proposed St. Anthony exchange. Obviously, in that respect, the interests of protestants will be adversely affected. However, on balance, we conclude that the interests of the 100 or more prospective rural subscribers now without telephone service in the proposed St. Anthony exchange area should prevail over the interests of the 10 or 12 protestants.

The evidence of record in this proceeding indicates that Applicant proposes to provide modern dial telephone service to subscribers in the Village of St. Anthony equally as dependable and efficient as present service. Moreover, the proposed telephone service should be of better quality since grade service (one party, two party and four party line service) will be available within the Village of St. Anthony as compared to the present rural multi-party line arrangement. Telephone communication from the St. Anthony exchange to subscribers in the Mandan exchange, and to subscribers throughout the United States, will be available on a toll charge basis.

ORDER

NOW, THEREFORE, IT IS ORDERED that West River Mutual Aid Telephone Corporation, of Hazen, North Dakota, be and hereby is issued a certificate of public

convenience and necessity to construct and operate telephone facilities in those parts of Grant, Morton and Sioux Counties in the State of North Dakota shown outlined in red on the map entitled "A.C.D." included as part of Exhibit "E" in this proceeding, exclusive of such territories or areas therein served by existing unacquired telephone facilities or systems.

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

IT IS FURTHER ORDERED that West River Mutual Aid Telephone Corporation be and hereby is authorized:

- (1) To purchase existing telephone facilities owned by the Cloverleaf Telephone Company, of Hazen, North Dakota pursuant to terms and conditions of the instrument identified as Exhibit No. 1 in this proceeding.
- (2) To purchase existing telephone facilities in, and in the vicinity of, the Village of St. Anthony, North Dakota owned by Northwestern Bell Telephone Company pursuant to terms and conditions of the instrument identified as Exhibit "A" in this proceeding.

Dated at Bismarck, North Dakota, this 16th day of April, 1957.

PUBLIC SERVICE COMMISSION:

Ernest D. Nelson
ERNEST D. NELSON
President

Anson J. Anderson
ANSON J. ANDERSON
Commissioner

Martin Vaaler
MARTIN VAALER
Commissioner

(S E A L)

ATTEST:

Elmer Olson
Secretary

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 383

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of _____ telephone
facilities, in parts of part of system at Morton, Grant and Sioux Counties, North Dakota,
by West River Mutual Aid Telephone Corporation This certificate is issued in accordance with the report and
order of this Commission, dated December 19, 1956 in Case No. 5496 and is subject to the
conditions and limitations noted thereon.

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

Dated at Bismarck, North Dakota, this 19th

day of December 19 56

ATTEST:

Elmer Olson
Secretary

PUBLIC SERVICE COMMISSION:

By Martin Vaala
Commissioner

CORRETT BROS., MINOT, N. D.

EXECUTED IN DUPLICATE

Commercial Department, Northwestern Bell Telephone Company
Bismarck, North Dakota

11

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the Matter of the application of)
West River Mutual Aid Telephone Corpora-)
tion, of Hazen, North Dakota: (1) For a)
certificate of public convenience and)
necessity to construct and operate tele-)
phone facilities; and, (2) For authority)
to purchase certain existing telephone)
properties.)

CASE NO. 5496

FINDINGS OF FACT,
CONCLUSIONS AND ORDER

By the Commission:

On September 25, 1956, West River Mutual Aid Telephone Corporation, of Hazen, North Dakota, filed an application with the Public Service Commission: (1) For a certificate of public convenience and necessity to construct and operate telephone facilities in the Counties of Morton, Grant and Sioux in the State of North Dakota; and, (2) For authority to purchase certain existing telephone properties.

The application was set for public hearing in the Junction Inn located at the junction of State Highways No. 6 and 21, Morton County, North Dakota, on November 9, 1956; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner Martin Vaaler, and the following appearances were entered:

T. A. SAILER, Attorney, Hazen, North Dakota, appearing for applicant.

RICHARD P. GALLAGHER, Attorney, Mandan, North Dakota, appearing for certain protestants.

C. E. BRYANT, Bismarck, North Dakota, appearing as Chief Engineer, North Dakota Public Service Commission.

FINDINGS OF FACT

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

- (1) Applicant, West River Mutual Aid Telephone Corporation, is a non-profit membership corporation organized and existing under the laws of the State of North Dakota. The Company now owns and operates telephone exchanges at Beulah, Hazen, Stanton, Washburn and Turtle Lake, North Dakota, serving approximately 1,200 subscribers.
- (2) Applicant proposes herein to establish new dial telephone exchanges at St. Anthony, Solen and Selfridge, North Dakota, to serve an estimated 343 subscribers when service is established, and 565 subscribers after a five-year development period. The proposed telephone exchange areas include parts of the Counties of Morton, Grant and Sioux in North Dakota, and are shown outlined in red on the map entitled "A. C. D." included as part of Exhibit No. 5 in this proceeding. There are now no local exchange telephone facilities or service in

the proposed service area, except rural multi-party line facilities owned by Northwestern Bell Telephone Company serving several subscribers in and near the Village of St. Anthony, North Dakota, from its exchange at Mandan, North Dakota. The proposed telephone system will, after a five year development period, provide modern dial telephone service for an estimated 437 rural subscribers now without telephone service. It is the plan and purpose of Applicant to provide telephone service for the widest practicable number of subscribers in its proposed service area.

- (3) The estimated cost of construction of telephone facilities involved herein is \$385,135.00. Applicant estimates that its system annual operating revenue, under present rates for telephone service and including the proposed telephone facilities, will be \$187,050, and annual operating expenses, including taxes and depreciation, \$139,528, leaving a net operating margin of \$47,522 for payment of interest and for other corporate purposes.
- (4) Applicant plans to begin construction of the proposed telephone facilities during the year 1957. Funds for construction of the proposed facilities will be obtained from subscribers' membership fees and from a long term loan from the Rural Electrification Administration. Applicant has employed engineers experienced in the field of telephony to furnish plans and specifications for the proposed facilities and to supervise the construction thereof.
- (5) Applicant also proposes herein to purchase existing telephone facilities now owned by the Cloverleaf Telephone Company, serving 12 rural subscribers in the vicinity of Hazen, North Dakota, and certain rural line facilities owned by Northwestern Bell Telephone Company in, and in the vicinity of, the Village of St. Anthony, North Dakota. Subscribers now served by the Cloverleaf Telephone Company are furnished switching service at Hazen by Applicant. The existing rural line facilities owned by Cloverleaf are old and service thereon is not satisfactory. Applicant plans to construct new dial system facilities to serve the present Cloverleaf subscribers upon conversion of the Hazen exchange to dial operation. The telephone property which Applicant proposes to purchase from Northwestern Bell Telephone Company consists of outside plant (poles, wire, cable, etc.) located in and near the Village of St. Anthony, North Dakota. The facilities provide multi-party line rural service for 13 subscribers in that area from the Company's dial telephone exchange at Mandan, North Dakota.
- (6) Applicant has received applications for membership, and for telephone service, from 122 potential subscribers in its proposed St. Anthony exchange, including two subscribers in the St. Anthony area now receiving service from Northwestern Bell Telephone Company. After a five year development period, Applicant estimates that it will serve about 160 rural subscribers in the St. Anthony exchange now without telephone service. At the present time only 13 subscribers within that area have telephone service. Acquisition by Applicant of existing rural telephone line facilities owned by Northwestern Bell Telephone Company in and near the Village of St. Anthony, North Dakota, is necessary to ensure the full development of the St. Anthony exchange area; to avoid duplication of telephone facilities; to improve economic feasibility of the proposed project; and to enable Applicant to qualify for a long-term loan from the Rural Electrification Administration for development of the telephone system involved herein.

C O N C L U S I O N S

Upon consideration of the foregoing Findings of Fact, the Commission concludes that present and future public convenience and necessity require construction and operation of the proposed telephone facilities and that the proposed sale and transfer of existing telephone facilities herein described is consistent with the public interest.

A petition was filed by a number of subscribers now served by Northwestern Bell Telephone Company in the St. Anthony area objecting to sale of the existing telephone facilities in that vicinity to Applicant. Protestants maintain that existing telephone service in St. Anthony is entirely satisfactory and that sale of the existing property, and establishment of an exchange at St. Anthony by Applicant, would necessitate paying a toll charge on calls to Mandan and thereby materially increase the cost of their service. The Village of St. Anthony is about 14 miles south of the City of Mandan, which is the County Seat of Morton County and is the primary community service center for the St. Anthony area. Applicant investigated the establishment of extended area service between its proposed St. Anthony exchange and the Mandan exchange, but the cost of furnishing that service indicated that the plan was impracticable.

Undoubtedly the proposed plan will result in an increase in the cost of telephone service to existing subscribers in St. Anthony who frequently call Mandan. However, we believe that the convenience and necessity of telephone service for the 100 or more farms now without telephone service in the proposed St. Anthony exchange should prevail over the interests of the few.

O R D E R

NOW, THEREFORE, IT IS ORDERED that West River Mutual Aid Telephone Corporation, of Hazen, North Dakota, be and hereby is issued a certificate of public convenience and necessity to construct and operate telephone facilities in parts of Grant, Morton and Sioux Counties in the State of North Dakota shown outlined in red on the map entitled "A.C.D." included as part of Exhibit No. 5 in this proceeding, exclusive of such territories or areas therein served by existing unacquired telephone facilities or systems.

IT IS FURTHER ORDERED that said certificate shall not preclude the issuance of certificates of public convenience and necessity to non-profit cooperative corporations or associations for construction and operation of

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

IT IS FURTHER ORDERED that West River Mutual Aid Telephone Corporation be and hereby is authorized to purchase existing telephone facilities now owned by the Cloverleaf Telephone Company, of Hazen, North Dakota; and by Northwestern Bell Telephone Company in, and in the vicinity of, St. Anthony, North Dakota, as described in Exhibit No. 4 in this proceeding.

Dated at Bismarck, North Dakota, this 19th day of December, 1956.

PUBLIC SERVICE COMMISSION:

MARTIN VAALER
President

ERNEST D. NELSON
Commissioner

(S E A L)

ANSON J. ANDERSON
Commissioner

ATTEST:

Elmer Olson
Secretary

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 471

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

Construction and operation _____ of buried

telephone toll cables _____ plant or system at * (see below) _____ North Dakota,

by West River Mutual Aid Telephone Corporation This certificate is issued in accordance with the report and order of this Commission, dated August 2, 1965 in Case No. 6482 and is subject to the conditions and limitations noted thereon.

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

* Construction and operation of buried toll cables and associated toll equipment from its local exchanges at Golden Valley and Center, North Dakota, to the repeater point of Northwestern Bell Telephone Company in the vicinity of Stanton, North Dakota.

Dated at Bismarck, North Dakota, this 2nd

day of August, 1965.

ATTEST:

[Signature]
Secretary.

PUBLIC SERVICE COMMISSION:

By [Signature]
Commissioner.

