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ARTICLES OF MERGER

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

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THESE ARTICLES OF MERGER("Articles"), effective as of the 1st day of January, 2000, involving Albion Telephone Company, an Idaho corporation and the surviving corporation ("Albion"), and Westel, Inc., an Idaho corporation ("Westel") which is being merged into Albion, 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 number of outstanding shares for each corporation are as follows:

2.1 Albion. There are 402 shares of stock of Albion, issued and outstanding, which are owned as follows:

| | |
|-------------------|-------|
| ODEEN K. Redman | 133 |
| Darla D. Redman | 132 |
| Barry V. Redman | 66.67 |
| Richard L. Redman | 70.33 |

2.2 Westel. There are two hundred (200) shares of stock of Westel, issued and outstanding, all of which are owned by Albion.

3. **SHAREHOLDER APPROVAL NOT REQUIRED.**

Westel is a wholly-owned subsidiary of Albion. 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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IDAH0 SECRETARY OF STATE

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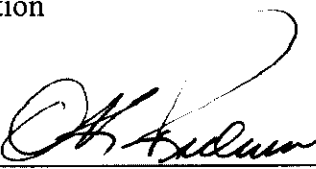
1 @ 30.00 = 30.00 MERGER # 2


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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.

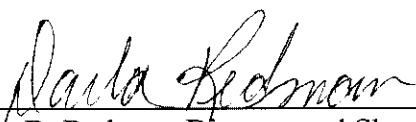
Albion

Albion Telephone Company,
an Idaho corporation

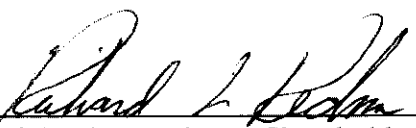
By: 
ODeen K. Redman, President

By: 
Darla D. Redman, Secretary


ODeen K. Redman, Director and Shareholder



Darla D. Redman, Director and Shareholder

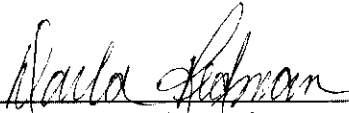

Barry V. Redman, Shareholder and Shareholder



Richard L. Redman, Shareholder and Shareholder

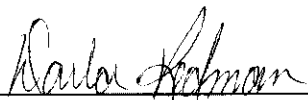
Westel

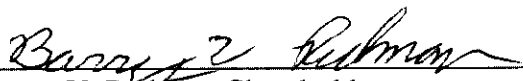
Westel, Inc.,
an Idaho corporation

By: 
ODeen K. Redman, President

By: 
Darla D. Redman, Secretary


ODeen K. Redman, Director


Darla D. Redman, Director


Barry V. Redman, Shareholder

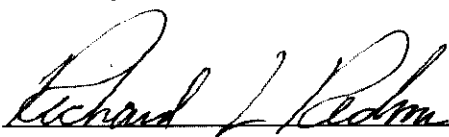

Richard L. Redman, Shareholder

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 Albion Telephone Company, an Idaho corporation ("Albion"), and Westel, Inc., an Idaho corporation ("Westel"), who may collectively be referred to as the "Parties."

RECITALS

A. The shareholders of Albion are as set forth below, each owning the following percentages of the common stock:

| | |
|-------------------|-----------|
| ODeen K. Redman | 33.08458% |
| Darla D. Redman | 32.83582% |
| Barry V. Redman | 16.58458% |
| Richard L. Redman | 17.49502% |

B. Albion is the owner of all 200 issued and outstanding shares of stock of Westel. Therefore, Westel is a controlled subsidiary of Albion.

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

EXHIBIT

7
Page 1 of 4

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

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

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

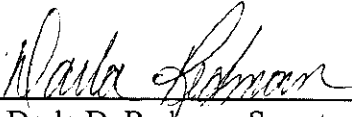
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IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the day and year first set forth above.

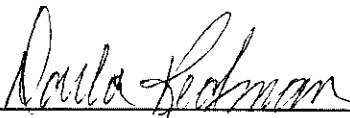
Albion

Albion Telephone Company,
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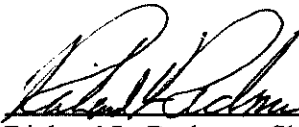
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ODeen K. Redman, Director and Shareholder



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Westel


Westel, Inc.,
an Idaho corporation

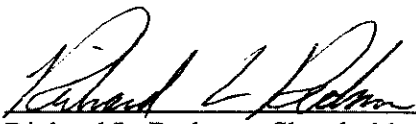
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