

FILED

DEC 11 AM 8:33
CLERK OF STATE
STATE OF IDAHO

ARTICLES OF MERGER OF
TROY TELEPHONE COMPANY, INC.
an Idaho corporation
WITH AND INTO
POTLATCH TELEPHONE COMPANY
an Idaho corporation

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Merger:

1. The names of the business entities proposing to merge and the states under which such entities are organized are as follows:

<u>Name of Entity</u>	<u>State of Organization</u>
Troy Telephone Company, Inc. ("Company")	Idaho
Potlatch Telephone Company ("Survivor")	Idaho

2. The surviving corporation is Potlatch Telephone Company.

3. The Agreement and Plan of Merger, attached hereto and incorporated herein, has been adopted, approved, certified, and executed by the Company and by the Survivor in accordance with the Idaho Business Corporation Act.

4. The number of the Company's shares outstanding at the time of such approval was 773 shares, and the number of shares entitled to vote thereon was 773. The number of shares voted for the Plan of Merger was 773, and the number of shares voted against the Plan of Merger was 0. The number of votes cast for the Plan of Merger was sufficient for approval by the owners of the common stock of Company.

5. The number of the Survivor's shares outstanding at the time of such approval was 1,000 shares, and the number of shares entitled to vote thereon was 1,000. The number of shares voted for the Plan of Merger was 1,000, and the number of shares voted against the Plan of Merger was 0. The number of votes cast for the Plan of Merger was sufficient for approval by the owners of the common stock of Survivor.

BOI_MT1:369022.1
IDAHO SECRETARY OF STATE
12/11/2001 05:00
CK: none CT: 1117 BH: 433835
1 @ 30.00 = 30.00 MERGER # 2

C30117

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into between **TROY TELEPHONE COMPANY, INC.**, an Idaho corporation (the "Merging Entity") and **POTLATCH TELEPHONE COMPANY**, an Idaho corporation (the "Surviving Corporation").

RECITALS

1. Merging Entity and Surviving Corporation, at times referred to as the "Business Entities," desire to merge pursuant to Idaho Code Section 30-1-1101 in accordance with the terms and conditions hereinafter set forth;
2. Merging Entity is duly organized and existing under the laws of the State of Idaho;
3. Surviving Corporation is duly organized and existing under the laws of the State of Idaho;
4. Merging Entity has 773 shares of common stock issued and outstanding;
5. Surviving Corporation has 1,000 shares of common stock issued and outstanding.

NOW, THEREFORE, the Business Entities do hereby agree each with the other that Merging Entity be merged into the Surviving Corporation, with the Surviving Corporation being the surviving corporation, pursuant to Idaho Code and subject to the following terms and conditions:

AGREEMENT

The parties hereby agree and provide as follows:

1. **Merger of Merging Entity into Surviving Corporation.** The Merging Entity shall be merged with and into the Surviving Corporation, whereupon the Merging Entity shall cease to exist and all of the assets and all of the liabilities of the Merging Entity shall by operation of law and this Agreement and Plan of Merger be transferred to and assumed by the Surviving Corporation.
2. **Certificate of Incorporation of Surviving Corporation.** The Certificate of Incorporation of the Surviving Corporation, prior to the effective date of this merger, shall be the Certificate of Incorporation for the Surviving Corporation.
3. **Bylaws of Surviving Corporation.** The Bylaws of the Surviving Corporation, in force on the effective date of the merger, shall be the Bylaws for the Surviving Corporation until altered, amended, or repealed.

4. Merging Entity Shares. All of the outstanding shares of Merging Entity shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into 436 shares of Surviving Corporation's common stock and the certificate representing Merging Entity shares immediately prior to the merger shall be canceled. All of the outstanding shares of the Surviving Corporation immediately prior to the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to 564 shares of Surviving Corporation's common stock. The result of such conversions shall be that the certificate of the Surviving Corporation's common stock for 1,000 shares held by Telecom immediately prior to the merger shall now represent the combined outstanding shares of the merged entities.

5. Directors and Officers. The directors of the Surviving Corporation shall continue as the persons who are directors of the Surviving Corporation when the merger becomes effective, and such directors shall serve until their respective successors are duly elected and qualified.

The persons who are officers of the Surviving Corporation when the merger becomes effective shall continue as officers of the Surviving Corporation until the directors shall otherwise determine. Other persons may be elected or appointed to other offices from time to time according to the Bylaws of the Surviving Corporation.

6. Right to Amend Articles of Incorporation. The Surviving Corporation hereby reserves the right to amend, alter, change or repeal its current Articles of Incorporation in the manner now or hereafter prescribed by statute or its Bylaws, and all rights or powers conferred herein and in such amended Articles of Incorporation on shareholders, directors, and officers are subject to this reservation.

7. Conditions to Merger. The obligation of the Business Entities to effect the transactions contemplated hereby is subject to satisfaction of the following conditions (any or all of which may be waived by either of the Business Entities in its sole discretion to the extent permitted by law):

(a) the Merger shall have been approved by the directors and shareholders of the Merging Entity in accordance with applicable provisions of the general corporation laws of the State of Idaho.

(b) The directors and shareholders of the Surviving Corporation shall have approved the Merger in accordance with the general corporation laws of the State of Idaho.

8. Effective Date. If this Agreement and Plan of Merger is duly adopted by the directors and shareholders of the Merging Entity and the directors and shareholders of the Surviving Corporation, Articles of Merger shall be sent for filing to the Secretary of State for the state of Idaho, with an effective date of December 31, 2001. The constituent Business Entities shall do all other acts and things as shall be necessary according to the laws of the State of Idaho in order to effectuate the merger.

9. Miscellaneous. This Agreement and Plan of Merger may be terminated and the proposed merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement and Plan of Merger by the directors and shareholders of the Merging Entity or by the directors of the Surviving Corporation if the directors and shareholders of the Merging Entity or the directors of the Surviving Corporation duly adopt a resolution abandoning this Agreement and Plan of Merger.

The undersigned hereby declare, under penalty of perjury, that the foregoing instrument is the act and deed of the Business Entities and that the facts stated therein are true and correct.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the 9th day of November, 2001.

TROY TELEPHONE COMPANY, INC.
an Idaho corporation

By: M. A. Pandon
Its: President

POTLATCH TELEPHONE COMPANY
an Idaho corporation

By: M. A. Pandon
Its: President