

FILED/EFFECTIVE

ARTICLES OF MERGER

To the Secretary of State of Idaho
Statehouse, Boise, Idaho 83720

DEC 27 4 37 PM '01

SECRETARY OF STATE

THESE ARTICLES OF MERGER ("Articles"), effective as of the 1st day of January, 2002, involving Midvale Telephone Exchange, Incorporated, an Idaho corporation and the surviving corporation ("Midvale"), and Sawtooth Telephone, Inc., an Idaho corporation ("Sawtooth") which is being merged into Midvale, are intended to comply with Idaho Code Section 30-1-1105.

1. **PLAN OF MERGER.** The Plan and Agreement of Merger is set forth in Exhibit A attached hereto.

2. **OUTSTANDING SHARES.** The ownership of outstanding shares for each corporation is as follows:

2.1 **Midvale.** All of the outstanding shares of stock of Midvale are owned by the following individuals:

Lane R. Williams
Shirley C. Archer

2.2 **Sawtooth.** All of the outstanding shares of stock of Sawtooth are owned by Midvale.

3. **SHAREHOLDER APPROVAL NOT REQUIRED.**

Sawtooth is a wholly owned subsidiary of Midvale. Therefore, shareholder approval is not required pursuant to Idaho Code § 30-1-1104. Since there are no other shareholders of the subsidiary, there is no mailing requirement as provided in Idaho Code § 30-1-1104(3).

[End of Text]

C107723

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[End of Text]

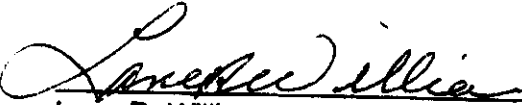
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12/28/2001 05:00
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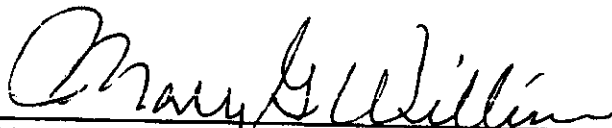
4107723

IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the day and year first set forth above.

MIDVALE

MIDVALE TELEPHONE EXCHANGE INCORPORATED,
an Idaho corporation

By: 
Lane R. Williams, President

By: 
Mary G. Williams, Secretary


Lane R. Williams, Director and Shareholder

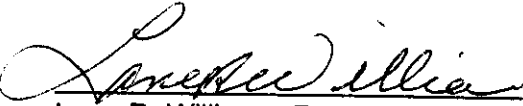

Mary G. Williams, Director



Shirley C. Archer, Director and Shareholder

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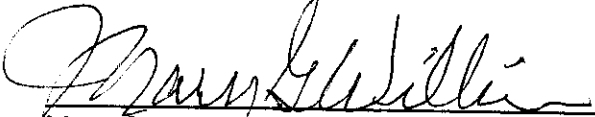
MIDVALE

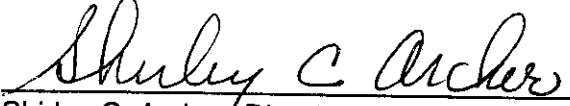
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By: 
Mary G. Williams, Secretary

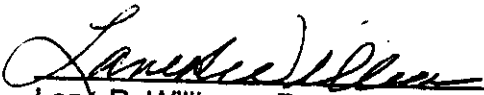

Lane R. Williams, Director and Shareholder



Mary G. Williams, Director


Shirley C. Archer, Director and Shareholder

SAWTOOTH

SAWTOOTH TELEPHONE, INC.,
an Idaho corporation

By: 
Lane R. Williams, President

By: 
Mary G. Williams, Secretary

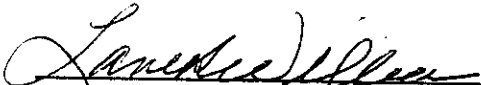

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By: 
Mary G. Williams, Secretary


Lane R. Williams, Director


Mary G. Williams, Director


Shirley C. Archer, Director

Exhibit A
Plan and Agreement of Merger

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MERGER PLAN AND AGREEMENT

THIS MERGER PLAN AND AGREEMENT (the "Agreement") is effective the 1st day of January, 2000, by and between Midvale Telephone Exchange, Incorporated, an Idaho corporation ("Midvale"), and Sawtooth Telephone, Inc., an Idaho corporation ("Sawtooth"), who may collectively be referred to as the "Parties."

