



CERTIFICATE OF AMENDMENT
OF

KULLYSPELL ESTATES WATER ASSOCIATION, INC.

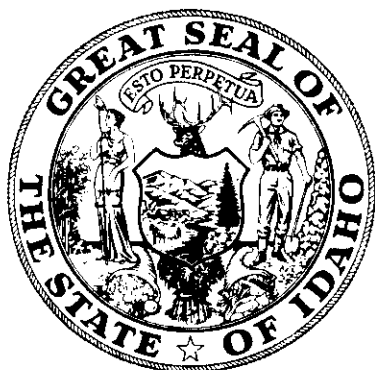
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

KULLYSPELL ESTATES WATER ASSOCIATION, INC.

duly signed and verified 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 September 19, 19 83.



SECRETARY OF STATE

Corporation Clerk

MAY 13 3 01 PM '77

RECEIVED
STATE OF COLORADO

575

FILED

13 MAY '77

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

STATE OF COLORADO
DEPT. OF STATE

323952

THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY

Pursuant to the provisions of the Colorado Corporation Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on April 19, 1977, in the manner prescribed by the Colorado Corporation Code:

RESOLVED, That the Articles of Incorporation of the Company be amended by adding a new Article XII to read as follows:

"Shareholders shall have no preemptive right to acquire additional shares of the capital stock of the Company which are issued in connection with the funding of an Employee Stock Ownership Plan benefiting some or all employees of the Company and its wholly-owned subsidiaries, where participation in such a plan is one of

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

No change

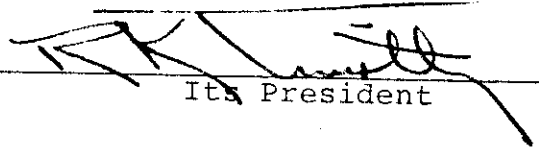
EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

No change

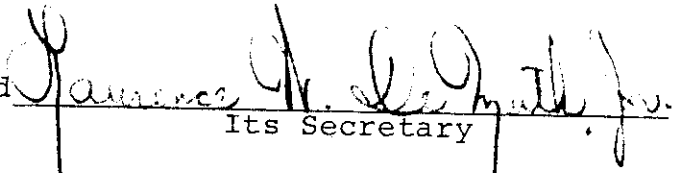
DATED May 9, 1977

THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

By


Its President

and


Its Secretary

STATE OF COLORADO)

CITY AND COUNTY OF DENVER)

ss.

ARTICLES OF AMENDMENT
OF
KULLYSPELL ESTATES WATER ASSOCIATION, INC. SEP 19 9 31 AM '83
RECEIVED STATE

The above named corporation submits its first Articles of Amendment as follows:

1. The corporation's name is KULLYSPELL ESTATES WATER ASSOCIATION, INC.

2. The amendments adopted are adopted to qualify for tax exemption status pursuant to section 501 (c) (12) of the Internal Revenue Code and the amendments adopted are as follows:

- A. Funds in excess of those needed to meet current losses and operating expenses shall be retained only to the extent of the organization's reasonable needs for normal business purposes, such as retiring indebtedness, expansion, or maintaining reserves for necessary purposes. Earnings in excess of reasonable needs will be returned to the members in proportion to the amount of business done with the organization.
- B. The organization will keep records that show the amount of business done by each member on the basis of its annual accounting period and of each member's rights and interest in the assets of the organization.
- C. If a person's membership is withdrawn or terminated, his equitable interest in the organization will not be forfeited.
- D. Upon dissolution, if the organization has gains from the sale of an appreciated asset, it must distribute, to the extent practicable, the gains, as well as other funds, to all persons who were members during the period which the asset was owned by the organization in proportion to the amount of business done by such members during that period.

3. The amendments were adopted by the shareholders at a meeting on August 23, 1983.

4. The corporation has 52 shareholders and 38 voted for the above amendments. No shareholder voted against the amendments.

5. The shares are not effected by the amendments, nor is the capital effected thereby.

DATED this 14th day of September, 1983

KULLYSPELL ESTATES WATER ASSOC., INC.

James P. Heidelberg
President


Norma M. Moss
Secretary

STATE OF IDAHO)
) ss.
County of Bonner)

DONNA M. HOSS, being first duly sworn, on oath, deposes and says that she is the Secretary of the corporation in the above entitled action; that she has read the foregoing Articles of Amendment, knows the contents thereof, and believes the same to be true.


DONNA M. HOSS

SUBSCRIBED AND SWORN TO before me this 14th day of September, 1983.


Notary Public - State of Idaho
Residing at: Sandpoint