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the Matter of the Joint Application)
of the West River Mutual Aid Telephone)
Corporation, a North Dakota corporation)
of Hazen, North Dakota, and Northwestern)
Bell Telephone Company, an Iowa corp-)
oration, of Fargo, North Dakota, for)
(1) a Certificate of Public Convenience)
and Necessity to issue to West River)
Mutual Aid Telephone Corporation for the)
construction and operation of buried toll)
cables and associated toll equipment from)
its local exchanges at Golden Valley and)
Center, North Dakota, to the repeater)
point of Northwestern Bell Telephone)
Company in the vicinity of Stanton, North)
Dakota: (2) authority for West River)
Mutual Aid Telephone Corporation to)
connect said buried toll cables and)
associated toll equipment with its other)
local exchanges at Zap, Beulah, Hazen)
and Stanton, North Dakota and to furnish)
message toll telephone service and private)
line service to subscribers in all its)
said local exchanges by means thereof;)
and (3) authority for the removal of)
certain open wire toll lines and associ-)
ated equipment owned and operated by)
Northwestern Bell Telephone Company)
between the aforesaid local exchanges of)
West River Mutual Aid Telephone Corporation.)

CASE NO. 6482

ORDER APPROVING APPLICATION

On June 17, 1965, Northwestern Bell Telephone Company and West River Mutual Aid Telephone Corporation filed a joint application wherein they requested authority to construct and operate new facilities and remove old facilities used to provide toll and private line service in an area wherein local service is provided by West River. This proposal will result in a general improvement in the quality, dependability and scope of service to subscribers in this area and it will provide an economically advantageous opportunity to West River to establish Extended Area Service in said area.

The Applicants stated that toll service to West River's subscribers located in this area would continue to be adequate under this proposal; that there would be no duplication of facilities involved; and that it would be in the best interests of the public if their proposal were authorized.

On June 29, 1965, this Commission issued its Notice of Opportunity for Hearing wherein all interested parties were given the opportunity to file objections to the proposals contained in this application or to request a hearing be held

on the matter. The deadline for filing either objections or hearing requests was July 19, 1965. No requests for hearing or protests have been filed.

IT APPEARING THAT:

- (1) The Applicants are both telephone utilities operating in the State of North Dakota and are under the jurisdiction of the North Dakota Public Service Commission.
- (2) The proposals for which authority has been requested herein are in the interests of the public.

NOW, THEREFORE, IT IS ORDERED that the Applicants be and hereby are authorized to carry out the proposals as set forth in the title hereto, and in detail in the application.

IT IS FURTHER ORDERED that a Certificate of Public Convenience and Necessity be and hereby is granted to the West River Mutual Aid Telephone Corporation for the construction and operation of certain buried toll cables and associated toll equipment for rendering message toll service and private line service to subscribers in exchanges located at Golden Valley, Zap, Beulah, Hazen, Stanton and Center, North Dakota.

Dated at Bismarck, North Dakota, this 2nd day of August, 1965.

BY THE COMMISSION:

Richard J. Thompson
 RICHARD J. THOMPSON
 President

(S E A L)

ATTEST

Elmer Olson

 Secretary

BEN J. WOLF *Ben J. Wolf*
 Commissioner

Bruce Hagen
 BRUCE HAGEN
 Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the Matter of the Application of)
West River Mutual Aid Telephone Cor-)
poration, of New Salem, North Dakota,)
for authority: (1) To purchase cer-)
tain existing telephone properties)
from North Dakota Telephone Company;)
and, (2) To make a long-term loan)
from the Rural Electrification Admini-)
stration.)

CASE NO. 5149

FINDINGS OF FACT,
CONCLUSIONS AND ORDER

By the Commission:

On April 5, 1954, the West River Mutual Aid Telephone Corporation, of New Salem, North Dakota, filed an application with the Public Service Commission requesting authority to purchase certain existing telephone properties now owned and operated by North Dakota Telephone Company; and to make a long-term loan from the Rural Electrification Administration in an amount sufficient to purchase said telephone properties.

The application was set for public hearing at Bismarck, North Dakota, on May 1, 1954; all interested parties were notified of said hearing in the manner provided by law; and at said time and place the hearing was duly held before Commissioner E. H. Brant, and the following appearances were entered:

Burton Wilcox, Attorney, Center, North Dakota, appearing in behalf of Applicant, West River Mutual Aid Telephone Corporation.

James L. Nelson, Attorney, 1615 Pioneer Building, St. Paul, Minnesota, appearing in behalf of North Dakota Telephone Company.

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

PRELIMINARY STATEMENT

North Dakota Telephone Company now owns and operates telephone exchanges at Langdon, Sherwood, Mohall, Westhope, Maxbass, Tolley, Towner, Columbus, Lignite, Flaxton, Washburn, Turtle Lake, Neche, Bathgate, Cavalier, Bowesmont, Drayton, St. Thomas, Crystal, Hoople, Park River, Michigan, Beulah, Stanton

and Hazelton, in the State of North Dakota. The Company served 6,226 telephone stations in the above exchanges as of December 31, 1953, of which 5,631 were Company owned stations and 595 were owned by independent connecting companies receiving switching service from North Dakota Telephone Company.

The Company has entered into an agreement with United Telephone Mutual Aid Corporation, Souris River Telephone Mutual Aid Corporation, Reservation Mutual Aid Telephone Corporation, Northwest Mutual Aid Telephone Corporation, Polar Rural Telephone Mutual Aid Corporation, West River Mutual Aid Telephone Corporation, and BEK Telephone Mutual Aid Corporation, for the sale of all telephone plant and equipment owned by the Company in North Dakota. The sales agreement entered into between North Dakota Telephone Company and the seven Mutual Aid Corporations is identified as Exhibit No. 1 in this proceeding. Each Mutual Aid Corporation proposes to purchase certain telephone properties now owned by North Dakota Telephone Company and located within the proposed service area of the Mutual Aid Corporation.

The base purchase price of all telephone properties to be acquired by the seven Mutual Aid Corporations is \$1,000,000 as of September 30, 1952. The base purchase price will be increased by an amount equal to actual cost of all property additions made by the seller between September 30, 1952 and the date of actual transfer of the property, and will be reduced by an amount equal to the reasonable value of any part of the properties retired from service, lost or damaged between the same dates. The base purchase price will also be decreased by an amount equal to four percent per year of such base purchase price for the period between September 30, 1952 and the date of transfer, and will be increased by an amount equal to the actual cost of all stores, materials and supplies on hand at the date of transfer of the telephone properties involved.

The purchasers will assume none of the liabilities of North Dakota Telephone Company, except that from and after the date of transfer of the properties, the purchasers will assume all obligations of seller subsequent to said date under an existing directory service contract between North Dakota Telephone Company and Loomis Advertising Company of Kansas City, Missouri.

The seven Mutual Aid Corporations will each pay a portion of the base purchase price of \$1,000,000, adjusted as above described, based upon a separation agreed to by the Mutual Aid Corporations and approved by the Administration for the Rural Electrification Administration. The Mutual Aid Corporations each plan to borrow funds from the Rural Electrification Administration, in addition to required equity payments from members, to purchase the telephone properties of North Dakota Telephone Company located within its proposed service area.

FINDINGS OF FACT

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

- (1) Applicant, West River Mutual Aid Telephone Corporation, is a non-profit membership corporation organized and existing under the laws of the State of North Dakota, and is a telephone utility subject to the jurisdiction of this Commission. Applicant plans eventually to establish a telephone system in the Counties of Grant, Mercer, Morton, Oliver and Sioux in the State of North Dakota.
- (2) In this proceeding Applicant proposes to acquire existing telephone properties of North Dakota Telephone Company located in, and in the vicinity of, the municipalities of Beulah and Stanton, North Dakota. North Dakota Telephone Company served 414 company-owned stations, and 48 switched stations, in the Beulah and Stanton exchanges as of December 31, 1953. The book cost of telephone property to be acquired by Applicant was \$87,677.87, as of December 31, 1953, and the reserve for depreciation as of the same date was \$5,127.00. The base purchase price of the telephone property involved herein is \$70,200.00, adjusted to the closing date as hereinbefore described.
- (3) Rural areas in the vicinity of Beulah and Stanton, and in adjacent territory, are not now receiving adequate and efficient telephone service, and North Dakota Telephone Company is unable to obtain sufficient funds to finance a rural telephone improvement and expansion program. A definite need exists for more adequate and efficient rural telephone service in Applicant's proposed service area.
- (4) Applicant proposes to modernize and expand existing rural telephone facilities in the Beulah and Stanton exchanges, and to provide modern telephone service to other rural and urban areas within the above described territory. The Beulah and Stanton exchanges will become an integral part of Applicant's proposed telephone system, and are located within its proposed service area. Applicant has been allocated sufficient funds by the Rural Electrification Administration to acquire the telephone properties described herein. The proposed loan will be evidenced by a note bearing interest at the rate of two (2) percent per annum and payable within 35 years from the date thereof. The note will be secured by a mortgage on all assets of Applicant now owned or hereafter acquired. Interest on the loan will accrue for a period of three (3) years before quarterly payments calculated to repay the loan, with interest, become due and payable.
- (5) Applicant is not now operating a telephone system, but upon acquisition of the telephone properties involved herein, plans to employ competent personnel for that purpose. North Dakota Telephone Company has agreed to assist the purchaser with operational problems for a reasonable period of time after acquisition. Applicant plans no immediate change in rates for telephone service heretofore approved by this Commission for the telephone properties involved herein.

C O N C L U S I O N S

Upon consideration of the foregoing findings of fact, the Commission concludes that the proposed sale and transfer of telephone property herein described is consistent with the public interest; that Applicant requires funds, in addition to anticipated membership fees, to purchase said telephone properties; and that funds for that purpose are available on reasonable terms and conditions from the Rural Electrification Administration.

O R D E R

NOW, THEREFORE, IT IS ORDERED that West River Mutual Aid Telephone Corporation, of New Salem, North Dakota, be and hereby is authorized:

- (1) To purchase from North Dakota Telephone Company the telephone property located in, and in the vicinity of, the municipalities of Beulah and Stanton, North Dakota, as more fully described in Exhibit No. 1 in this proceeding, and upon the terms and conditions set forth therein.
- (2) To borrow from the United States of America, through the Rural Electrification Administration, the sum of \$70,200, adjusted to the closing date as provided in Exhibit No. 1 in this proceeding, upon the terms and conditions and for the purposes set forth herein.
- (3) To mortgage to the United States of America all telephone property now owned or hereafter acquired by it in the State of North Dakota, pursuant to provisions of the instrument identified as Exhibit No. 10 in this proceeding, to secure payment of the principal of, and interest on, the above described loan.

IT IS FURTHER ORDERED THAT North Dakota Telephone Company, of Minneapolis, Minneapolis, be and hereby is authorized to sell and transfer the telephone property described herein upon the terms and conditions set forth in Exhibit No. 1 in this proceeding.

Dated at Bismarck, North Dakota, this 24th day of May, 1954.

