

February 2<sup>nd</sup>, 2021

Mr. Steven Kahl  
Executive Secretary  
North Dakota Public Service Commission  
State Capitol  
600 East Boulevard Avenue, 12<sup>th</sup> Floor  
Bismarck, ND 58505-0480

Re: In the Matter of an Application by Halstad Telephone Company for Expansion of its Designation as an Eligible Telecommunications Carrier to Receive Rural Digital Opportunity Fund (Auction 904) for support for Voice and Broadband Services Case No. PU-21-055

Dear Mr. Kahl:

Enclosed via e-mail please find Halstad Telephone Company's Exhibit D Articles of Incorporation that should have been included in Halstad's Application for Expansion of its Designation as an Eligible Telecommunications Carrier for RDOF awarded census blocks in Case No. PU-21-055.

Please let me know if you have any questions concerning this filing.

Sincerely,

*/s/ Mary T. Buley*

Mary T. Buley  
Consultant on behalf of Halstad Telephone Company  
651-621-8306

Enclosure

CC: Patrick Fahn, North Dakota Public Service Commission 2 PU-21-55 Filed 02/03/2021 Pages: 13  
Corporate Papers  
Halstad Telephone Company  
2 PU-13-447 Filed 02/03/2021 Pages: 13  
Corporate Papers  
Halstad Telephone Company

# EXHIBIT D

COOP# 3467

ARTICLES OF INCORPORATION  
of the  
HALSTAD TELEPHONE COMPANY  
Halstad, Minnesota

## ARTICLE I

### Name

The name of the association shall be Halstad Telephone Company.

## ARTICLE II

### Purpose

The purpose of the association shall be to conduct communications business on the cooperative plan. The general nature of its business shall be to acquire, own, construct, hold, lease, contract for, encumber, mortgage, bond, purchase, sell, assign, maintain and operate communications lines, cable, facilities; and all equipment, appurtenances, rights, franchises, pledges and other forms of security necessary and convenient in carrying on the business of this association. It shall also have the power and authority to join with other cooperative associations, to purchase, acquire and hold stock therein and it shall also have power and authority, either for itself or its individual members and patrons, to do and perform every act and thing necessary and proper to the conduct of its business or the accomplishment of the purposes set forth

## EXHIBIT D

herein or permitted by the act under which this association is incorporated.

### ARTICLE III

#### Powers

The association shall have the following powers:

(a) To draw, make, accept, indorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, certificates and all kinds of obligations and negotiable and nonnegotiable instruments for any purpose that furthers the objects for which this association is formed, and to give a lien on any of its property as security therefor in any manner permitted by law.

(b) To act as the agent or representative of any patron or patrons in any of the activities mentioned in Article II hereof.

(c) To buy, lease, hold and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the association, or incidental thereto.

(d) To acquire, own, use and develop any interest in patents, trademarks and copyrights connected with or incidental

## EXHIBIT D

to the business of the association.

(e) To cooperate with other similar associations in creating central, regional or national cooperative agencies, for any of the purposes for which this association is formed and to become a member or stockholder of such agencies now or hereafter existing.

(f) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary corporations and cooperative marketing associations by the laws of the state and all powers and rights incidental or conducive to carrying out the purposes for which this association is formed, except those inconsistent with the express provisions of the act under which this association is incorporated, and to do any such thing anywhere.

The enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers that may by law be possessed of this association, all of which are hereby expressly claimed.

### ARTICLE IV

#### Place of Business

The association shall have its principal place of business in the village of Halstad, Norman County, Minnesota. Other

## EXHIBIT D

offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

### ARTICLE V

#### Indebtedness

There shall be no limit on the amount of indebtedness or liability to which said association shall at any time be subject.

### ARTICLE VI

#### Duration

The term for which this association shall exist is perpetual.

### ARTICLE VII

#### Directors

The government of the association and the management of its affairs shall be vested in a board of seven (7) directors, which board shall be elected by ballot by and from the members at the annual meeting for such terms as the By Laws may prescribe.

The annual meeting of the members shall be held at such time as may be determined by the Board of Directors of the cooperative at the principal place of business in Halstad, Norman County, Minnesota, or at any other place permitted by statute.

## EXHIBIT D

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

The present Board of Directors and officers of this association, who shall hold office until the next annual meeting of the stockholders and until their successors have been elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Alvin E. Foss	Cummings North Dakota	Director President
Robert Brekke	Nielsville Minnesota	Director Vice President
L. H. Brakel, Jr.	Halstad Minnesota	Director Secretary- Treasurer
Harold Hage	Halstad Minnesota	Director
Ordean Estenson	Climax Minnesota	Director
Thorvald Moe	East Grand Forks Minnesota	Director
Arthur Eggebratten	Fisher Minnesota	Director

# EXHIBIT D

## ARTICLE VIII

### Officers

The officers of this association shall be President, a Vice President, a Secretary and a Treasurer, who shall be elected by and from the directors. The offices of the Secretary and Treasurer may be combined, and when so combined, the person filling such office shall be termed "Secretary-Treasurer."

## ARTICLE IX

### Membership

This association shall be without capital stock and shall admit applicants to membership in the association on such uniform conditions as may be prescribed by the Board of Directors of the association, or in its By Laws. This association shall be operated on a cooperative basis for the mutual benefit of its members. The voting rights of the membership of the association shall be equal, and no member shall have more than one vote.

