

FILED/EFFECTIVE

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SECRETARY OF STATE
STATE

ARTICLES OF MERGER

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

THESE ARTICLES OF MERGER("Articles"), effective as of the 1st day of January, 2000, involving Cambridge Telephone Company, an Idaho corporation and the surviving corporation ("Cambridge"), and Council Telephone Company, Inc., an Idaho corporation ("Council") which is being merged into Cambridge, 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 Cambridge. All of the outstanding shares of stock of Cambridge are owned by the following individuals:

Kermit Wiggins
Joana Wiggins
Richard Wiggins
Lisa Wiggins
Karen Sue Wiggins
Kay Lynn Warren
Paul Kanady
Kristie Jo Kanady
Kay Lynn Wiggins

2.2 Council. All of the outstanding shares of stock of Council are owned by Cambridge.

3. **SHAREHOLDER APPROVAL NOT REQUIRED.**

Council is a wholly owned subsidiary of Cambridge. 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).

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IDAHO SECRETARY OF STATE

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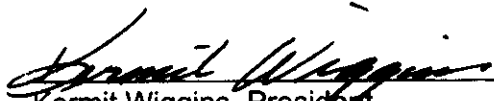
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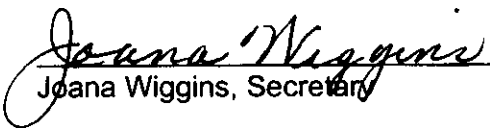
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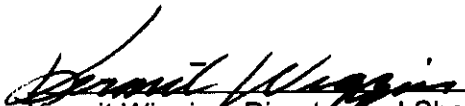
IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the day and year first set forth above.

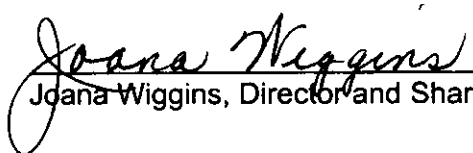
CAMBRIDGE

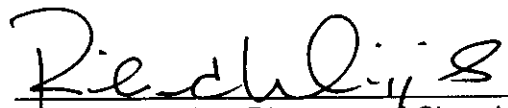
CAMBRIDGE TELEPHONE COMPANY,
an Idaho corporation

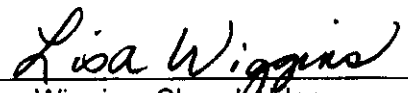
By: 
Kermit Wiggins, President

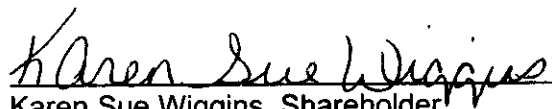
By: 
Joana Wiggins, Secretary

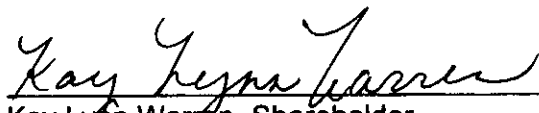

Kermit Wiggins, Director and Shareholder


Joana Wiggins, Director and Shareholder

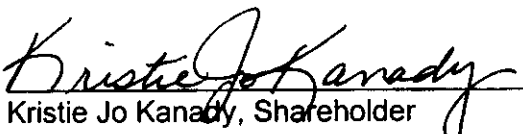

Richard Wiggins, Director and Shareholder

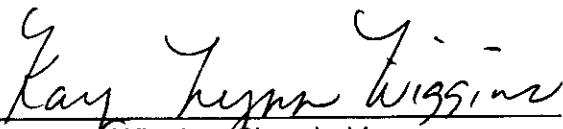

Lisa Wiggins, Shareholder


Karen Sue Wiggins, Shareholder


Kay Lynn Warren, Shareholder


Paul Kanady, Shareholder


Kristie Jo Kanady, Shareholder


Kay Lynn Wiggins, Shareholder

COUNCIL

COUNCIL TELEPHONE COMPANY, INC.,
an Idaho corporation

By: Richard Wiggins
Richard Wiggins, President

By: Joana Wiggins
Joana Wiggins, Secretary

Richard Wiggins
Richard Wiggins, Director

Kermit Wiggins
Kermit Wiggins, Director

Joana Wiggins
Joana Wiggins, Director

Exhibit A
Plan and Agreement of Merger

MERGER PLAN AND AGREEMENT

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

RECITALS

A. The complete list of shareholders of Cambridge is as set forth below:

Kermit Wiggins
Joana Wiggins
Richard Wiggins
Lisa Wiggins
Karen Sue Wiggins
Kay Lynn Warren
Paul Kanady
Kristie Jo Kanady
Kay Lynn Wiggins