BY THE COMMISSION:

Elmer W. Cart

ELMER W. CART

President

E. H. Brant

E. H. BRANT

Commissioner

Ernest D. Nelson

ERNEST D. NELSON

Commissioner

ATTEST:

Elmer Olson

Secretary

OF
THE WEST RIVER MUTUAL AID TELEPHONE CORPORATION

TO THOMAS HALL, SECRETARY OF STATE:

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

ARTICLE I.

The name of the Corporation is West River Mutual Aid Telephone Corporation.

ARTICLE II.

The purpose for which the Corporation is organized is to furnish, improve and to acquire, build, expand, develop and operate a telephone system and to cooperate with the federal government and its agencies in connection with the development of rural and city telephone systems, and to acquire, improve, expand and operate in villages, towns and cities, telephone exchanges and rural lines throughout the counties in which it is authorized to furnish service, to the end of establishing and integrating a complete telephone service in said territory.

ARTICLE III.

The place where the principal business of the Cooperative will be transacted is New Salem, Morton County, North Dakota.

ARTICLE IV.

The territory intended to be served by said corporation and the counties through which said lines are intended to be run are the counties of Grant, Mercer, Morton, Oliver and Sioux, of the State of North Dakota. The estimated length of the lines so intended are 4,000 miles, and the estimated cost thereof is \$4,000,000.00.

ARTICLE V.

The Cooperative is organized without Capital Stock and is not organized for profit. The property rights and interests of the members shall be equal. The general rules applicable to all members by which the property rights and interests respectively of each member shall be determined and

2 fixed as follows:

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

ARTICLE VI.

The Corporation is authorized to borrow money in an amount not to exceed Eight Million and No/100 (\$8,000,000.00) Dollars.

ARTICLE VII.

The affairs of the Corporation shall be governed by a board of directors of seven in number, who shall serve for terms of three years; and the terms of the directors elected at the first annual meeting of members shall be so arranged that three directors shall serve for a term of one year; three directors for a term of two years; and one director for a term of three years. The directors who shall serve until their successors are elected and qualified are:

<u>Name</u>	<u>Residence</u>
Oscar Carlson	Rt. 3, Mandan
Dominick Morrell	Rt. 1, St. Anthony
Oliver M. Dahl	Watauge
August Bachmann	Rt. 2, Elgin
Albert Steffenson	Sanger
Fred Ost	Boulah
Wm. A. Sellner	Rt. 1, Elgin

The Corporation shall have perpetual existence.

3
IN WITNESS WHEREOF, We have hereunto set our hands and seals this

14 day of December, 1952.

Oliver M. Dahl

Oscar Carlson

Dominick Morrell

August Bachmann

Albert Steffenson

Wm. A. Sellner

Roger Smith

Fred Ost

Vernon A. Stephens

Herbert Klusmann

STATE OF NORTH DAKOTA)
COUNTY OF MORTON)

December

On this 14 day of ~~November~~, 1952 before me, Burton Wilcox, a Notary Public in and for the county of Oliver and State of North Dakota, personally appeared Oscar Carlson, Herbert Klusmann, Dominick Morrell, Oliver M. Dahl, August Bachmann, Roger Smith, Vernon Stephens, Albert Steffenson, Fred Ost, and Wm. A. Sellner, known to me to be the persons whose names are subscribed to the foregoing instrument, and they severally acknowledged to me that they executed the same.

Burton Wilcox
Notary Public, Oliver County,
State of North Dakota.

My Commission Expires April 13, 1956.

4. Certificate No. 14, 257

the corporation

Red River Mutual
Telephone Association

Red River, N. Dak.

STATE OF NORTH DAKOTA
Department of State

Filed for record and certificate issued

on 12th day of January

1912 and

recorded in Volume

of Miscellaneous Records
(Mutual Telephone Association)

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Witness My Hand
SECRETARY OF STATE

DUPLICATE

14257

PRIVATE CORPORATIONS

UNITED STATES OF AMERICA

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

Whereas, OLIVER M. DANL OSCAR CARLSON DOMINICK MORRELL

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

Now, therefore, I, THOMAS HALL, Secretary of State of the State of North Dakota, by virtue and authority of law, do hereby certify that said parties, their associates and successors, have become a body politic and corporate, under the Corporate name of WEST RIVER MUTUAL AND TELEPHONE CORPORATION (NEW SALEM, MORTON CO.)

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

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

SEAL

THOMAS HALL
SECRETARY OF STATE

By CHARLES LIESSMAN DEPUTY

West River Mutual Aid Telephone Corporation

of New Salem, N. D., a co-operative marketing corporation doing business under the provisions of Chapter 4-87 Revised Code 1943 MUTUAL AID

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

That a meeting of the stockholders of the West River Mutual Aid Telephone Corporation was held at its office in the city of New Salem, North Dakota, on the 14th day of December, 1953 in compliance with the provisions of Section 4-9710 Revised Code 1943:

That the following resolution having been first approved by two-thirds of the directors was adopted by the affirmative vote of 20 members stockholders, said 10 members stockholders constituting a majority of the entire number of stockholders, the total number of stockholders being 10 members:

RESOLVED: That the articles of incorporation be amended as follows: Strike out the word Equal in Line 3 of Article 5 and insert in lieu thereof the word Unequal

Witness our hands and the seal of this corporation at New Salem, North Dakota, this 14th day of December, 1953.

Director. Oscar Carlson Chairman.
Director. Dominick Morsell Secretary.
Director. Wm. A. Selner Director.
Director. Albert Stinson Director.
Director. August Bachmann Director.

STATE OF NORTH DAKOTA,

County of Oliver

BE IT REMEMBERED, That on this 16 day of March, A. D. 1954
before me Burton Wilson, a Notary Public, within and for said County and State,
personally appeared Oscar Carlson, Dominick Morrell, Wm. A. Sellman,
Albert Steffenson, August Bachmann, Fred Ost.

to me well known to be the same person who was described in and who executed the
foregoing instrument, and he severally acknowledged to me that he executed
the same freely and voluntarily.

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

Burton Wilson
Notary Public.
My commission expires

STATE OF NORTH DAKOTA,

County of

BE IT REMEMBERED, That on this _____ day of _____, A. D. 19____
before me _____, a Notary Public, within and for said County and State,
personally appeared _____

to me well known to be the same person who _____ described in and who executed
the foregoing instrument, and he severally acknowledged to me that he
executed the same freely and voluntarily.

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

Notary Public.
My commission expires _____

CERTIFICATE No. 502

MUTUAL AID CORPORATION
OPERATIVE SERVICES
AMENDMENT

of

WEST RIVER MUTUAL AID TELEPHONE

CORPORATION

NEW SALEM, NORTH DAKOTA

STATE OF NORTH DAKOTA

Department of State

AND CERTIFICATE ISSUED
Filed for record on 16 day

of MARCH, 1954

and recorded in Volume 740

MISCELLANEOUS RECORD
of MUTUAL AID CORPORATIONS

Page 63

THOMAS HALL
Secretary of State.

By CHARLES LIEFSMANT
Deputy.

\$6.00

Fee, \$6.00

CERTIFICATE OF AMENDMENT

No 202

FEE \$ 6.00

DUPLICATE

United States of America



DEPARTMENT

OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, WEST RIVER LUTHERAL AID TELEPHONE CORPORATION (NEW SALEM, MORTON CO.)

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

AMENDING ARTICLE 5, LINE 2, INSERTING WORD UNEQUAL FOR EQUAL

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

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this TWENTY-NINTH

day of MARCH, 19 54

SEAL

By CHARLES LIESSMAN
Deputy.

THOMAS HALL
Secretary of State.

9
2 AMENDMENT OF ARTICLES OF INCORPORATION

3 OF

4 West River Mutual Aid Telephone Corporation of New Salem, N. D., a mutual
5 Aid corporation doing business under the provisions of Chapter 10-12 Revised
6 Code of 1913.

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

9 That a meeting of the stockholders of the West River Mutual Aid Telephone
10 Corporation was held at its office in the city of New Salem, North Dakota, on
11 the 13 day of December, 1954 in compliance with the pro-
12 visions of Section 10-12 Revised Code of 1913:

13 That the following resolution having been first approved by two-thirds
14 of the directors was adopted by the affirmative vote of 5 members, said
15 5 members constituting a majority of the entire number of members,
16 the total number of members being 9.

17 RESOLVED: That the articles of incorporation be amended as follows:

18 Strike out the present Article 3; and insert in lieu thereof the following:

19 "The line or lines are intended to be run from the towns of Foulsh, Hassen, Stanton,
20 Gerton, St. Anthony, Elgin, Sargen, Fort Yates, Selfridge, Paley, Washburn,
21 Turtle Lake and Mercer, with rural lines radiating out of said towns so as to
22 properly serve the rural areas surrounding said towns and to run to such other
23 towns and rural areas in the hereinafter mentioned counties in which said
24 corporation is now or may be hereafter authorized to operate. The Counties through
25 which it is intended for the lines to be run are Mercer, Nelson, Glendon, Morton,
26 Grant and Sioux. The estimated length of the lines is approximately 4000 miles and
27 the estimated cost \$2,000,000.00."

28 Witness our hands and the seal of this corporation at New Salem, North Dakota,
29 this 13 day of December 1954.

30 _____ Chairman
31 _____ Secretary
32 _____ Director
33 _____ Director
34 _____ Director
35 _____ Director
36 _____ Director

Assignment No. 10

Assignment to
Trusty Corporation
1111 1/2 North 1st Street
Aid Telephone Corporation
Grand Forks, N. Dak.

STATE OF NORTH DAKOTA
DEPARTMENT OF REVENUE
For record and certificate issued
17-6-54
12-13-54
The following is a true and correct copy of the original as the same appears in the records of the Secretary of State
Secretary of State
Burton Wilcox
1954

Fee \$6.00

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STATE OF NORTH DAKOTA)
COUNTY OF OLIVER) SS

On this 13 day of December 1954, before me a Notary Public, personally appeared Oscar Carlson and Dominick Morroll, known to me to be the President and Secretary respectfully of the West River Mutual Aid Telephone Corporation and personally appeared Albert Steffenson, known to me to be the Vice President of The West River Mutual Aid Telephone Corporation and personally appeared Fred Ost and August Bauchman, known to me to be Directors of the West River Mutual Aid Telephone Corporation, that is described in and that executed the within instrument and acknowledged to me that they executed the same as officers and Directors of said Corporation.

Burton Wilcox

BURTON WILCOX
Notary Public, Oliver County, N. Dak.
My Commission Expires April 13, 1956.

CERTIFICATE OF AMENDMENT

DUPLICATE

No 284

FEE \$6.00

United States of America



DEPARTMENT

OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, WEST RIVER MUTUAL AND TELEPHONE CORPORATION (NEW CALEN, BERTON CO.)

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

AMENDING ARTICLE IV.

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

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

of the State at the Capitol in the City of Bismarek, this SEVENTEENTH

SEAL

day of DECEMBER, 1911

DEPUTY. CHARLES LISSMAN

THOMAS HALL

Secretary of State.

