

FILED EFFECTIVE

10 APR -6 PM 4: 22

STATEMENT OF MERGER

OF

**FILER CELLULAR, INC.
an Idaho corporation**

WITH AND INTO

**FILER MUTUAL TELEPHONE COMPANY
an Idaho nonprofit corporation**

**SECRETARY OF STATE
STATE OF IDAHO**

1. The names of the entities proposing to merge (the "Constituent Entities") and the jurisdiction in which such entities are organized are as follows:

<u>Name of Entity</u>	<u>State</u>	<u>Date of Formation</u>
FILER CELLULAR, INC.	Idaho	August 14, 1989
FILER MUTUAL TELEPHONE COMPANY	Idaho	March 24, 1934

2. An agreement and plan of merger has been adopted, approved and executed by each of the Constituent Entities (the "Agreement and Plan of Merger").

3. The name and address of the principal executive office of the surviving company is Filer Mutual Telephone Company, 400 Main Street, Filer, Idaho 83328.

4. The surviving entity is a nonprofit cooperative corporation.

5. The merger shall be effective immediately upon the filing of this Statement of Merger in the State of Idaho.

6. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving entity.

7. A copy of the Agreement and Plan of Merger will be furnished on request and without cost to any person holding an interest in any of the Constituent Entities.

IDAHO SECRETARY OF STATE
04/06/2010 05:00
CK: 18596 CT: 1626 BH: 1216526
1 @ 30.00 = 30.00 MERGER # 2

C18651

Executed this 30TH day of March 2010.

NON-SURVIVING COMPANY:

FILER CELLULAR, INC.
an Idaho corporation

By: Terry Kulik
Terry Kulik, President

SURVIVING COMPANY:

FILER MUTUAL TELEPHONE COMPANY
an Idaho nonprofit corporation

By: Terry Kulik
Terry Kulik, President