

**FILED EFFECTIVE**

2014 SEP 10 PM 4:02

SECRETARY OF STATE  
STATE OF IDAHO

**PLAN OF MERGER FOR  
FRETTEL COMMUNICATIONS, LLC  
INTO  
BLACKFOOT COMMUNICATIONS, INC.**

Blackfoot Communications, Inc. ("BCI"), a Montana corporation, and Frettel Communications, LLC ("Frettel"), an Idaho limited liability company, pursuant to Mont. Code Ann. § 35-1-813 and Idaho Code §§ 30-18-202, hereby adopt the following Plan of Merger:

**I. Parties**

By this Plan of Merger, Frettel, an Idaho limited liability company, shall hereby be merged into BCI, a Montana corporation that is registered as a foreign corporation with the Idaho Secretary of State, with BCI remaining the surviving entity effective as of October 1, 2014.

**II. Ownership of Parties.**

Frettel and BCI are both wholly owned by BTC Holdings, Inc., a Montana corporation. Frettel is currently managed by Fremont Telcom Co., an Idaho corporation that is also wholly owned by BTC Holdings, Inc.

**III. Basis of Conversion of Shares/Membership Interests.**

Pursuant to this Plan of Merger, all of the assets and liabilities of Frettel shall be assumed, in their entirety and without exception, by BCI. BTC Holdings, Inc. wholly owns an uncertificated membership interest in Frettel. Upon completion of the merger, that uncertificated membership interest shall be retired, and BTC Holdings, Inc. shall remain the whole owner of the merged entity, BCI.

**IV. Shareholder Approval.**

Pursuant to Mont. Code Ann. §35-1-815(7), action by shareholders of the surviving corporation, BCI, on this Plan of Merger is not required. Notwithstanding, BCI's sole shareholder, BTC Holdings, Inc. has unanimously approved this Plan of Merger.

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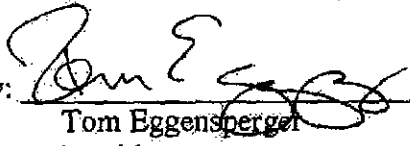
Pursuant to Idaho Code § 30-18-205, Fretel's sole member, BTC Holdings, Inc., has unanimously approved the merger of Fretel into BCI as described in this Plan of Merger.

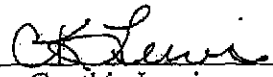
**V. Amendments to Articles of Incorporation.**

No amendments to the Articles of Incorporation of BCI are made in this Plan of Merger, or intended to be made in the Articles of Merger to be filed with the Secretary of State for the State of Montana in conjunction with this action.

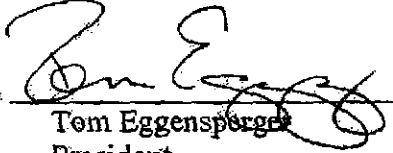
ADOPTED this 4th day of September, 2014.

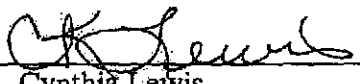
**BTC HOLDINGS, INC.**, acting in its capacity as the sole shareholder of **Blackfoot Communications, Inc.**

By:   
Tom Eggensperger  
President

By:   
Cynthia Lewis  
Secretary Treasurer

**BTC HOLDINGS, INC.**, acting in its capacity as the sole member of **Fretel Communications, LLC**

By:   
Tom Eggensperger  
President

By:   
Cynthia Lewis  
Secretary Treasurer

Blackfoot Communications, Inc. / Fretel Communications, LLC  
Plan of Merger

IDAHO SECRETARY OF STATE  
09/10/2014 05:00  
CK:2207888 CT:172099 BH:1440813  
1@ 30.00 = 30.00 MERGER #2  
1@ 20.00 = 20.00 EXPEDITE C #3