

# State of Idaho

## Department of State

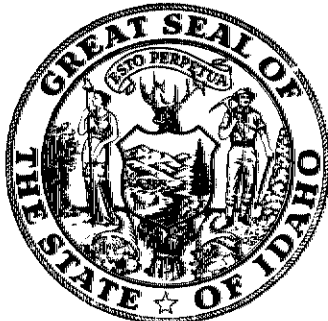
### CERTIFICATE OF AMENDMENT OF

FARMERS MUTUAL TELEPHONE COMPANY  
File Number C 15282

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of FARMERS MUTUAL TELEPHONE COMPANY, duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: March 24, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

MRS. J. C. ... 1997

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**FARMERS MUTUAL TELEPHONE COMPANY**

**FIRST**

Pursuant to the provisions of the Idaho Nonprofit Corporation Act, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation:

I.

**NAME**

The name of the Corporation is FARMERS MUTUAL TELEPHONE COMPANY.

II.

**COOPERATIVE CORPORATION**

This Corporation is a non-profit corporation, operating on a cooperative basis, owned, operated, organized and maintained by its Members for the purpose of providing goods and/or services to its Members and other patrons.

III.

**PURPOSE**

The purpose of this Corporation is the transaction of any lawful activity.

IV.

**MEMBERS**

This Corporation will have Members.

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V.

**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution, the Corporation shall, subject to any contractual or legal requirements, transfer its assets to its Members.

VI.

**BY-LAWS**

The power to make, alter, amend or repeal By-laws or to adopt new By-Laws for the Corporation shall be, and hereby is, delegated by the Members to the Board of Directors; PROVIDED, HOWEVER, that the By-Laws so made, adopted, altered, amended, or repealed by the Board of Directors shall be subject to change or repeal by the affirmative vote of a majority of the voting power (being the total number of votes entitled to be cast for the election of Directors at the time the vote is made).

**SECOND**

The foregoing Amended and Restated Articles of Incorporation change each and every provision of the Articles of Incorporation of the Corporation as heretofore amended and/or restated, except "ARTICLE I. "NAME" thereof, and supersede the original Articles of Incorporation and all amendments thereto and/or restatements thereof.

**THIRD**

The foregoing Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation

requiring approval by the Members; and therefore, were duly adopted in the manner prescribed by the Idaho Nonprofit Corporation Act by the Members at the Annual Meeting of Members of the Corporation held on the 25th day of February, 1997, at which time the number of memberships outstanding and entitled to vote thereon were 2,841. At said meeting, 729 Members being entitled to vote thereon (constituting a quorum) were present in person or by proxy; and, 726 Members (being in excess of two-thirds [2/3rds] of the votes cast) voted for these Amended and Restated Articles of Incorporation, and 3 Members voted against these Amended and Restated Articles of Incorporation.

DATED this 25th day of February, 1997.

FARMERS MUTUAL TELEPHONE COMPANY

By: J. Clifton Ralphs  
J. CLIFTON RALPHS  
Its President

ATTEST:

Glenora F. Wright  
GLENORA F. WRIGHT  
Secretary-Treasurer

STATE OF IDAHO            )  
  : SS.  
County of Payette        )

I, GLENN M. LEE, a Notary Public, do hereby certify that on this 25th day of February, 1997, personally appeared before me J. CLIFTON RALPHS, who, being by me first duly sworn, declared that he is the President of FARMERS MUTUAL TELEPHONE COMPANY, that he signed the foregoing document as President of the Corporation, and that the statements therein contained are true.

Glenn M. Lee  
Notary Public for Idaho  
Residing at: Fruitland  
Commission expires: 12-12-99