18
AMENDMENT OF ARTICLES OF INCORPORATION

The West River Mutual Aid Telephone Corporation of New Salem, N. D., a mutual Aid Corporation doing business under the provisions of Chapter 10-12 Revised Code of 1943.

We, the undersigned, Chairman and Secretary of the West River Mutual Aid Telephone Corporation do hereby certify:

That a meeting of the stockholders of the West River Mutual Aid Telephone Corporation was held at its office in the city of New Salem, North Dakota, on the 8 day of August, 1955, and that the following resolution was adopted by a affirmative vote of 2/3 of the directors of said corporation and that said resolution was approved by the written consent of 3/4 of the members of said corporation. The said resolution being as follows:

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

Strike out the present Article #3 the words New Salem, Morton County, and insert in lieu thereof the following words Hazen, Mercer County, North Dakota

I Oscar Carlson, President and Dominick Morroll, Secretary, of the West River Mutual Aid Telephone Corporation do hereby certify, that the above resolution was duly and legally adopted by a 2/3 majority of all directors of the West River Mutual Aid Telephone Corporation, and that the said resolution been spread upon the minutes of the meeting of this corporation. And we further certify that amendment to the articles of incorporation as above set forth has been approved by the written consent of 3/4 of the members of this corporation as shown by the certificate attached to and made a part thereof.

Oscar Carlson
President

ATTENDED:

Dominick Morroll
Secretary

STATE OF NORTH DAKOTA)
) ss
COUNTY OF MORTON)

On this 9 day of August, 1955, before me, Burton Wilcox, notary public in and for the County of Oliver and State of North Dakota, personally appeared Oscar Carlson

known to me to be the President of the West River Mutual Aid Telephone Corporation and
Dominick Morrell known to me to be the Secretary of the West River Mutual Aid Telephone
Corporation and known to me to be the persons whose names are subscribed to the fore-
going instruments, and they severally acknowledge to me that they executed the same.

BURTON WILCOX
Notary Public, Oliver County, N. Dak.
My Commission Expires April 13, 1956.

We, the undersigned, members of the West River Mutual Aid Telephone Corporation
herby give our written consent to the amendment of the articles of the incorporation
of said West River Mutual Aid Telephone Corporation, changing article #3 to read:
"The place where the principal business of the co-operative will be transacted is
Hazen, Mercer County, North Dakota

Dated this 9 day of August, 1955.

<u>Oscar Carlson</u>	<u>Oliver M. Dahl</u>
<u>Dominick Morrell</u>	<u>Fred Ost</u>
<u>August Bachmann</u>	<u>Roger Smith</u>
<u>Albert Steffenson</u>	<u>W. A. Sellner</u>
<u>Vernon Stevens</u>	

STATE OF NORTH DAKOTA)
) ss
COUNTY OF MORTON)

On this 9 day of August, 1955, before me Burton Wilcox, a notary public, in and
for the county of Oliver and State of North Dakota, personally appeared Oscar Carlson
Dominick Morrell, Oliver M. Dahl, August Bachman, Vernon Stevens, Albert Steffenson,
Fred Ost, and Roger Smith and Wm. A. Sellner

known to me to be the persons whose names are subscribed to the foregoing instrument,
and they severally acknowledged to me that they executed the same as members of the
West River Mutual Aid Telephone Corporation.

BURTON WILCOX
Notary Public, Oliver County, N. Dak.
My Commission Expires April 13, 1956.

Burton Wilcox
Notary Public

We, Oscar Carlson as president of the West River Mutual Aid Telephone Corporation
and Dominick Morrell as secretary of the West River Mutual Aid Telephone Corporation, do
herby certify that the above and foregoing instrument changing the articles of incor-
poration of the West River Mutual Aid Telephone Corporation, namely article #3, has been
signed by 3/4 of all of the members of the said West River Mutual Aid Telephone Corp-
oration.

14

Dated this 9 day of August, 1955.

Anna Carlson
President, West River Mutual Aid Telephone Corporation.

Ann... ..
SECRET: Secretary of the West River Mutual Aid Telephone Corporation.

Certificate No. 1442

Champs of Companies
Headquarters

West River Mutual

Aid Telephone

Headquarters

Headquarters

STANDARD HEALTH INSURANCE CO.
TIME TO EXPIRE FOR CANCELLATION
By *W. H. ...*

1000 ...
The collection of ...
By *W. H. ...*

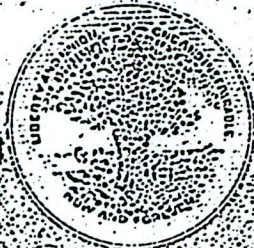
79
By *W. H. ...*

MUTUAL AID CORPORATION
CERTIFICATE OF CHANGE OF
CORPORATE HEADQUARTERS

No. 1442

FILE NO. _____
FEE \$5.00

DUPLICATE



DEPARTMENT OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

Whereas, a certificate, duly executed, has been filed in this office, showing the consent of the holders of THREE-FOURTHS of the ~~capital stock~~ capital stock of the "WEST RIVER MUTUAL AID TELEPHONE CORPORATION" to the change OF CORPORATE HEADQUARTERS of said corporation from NEW SALEM, MORTON COUNTY, NORTH DAKOTA to HAZEN, MERCER COUNTY, NORTH DAKOTA

Therefore, I, BEN MEIER, Secretary of State, do hereby certify and order that the CORPORATE HEADQUARTERS of said corporation shall become known as HAZEN, MERCER COUNTY, NORTH DAKOTA

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 ELEVENTH day of AUGUST, A. D., 1955

SEAL

By _____ DEPUTY BEN MEIER SECRETARY OF STATE

16

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

Pursuant to the provisions of Chapter 10-15 of the North Dakota Cooperative Association Act, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is West River Mutual Aid Telephone Corporation

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 18, 19 63, in the manner prescribed by the North Dakota Cooperative Association Act:

ARTICLE IV

"The territory intended to be served by said Corporation and the counties through which said lines are intended to be run are the counties of Grant, Mercer, Morton, Oliver, Sioux, McLean, in the State of North Dakota and Corson in the State of South Dakota. The estimated length of the lines so intended are 4000 miles and the estimated cost thereof is \$4,000,000.00."

ARTICLE 3. The total number of members of the cooperative association are 1497

ARTICLE 4. The number of members voted for such amendment was 58; and the number of members voted against such amendment was none

DATED June 19, 19 63.

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

By Walter Blufferson President or Vice President and Henry Eichhorst Secretary or Assistant Secretary

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

John Richardson Notary Public State of North Dakota My Commission expires March 28, 19 64 John Richardson

Fee \$12.00 Certificate No. 1309

Filing Date July 9, 19 63

Paul Meenan Secretary of State

By _____ Deputy

Certificate No. 1309



State of North Dakota

CERTIFICATE OF AMENDMENT

OF

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

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

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

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

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of WEST RIVER MUTUAL AID TELEPHONE CORPORATION

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

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, MINN day of JULY 19 63

SEAL

BEN MEIER
Secretary of State

File No. 7020
DUPLICATE

By _____
Deputy

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, as amended, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is
WEST RIVER MUTUAL AID TELEPHONE CORPORATION

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 15, 1966, in the manner prescribed by Chapter 10-15, North Dakota Century Code, as amended:

Article VII

The affairs of the Corporation shall be governed by a Board of Directors of seven in number. At the annual election of Directors in 1967, one Director shall be elected for a term of one year and two Directors for a term of three years. The two Directors receiving the highest numbers of votes shall be elected for the longer term and the Director receiving the third high vote shall be elected to the one-year term; thereafter all Directors shall be elected for terms of three years. The purpose of this amendment is to provide for the election of more than one Director at each annual meeting.

ARTICLE 3. The total number of members of the cooperative association are 1657.

ARTICLE 4. The number of members voted for such amendment was 68; and the number of members voted against such amendment was none.

DATED June 15, 1966.

WEST RIVER MUTUAL AID TELEPHONE CORPORATION
Name of Association

By Paul Ost
President or Vice President
and Steve Schmitt
Secretary or Assistant Secretary

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

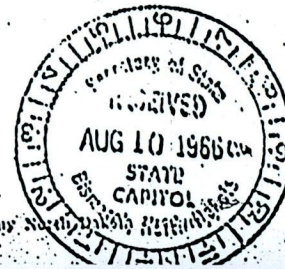
Fred Ost
Verifying Officer.

Subscribed and sworn to before me this 15 day of June, 1966.

John Richardson
JOHN RICHARDSON, Notary Public
State of North Dakota

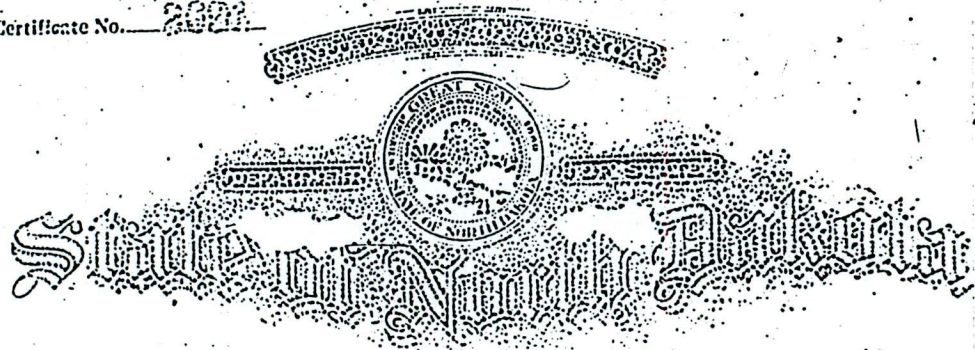
My Commission expires March 28, 1970.

Fee \$12.00.
Certificate No. 2091
Filing Date August 11, 1966
To Paul Ost
Secretary of State
By _____ Deputy
(251-5-65)



19

Certificate No. 2021



CERTIFICATE OF AMENDMENT
OF

WEST RIVER FERTILIZER AND TELEPHONE CORPORATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of WEST RIVER FERTILIZER AND TELEPHONE CORPORATION duly signed and verified pursuant to the provisions of the North Dakota Co-operative Association Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of WEST RIVER FERTILIZER AND TELEPHONE CORPORATION GENERAL AMENDMENT, CHANGE OF NAME, DIRECTORS and attaches hereto a duplicate original of the Articles of Amendment.

S E A L

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, EVERY day of AUGUST 19 25

BEN MEIER
Secretary of State

File No. 7020

By _____
Deputy

DUPLICATE

20

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, as amended, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is West River Mutual Aid Telephone Corporation

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 6, 1974, in the manner prescribed by Chapter 10-15, North Dakota

Century Code, as amended: ARTICLE VI: The Board of Directors of West River Mutual Aid Telephone Corporation of Hazen, North Dakota, is authorized to borrow from time to time such sums of money as it may deem advisable from any source, including, without limitation, additional sums from United States of America pursuant to the provisions of the Rural Electrification Act of 1936, as amended (hereinafter called the "Act"), and to incur indebtedness from time to time by the assumption of the indebtedness of third parties to United States of America as approved by the Administrator, the aggregate amount of the unpaid principal of any such loans, together with the aggregate amount of the unpaid principal of such indebtedness so assumed and the aggregate amount of the unpaid principal of loans heretofore made to the Cooperative by United States of America not to exceed Twenty-five Million Dollars at any one time. *** Continued on the reverse side.