## ARTICLE X

### Property Rights and Interest

The property rights and interests of each member in the association shall be unequal and shall be determined by

## EXHIBIT D

the proportion that the patronage of each member shall bear to the total patronage of all the members with the association. In determining property rights and interests, all amounts allocated to each patron, or evidenced by certificates of any kind shall be excluded, and, on dissolution, the equity interests of membership and patrons shall be determined as provided in the By Laws. New members admitted to membership shall be entitled to share in the property of the association in accordance with the foregoing rule.

### ARTICLE XI

#### Patronage

In the furnishing of communication service, the cooperative's operations shall be so conducted that all patrons will through their patronage furnish capital for the cooperative. In order to induce patronage and to insure that the cooperative will operate on a non-profit basis, the cooperative is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of communication service in excess of operating costs and expenses properly chargeable against the furnishing of communication service. All such amounts at the moment of receipt by the cooperative are received with the understanding that they are furnished by the patrons as capital and the cooperative is obligated to pay by credits to a capital account for each patron all such amounts. The books and records of the cooperative shall be set up and kept in such

## EXHIBIT D

a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each patron is clearly reflected and credited in an appropriate record to the capital account of each patron, and the cooperative shall within a reasonable time after the close of the fiscal year notify each patron of the amount of capital so credited to his account. All such amounts credited to the capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance of a legal obligation to do so and the patron had then furnished the cooperative corresponding amounts for capital.

In the event of dissolution or liquidation of the cooperative, after all outstanding indebtedness of the cooperative shall have been paid, outstanding capital credits shall be retired without priority on a pro-rata basis. If, at any time prior to dissolution or liquidation, the Board shall determine that the financial condition of the cooperative will not be impaired thereby, the capital then credited to patrons' accounts may be returned in full or in part. Any such retirements of capital shall be made in order of priority according to the year in which the capital was furnished and credited, the capital first received by the cooperative being first retired. In no event, however, may any such

## EXHIBIT D

capital be retired unless, after the proposed retirement, the capital of the cooperative shall equal at least ten (10) per cent of the total assets of the cooperative. Capital credited to the account of each patron shall be assignable only on the books of the cooperative, pursuant to written instruction from the assigner and only to successors in interest or successors in occupancy in all or a part of such patrons premises served by the cooperative unless the Board, acting under policies of general application, shall determine otherwise.

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

The patrons of the cooperative, by dealing with the cooperative, acknowledge that the terms and provisions of the Articles of Incorporation and By Laws shall constitute and be a contract between the cooperative and each patron, and both

## EXHIBIT D

the cooperative and the patrons are bound by such contract, as fully as though each patron had individually signed a separate instrument containing such terms and provisions. The provisions of these Articles of Incorporation shall be called to the attention of each patron of the cooperative by posting in a conspicuous place in the cooperative's office.

### ARTICLE XII

#### Fiscal Year

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

### ARTICLE XIII

#### Amendment

These Articles of Incorporation may be amended in the manner outlined in Minnesota Statutes Annotated, Chapter 308 for Cooperative Associations.

\*\*\*\*\*

The manner of adoption of these amended Articles of Incorporation was accomplished by the adoption of a resolution by unanimous vote of the Board of Directors which resolution set forth the full text of the proposed amended Articles of Incorporation. Following that action, notice was mailed to each member and present stockholder containing

# EXHIBIT D

the full text of the proposed amended Articles of Incorporation designating the time and place of the meeting at which such proposed amendment was to be considered and voted upon as the annual meeting of the association to be held in Halstad, Minnesota, on June 18, 1975. at 8:00 p.m.

A quorum of the stockholders and members were registered as being present at the annual meeting and the proposed amended Articles of Incorporation were adopted by a vote of 52 in favor and 3 against, thus, a majority of the votes cast approved the Articles of Amendment.

IN WITNESS WHEREOF, the amended Articles of Incorporation have been signed at Halstad, Minnesota, on this 18th day of June, 1975.

(SEAL)

Attest:

Alvin E. Foss  
President

L. H. Brakel, Jr.  
Secretary

STATE OF MINNESOTA        )  
                                  ) ss  
COUNTY OF NORMAN        )

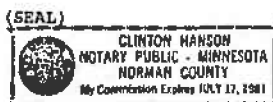
On this 18th day of June, 1975, before me, a notary public within and for said county, personally appeared ALVIN E. FOSS and L. H. BRAKEL, JR., to me personally know, who, being each by me duly sworn, did say that th are respectively the

# EXHIBIT D

President and the Secretary of the corporation named in the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors and said ALVIN E. FOSS and L. H. BRAKEL, JR. acknowledged said instrument to be th free act and deed of said corporation.

*Clinton Hanson*

Name:  
Notary Public, Norman County, MN  
My commission expires:



APPROVAL BY ATTORNEY GENERAL

The above and foregoing amended Articles of Incorporation of Halstad Telephone Company, a cooperative association, are hereby approved <sup>as to form and legality</sup> this 20<sup>th</sup> day of August, 1975.

WARREN SPANNAUS, ATTORNEY GENERAL  
OF THE STATE OF MINNESOTA

By *Paul Strandberg*  
Special Ass't Atty Gen Deputy

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
AUG 29 1975  
*Paul Andrew Stone*  
Secretary of State