

CERTIFICATE

I, Rodney Suko, do hereby certify that I am Secretary of Daktel Communications, LLC of Carrington, North Dakota (this "LLC"), and I hereby further certify as follows:

Attached hereto are, respectively, true, complete and correct copies of the Articles of Organization and Member Control Agreement of this LLC and all amendments thereto, and such Articles and Member Control Agreement have been duly adopted by the LLC, are presently in full force and effect, and such articles have been duly filed with the Office of the Secretary of State in and for the State of North Dakota.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Cooperative this 25 day of April, 2019.



Rodney Suko, SECRETARY

772515

ID# 15,782,400

ARTICLES OF ORGANIZATION
OF
DAKTEL COMMUNICATIONS, LLC

RECEIVED
APR 04 2000
SEC. OF STATE

The undersigned organizer, who is a natural person and who is eighteen (18) years of age or older, in order to form a limited liability company under the North Dakota Limited Liability Company Act (N.D.C.C. Chapter 10-32), does hereby adopt the following Articles of Organization:

Article 1. The name of the Company shall be Daktel Communications, LLC.

Article 2. Unless dissolved earlier according to law, this Company shall exist for a period of fifty (50) years from and after the date these Articles of Organization are filed with the North Dakota Secretary of State.

Article 3. With respect to membership units:

- a. The membership interests of the Company shall be represented by (and shall be known as) membership units which shall be issued by the Board upon the receipt of the agreed upon contribution.
- b. All ordinary membership units shall have both financial rights and governance rights and, within the class, shall have equal rights and preferences in all matters not otherwise provided by the Board.
- c. Upon the acceptance of a new contribution:
 - (1) The method for the restatement of value of previous contributions as set forth in N.D.C.C. Section 10-32-57 shall not be used.
 - (2) Instead, the Board shall, by resolution, establish the value to be accorded to the new contribution and the number of membership units to be issued upon receipt of the contribution.
 - (3) The members shall then, as of the effective date of the acceptance of the contribution, execute and place in the member control agreement and statement of contributions accepted and in the other required records of the Company, a statement of contributions as provided in N.D.C.C. Section 10-32-51.

Article 4. This Company shall not be dissolved and is not required to be wound up by reason of any event that terminates the continued membership of a member if the existence and business of this Company is continued by the consent of the holders of the remaining membership units entitled to vote no later than ninety (90) days after the termination of the continued membership.

The members shall not be authorized to give dissolution avoidance consent prior to the occurrence of any event which terminates the continued membership of a member. However, the members shall be authorized to give dissolution avoidance consent after the occurrence of an event which terminates the continued membership of a member.

Article 5. The members of the Company shall not have the power to enter into a business continuation agreement prior to the occurrence of an event of dissolution. However, after the Company has incurred an event of dissolution, the members may enter into a business continuation agreement.

Article 6. With regard to the preemptive right to acquire unissued membership units of the Company, each member of the Company shall have the preemptive rights set forth in N.D.C.C. Section 10-32-37.

Article 7. Cumulative voting shall be allowed as provided in N.D.C.C. Section 10-32-76.

Article 8. Provisions for the internal regulation of the Company are as follows:

- a. Each manager and governor, past or present of the Company, and each person who serves or may have served at the request of the Company as director, officer, governor, manager, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, and their respective heirs and legal representatives, shall be indemnified by the Company in accordance with, and to the fullest extent permissible under, the provisions of N.D.C.C. Chapter 10-32, as it may be from time to time amended. Whenever the applicable provisions of N.D.C.C. Chapter 10-32 make indemnification permissible upon the finding that certain standards are met, such indemnification shall be mandatory by the Company.
 - b. Any action required or permitted to be taken at a meeting of the Board of Governors of this Company, not needing approval by the members, may be taken by written action signed by the number of governors that would be required to take such action at a meeting of the Board of Governors at which all governors are present.
 - c. Any action required or permitted to be taken at a meeting of the members of this Company may be taken by a written action signed by the members who own voting power equal to the voting power that would be required to take the same action at a meeting of the members at which all members were present.
 - d. Any assignment of governance rights to a person who is not already a member of the Company at the time of the assignment shall require the written consent of the owners of a majority of the other ordinary membership units.
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State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF ORGANIZATION OF