ARTICLE 3. The total number of members of the cooperative association are 4753

ARTICLE 4. The number of members voted for such amendment was 153; and the number of members voted against such amendment was 5.

DATED June 6, 1974

WEST RIVER MUTUAL AID TELEPHONE CORPORATION
Name of Association

By [Signature] President or Vice President
and [Signature] Secretary or Assistant Secretary

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

[Signature]
Verifying Officer.

Subscribed and sworn to before me this 6th day of June, 1974.

John Richardson Notary Public

State of North Dakota

My Commission expires March 28, 1976

Fee \$12.00:

Certificate No. 4131

Filing Date June 12 1974

[Signature]
Secretary of State

By _____ Deputy

22

Certificate No. 4181



State of North Dakota

CERTIFICATE OF AMENDMENT

OF

WEST RIVER MUTUAL AND TELEPHONE CORPORATION

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

~~WEST RIVER MUTUAL AND TELEPHONE CORPORATION~~
duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE
_____ Corporation Act, have been received in this office and
are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of WEST RIVER MUTUAL AND TELEPHONE CORPORATION
~~general amendments,~~

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 12th day of June A.D., 1978

Great Seal

/s/ BEN MEIER

Secretary of State.

File No. 7020-C

DUPLICATE

By _____, Deputy.

ARTICLES OF AMENDMENT
To The
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is _____
West River Mutual Aid Telephone Corporation

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 8, 19 84, in the manner prescribed by Chapter 10-15, North Dakota Century Code:

See Attached Schedule "A"

ARTICLE 3. The total number of members of the cooperative association is 8324.

ARTICLE 4. The number of members voted for such amendment was 229; and the number of members voted against such amendment was 39.

Dated June 8, 19 84.

West River Mutual Aid Telephone Corporation
(Name of Association)
By W.E. Ullmann
(President or Vice President)
and [Signature]
(Secretary or Assistant Secretary)

VERIFICATION

W. E. Ullmann, being first duly sworn says that he is the
(Name of one of the officers signing above)
President. and that he has read the foregoing application and knows
(Title)

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

[Signature]
(Verification officer signature)

Subscribed and sworn to before me this 8th day of June, 1984.

John Richardson
(Notary Public)

Notary Seal My Commission expires March 28, 1988.

Certificate No. 8037
Filing Date 6-15-84
[Signature] Secretary of State By [Signature]

RECORDED
JUN 12 1984

RESOLUTIONS FOR AMENDMENT TO ARTICLES OF INCORPORATION

I. RESOLVED that Article II be amended to read as follows:

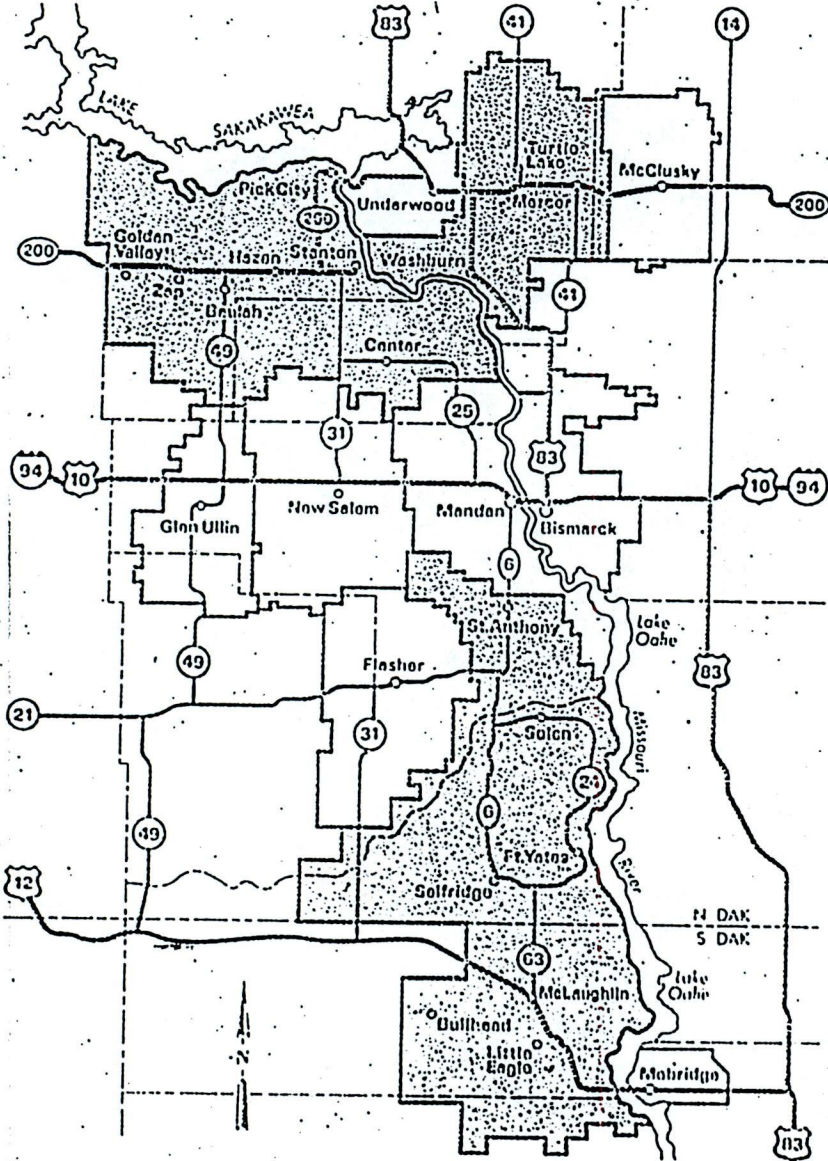
The purpose for which the corporation is organized is to furnish, improve, acquire, build, expand, develop and operate a telecommunications business and system in a manner consistent with, but not limited by, contractual agreements heretofore or hereafter made with the United States of America, acting through the Rural Electrification Administration, and for any lawful purpose determined by the Board of Directors to be necessary to provide adequate service to the members, including the right to enter into limited or general partnerships, joint ventures or other business relationships, and to purchase stock in other corporations.

II. RESOLVED that Article IV be amended to read as follows:

The primary territory to be served consists of the counties of Mercer, Grant, Oliver, Morton, Sioux and McLean in the State of North Dakota, and Corson in the State of South Dakota, and the secondary territory consists of the remaining counties in the States of North Dakota and South Dakota. The estimated length of the lines to provide service is 4231 miles, and the estimated cost thereof is \$10,500,000.00. The places from which and to which the lines in the primary area are intended to run and the branches presently contemplated are set forth in Exh. "A" attached.

25

EXH "A"



26

Certificate No. 8027



CERTIFICATE OF AMENDMENT
OF

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of WEST RIVER MUTUAL AID TELEPHONE CORPORATION

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

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of WEST RIVER MUTUAL AID TELEPHONE CORPORATION Amend Article II and Article IV.

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 15th day of June A.D., 1904.

Secretary of State.

File No. 7020

DUPLICATE

By _____, Deputy.

North Dakota Cooperative Association
SUBMIT DUPLICATE ORIGINALS

2

#2500
Fee: \$2500
7020 MAC
Jun 27 91 0931500-4,939,700

RESTATED ARTICLES
To The
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is West River Mutual Aid Telephone Corporation

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 7, 19 91, in the manner prescribed by Chapter 10-15, North Dakota Century Code:

See attached Exhibit "A".

ARTICLE 3. The total number of members of the cooperative association is 7,432.

ARTICLE 4. The number of members voted for such amendment was 278; and the number of members voted against such amendment was -0-.

Dated June 24, 19 91.

West River Telecommunications
(Name of Association) Cooperative
By W E Ullmann
(President or Vice President)
and John Richards
(Secretary or Assistant Secretary)

VERIFICATION

William E. Ullmann, being first duly sworn says that he is the
(Name of one of the officers signing above)
President and that he has read the foregoing application and knows
(Title)
the contents thereof, and verily believes the statements made therein to be true.

W E Ullmann
(Verification officer signature)

Subscribed and sworn to before me this 24th day of June, 19 91.

John Richards
John Richards (Notary Public)
My Commission expires March 28, 1994.

Notary Seal

Certificate No. _____
Filing Date 7-8 19 91
By John Richards
Secretary of State

RESTATED ARTICLES OF INCORPORATION
OF THE
WEST RIVER MUTUAL AID TELEPHONE CORPORATION,
NOW TO BE KNOWN AS
WEST RIVER TELECOMMUNICATIONS COOPERATIVE

Article I

The name of the corporation is West River Telecommunications Cooperative. The date of incorporation is January 12, 1953.

Article II

The purpose for which the Cooperative is organized is to furnish, improve, acquire, build, expand, develop and operate a telecommunications business and system in a manner consistent with, but not limited by, contractual agreements heretofore or hereafter made with the United States of America, acting through the Rural Electrification Administration, and for any lawful purpose determined by the Board of Directors to be necessary to provide adequate service to the members, including the right to enter into limited or general partnerships, joint ventures or other business relationships, and to purchase stock in other corporations.

Article III

The principal office of the Cooperative is located in Hazen, Mercer County, North Dakota.

Article IV

The primary territory served consists of the counties of Mercer, Grant, Oliver, Morton, Sioux, McLean and Sheridan in the State of North Dakota and Corson in the State of South Dakota, and the secondary territory consists of the remaining counties in the States of North Dakota and South Dakota.

Article V

The Cooperative is organized without Capital Stock. Upon dissolution, after (a) debts and liabilities of the Cooperative shall have been paid, and (b) all capital furnished through patronage shall have been retired as provided in the By-Laws, the remaining property and assets of the Cooperative shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all such members and former members, unless otherwise provided by law.

Article VI

The Board of Directors of West River Telecommunications Cooperative of Hazen, North Dakota, is authorized to borrow from time to time such sums of money as it may deem advisable from any source, including, without limitation, additional sums from United States of America pursuant to the provisions of the Rural Electrification Act of 1936, as amended, and to incur indebtedness from time to time by the assumption of indebtedness of third parties to United States of America as

approved by the Administrator, the aggregate amount of the unpaid principal of any such loans, together with the aggregate amount of the unpaid principal of such indebtedness so assumed and the aggregate amount of the unpaid principal of loans heretofore made to the Cooperative by United States of America not to exceed Fifty Million Dollars at any one time.

The Board of Directors of the Cooperative is authorized to mortgage, by deed of trust or by mortgage, and upon such terms as the Board of Directors shall determine, all of the property of the Cooperative now owned or hereafter acquired, in order to secure such loans heretofore or hereafter made at any time or times.

Article VII

The affairs of the Cooperative shall be governed by a Board of Directors of seven in number. All Directors shall be elected for terms of three years.