RECITALS

- A. The complete list of shareholders of Midvale is as set forth below:
- Lane R. Williams
Shirley C. Archer
- B. Midvale is the owner of all of the issued and outstanding shares of stock of Sawtooth. Therefore, Sawtooth is a controlled subsidiary of Midvale.
- C. For business reasons the Directors of Midvale and Sawtooth have determined that it is in the best interests of Midvale and Sawtooth and their shareholders to consummate the business combination transactions provided for in this Agreement, and for Sawtooth to merge with and into Midvale, with Midvale as the sole and surviving corporation.
- D. The parties desire to accomplish the Merger pursuant to Idaho Code section 30-1-1104 and other applicable Idaho Code sections.

AGREEMENT

NOW THEREFORE, in consideration of the recitals described above, and the mutual terms, covenants, and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which the parties hereby acknowledge, the parties hereby agree as follows:

1. MERGER.

1.1 Merger. Subject to the terms and conditions of this Agreement, and in accordance with the Idaho Business Corporations Act, including Part 11 thereof, upon the filing of the Articles of Merger with the Idaho Secretary of State, Sawtooth shall merge into and with Midvale. Midvale shall be the surviving corporation in the merger, and shall continue its corporate existence under the laws of the State of Idaho. The name of Midvale shall continue to be "Midvale Telephone Company". Upon the consummation of the merger, the separate corporate existence of Sawtooth shall terminate.

1.2 Effects of Merger.

a. General. At and after the effective date, the merger shall have the effects set forth in Section 30-1-1106 of the Idaho Business Corporations Act, and any other applicable sections of the Idaho Code.

MERGER PLAN AND AGREEMENT

THIS MERGER PLAN AND AGREEMENT (the "Agreement") is effective the 1st day of January, 2000, by and between Midvale Telephone Exchange, Incorporated, an Idaho corporation ("Midvale"), and Sawtooth Telephone, Inc., an Idaho corporation ("Sawtooth"), who may collectively be referred to as the "Parties."

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1.2 Effects of Merger.

a. General. At and after the effective date, the merger shall have the effects set forth in Section 30-1-1106 of the Idaho Business Corporations Act, and any other applicable sections of the Idaho Code.

b. Articles of Incorporation. The Articles of Incorporation of Midvale, as in effect on the effective date, shall be the Articles of Incorporation of Midvale as the surviving corporation.

c. Bylaws. The Bylaws of Midvale, as in effect on the effective date, shall be the Bylaws of Midvale as the surviving corporation until amended in accordance with applicable law.

d. Director and Officers. The directors and officers of Midvale immediately prior to the effective date shall be the directors and officers of Midvale as the surviving corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of Midvale as the surviving corporation until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal from office.

1.3 Cancellation of Sawtooth Shares. On the effective date, all Sawtooth shares issued and outstanding immediately prior to the effective date (other than any treasury shares) shall, by virtue of this Agreement and without any action on part of the holder thereof, no longer be outstanding and shall automatically be canceled and shall cease to exist. All treasury shares of Sawtooth shall be canceled and shall cease to exist and no cash or other consideration shall be delivered in exchange therefor.

2. **WAIVER OF MAILING REQUIREMENT**. The shareholders of Midvale, waive any mailing or notice requirements. Midvale, the sole shareholder of Sawtooth, waives any mailing or notice requires.

3. **INCORPORATION OF RECITALS**. The recitals of and to this Agreement are incorporated as though fully set forth herein.

[end of text]

b. Articles of Incorporation. The Articles of Incorporation of Midvale, as in effect on the effective date, shall be the Articles of Incorporation of Midvale as the surviving corporation.

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