B. Cambridge is the owner of all of the issued and outstanding shares of stock of Council. Therefore, Council is a controlled subsidiary of Cambridge.

C. For business reasons the Directors of Cambridge and Council have determined that it is in the best interests of Cambridge and Council and their shareholders to consummate the business combination transactions provided for in this Agreement, and for Council to merge with and into Cambridge, with Cambridge 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, Council shall merge into and with Cambridge. Cambridge 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 Cambridge shall continue to be "Cambridge Telephone Company". Upon the consummation of the merger, the separate corporate existence of Council 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.

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

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

d. **Director and Officers.** The directors and officers of Cambridge immediately prior to the effective date shall be the directors and officers of Cambridge as the surviving corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of Cambridge 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 Council Shares.** On the effective date, all Council 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 Council 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 Cambridge, waive any mailing or notice requirements. Cambridge, the sole shareholder of Council, waives any mailing or notice requires.

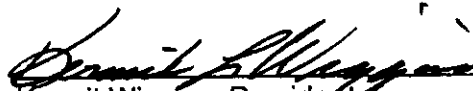
3. **INCORPORATION OF RECITALS.** The recitals of and to this Agreement are incorporated as though fully set forth herein.

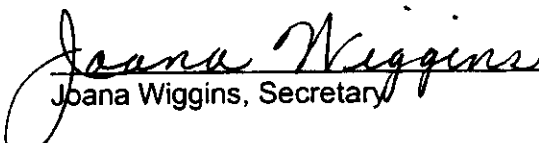
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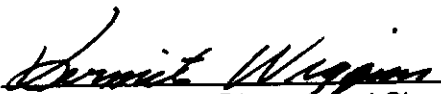
IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the day and year first set forth above.

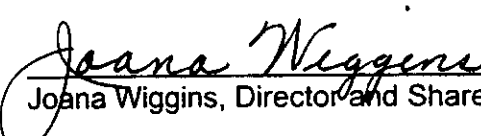
CAMBRIDGE

CAMBRIDGE TELEPHONE COMPANY,
an Idaho corporation

By: 
Kermit Wiggins, President

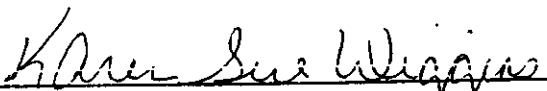
By: 
Joana Wiggins, Secretary

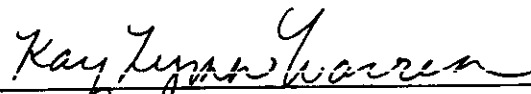

Kermit Wiggins, Director and Shareholder

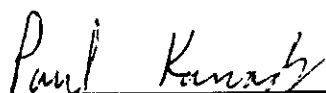

Joana Wiggins, Director and Shareholder

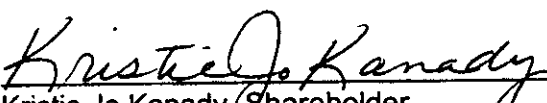

Richard Wiggins, Director and Shareholder

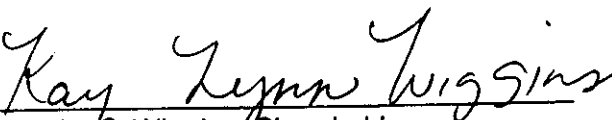

Lisa Wiggins, Shareholder


Karen Sue Wiggins, Shareholder


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Kermit Wiggins, Director

Joana Wiggins
Joana Wiggins, Director