Article VIII

These Restated Articles of Incorporation shall supersede all existing Articles of Incorporation and Amendments thereto of West River Mutual Aid Telephone Corporation.

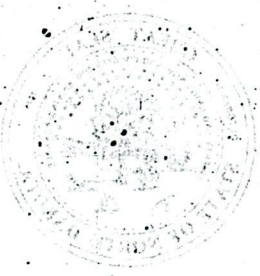
STATE OF NORTH DAKOTA
Office of Secretary of State

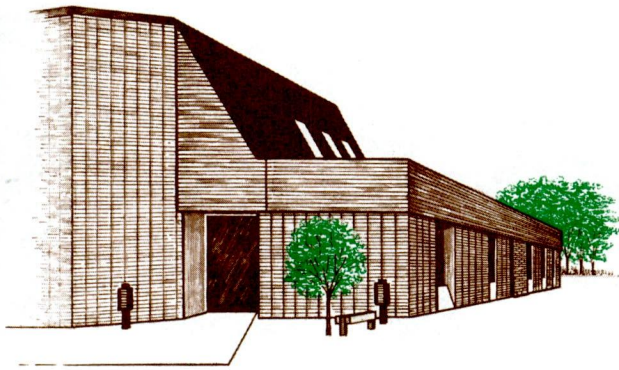
I hereby certify that this is a true and correct copy, according to the original on file in the office of the Secretary of State, and that the same can be determined by reference to the original.

[Signature]

Jim Kuske
SECRETARY OF STATE

DATED: _____
BY: _____





West River

MUTUAL AID TELEPHONE CORPORATION

P.O. BOX 467 • HAZEN, NORTH DAKOTA 58545

TELEPHONE: (701) 748-2211

March 30, 1990



Mr. Patrick J. Fahn, Chief Engineer
Public Service Commission
State of North Dakota
State Capitol
Bismarck, North Dakota 58505


Thank you, Mr. Fahn,

For your letter of March 8, 1990, requesting some documents.

We have made a concentrated effort to locate a copy of the PSC Public Convenience and Necessity. We're unable to locate a copy----since your office issued the document, would you please make a photostatic copy and send to me.

Included as requested, is a photostatic copy of the Articles of Incorporation.

Sincerely,


ROBERT A. BARFIELD
General Manager

RAB/co
Enc.

SERVING THE AREA OF NORTH AND SOUTH DAKOTA ...



ARTICLES OF INCORPORATION
OF
THE WEST RIVER MUTUAL AID TELEPHONE CORPORATION

TO THOMAS HALL, SECRETARY OF STATE:

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

ARTICLE I.

The name of the Corporation is West River Mutual Aid Telephone Corporation.

ARTICLE II.

The purpose for which the Corporation is organized is to furnish, improve and to acquire, build, expand, develop and operate a telephone system and to cooperate with the federal government and its agencies in connection with the development of rural and city telephone systems, and to acquire, improve, expand and operate in villages, towns and cities, telephone exchanges and rural lines throughout the counties in which it is authorized to furnish service, to the end of establishing and integrating a complete telephone service in said territory.

ARTICLE III.

The place where the principal business of the Cooperative will be transacted is New Salem, Morton County, North Dakota.

ARTICLE IV.

The territory intended to be served by said corporation and the counties through which said lines are intended to be run are the counties of Grant, Mercer, Morton, Oliver and Sioux, of the State of North Dakota. The estimated length of the lines so intended are 4,000 miles, and the estimated cost thereof is \$4,000,000.00.

ARTICLE V.

The Cooperative is organized without Capital Stock and is not organized for profit. The property rights and interests of the members shall be equal. The general rules applicable to all members by which the property rights and interests respectively of each member shall be determined and

fixed as follows:

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

ARTICLE VI.

The Corporation is authorized to borrow money in an amount not to exceed Eight Million and No/100 (\$8,000,000.00) Dollars.

ARTICLE VII.

The affairs of the Corporation shall be governed by a board of directors of seven in number, who shall serve for terms of three years; and the terms of the directors elected at the first annual meeting of members shall be so arranged that three directors shall serve for a term of one year; three directors for a term of two years; and one director for a term of three years. The directors who shall serve until their successors are elected and qualified are:

<u>Name</u>	<u>Residence</u>
Oscar Carlson	Rt. 3, Mandan
Dominick Morrell	Rt. 1, St. Anthony
Oliver M. Dahl	Watauge
August Bachmann	Rt. 2, Elgin
Albert Steffenson	Sanger
Fred Ost	Beulah
Wm. A. Sellner	Rt. 1, Elgin

The Corporation shall have perpetual existence.

15 3
IN WITNESS WHEREOF, We have hereunto set our hands and seals this

14 day of December, 1952.

Oliver M. Dahl

Oscar Carlson

Dominick Morrell

August Bachmann

Albert Steffenson

Wm. A. Sellner

Roger Smith

Fred Ost

Vernon A. Stephens

Herbert Klusmann

STATE OF NORTH DAKOTA)
COUNTY OF MORTON)

On this December 14 day of ~~November~~, 1952 before me, Burton Wilcox, a

Notary Public in and for the county of Oliver and State of North Dakota,
personally appeared Oscar Carlson, Herbert Klusmann, Dominick Morrell, Oliver
M. Dahl, August Bachmann, Roger Smith, Vernon Stephens, Albert Steffenson,
Fred Ost, and Wm. A. Sellner, known to me to be the persons whose names are
subscribed to the foregoing instrument, and they severally acknowledged to
me that they executed the same.

Burton Wilcox
Notary Public, Oliver County,
State of North Dakota.

My Commission Expires April 13, 1956.

4. Certificate No. 14, 257

White River Mutual
& Telephone Corporation

White River Mutual
& Telephone Corporation

New Haven, N. H.

STATE OF NEW HAMPSHIRE
Department of State

Filed for record and certificate issued

on 12th day of January
1923 and

recorded in Volume 100

of Miscellaneous Records
of the Department of State

Page 40
James Hall
SECRETARY OF STATE.

Notary Public

Jan 23 1923

DUPLICATE

12.14257

PRIVATE CORPORATIONS



DEPARTMENTS



OF STATES

State of North Dakota

To All to Whom these Presents shall Come,

Whereas, OLIVER M. DAHL OSCAR CARLSON DOMINICK MORRELL

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

Now, therefore, I, THOMAS HALL, Secretary of State of the State of North Dakota, by virtue and authority of law, do hereby certify that said parties, their associates and successors, have become a body politic and corporate, under the Corporate name of WEST RIVER MUTUAL AID TELEPHONE CORPORATION (NEW SALEM, MORTON CO.)

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

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this TWELFTH day of JANUARY A. D. 1953.

SEAL

THOMAS HALL

SECRETARY OF STATE

By CHARLES LIESSMAN

DEPUTY

West River Mutual Aid Telephone Corporation

of New Salem, N. D., a co-operative marketing corporation doing business under the provisions of Chapter 4-87 Revised Code 1943 MUTUAL AID

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

That a meeting of the stockholders of the West River Mutual Aid Telephone Corporation was held at its office in the city of New Salem, North Dakota, on the 14th day of December, 1953 in compliance with the provisions of Section 4-9710 Revised Code 1943:

That the following resolution having been first approved by two-thirds of the directors was adopted by the affirmative vote of 10 Members stockholders, said 10 stockholders constituting a majority of the entire number of stockholders, the total number of members stockholders being 10:

RESOLVED: That the articles of incorporation be amended as follows: Strike out the word Equal in Line 3 of Article 5 and insert in lieu thereof the word Unequal

Witness our hands and the seal of this corporation at New Salem, North Dakota, this 14 day of December, 1953.

Director.

Oscar Carlson Chairman.

Director.

Dominick Maxwell Secretary.

Director.

W. A. Selner Director.

Director.

Albert Stettin Director.

Director.

August Bachmann Director.

Director.

Fred Ost Director.

STATE OF NORTH DAKOTA,
County of Oliver } ss.

BE IT REMEMBERED, That on this 15 day of March, A. D. 1954
before me Anton Wilcox, a Notary Public, within and for said County and State,
personally appeared Oscar Carlson, Dominick Morwall, Wm. A. Sallner,
Albert Steffenson, August Bachmann, Fred Ost.

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

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

Anton Wilcox
Notary Public, Oliver County, N. D.
My commission expires

STATE OF NORTH DAKOTA,
County of _____ } ss.

BE IT REMEMBERED, That on this _____ day of _____, A. D. 19____,
before me _____, a Notary Public, within and for said County and State,
personally appeared _____

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

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

Notary Public.
My commission expires _____

CERTIFICATE No. 202

MUTUAL AID CORPORATION
GAS OPERATIVE MARKETING
AMENDMENT
of
WEST RIVER MUTUAL AID TELEPHONE
CORPORATION
NEW SALEM, NORTH DAKOTA
STATE OF NORTH DAKOTA
Department of State

AND CERTIFICATE ISSUED
Filed for record/the 29th day
of MARCH, 1954
and recorded in Volume Two

page 63
MISCELLANEOUS RECORD
OF CORPORATIONS
(MUTUAL AID CORPORATIONS)
THOMAS HALL
Secretary of State.

By CHARLES LIESSMAN
Deputy
Fee \$6.00

United States of America



DEPARTMENT OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, WEST RIVER MUTUAL AID TELEPHONE CORPORATION (NEW SALEM, MORTON CO.)

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

AMENDING ARTICLE 5, LINE 3, INSERTING WORD UNEQUAL FOR EQUAL

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

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

of the State at the Capitol in the City of Bismarek, this TWENTYNINTH

SEAL

day of MARCH, 19 54

By CHARLES LIESSMAN
DEPUTY.

THOMAS HALL
Secretary of State.

710

AMENDMENT OF ARTICLES OF INCORPORATION

OF

West River Mutual Aid Telephone Corporation of New Salem, N. D., a mutual
Aid corporation doing business under the provisions of Chapter 10-12 Revised
Code of 1943.

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

That a meeting of the stockholders of the West River Mutual Aid Telephone
Corporation was held at its office in the city of New Salem, North Dakota, on
the 13 day of December, 1953 in compliance with the pro-
visions of Section 10-12 Revised Code of 1943:

That the following resolution having been first approved by two-thirds
of the directors was adopted by the affirmative vote of 5 Members, said
5 members constituting a majority of the entire number of members,
the total number of members being 7.

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

Strike out the present Article #4 and insert in lieu thereof the following:
"The line or lines are intended to be run from the towns of Reulsh, Hazen, Stanton,
Center, St. Anthony, Elgin, Cannon, Fort Yates, Selfridge, Raleigh, Washburn,
Turtle Lake and Mercer, with rural lines radiating out of said towns so as to
properly serve the rural areas surrounding said towns and to run to such other
towns and rural areas in the hereinafter mentioned counties in which said
corporation is now or may be hereafter authorized to operate. The Counties through
which it is intended for the lines to be run are Mercer, McLean, Oliver, Morton,
Grant and Sioux. The estimated length of the lines is approximately 4000 miles and
the estimated cost \$2,000,000.00."