DAKTEL COMMUNICATIONS, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that Articles of Organization for

DAKTEL COMMUNICATIONS, LLC

duly signed and executed pursuant to the provisions governing a North Dakota Limited Liability Company, 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 Organization to

DAKTEL COMMUNICATIONS, LLC

Effective date of organization: April 11, 2000

Issued: April 11, 2000

A handwritten signature in cursive script, appearing to read "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

128824

15,782,400
LLC

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
DAKTEL COMMUNICATIONS, LLC**

**RECEIVED
APR 28 2004
SEC. OF STATE**

The following Amended and Restated Articles of Organization have been adopted by the Company's Members and Board of Governors pursuant to N.D.C.C. Ch. 10-32:

**ARTICLE I
NAME**

The name of this Company is Daktel Communications, LLC.

**ARTICLE II
DURATION**

The period of existence for this Company shall be perpetual.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The registered office of this Company is located at 630 5th Street North, Carrington, North Dakota 58420.

The name of the Registered Agent of this Company is Keith Larson.

**ARTICLE IV
PURPOSES**


This Company is organized for the purposes of offering communications services and products, offering video services and products, and to conduct general business purposes consistent with the North Dakota Limited Liability Company Act.

**ARTICLE V
INTERNAL REGULATION PROVISIONS**

The provisions for the internal regulation of the Company are as follows:

- A. Each manager and governor, past or present of the Company, and each person who serves or may have served at the request of the Company as director, officer, governor, manager, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, and their respective heirs and legal representatives, shall be indemnified by the Company in accordance with, and to the fullest extent permissible under, the provisions of North Dakota Statutes Chapter 10-32, as it may be from time to time amended. Whenever the applicable provisions of North Dakota Statutes Chapter 10-32 make indemnification permissible upon the

NORTH DAKOTA
Filed 4-30 2004
Annika Angus
Secretary of State MDA



finding that certain standards are met, such indemnification shall be mandatory by the Company.

- B. No governor of the Company shall be personally liable to the Company nor to its members for any monetary damages or breach of fiduciary duty as a governor. However, this provision shall not eliminate or limit the liability of a governor:
- (1) For any breach of the governor's duty of loyalty to the limited liability company or to its members;
 - (2) For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
 - (3) For any distributions from the Company which are determined to be illegal under North Dakota Statutes (Section 10-32-66 or any successor thereto);
 - (4) For any transaction from which the governor derived an improper personal benefit; or,
 - (5) For any act or omission occurring before the date when the provision in the Articles of Organization eliminating or limiting liability becomes effective.

DATED this 22nd day of April, 2004.

Daktel Communications, LLC

By: 
Craig Headland, President

This Document Was Prepared By:
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Fargo ND 58107-1389
Telephone: (701) 356-6380

State of North Dakota

SECRETARY OF STATE



RESTATED ARTICLES OF ORGANIZATION OF

DAKTEL COMMUNICATIONS, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that Restated Articles of Organization of

DAKTEL COMMUNICATIONS, LLC

duly signed and executed pursuant to the provisions governing a North Dakota Limited Liability Company, have been received in this office and are found to conform to law.

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

DAKTEL COMMUNICATIONS, LLC

Effective Date: April 30, 2004

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

Alvin A. Jaeger
Secretary of State

State of North Dakota SECRETARY OF STATE



Certificate of Good Standing of DAKTEL COMMUNICATIONS, LLC

SOS Control ID#: 0000062823

Certificate #: 019468335

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies that, according to the records of this office,

DAKTEL COMMUNICATIONS, LLC

a Limited Liability Company - Business - Domestic was formed under the laws of NORTH DAKOTA and filed with this office effective April 11, 2000. This entity has, as of the date set forth below, complied with all applicable North Dakota laws.

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.

DATE: January 12, 2021

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

Alvin A. Jaeger
Secretary of State

Organization Chart Dakota Central Telecommunications Cooperative & Subsidiaries