Witness our hands and the seal of this corporation at New Salem, North Dakota,
this 13 day of December, 1953.

_____	Director	<u>Alvin Carlson</u>	Chairman
_____	Director	<u>Harold M. Howell</u>	Secretary
_____	Director	<u>Paul Ost</u>	Director
_____	Director	<u>Albert Stapp</u>	Director
_____	Director	<u>August Pachmann</u>	Director

90
Certificate No. 284

Affidavit to
Prove Incorporation
of
West River Mutual
Aid Telephone Corporation
New Salem, N. Dak.

RECEIVED
Department of State
Notary Public and Certificate issued
17th day of December
1954 and
two
Miscellaneous Fees
(Mutual Aid)
Charles H. C. [unclear]
SECRETARY OF STATE
Charles [unclear] DEPUTY

Fee \$6.00

STATE OF NORTH DAKOTA)
COUNTY OF OLIVER) SS

On this 13 day of December 1954, before me a Notary Public, personally appeared Oscar Carlson and Dominick Morrell known to me to be the President and Secretary respectfully of the West River Mutual Aid Telephone Corporation and personally appeared Albert Steffenson, known to me to be the Vice President of The West River Mutual Aid Telephone Corporation and personally appeared Fred Ost and August Bauchman, known to me to be Directors of the West River Mutual Aid Telephone Corporation, that is described in and that executed the within instrument and acknowledged to me that they executed the same as officers and Directors of said Corporation.

Burton Wilcox

BURTON WILCOX
Notary Public, Oliver County, N. Dak.
My Commission Expires April 13, 1956.

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DUPLICATE

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, WEST RIVER MUTUAL AND TELEPHONE CORPORATION (NEW SALEM, MORTON CO.)

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

AMENDING ARTICLE IV.

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

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

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

SEAL

day of DECEMBER, 19⁵⁴

DEPUTY. CHARLES LIESSMAN

THOMAS HALL

Secretary of State.

14

Dated this 9 day of August, 1955.

Oliver Carlson
President, West River Mutual Aid Telephone Corporation.

Amos W. Thomas
ATTEST: Secretary of the West River Mutual Aid Telephone Corporation.

Certificate No. 1442

Thomas J. Carpenter

Applicant

West River Mutual

Aid Telephone

Corporation

of

New Albany, Madison County,

Missouri

do -

Attest: Amos W. Thomas

Secretary

STATE OF NORTH DAKOTA }
Department of State }

Filed for record and certificate issued

the 11th day of August, 1955.

Record in Volume 1608

of *Amos W. Thomas*

(West River Mutual Aid Telephone Corporation)

page 79

Amos W. Thomas
SECRETARY OF STATE

By _____

No. 1442

FILE NO. 56.00
FEE

MUTUAL AID CORPORATION
CERTIFICATE OF CHANGE OF
CORPORATE HEADQUARTERS



DUPLICATE

DEPARTMENT OF STATE



State of North Dakota

To All to Whom these Presents shall Come,

Whereas, a certificate, duly executed, has been filed in this office, showing the consent of the holders of THREE-FOURTHS of the capital stock of the "WEST RIVER MUTUAL AID TELEPHONE CORPORATION" of said corporation from NEW SALEM, MORTON COUNTY, NORTH DAKOTA to HAZEN, MERCER COUNTY, NORTH DAKOTA of CORPORATE HEADQUARTERS

Therefore, I, BEN MEIER, Secretary of State, do hereby certify and order that the CORPORATE HEADQUARTERS of said corporation shall become known as HAZEN, MERCER COUNTY, NORTH DAKOTA

SEAL

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarek, this ELEVENTH day of AUGUST, 1955 A. D.

By DEPUTY BEN MEIER SECRETARY OF STATE

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

Pursuant to the provisions of Chapter 10-15 of the North Dakota Cooperative Association Act, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is West River Mutual Aid Telephone Corporation

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 18,, 19 63, in the manner prescribed by the North Dakota Cooperative Association Act:

ARTICLE IV

"The territory intended to be served by said Corporation and the counties through which said lines are intended to be run are the counties of Grant, Mercer, Morton, Oliver, Sioux, McLean, in the State of North Dakota and Corson in the State of South Dakota. The estimated length of the lines so intended are 4000 miles and the estimated cost thereof is \$4,000,000.00."

ARTICLE 3. The total number of members of the cooperative association are 1497

ARTICLE 4. The number of members voted for such amendment was 58; and the number of members voted against such amendment was none

DATED June 19,, 19 63

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

By Edward McPherson President or Vice President and Henry Eichhorst Secretary or Assistant Secretary

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

John Richardson Notary Public State of North Dakota My Commission expires March 28, 19 64 John Richardson

Fee \$12.00 Certificate No. 1309

Filing Date July 9,, 19 63 Ben Meier Secretary of State

By _____ Deputy

17
Certificate No. 1309



CERTIFICATE OF AMENDMENT

OF

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

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

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

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

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of WEST RIVER MUTUAL AID TELEPHONE CORPORATION _____

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

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, NORTH DAKOTA day of JULY 19 63

SEAL

BEN MEIER
Secretary of State

File No. 7020
DUPLICATE

By _____
Deputy

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, as amended, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is _____
WEST RIVER MUTUAL AID TELEPHONE CORPORATION

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 15, 1966, in the manner prescribed by Chapter 10-15, North Dakota Century Code, as amended:

Article VII

The affairs of the Corporation shall be governed by a Board of Directors of seven in number. At the annual election of Directors in 1967, one Director shall be elected for a term of one year and two Directors for a term of three years. The two Directors receiving the highest numbers of votes shall be elected for the longer term and the Director receiving the third high vote shall be elected to the one-year term; thereafter all Directors shall be elected for terms of three years. The purpose of this amendment is to provide for the election of more than one Director at each annual meeting.

ARTICLE 3. The total number of members of the cooperative association are 1657.

ARTICLE 4. The number of members voted for such amendment was 68; and the number of members voted against such amendment was none.

DATED June 15, 1966.

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

Name of Association

By Fred Ost
President or Vice President
and George E. Schmitt
Secretary or Assistant Secretary

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

Fred Ost
Verifying Officer.

Subscribed and sworn to before me this 15 day of June, 1966.

John Richardson
JOHN RICHARDSON, Notary Public
State of North Dakota

My Commission expires March 28, 1970

Fee \$12.00.
Certificate No. 2091
Filing Date August 11 1966
Ben Wilson
Secretary of State
By _____ Deputy
(231-2-65)



19

Certificate No. 2021



CERTIFICATE OF AMENDMENT

OF

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

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

WEST RIVER MUTUAL AID TELEPHONE CORPORATION _____
duly signed and verified pursuant to the provisions of the North Dakota _____

CO-OPERATIVE ASSOCIATION Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of WEST RIVER MUTUAL AID TELEPHONE CORPORATION

GENERAL AMENDMENT, ELECTION OF DIRECTORS _____
and attaches hereto a duplicate original of the Articles of Amendment.

S E A L

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, Eleventh day of August 19 66

BEN MEIER
Secretary of State

File No. 7020

By _____
Deputy

DUPLICATE

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, as amended, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is West River Mutual Aid Telephone Corporation

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 6, 19 74, in the manner prescribed by Chapter 10-15, North Dakota

Century Code, as amended: ARTICLE VI: The Board of Directors of West River Mutual Aid Telephone Corporation of Hazen, North Dakota, is authorized to borrow from time to time such sums of money as it may deem advisable from any source, including, without limitation, additional sums from United States of America pursuant to the provisions of the Rural Electrification Act of 1936, as amended (hereinafter called the "Act"), and to incur indebtedness from time to time by the assumption of the indebtedness of third parties to United States of America as approved by the Administrator, the aggregate amount of the unpaid principal of any such loans, together with the aggregate amount of the unpaid principal of such indebtedness so assumed and the aggregate amount of the unpaid principal of loans heretofore made to the Cooperative by United States of America not to exceed Twenty-five Million Dollars at any one time. *** Continued on the reverse side.

ARTICLE 3. The total number of members of the cooperative association are 4763

ARTICLE 4. The number of members voted for such amendment was 153; and the number of members voted against such amendment was 5

DATED June 6, 19 74

WEST RIVER MUTUAL AID TELEPHONE CORPORATION
Name of Association

By Fred Ost
President or Vice President

and Joe Becker
Secretary or Assistant Secretary

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

Fred Ost
Verifying Officer.

Subscribed and sworn to before me this 6th day of June, 19 74

John Richardson
John Richardson Notary Public

State of North Dakota

My Commission expires March 28, 1976

Fee \$12.00:
Certificate No. 4131

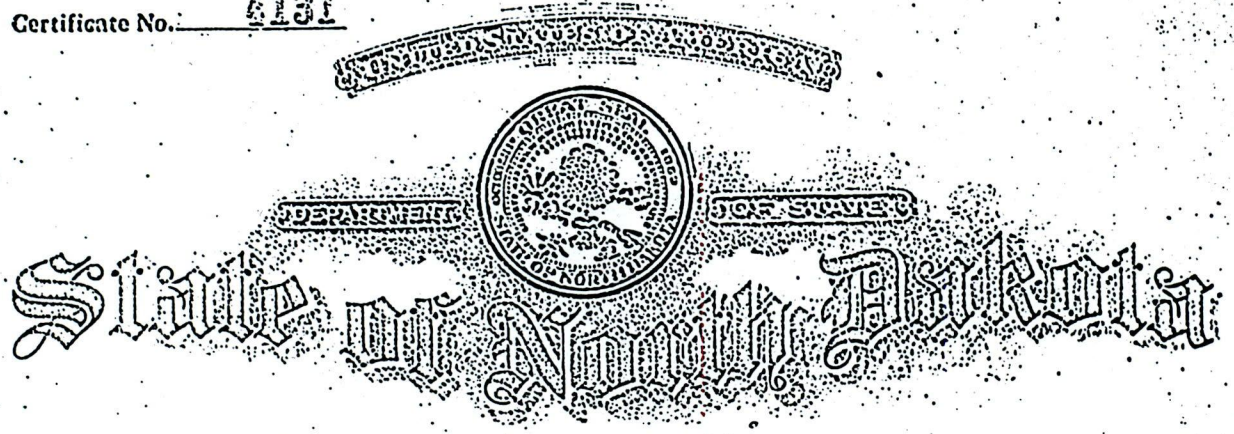
Filing Date June 12 1974

David M. ...
Secretary of State

By _____ Deputy

22

Certificate No. 4131



CERTIFICATE OF AMENDMENT

OF

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

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

WEST RIVER MUTUAL AID TELEPHONE CORPORATION
duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE
_____ Corporation Act, have been received in this office and
are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of WEST RIVER MUTUAL AID TELEPHONE CORPORATION
general amendments,

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 12th day of June A.D., 19 74

Great Seal _____

/s/ BEN MEIER

Secretary of State.

File No. 7020-C

DUPLICATE

By _____, Deputy.

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North Dakota Cooperative Association
SUBMIT DUPLICATE ORIGINALS

Fee: \$25.00

ARTICLES OF AMENDMENT
To The
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is _____
West River Mutual Aid Telephone Corporation

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on June 8, 19 84, in the manner prescribed by Chapter 10-15, North Dakota Century Code:

See Attached Schedule "A"

ARTICLE 3. The total number of members of the cooperative association is 8324

ARTICLE 4. The number of members voted for such amendment was 229; and the number of members voted against such amendment was 39.

Dated June 8, 19 84.

West River Mutual Aid Telephone Corporation
(Name of Association)
By W.E. Ullmann
(President or Vice President)
and Alton Reich
(Secretary or Assistant Secretary)

VERIFICATION

W. E. Ullmann, being first duly sworn says that he is the
(Name of one of the officers signing above)
President. and that he has read the foregoing application and knows
(Title)
the contents thereof, and verily believes the statements made therein to be true.

W.E. Ullmann
(Verification officer signature)

Subscribed and sworn to before me this 8th day of June, 1984.

John Richardson
(Notary Public)
My Commission expires March 28, 1988.

Notary Seal

Certificate No. 8037
Filing Date June 15, 1984
By Ben M...
Secretary of State

RECEIVED
JUN 12 1984

RESOLUTIONS FOR AMENDMENT TO ARTICLES OF INCORPORATION

I. RESOLVED that Article II be amended to read as follows:

24

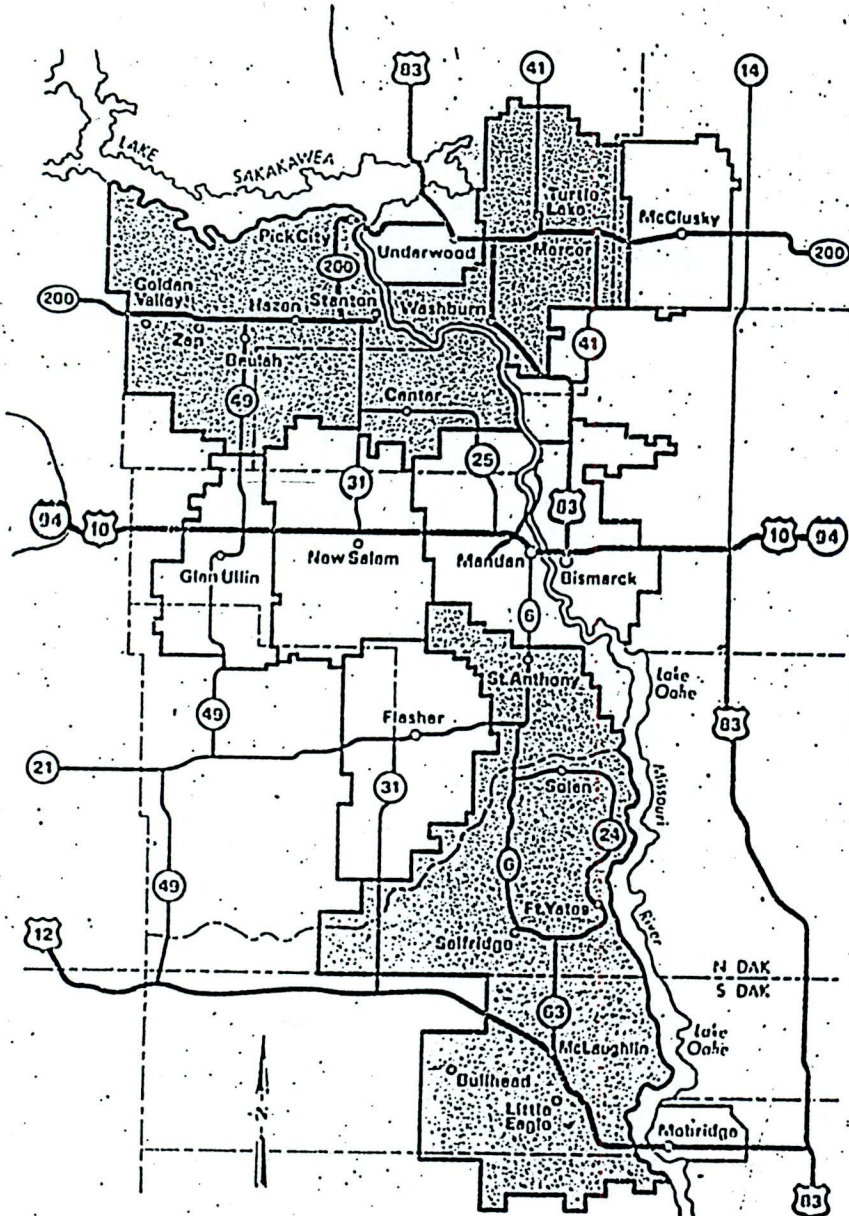
The purpose for which the corporation is organized is to furnish, improve, acquire, build, expand, develop and operate a telecommunications business and system in a manner consistent with, but not limited by, contractual agreements heretofore or hereafter made with the United States of America, acting through the Rural Electrification Administration, and for any lawful purpose determined by the Board of Directors to be necessary to provide adequate service to the members, including the right to enter into limited or general partnerships, joint ventures or other business relationships, and to purchase stock in other corporations.

II. RESOLVED that Article IV be amended to read as follows:

The primary territory to be served consists of the counties of Mercer, Grant, Oliver, Morton, Sioux and McLean in the State of North Dakota, and Corson in the State of South Dakota, and the secondary territory consists of the remaining counties in the States of North Dakota and South Dakota. The estimated length of the lines to provide service is 4231 miles, and the estimated cost thereof is \$10,500,000.00. The places from which and to which the lines in the primary area are intended to run and the branches presently contemplated are set forth in Exh. "A" attached.

25

EXH "A"



26

Certificate No. 8027



CERTIFICATE OF AMENDMENT

OF

WEST RIVER MUTUAL AID TELEPHONE CORPORATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of WEST RIVER MUTUAL AID TELEPHONE CORPORATION

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

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of WEST RIVER MUTUAL AID TELEPHONE CORPORATION Amend Article II and Article IV.

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 15th day of June A.D., 1984.

Secretary of State.

File No. 7020

DUPLICATE

By _____ Deputy.

**PUBLIC SERVICE COMMISSION
STATE OF NORTH DAKOTA**

**Certificate of Public Convenience and Necessity
Second Reissued Certificate Number 3429**

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

This certificate is issued in Case No. PU-2186-99-559 and is conditioned upon West River Telecommunications Cooperative securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 3438

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

This certificate is issued in Case No. PU-2186-99-559 and is conditioned upon West River Telecommunications Cooperative securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 3445

This is to certify that public convenience and necessity require, and Permission is granted for West River Telecommunications Cooperative, a telecommunications public utility, to provide local exchange telecommunications services inside the Flasher, North Dakota local exchange area.

This certificate is issued in Case No. PU-2186-99-559 and is conditioned upon West River Telecommunications Cooperative securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 3453

This is to certify that public convenience and necessity require, and permission is granted for West River Telecommunications Cooperative, a telecommunications public utility, to provide local exchange telecommunications services inside the Glen Ullin, North Dakota local exchange area.

This certificate is issued in Case No. PU-2186-99-559 and is conditioned upon West River Telecommunications Cooperative securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 3454

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

This certificate is issued in Case No. PU-2186-99-559 and is conditioned upon West River Telecommunications Cooperative securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION

acting

Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 3460

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

This certificate is issued in Case No. PU-2186-99-559 and is conditioned upon West River Telecommunications Cooperative securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION

acting

Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 3488

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

This certificate is issued in Case No. PU-2186-99-559 and is conditioned upon West River Telecommunications Cooperative securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 3491

This is to certify that public convenience and necessity require, and permission is granted for West River Telecommunications Cooperative, a telecommunications public utility, to provide local exchange telecommunications services inside the New Salem, North Dakota local exchange area.

This certificate is issued in Case No. PU-2186-99-559 and is conditioned upon West River Telecommunications Cooperative securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 3510

This is to certify that public convenience and necessity require, and permission is granted West River Telecommunications Cooperative, a telecommunications public utility, to provide local exchange telecommunications services inside the Underwood, North Dakota local exchange area.

This certificate is issued in Case No. PU-2186-99-559 and is conditioned upon North Dakota Telephone Company securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, January 1, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3429

This is to certify that public convenience and necessity require, and permission is granted for WEST RIVER COMMUNICATIONS, INC., a telecommunications public utility, to provide local exchange telecommunications services inside the Carson, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon WEST RIVER COMMUNICATIONS, INC. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3438

This is to certify that public convenience and necessity require, and permission is granted for WEST RIVER COMMUNICATIONS, INC., a telecommunications public utility, to provide local exchange telecommunications services inside the Elgin, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon WEST RIVER COMMUNICATIONS, INC. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3445

This is to certify that public convenience and necessity require, and permission is granted for WEST RIVER COMMUNICATIONS, INC., a telecommunications public utility, to provide local exchange telecommunications services inside the Flasher, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon WEST RIVER COMMUNICATIONS, INC. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3453

This is to certify that public convenience and necessity require, and permission is granted for WEST RIVER COMMUNICATIONS, INC., a telecommunications public utility, to provide local exchange telecommunications services inside the Glen Ullin, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon WEST RIVER COMMUNICATIONS, INC. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3454

This is to certify that public convenience and necessity require, and permission is granted for WEST RIVER COMMUNICATIONS, INC., a telecommunications public utility, to provide local exchange telecommunications services inside the Goodrich, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon WEST RIVER COMMUNICATIONS, INC. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3460

This is to certify that public convenience and necessity require, and permission is granted for WEST RIVER COMMUNICATIONS, INC., a telecommunications public utility, to provide local exchange telecommunications services inside the Hebron, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon WEST RIVER COMMUNICATIONS, INC. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3488

This is to certify that public convenience and necessity require, and permission is granted for WEST RIVER COMMUNICATIONS, INC., a telecommunications public utility, to provide local exchange telecommunications services inside the McClusky, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon WEST RIVER COMMUNICATIONS, INC. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3491

This is to certify that public convenience and necessity require, and permission is granted for WEST RIVER COMMUNICATIONS, INC., a telecommunications public utility, to provide local exchange telecommunications services inside the New Salem, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon WEST RIVER COMMUNICATIONS, INC. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3510

This is to certify that public convenience and necessity require, and permission is granted for WEST RIVER COMMUNICATIONS, INC., a telecommunications public utility, to provide local exchange telecommunications services inside the Underwood, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon WEST RIVER COMMUNICATIONS, INC. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Registration

Certificate Number 889

This is to certify that West River Telecommunications Cooperative is registered to resell interexchange telecommunications services in North Dakota.

This certificate is issued in Case No. PU-432-02-467 and is subject to the conditions and limitations noted in North Dakota Administrative Code, Section 69-09-05-04.

Bismarck, North Dakota, September 11, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner