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Carla M. Butler
Lead Paralegal

September 4, 2009

Vikie Bailey-Goggins
Oregon Public Utility Commission
550 Capitol St., NE
Suite 215
Salem, OR 97301

Re: UM-_____

Dear Ms. Bailey-Goggins:

Enclosed for filing please find an original and (5) copies of the Application of Malheur Home Telephone Company for an Order Approving Transaction, and Request for Expedited Consideration.

If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink that reads "Carla". The signature is written in a cursive, flowing style.

Carla M. Butler

CMB:
Enclosure

BEFORE THE PUBLIC UTILITY COMMISSION OF OREGON

DOCKET UM __

In the Matter of the Application of Malheur Home Telephone Company for an Order Approving Transaction, and Request for Expedited Consideration

APPLICATION OF MALHEUR HOME TELEPHONE COMPANY FOR AN ORDER APPROVING TRANSACTION, AND REQUEST FOR EXPEDITED CONSIDERATION

Malheur Home Telephone Company (“Malheur Bell”) hereby applies for an order approving an intra-corporate transaction in which Malheur Bell is consolidated with its parent company, Qwest Corporation (“QC”), and further, requests **expedited consideration** so that the transaction can be completed by its due date, December 14, 2009. Malheur Bell files this application pursuant to ORS 759.375 and OAR 860-027-0025.¹ Malheur Bell also requests that the Commission affirmatively state in its approval order that it has no objections to the Part 36 request for a waiver of the definition of “study area” contained in the Appendix-Glossary of Part 36 of the Federal Communications Commission’s (“FCC’s”) rules which Malheur Bell and QC intend to file so that the study areas can be altered as proposed in the application. Finally, Malheur Bell requests that the Commission issue a protective order as soon as possible so that

¹ QC does not join as a formal applicant for this intra-corporate transaction because neither ORS 759.375 nor ORS 759.380 apply to it due to the Commission’s approval of QC’s price plan in Order No. 08-408 in docket UM 1354, which included the waiver of those statutes as to QC. Nevertheless, QC will immediately seek intervenor status so that it becomes a party to this docket, and as a party, it will respond to all relevant discovery, and further, it will agree to abide by and comply with any reasonable conditions that the Commission may impose on this intra-corporate transaction.

Further, Malheur Bell and QC had originally determined that ORS 759.375 and ORS 759.380 do not apply to Malheur Bell because of ORS 759.040(2), and thus both companies so noted in their July 29, 2009 joint application for approval of reallocation of their service territories. (See Application in Docket UA 149, p. 1, fn. 1.) However, based on further discussions with Commission Staff on these issues, there may be question whether or not ORS 759.040(2) applies to Malheur Bell. Thus, in an abundance of caution, and to not delay the completion of this intra-corporate transaction, Malheur Bell has determined not to debate the point, or seek a declaration that no Commission approval is required, but instead, has determined to file this application for approval.

Finally, because Malheur Bell neither seeks to purchase the stock or property of another utility, nor to enter into a contract in which it purchases, acquires, assigns or transfers to it any stock of another telecommunications utility (only QC seeks to do so), ORS 759.380 does not apply to Malheur Bell. Accordingly, this application is limited to only Malheur Bell’s request for Commission approval of the transaction pursuant to ORS 759.375.

Commission Staff can examine certain highly-confidential information in its review of the proposed transaction.

INTRODUCTION AND SUMMARY

1. This is an intra-corporate transaction in which the applicant's parent company, QC, will consolidate all operations, facilities, assets, property and customer accounts of its wholly-owned subsidiary, Malheur Bell, into QC's Oregon operations to increase administrative and network operating efficiencies. The transaction, however, will be seamless to customers, as the Malheur Bell customers will continue to be served by the same high-quality network facilities that serve them today, with no degradation in the quality of services they receive today. Moreover, there will be little change to services or rates, as both QC and Malheur offer many similar services and rates, with only small differences in such services and rates. Further, although it is not required for approval under ORS 759.375, Malheur Bell customers will actually benefit from the transaction because as QC customers, they will have a wider array and variety service packages and bundles, including wireless service and DirecTV, and more advanced services, than that which they have available today. At a very minimum, the transaction does no harm to Malheur Bell customers, and thus is consistent with the public interest. Finally, since Malheur Bell is already part of the Qwest corporate family of companies, and is a wholly-owned subsidiary of the surviving company, QC, there should be no material differences to the former Malheur Bell customers going forward as a result of this consolidation.

APPLICANT AND PARENT COMPANY INFORMATION

2. Malheur Bell is a telecommunications provider based in Ontario, Oregon. It is a wholly-owned subsidiary of QC, which in turn is a wholly-owned subsidiary of Qwest Services

Corporation, which is a wholly-owned subsidiary of Qwest Communications International, Inc., which is the ultimate parent of all Qwest companies.

3. Malheur Bell is authorized to provide local and intraLATA toll telephone services in four exchanges in Malheur County in eastern Oregon, adjacent to the Idaho border. Malheur Bell serves the following four exchanges in Malheur County: Ontario, Vale, Nyssa, Oregon Slope. As of August 31, 2009, it had 10,737 access lines and about 8,800 customers, and 2008 revenues of \$9.137 million, with assets of \$7.548 and expenses of \$6.476 million.

4. Malheur Bell is considered an Incumbent Local Exchange Carrier (“ILEC”) under federal law (Section 251 of the Telecommunications Act of 1996), but not a Regional Bell Operating Company. It is also considered an ILEC or “telecommunications utility” under Oregon law. However, as a smaller company than QC, with fewer than 50,000 access lines, it is subject to many of the protections afforded to other smaller ILECs or telecommunications utilities in Oregon pursuant to ORS 759.040.

5. The relationship between Malheur Bell and QC (and its predecessors) dates back to 1910 when Malheur Bell purchased properties from Mountain States Telephone and Telegraph Company, which is now known as QC. This purchase was afforded by stock in Malheur Bell, and over the years of consolidations and mergers, QC has become the sole owner of Malheur Bell stock. Thus, Malheur Bell is a wholly-owned subsidiary of QC, and there is a long-standing relationship between the two companies, including certain systems integration between QC and Malheur Bell. For more information about Malheur Bell’s history, see Malheur Bell’s website, <http://www.malheurbell.net/history.shtml>.

6. Malheur Bell is currently integrated with QC for the following functions:
Accounting (QC employees perform Malheur Bell functions using Qwest’s Walker (Elevon)

System for Accounts Payable, Payroll, Accounting, Tax, Billing (CRISW), FP&A, Product Management); Central Office Engineering; and Legal and Regulatory functions (with Malheur Bell involvement, to the extent necessary). Malheur Bell systems are approximately 80 percent integrated with Qwest systems.

COMMUNICATIONS AND CORRESPONDENCE

7. Communications and correspondence for this proceeding should be sent to the following individuals:

Alex M. Duarte, OSB No. 020459
Qwest/Malheur Bell
421 SW Oak Street, Suite 810
Portland, Oregon 97204
(503) 242-5623
(503) 242-8589 (facsimile)
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(206) 343-4040 (facsimile)
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Lawrence H. Reichman, OSB No. 860836
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Portland, Oregon 97209
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David Gabica
President
Malheur Home Telephone Company
P. O. Box 249
Ontario, Oregon 97914
(541) 889-4402
(541) 889-2005 (facsimile)
David.Gabica@qwest.com

STANDARD OF REVIEW

8. Assuming the Commission believes it is authorized to review this intra-corporate transaction, and that ORS 759.040(2) does not apply to Malheur Bell, the applicable statute here is ORS 759.375. That statute provides as follows:

759.375 Approval prior to sale, mortgage or disposal of operative utility property.

(1) A telecommunications utility doing business in Oregon shall not, without first obtaining the Public Utility Commission's approval of such transaction:

(a) Sell, lease, assign or otherwise dispose of the whole of the property of such telecommunications utility necessary or useful in the performance of its duties to the public or any part thereof of a value in excess of \$100,000, or sell, lease, assign or otherwise dispose of any franchise, permit or right to maintain and operate such telecommunications utility or telecommunications utility property, or perform any service as a telecommunications utility;

(b) Mortgage or otherwise encumber the whole or any part of the property of such telecommunications utility necessary or useful in the performance of its duties to the public, including any franchise, permit or right to maintain and operate such telecommunications utility or telecommunications utility property, or perform any service as a telecommunications utility; or

(c) By any means whatsoever, directly or indirectly, merge or consolidate any of its lines, plant, system or other property whatsoever, or franchise or permit to maintain or operate any telecommunications utility property, or perform any service as a telecommunications utility, or any part thereof, with any other public utility or telecommunications utility.

(2) A telecommunications utility that sells, leases, assigns or otherwise disposes of the whole of the property of such telecommunications utility necessary or useful in the performance of its duties to the public or any part thereof of a value in excess of \$25,000, but less than \$100,000, shall notify the commission of the sale within 60 days following the date of the sale.

(3) Every sale, lease, assignment, mortgage, disposition, encumbrance, merger or consolidation subject to subsection (1) of this section made other than in accordance with the order of the commission authorizing the same is void.

(4) This section does not prohibit or invalidate the sale, lease or other disposition by any telecommunications utility of property which is not necessary or useful in the performance of its duties to the public.

9. The applicable administrative rule for any transaction under ORS 759.375 is OAR 860-027-0025. Under transactions filed under ORS 759.375 and OAR 860-027-0025, the

Commission has applied the public interest standard, which essentially has been construed to be that the transaction will not result in any harm to the applicant's customers.²

10. Under this standard, this intra-corporate transaction need not specifically benefit the public, but must simply cause no harm. However, in this case, Malheur Bell believes that the transaction will actually, in fact, benefit Malheur Bell customers for the reasons set forth below. The transaction as set forth here satisfies the criteria set forth in Oregon law. After the transaction is complete, the corporate parent, QC, will manage the network facilities to provide high-quality telecommunications services and to introduce advanced services, and service packages and bundles, to Malheur Bell's customer, including some advanced telecommunications services, and service packages and bundles, that are not currently available to Malheur Bell customers today. QC's increased scale and scope, especially compared to the small size and scope of Malheur Bell, will allow QC to better serve these customers. The transaction is therefore consistent with the public interest. (See ¶¶ 15-17 for more detail.)

11. Finally, in many ways, this application is similar to the applications regarding several previous utility property transactions under ORS 759.375 involving QC that the Commission approved in an expedited manner and at a public meeting shortly after the filing of such applications. See e.g., Order No. 04-404 in Docket UP 212 on July 21, 2004 (QC's sale of a garage); Order No. 05-102 in Docket UP 219 on March 1, 2005 (QC's sale of its Oregon headquarters building). Malheur Bell also notes that the Commission recently approved the merger of two unrelated telecommunications carriers (CenturyTel and Embarq) in less than 3½ months after a public meeting, and without the need for a hearing. See Order No. 09-169 on May 11, 2009 in Docket UM 1416. Malheur Bell respectfully requests that the Commission do

² See e.g., Order No. 09-169, Docket UM 1416 (May 11, 2009), p. 3; see also Order No. 95-526, Docket UP 96 (May 31, 1995); Order No. 02-466, Docket UP 195 (July 16, 2002) (using a "no harm" standard for transactions under ORS 759.375).

so here as well, and thus that it promptly approve this intra-corporate transaction at a public meeting shortly after the filing of this application so that Malheur Bell and QC can meet their December 14, 2009 transaction due date.

DESCRIPTION OF THE TRANSACTION

12. This intra-corporate transaction would merge Malheur Bell, a wholly-owned subsidiary of QC, into QC. Upon completion of the transaction, QC will serve the Malheur Bell customers in the four exchanges of Malheur Bell's service territory as part of QC's telecommunications business throughout the state of Oregon. Thus, all Malheur Bell customers would become QC Oregon customers effective in December 2009.

13. As mentioned, Malheur Bell is currently a wholly-owned subsidiary of QC. At the effective time of the consolidation, all of the issued and outstanding capital stock of Malheur Bell will be cancelled without consideration and shall cease to exist. Thereafter, the separate existence of Malheur Bell will also cease and all of its operating facilities, assets and property will become part of corporate parent QC's Oregon operations, and after the consolidation, the operating facilities, assets and property will be used by QC to serve the customers currently served by Malheur Bell.

14. The intra-corporate transaction would provide additional operating efficiencies and financial benefits that cannot occur as long as Malheur Bell remains a separate subsidiary of QC. Former Malheur Bell customers will have a wider array of products and services available to them, including packages and bundles, such as packages and bundles that offer Verizon Wireless service and DirecTV, than they have available today. (See ¶ 16.) This consolidation is expected to result in operating and expense efficiencies, although there is also expected revenue loss from federal universal service support after the consolidation of Malheur Bell into QC.

THE TRANSACTION IS CONSISTENT WITH THE PUBLIC INTEREST

15. This intra-corporate transaction is consistent with the public interest because it certainly will not cause any harm to Malheur Bell customers, which is the standard that the Commission has used for telecommunications transactions under ORS 759.375. However, although customer benefits are not a requirement for approval of this intra-corporate transaction under ORS 759.375, the consolidation of Malheur Bell into QC will actually benefit customers.

16. Future benefits from this intra-corporate transaction include offering Malheur customers a wider array of products and services than is currently available to them, including packages and bundles, some of which offer Verizon Wireless service and DirecTV. As new products are offered to the general QC customer population, these same products will be offered to (the former) Malheur Bell customers, with no differentiation of territory or time frames.

17. Further still, rate changes associated with the consolidation will be minimal, as Malheur Bell and QC have similar rate structures. For example, Malheur Bell's current monthly flat-rate residential rate is \$13.80 per line, the same as QC's current monthly flat-rate residential rate for Rate Group 2 customers. (QC's current rate for Rate Group 1 is \$12.80 and its current rate for Rate Group 3 is \$14.80, but former Malheur Bell customers will be in Rate Group 2.) Malheur Bell's current monthly flat-rate business rate is \$28.99 per line, more than QC's current monthly flat-rate business rate of \$28.50 for Rate Group 2 customers. There are minor rate changes associated with certain features, but they are negligible. Moreover, it is important to note that as a small ILEC, Malheur Bell has the regulatory freedom to change any of its rates without Commission approval, and thus any rate change impacts should not necessarily be attributed to the consolidation. Finally, these customers will, post-transaction, be subject to the

price caps on QC's rates pursuant to the price plan that this Commission approved on August 8, 2008 in Order No. 08-404 in Docket UM 1354.

18. Finally, archaic systems that are currently used at Malheur Bell today will be retired and be replaced by more efficient systems that eliminate manual work. Administrative overhead costs will also decrease once Malheur Bell is combined with QC. This includes the elimination of separate accounting functions, sales tax returns, regulatory reports and filings, and new product development and implementation.

19. Accordingly, there is certainly no harm to Malheur Bell customers as a result of this transaction, and they actually benefit from the transaction. As such, the transaction is consistent with the public interest.

COMPLIANCE WITH OAR 860-027-0025

20. OAR 860-027-0025 requires an applicant to provide certain information about the proposed transaction. Although the preceding sections of this application have provided some of the information required by OAR 860-027-0025, Malheur Bell provides the following specific responses in compliance with the Commission's rule:

1(a) The exact name and address of the utility's principal business office

Malheur Home Telephone Company
241 SW 3rd Avenue
Ontario, Oregon 97914

1(b) The state in which incorporated, the date of incorporation, and the other states in which authorized to transact utility operations

Malheur Bell was incorporated in Oregon on November 16, 1910, and is authorized to do business only in Oregon. Malheur Bell is not authorized to do business in any other state.

1(c) Name and address of the person(s) on behalf of applicant authorized to receive notices and communications in respect to the application

See Paragraph 7 of this Application.

1(d) The names, titles, and addresses of the principal officers

The principal officers of Malheur Bell are:

Robert W. Greenwood, Chairman of the Board
David I. Gabica, President
Rahn K. Porter, Senior Vice President and Treasurer
Oscar A. Martinez, Vice President and Assistant Treasurer
Mark S. Reynolds, Vice President
John W. Morse, Comptroller
Alex M. Duarte, Secretary and General Counsel
Christian A. Pedersen, Assistant Secretary

1(e) A description of the general character of the business done and to be done, and a designation of the territories served, by counties and states

The principal business of Malheur Bell is telecommunications, limited to local and intraLATA services in four exchanges in Malheur County in eastern Oregon. Upon completion of the transaction, QC will serve the customers in these four exchanges as part of its telecommunications business throughout the state of Oregon.

Malheur Bell serves the following four exchanges in Malheur County in eastern Oregon:

Ontario, Vale, Nyssa, Oregon Slope.

1(f) A statement, as of the date of the balance sheet submitted with the application, showing for each class and series of capital stock: brief description; the amount authorized (face value and number of shares); the amount outstanding (exclusive of any amount held in the treasury); amount held as reacquired securities; amount pledged; amount owned by affiliated interests; and amount held in any fund

Malheur Bell has authorized one share of common stock, no par value, of which the one share is issued and outstanding and held by QC.

1(g) A statement, as of the date of the balance sheet submitted with the application, showing for each class and series of long-term debt and notes: brief description (amount, interest rate and maturity); amount authorized; amount outstanding (exclusive of any amount held in the treasury); amount held as reacquired securities; amount pledged; amount held by affiliated interests; and amount in sinking and other funds

Not applicable because Malheur Bell, a currently wholly-owned subsidiary of QC, does not hold any debt (long-term, short-term, internal, or external).

1(h) Whether the application is for disposition of facilities by sale, lease, or otherwise, a merger or consolidation of facilities, or for mortgaging or encumbering its property, or for the acquisition of stock, bonds, or property of another utility, also a description of the consideration, if any, and the method of arriving at the amount thereof

As mentioned, Malheur Bell is currently a wholly-owned subsidiary of QC. At the effective time of the consolidation, all of the issued and outstanding capital stock of Malheur Bell will be cancelled without consideration and shall cease to exist. Thereafter, the separate existence of Malheur Bell will also cease and all of its operating facilities, assets and property will become part of QC's Oregon operations.

1(i) A statement and general description of facilities to be disposed of, consolidated, merged, or acquired from another utility, giving a description of their present use and of their proposed use after disposition, consolidation, merger, or acquisition. State whether the proposed disposition of facilities or plan for consolidation, merger, or acquisition includes all the operating facilities of the parties to the transaction

Under the terms of the transaction, Malheur Bell will cease to exist as a legal entity and all of its operating facilities, assets and property presently in use will become part of corporate parent QC's Oregon operations, and after the consolidation, the operating facilities, assets and property will be used by QC to serve the customers currently served by Malheur Bell.

1(j) A statement by primary account of the cost of the facilities and applicable depreciation reserve involved in the sale, lease, or other disposition, merger or consolidation, or acquisition of property of another utility. If original cost is not known, an estimate of original cost based, to the extent possible, upon records or data of the applicant or its

predecessors must be furnished, a full explanation of the manner in which such estimate has been made, and a statement indicating where all existing data and records may be found

Please see the applicable financial information contained in the Form O filing for Malheur Bell filed April 1, 2009.

1(k) A statement as to whether or not any application with respect to the transaction or any part thereof, is required to be filed with any federal or other state regulatory body

The transaction requires an FCC Part 36 Waiver of Study Area and an FCC Form 64-1120 Subscriber Transfer Compliance. As mentioned in Malheur Bell's and QC's petition for approval of its service territory reallocation, Docket UM 149, Malheur Bell and QC intend to jointly file, pursuant to 47 C.F.R. § 1.3 (section 1.3 of the FCC's rules), a request for a waiver of the definition of "study area" contained in the Appendix-Glossary of Part 36 of the FCC's rules after this Commission has approved this application. Thus, Malheur requests that, in conjunction with this application (or the application in Docket UM 149), the Commission affirmatively state that it does not object to a waiver of the study area freeze so that the study areas can be altered as proposed in the application. Finally, as stated above, QC will also make a "change of carrier" filing with the FCC at least 30 days in advance of the December 14, 2009 transfer of Malheur customers to QC pursuant to 47 CFR § 64.1120(e).

1(l) The facts relied upon by applicants to show that the proposed sale, lease, assignment, or consolidation of facilities, mortgage or encumbrance of property, or acquisition of stock, bonds, or property of another utility will be consistent with the public interest

Please see Paragraphs 15-19 of this Application.

1(m) The reasons, in detail, relied upon by each applicant, or party to the application, for entering into the proposed sale, lease, assignment, merger, or consolidation of facilities, mortgage or encumbrance of property, acquisition of stock, bonds, or property of another utility, and benefits, if any, to be derived by the customers of the applicants and the public

Please see Paragraphs 15-19 of this Application.

1(n) The amount of stock, bonds, or other securities, now owned, held or controlled by applicant, of the utility from which stock or bonds are proposed to be acquired

Prior to the transaction, QC owns all of the outstanding stock of Malheur Bell, which is a wholly-owned subsidiary of QC. After the transaction, Malheur Bell will no longer exist and all of its operating facilities, assets, property and customer accounts will belong to QC.

(o) A brief statement of franchises held, showing date of expiration if not perpetual, or, in case of transfer, that transferee has the necessary franchises

Malheur Bell holds the following franchise agreements:

<u>Jurisdiction</u>	<u>Expiration Date</u>
Ontario	May 1, 2019
Vale	December 19, 2026
Nyssa	October 1, 2016
Adrian	December 1, 2013

(2) REQUIRED EXHIBITS.

(a) EXHIBIT A. A copy of the charter or articles of incorporation with amendments to date

See Exhibit A for Malheur Bell's articles of incorporation.

(b) EXHIBIT B. A copy of the bylaws with amendments to date

See Exhibit B for Malheur Bell's current bylaws.

(c) EXHIBIT C. Copies of all resolutions of directors authorizing the proposed disposition, merger, or consolidation of facilities, mortgage or encumbrance of property, acquisition of stock, bonds, or property of another utility, in respect to which the application is made and, if approval of stockholders has been obtained, copies of the resolutions of the stockholders should also be furnished

Qwest has received company leadership approval for the proposed consolidation, but all formal corporate requirements and actions to effect this transaction have not yet been completed. Once the required board of directors consents are fully executed, Malheur Bell and QC will file, pursuant to the protective order that has been requested in this application, as Confidential

Exhibit C, the board of directors consents authorizing this transaction. Shareholder approval is not required under applicable corporate law because QC is the sole shareholder of Malheur Bell.

(d) EXHIBIT D. Copies of all mortgages, trust, deeds, or indentures, securing any obligation of each party to the transaction

There is no incremental debt associated with this intra-corporate transaction.

(e) EXHIBIT E. Balance sheets showing booked amounts, adjustments to record the proposed transaction and pro forma, with supporting fixed capital or plant schedules in conformity with the forms in the annual report, which applicant(s) is required, or will be required, to file with the Commission

Please see the applicable financial information contained in the Form O filing for Malheur Bell filed April 1, 2009.

(f) EXHIBIT F. A statement of all known contingent liabilities, except minor items such as damage claims and similar items involving relatively small amounts, as of the date of the application

Malheur Bell is not aware of any contingent liabilities.

(g) EXHIBIT G. Comparative income statements showing recorded results of operations, adjustments to record the proposed transaction and pro forma, in conformity with the form in the annual report which applicant(s) is required, or will be required, to file with the Commission

Please see the applicable financial information contained in the Form O filing for Malheur Bell filed April 1, 2009.

(h) EXHIBIT H. An analysis of surplus for the period covered by the income statements referred to in Exhibit G

Malheur Bell has a zero balance in the surplus account (also known as Additional Paid In Capital) and, as a result, it will not be involved in this transaction.

(i) EXHIBIT I. A copy of each contract in respect to the sale, lease or other proposed disposition, merger or consolidation of facilities, acquisition of stock, bonds, or property of another utility, as the case may be, with copies of all other written instruments entered into or proposed to be entered into by the parties to the transaction pertaining thereto

Qwest has received company leadership approval for the proposed consolidation, but all formal corporate requirements and actions to effect this transaction have not yet been completed. Once it is duly executed, Malheur Bell and QC will file, pursuant to the protective order requested in this application, as Confidential Exhibit I, the Agreement and Plan of Merger relating to this transaction.

(j) EXHIBIT J. A copy of each proposed journal entry to be used to record the transaction upon each applicant's books

Please see the financial information contained in the Form O filing for Malheur Bell filed April 1, 2009. Qwest will be removing or zeroing out the December 31, 2009 balance sheet account balances from Malheur Bell and will transfer the balances in those accounts to the balance sheet accounts of QC using the state code of Oregon as of December 31, 2009.

(k) EXHIBIT K. A copy of each supporting schedule showing the benefits, if any, which each applicant relies upon to support the facts as required by subsection (1)(l) of this rule and the reasons as required by subsection (1)(m) of this rule

Please see the information provided in Paragraphs 15-19 of this Application, as well as sections 1(l) and 1(m) of Paragraph 20, above, regarding compliance with OAR 860-027-0025.

21. Accordingly, Malheur Home Telephone Company respectfully requests that, pursuant to ORS 759.375 and OAR 860-027-0025, the Commission (1) approve the intra-corporate transaction between QC and Malheur Bell, as described herein, (2) affirmatively state in its approval order that it has no objections to the Part 36 request for a waiver of the definition

of “study area” contained in the Appendix-Glossary of Part 36 of the FCC’s rules which Malheur Bell and QC intend to file so that the study areas can be altered as proposed in the application, and (3) grant any other relief or approvals that may be required.

DATED: September 4, 2009

Respectfully submitted,



Alex M. Duarte, OSB No. 020459
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Portland, Oregon 97209
(503) 727-2019
(503) 727-2222 (facsimile)
lreichman@perkinscoie.com

Attorneys for Applicant Malheur Home
Telephone Company

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, KATE BROWN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached Document File for:

MALHEUR HOME TELEPHONE COMPANY

is a true copy of the original documents
that have been filed with this office.



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

KATE BROWN, Secretary of State

By Debra L. Virag

Debra L. Virag

April 13, 2009

DEPARTMENT OF REVENUE
STATE OF OREGON

*Matthews Home
Telephone Company*

Filed in the office of the Secretary of
State of the State of Oregon
for Record at 11:11 o'clock P.M.
the 11 day of March 1910
and recorded on page _____
of Book _____ of records of
Articles of incorporation of private
corporations.

E. W. Benson
Secretary of State

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0009

File No. 15350.

State of Oregon

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF FILING AND RECORDING ARTICLES OF INCORPORATION

To All to Whom these Presents May Come, Greeting:

Know Ye, That whereas M. G. HOPE, T. W. HOLLIDAY and HARRY ABRAM,

having presented Articles of Incorporation of a Corporation organized and formed for profit under and pursuant to the Laws of the State of Oregon, and paid the organization and annual license fees provided by "An Act to provide for the licensing of Domestic Corporations and Foreign Corporations, Joint Stock Companies and Associations, etc." approved February 16, 1903

VOID IF ALTERED OR FALSIFIED

5000 5000

5000 5000

VOID IF ALTERED OR FALSIFIED

Now, Therefore, I. F. W. BENSON, Secretary of State of the State of Oregon,
Do hereby Certify, that said Articles of Incorporation have been filed and recorded in
the office of the Secretary of State; that the name assumed by said corporation is

MALHEUR HOME TELEPHONE COMPANY

the duration p e r p e t u a l ; the enterprise, business, pursuit or occupation
in which this corporation proposes to engage is:

To build, erect, construct, equip, operate and maintain tele-
phone lines, plants, exchanges and system or systems within the State of
Oregon or within any other state or territory of the United States.

To build, erect, construct, equip, maintain and operate tele-
graph lines, plants, system or systems within the State of Oregon and in
any other state or territory within the United States.

To build, erect, construct, equip, maintain and operate any
other system or systems of intercommunication by electrical devices now
used or in existence or which may be devised or invented.

To purchase, acquire, own, hold, lease, mortgage, hypothecate
and dispose of real and personal property of whatsoever kind or nature
necessary, convenient or desirable for carrying on the business of or
connected with the building, maintenance or operation of any of the
objects of this corporation and for carrying out said purposes and
objects.

To carry on, operate, equip, maintain, acquire, purchase, buy,
sell, dispose of, mortgage, pledge or hypothecate any and all lines of
telephone and telegraph and all equipments and personal property inci-
dent thereto, owned and operated by any and all persons, companies or
corporations within the State of Oregon or within any other state or
territory in the United States.

To subscribe for, purchase or otherwise acquire and hold with
the same rights of ownership therein as may be permitted to natural
persons, the shares, bonds and obligations of any corporation organized
under the laws of any state or territory of the United States, and to
pledge, sell and generally deal in such shares, bonds and obligations .

To borrow money on bonds, coupon notes, promissory notes or
otherwise, for the general or special purposes thereof, of this cor-
poration, and to mortgage, pledge, give or convey in trust any or all of
its property, real, personal or mixed to secure the payment thereof.

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JOHN F. W. BENSON, SECRETARY OF STATE

To do and perform any other act, matter or thing necessary,
proper or convenient in the accomplishment of the enterprises,
business or occupation hereinbefore specified.

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VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

Now, Therefore, I. F. W. BENSON, Secretary of State of the State of Oregon,
Do hereby Certify, that said Articles of Incorporation have been filed and recorded in
the office of the Secretary of State; that the name assumed by said corporation is

MALHEUR HOME TELEPHONE COMPANY

the duration P e r p e t u a l ; the enterprise, business, pursuit or occupation
in which this corporation proposes to engage is:

To build, erect, construct, equip, operate and maintain tele-
phone lines, plants, exchanges and system or systems within the State of
Oregon or within any other state or territory of the United States.

To build, erect, construct, equip, maintain and operate tele-
graph lines, plants, system or systems within the State of Oregon and in
any other state or territory within the United States.

To build, erect, construct, equip, maintain and operate any
other system or systems of intercommunication by electrical devices now
used or in existence or which may be devised or invented.

To purchase, acquire, own, hold, lease, mortgage, hypothecate
and dispose of real and personal property of whatsoever kind or nature
necessary, convenient or desirable for carrying on the business of or
connected with the building, maintenance or operation of any of the
objects of this corporation and for carrying out said purposes and
objects.

To carry on, operate, equip, maintain, acquire, purchase, buy,
sell, dispose of, mortgage, pledge or hypothecate any and all lines of
telephone and telegraph and all equipments and personal property inci-
dent thereto, owned and operated by any and all persons, companies or
corporations within the State of Oregon or within any other state or
territory in the United States.

To subscribe for, purchase or otherwise acquire and hold with
the same rights of ownership therein as may be permitted to natural
persons, the shares, bonds and obligations of any corporation organized
under the laws of any state or territory of the United States, and to
pledge, sell and generally deal in such shares, bonds and obligations .

To borrow money on bonds, coupon notes, promissory notes or
otherwise, for the general or special purposes thereof, of this cor-
poration, and to mortgage, pledge, give or convey in trust any or all of
its property, real, personal or mixed to secure the payment thereof.

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the amount of capital stock **Seventy-five Thousand**
(\$ **75,000**) Dollars; the date of filing its Articles of Incorporation the **16th**
day of **November** , A. D. 19^{**10**} ; the location of its principal office in the
City of Vale , in the County of **Malheur** , State of
Oregon; the amount of the organization fee paid **Thirty-five and 00/100**
(\$ **35.00**) Dollars and the amount of annual license fees paid **Thirty-one**
and **10/100** **31.10**) Dollars, for the current fiscal year ending June **30**, 19 **11**.

In Testimony Whereof, I have hereunto set my hand
and affixed hereto the seal of the State of Oregon.
Done at the Capitol at Salem, Oregon, this
16th day of **November** , 19 **10**.

F. W. Benson
Secretary of State.

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VOID IF ALTERED OR REPRODUCED

MALHEUR HOME TELEPHONE COMPANY

Excerpt from Minutes of a Meeting of the Board of Directors held on
August 10, , 1932.

On motion of Mr. Stommel , seconded by Mr. Whyman
and carried, the following resolution was adopted:

RESOLVED, That the Malheur Home Telephone Company has made, constituted and appointed, and does hereby make, constitute and appoint J. A. Davenport, a citizen of the United States, and a citizen and resident of the State of Oregon, residing at Ontario, Oregon, and whose place of business and postoffice address is Nevada Street, its true and lawful Attorney-in-Fact and authorized Agent for it, and in its name, place and stead to make and accept service of all writs, processes and summonses in any action, suit or proceedings in any of the courts of the State of Oregon, or the United States Courts therein, and upon whom all such lawful writs, processes and summonses may be served requisite and necessary to give competent and complete jurisdiction of the said Malheur Home Telephone Company to any of the said courts; and said corporation does hereby designate its registered office in the State of Oregon to be located at the place hereinabove set forth as the postoffice address of its Attorney-in-Fact and authorized Agent; This Power of Attorney is irrevocable except by the substitution of another qualified person for the one hereby appointed Attorney-in-Fact and said designated registered office shall so remain as such until changed by formal notification by said corporation.

I hereby certify that the foregoing is a true and correct copy
of a resolution adopted by the Board of Directors of The Malheur
Home Telephone Company at their meeting held on
August 10, , 1932 , as appearing in the minutes
of said meeting.

Lillian J. Swift

Secretary

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ARTICLES OF INCORPORATION
OF

Malheur Home Telephone Company.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned,

M. G. Hight and *Harvey Abram*
and *E. H. Halliday* of *Wald,*
Malheur County, Oregon, have this day associated ourselves together for the purpose of forming a private corporation under the general laws of the State of Oregon, and for that purpose we do hereby adopt, execute and acknowledge in triplicate these articles of incorporation.

Article 1.

The name assumed by this corporation and by which it shall be known is *Malheur Home Telephone Company.*

Article 2.

The duration of this corporation shall be perpetual.

Article 3.

The enterprise, business, pursuit and occupation in which this corporation proposes to engage is:

To build, erect, construct, equip, operate and maintain telephone lines, plants, exchanges and system or systems within the State of Oregon or within any other state or territory of the United States.

To build, erect, construct, equip, maintain and operate telegraph lines, plants, system or systems within the State of Oregon and in any other state or territory within the United States.

~~1888~~ To build, erect, construct, equip, maintain and operate any other system or systems of intercommunication by electrical devices now used or in existence or which may be devised or invented.

To purchase, acquire, own, hold, lease, mortgage, hypothecate and dispose of real and personal property of whatsoever kind or nature necessary, convenient or desirable for carrying on the business of or connected with the building, maintenance or operation of any of the objects of this corporation and for carrying out said purposes and objects.

To carry on, operate, equip, maintain, acquire, purchase, buy, sell, dispose of, mortgage, pledge or hypothecate any and all lines of telephones and telegraph and all equipments and personal property incident thereto, owned and operated by any and all persons, companies or corporations within the State of Oregon or within any other state or territory in the United States.

To subscribe for, purchase or otherwise acquire and hold with the same rights of ownership therein as may be permitted to natural persons, the shares, bonds and obligations of any corporation organized under the laws of any state or territory of the United States, and to pledge, sell and generally deal in such shares, bonds and obligations.

To borrow money on bonds, coupon notes, promissory notes or otherwise, for the general or special purposes thereof, of this corporation, and to mortgage, pledge, give or convey in trust any or all of its property real, personal or mixed to secure the payment thereof.

To do and perform any other act, matter or thing necessary, proper or convenient in the accomplishment of the enterprise, business or occupation hereinbefore specified.

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Article IV.

The principal office of this corporation shall be in Vale,
Wallowa County, Oregon.

Article V.

The capital stock of this corporation shall be \$75,000⁰⁰.

Article VI.

The capital stock of this corporation shall be divided into
7500 shares at \$10⁰⁰ each.

IN WITNESS WHEREOF, we have hereunto and to two other instru-
ments of like date and tenor, set our hands and seals at Vale,
Oregon this 7th day of November 1910.

M. G. Hope (SEAL)

W. H. Hilday (SEAL)

Harry Brown (SEAL)

Executed in the presence
of us as witnesses.

Thomas H. Clapp

UNRECORDED OR RECORDED

STATE OF OREGON

County of Malheur

} 33.

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THIS IS TO CERTIFY that on this 7th day of November 1910, personally appeared before me, the undersigned, a notary public in and for the State of Oregon, County of Malheur the within named A. S. Hays, Harry Abert, T. H. Holliday personally known to be the individuals described in and who executed the within and foregoing Articles of Incorporation, and they and each of them acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year first hereinabove written.

J. Homer N. Clapp
Notary Public for Oregon.

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VOID WHEN ENTERED OR ERASED

VOID WHEN ENTERED OR ERASED

POWER OF ATTORNEY AND DESIGNATION OF REGISTERED OFFICE

To be executed, acknowledged, and filed in the office of the Corporation Commissioner by a domestic corporation pursuant to the provisions of Chapter 189, Oregon Laws 1939 (1 B-302, Oregon Code Supp. 1939), as amended by Chap. 44 Ore. Laws 1939.

KNOW ALL MEN BY THESE PRESENTS:

The Malheur Home Telephone Company

is a corporation duly organized under and by virtue of the laws of Oregon, having its principal place of business in Ontario, in the State of Oregon.

That said Malheur Home Telephone Company

has made, constituted and appointed, and does hereby make, constitute and appoint J. A. Davenport a citizen of the United States, and a citizen and resident of the state of Oregon, residing at Ontario Oregon, and whose place of business and postoffice address is No. Fourth Street,

its true and lawful Attorney-in-Fact and authorized Agent for it, and in its name, place and stead to make and accept service of all writs, processes and summonses in any action, suit or proceedings in any of the courts of the state of Oregon, or the United States courts therein, and upon whom all such lawful writs, processes and summonses may be served requisite and necessary to give competent and complete jurisdiction of the said Malheur Home Telephone Company

to any of the said courts; and said corporation does hereby designate its registered office in the state of Oregon to be located at the place hereinabove set forth as the postoffice address of its Attorney-in-Fact and authorized Agent;

This Power of Attorney is irrevocable except by the substitution of another qualified person for the one hereby appointed Attorney-in-Fact and said designated registered office shall so remain as such until changed by formal notification by said corporation.

IN WITNESS WHEREOF, said corporation, in pursuance of a resolution duly adopted by its Board of Directors, has caused this instrument to be executed in its name by its President and Secretary, and its Corporate Seal to be hereto affixed the 10th day of August, 1939.

[CORPORATE SEAL]

MALHEUR HOME TELEPHONE COMPANY

J. A. Davenport President
William F. Levitt Secretary

(OVER)

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THIS CERTIFIES, that on this 10th day of AUGUST, 1939, before
the undersigned, a Notary Public in and for the City and County of Denver
personally appeared the within named J. A. Davenport, the
President, and Lillian F. Levitt, the Secretary, of the
MALHEUR HOME TELEPHONE COMPANY
the corporation mentioned in and which executed the foregoing Power of Attorney and acknowledged that they executed the
same by the authority and on behalf of said MALHEUR HOME TELEPHONE COMPANY

pursuant to a resolution of the Board of Directors of said corporation, duly adopted
on the 10th day of AUGUST, 1939; and Lillian F. Levitt
the Secretary of said Malheur Home Telephone Company

further acknowledged that the Corporate Seal
hereinbefore attached and impressed herein is the Corporate Seal of said Corporation and was affixed thereto by him.

IN TESTIMONY WHEREOF, I have hereunto set my hand and Notarial seal

My Commission Expires October 30, 1939 this 10th day of August, 1939

[L.S.]

Helen Shultens
Notary Public

15-350

POWER OF ATTORNEY

MALHEUR HOME TELEPHONE COMPANY

TO

J. A. DAVENPORT

FILED
AUG 16 1939
J. H. HAZLETT
Corporation Commissioner

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SUPPLEMENTARY
ARTICLES OF INCORPORATION
OF
WALDEN HOME TELEPHONE
COMPANY.

Filed in the office of the CORPORATION
COMMISSIONER of the STATE of OREGON
at 8:30 o'clock AM on 18th
day of November 19 42.

Ray A. Smith
Corporation Commissioner

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Corporation
No. 15300



Certificate of Filing Supplementary Articles of Incorporation

To All to Whom These Presents May Come, Greeting:

Know Ye, That whereas C. C. COCKE, V. B. STAFFORD, J. A. LAMBERT, R. L. WIDMAN and R. F. STORCK

Directors of **HALBUR HOME TELEPHONE COMPANY**
a corporation organized and formed for profit pursuant to the laws of the State of Oregon,
having presented Supplementary Articles of Incorporation, and paid the filing fee, as required
by the Laws of the said state providing for the licensing of Domestic Corporations:

Now, Therefore, I, Lloyd R. Smith, Corporation Commissioner of the State of Oregon, DO HEREBY CERTIFY, that said

Supplementary Articles of Incorporation
have been filed in the office of the Corporation Commissioner the 18th day
of December, 1942, amending Articles IV, V and VI of the
original articles of incorporation to read as follows:

ARTICLE IV

The principal office of this corporation shall be in Ontario,
Halbur County, Oregon.

ARTICLE V

The capital stock of this corporation shall be Two Hundred
Thousand Dollars (\$200,000).

ARTICLE VI

The capital stock of this corporation shall be divided into
Twenty Thousand (20,000) shares at Ten Dollars (\$10.00) each.

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I Further Certify, that said Supplementary Articles of Incorporation were accompanied by a fee of Five Dollars (\$5.00).

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon.

Done at Salem, Oregon, this 20th day of December, 1942.

Raymond R. Smith

Corporation Commissioner

SEAL

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VOID WHEN THE SEAL IS REMOVED OR THE SEAL IS ERASED

SUPPLEMENTARY ARTICLES OF INCORPORATION OF
MALHEUR HOME TELEPHONE COMPANY

WHEREAS, at a meeting of the stockholders of the above-named corporation, duly and regularly called, and held at 2 o'clock P. M. on the 24th day of November, 1942, at Vale, Malheur County, Oregon, at which there were present and voting, either in person or by proxy, stockholders owning 7492½ shares of the capital stock of said corporation, being more than seven-eighths of the 7500 shares of stock issued and outstanding, there was presented and adopted by unanimous vote of the stockholders present, representing, as aforesaid, 7492½ shares of the issued and outstanding stock, a resolution authorizing the directors of the said corporation to execute and file supplementary articles as follows:

RESOLVED, That Articles IV, V and VI of the Articles of Incorporation of Malheur Home Telephone Company be supplemented and amended so as to read as follows:

ARTICLE IV

The principal office of this corporation shall be in Ontario, Malheur County, Oregon.

ARTICLE V

The capital stock of this corporation shall be Two Hundred Thousand Dollars (\$200,000).

ARTICLE VI

The capital stock of this corporation shall be divided into Twenty Thousand (20,000) shares at Ten Dollars (\$10.00) each.

AND, BE IT FURTHER RESOLVED, That the directors of the Company be and they are hereby authorized to execute and acknowledge such supplementary articles as provided by this resolution, and they are hereby directed and authorized to file such supplementary articles in the form and manner as provided by the statutes of Oregon.

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ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

NOW, THEREFORE, we, H. P. Stommel, J. A. Davenport, C. C. Croke, W. L. Whyman and V. B. Staples, being all of the directors of Malheur Home Telephone Company, a corporation, being thereto duly authorized by the resolution aforesaid, do hereby execute and acknowledge supplementary articles of incorporation amending Articles IV, V and VI of the original Articles of Incorporation of this company to read as follows:

ARTICLE IV

The principal office of this corporation shall be in Ontario, Malheur County, Oregon.

ARTICLE V

The capital stock of this corporation shall be Two Hundred Thousand Dollars (\$200,000).

ARTICLE VI

The capital stock of this corporation shall be divided into Twenty Thousand (20,000) shares at Ten Dollars (\$10.00) each.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30 day of November, A. D. 1942.

[Handwritten signatures of H. P. Stommel, J. A. Davenport, C. C. Croke, W. L. Whyman, and V. B. Staples]

VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

This certifies that on this 30th day of NOVEMBER,
A. D. 1942, before me, the undersigned, a Notary Public in and
for said county and state, personally appeared H. P. Stommel,
known to me to be the identical person named in and who executed
the foregoing supplementary articles of incorporation, and
acknowledged to me that he executed the same freely and volun-
tarily for the uses and purposes therein mentioned.

In testimony whereof, I have hereunto set my hand and
notarial seal, the day and year last above written.

Victor W. Jorgensen
Notary Public

My commission expires March 19, 1946.

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

This certifies that on this 1st day of December,
A. D. 1942, before me, the undersigned, a Notary Public in and
for the City and County of Denver, State of Colorado, personally
appeared C. C. Croke, known to me to be the identical person
named in and who executed the foregoing supplementary articles
of incorporation, and acknowledged to me that he executed the
same freely and voluntarily for the uses and purposes therein
mentioned.

In testimony whereof, I have hereunto set my hand and
notarial seal, the day and year last above written.

Helen Hamilton
Notary Public

My commission expires October 30, 1943.

STATE OF OREGON)
) ss.
COUNTY OF MULTNOMAH)

This certifies that on this 30 day of November, A. D. 1942, before me, the undersigned, a Notary Public in and for said county and state, personally appeared W. L. Whyman, J. A. Davenport and V. B. Staples, known to me to be the identical persons named in and who executed the foregoing supplementary articles of incorporation, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

In testimony whereof, I have hereunto set my hand and notarial seal, the day and year last above written.

Jane B. [Signature]
Notary Public

My commission expires Jan 15 1945

15-350
CERTIFICATE OF INCREASE
OF
CAPITAL STOCK
OF
MALHEUR HOME TELEPHONE
COMPANY.

Filed in the office of the CORPORATION
COMMISSIONER of the STATE of OREGON
at 8:30 o'clock A.M. on 15th
day of December 1969

Leon R. Smith
10. Corporation Commissioner
10.69

1969 OREGON 0131 700.



Certificate of Increase in the Capital Stock

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETING:

Know Ye, That whereas MALHEUR HOME TELEPHONE COMPANY

a corporation, organized and existing under and pursuant to the Laws of the State of Oregon, with its principal office in the City of Ontario, in the County of Malheur, State of Oregon, did on the 18th day of December, 1942, furnish in due form and file in the office of the Corporation Commissioner of the State of Oregon a Certificate and Statement, duly verified by the secretary of said corporation, and a duly authenticated copy of the resolutions adopted by a majority vote of the stockholders of said corporation at a meeting called for the purpose of increasing its Capital Stock from

Seventy-Five Thousand and No/100 (\$ 75,000.00) Dollars,

to Two Hundred Thousand and No/100 (\$200,000.00) Dollars,

has paid the organization and annual license fees, and has complied with the requirements of the Laws of the State of Oregon, preliminary to the issuing of this

Certificate of Increase in the Capital Stock

Lloyd R. Smith

Now, Therefore, I, Lloyd R. Smith, Corporation Commissioner of the State of Oregon, DO HEREBY CERTIFY, that lawful evidence of the increase of the capital stock of the MALHEUR HOME TELEPHONE COMPANY

a corporation with its principal office in the City of Ontario, in the County of Malheur, State of Oregon, from

Seventy-Five Thousand and No/100 (\$ 75,000.00) Dollars,

to Two Hundred Thousand and No/100 (\$200,000.00) Dollars,

has been furnished as required by the Laws of the State of Oregon: which said certificate and statement, and record of proceedings, aforesaid, are now on file in my office as required by law.

And I Further Certify, That said corporation has paid the organization and annual license fees required by law as follows: Difference in organization fee Ten and No/100 (\$ 10.00) Dollars; difference in annual license fee for remainder of fiscal year ending June 30, 1943 Ten and 69/100 (\$10.69) Dollars.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon.

Done at Salem, Oregon, this 18th day of December, 1942.

Lloyd R. Smith, Corporation Commissioner

SEAL

VOID IF FALTERED OR ERASED

MALHEUR HOME TELEPHONE COMPANY

Excerpt from Minutes of a Meeting of the Board of Directors held on
January 30, _____, 1946.

On motion of Mr. Whyman, seconded by Mr. Staples
and carried, the following resolution was adopted:

RESOLVED, That the Malheur Home Telephone Company has made, constituted and appointed, and does hereby make, constitute and appoint C. M. Robertson, a citizen of the United States, and a citizen and resident of the State of Oregon, residing at Ontario, Oregon, and whose place of business and postoffice address is Nevada Street, its true and lawful Attorney-in-Fact and authorized Agent for it, and in its name, place and stead to make and accept service of all writs, processes and summonses in any action, suit or proceedings in any of the courts of the State of Oregon, or the United States Courts therein, and upon whom all such lawful writs, processes and summonses may be served requisite and necessary to give competent and complete jurisdiction of the said Malheur Home Telephone Company to any of the said courts; and said corporation does hereby designate its registered office in the State of Oregon to be located at the place hereinabove set forth as the postoffice address of its Attorney-in-Fact and authorized Agent; This Power of Attorney is irrevocable except by the substitution of another qualified person for the one hereby appointed Attorney-in-Fact and said designated registered office shall so remain as such until changed by formal notification by said corporation.

I hereby certify that the foregoing is a true and correct copy
of a resolution adopted by the Board of Directors of The _____
Malheur Home Telephone _____ Company at their meeting held on
January 30, _____, 1946, as appearing in the minutes
of said meeting.

William F. Smith
Secretary

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CERTIFICATE OF INCREASE OF CAPITAL STOCK OF
MALHEUR HOME TELEPHONE COMPANY

I, Lillian F. Levitt, Secretary of Malheur Home Telephone Company, do hereby certify that at a special meeting of the stockholders of said Malheur Home Telephone Company, held at Vale, Malheur County, Oregon, on November 24, 1942, at 2 o'clock P. M., which was duly called for the purpose of increasing the capital stock of said Company, by the unanimous vote of all the stockholders present, representing 7492½ shares of capital stock out of 7500 shares of capital stock issued and outstanding, the following resolution was adopted:

RESOLVED, That the capital stock of Malheur Home Telephone Company be increased from Seventy-five Hundred (7500) shares at Ten Dollars (\$10.00) each to Twenty Thousand (20,000) shares at Ten Dollars (\$10.00) each.

AND, BE IT FURTHER RESOLVED, That the Secretary of the Company be authorized to make and execute such certificate or certificates as may be required by the laws of Oregon to effectuate the increase in capital stock as in this resolution provided, and shall by proper certificate certify the increase of the capital stock to the Corporation Commissioner of the State of Oregon in the form and manner provided by the applicable Oregon laws.

Given under my hand and seal of said corporation this
30th day of November, 1942.

Lillian F. Levitt
Secretary of Malheur Home
Telephone Company

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) SS.

Lillian F. Levitt, being first duly sworn, upon oath deposes and says: That she is the duly authorized and

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qualified Secretary of Malheur Home Telephone Company, an Oregon corporation; that she has read the above and foregoing certificate as to increase of capital stock and knows the contents thereof, and that the matters and things therein stated are true.

Lucian F. Levitt

Witness my hand and notarial seal.

My commission expires October 29, 1949.

Helen Scullion
Notary Public

POWER OF ATTORNEY AND DESIGNATION OF REGISTERED OFFICE

To be executed, acknowledged, and filed in the office of the Corporation Commissioner by a domestic corporation. Required by the provisions of Section 77-224, O. C. L. A.

KNOW ALL MEN BY THESE PRESENTS:

That Malheur Home Telephone Company
(Name of Corporation)

is a corporation duly organized under and by virtue of the laws of Oregon, having its principal place of business in Ontario, in the State of Oregon

That said corporation has made, constituted and appointed, and does hereby make, constitute and appoint C. M. Robertson, a citizen of the United States, and a citizen and resident of the state of Oregon, residing at Ontario, Oregon, and whose place of business and postoffice address is No. ----- Nevada Street, its true and lawful Attorney-in-Fact and authorized Agent for it, and in its name, place and stand to make and accept service of all writs, processes and summonses in any action, suit or proceedings in any of the courts of the state of Oregon, or the United States courts therein, and upon whom all such lawful writs, processes and summonses may be served requisite and necessary to give competent and complete jurisdiction of the said corporation to any of the said courts; and said corporation does hereby designate its registered office in the state of Oregon to be located at the place hereinabove set forth as the postoffice address of its Attorney-in-Fact and authorized Agent;

This Power of Attorney is irrevocable except by the substitution of another qualified person for the one hereby appointed Attorney-in-Fact and said designated registered office shall so remain as such until changed by formal notification by said corporation.

IN WITNESS WHEREOF, said corporation, in pursuance of a resolution duly adopted by its Board of Directors (Directors or Trustees), has caused this instrument to be executed in its name by its Vice President and its Secretary, and its Corporate Seal to be hereto affixed the 30th day of January, 19 46.

[CORPORATE SEAL]

Malheur Home Telephone Company
(Name of Corporation)
By [Signature] Vice President
By Lillian J. Levitt Secretary

(OVER)

State of Colorado

THIS CERTIFIES, that on this 30th day of January, 1946, before

the undersigned, a Notary Public in and for said county

personally appeared the within named G. C. Creke the Vice

President, and William F. Levitt the Secretary, of the

Maiheur Home Telephone Company

(Name of Corporation)

the corporation mentioned in and which executed the foregoing Power of Attorney and acknowledged that they executed the same by the authority and on behalf of said corporation pursuant to a resolution of the Board of Directors

(Directors or Trustees)

of said corporation, duly adopted on the 30th day of January, 1946;

and William F. Levitt the Secretary of said corporation, further acknowledged that

the Corporate Seal hereinbefore attached and impressed herein is the Corporate Seal of said Corporation and was affixed thereto by him.

IN TESTIMONY WHEREOF, I have hereunto set my hand and notarial seal

this 30th day of January, 1946.

Arthur Hamilton

Notary Public for City & County of Denver, Colo.

My commission expires April 1, 1947

[NOTARIAL SEAL]

15350

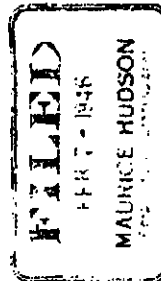
POWER OF ATTORNEY

MAIHEUR HOME TELEPHONE COMPANY

TO

C. A. ROBERTSON

STATE OF COLORADO



15350
SUPPLEMENTARY
ARTICLES OF INCORPORATION
of
MALHEUR HOME TELEPHONE COMPANY.

Filed in the office of the CORPORATION
COMMISSIONER of the STATE of OREGON

at 1:00 o'clock P.M. on the 14th
day of April 19 49

Blairie Hudson

CORPORATION COMMISSIONER

500

1949 0000 0033 0029

State of Oregon

CORPORATION DEPARTMENT

Certificate of Filing Supplementary Articles of Incorporation

To All to Whom These Presents May Come, Greeting:

Know Ye, That whereas C. C. COOK, C. M. ROBERTSON, W. L. WYMAN, V. B. STAPLES and H. P. STORIEL

Directors of MALHEUR HOME TELEPHONE COMPANY

a corporation organized and formed for profit pursuant to the laws of the State of Oregon, having presented Supplementary Articles of Incorporation, and paid the filing fee, as required by the laws of the said state providing for the licensing of Domestic Corporations;

Now, Therefore, I, Maurice Hudson, Corporation Commissioner of the State of Oregon, DO HEREBY CERTIFY, that said

Supplementary Articles of Incorporation

have been filed in the office of the Corporation Commissioner the 14th day of April, 1949, amending Articles V and VI of the articles of incorporation of this company, to read as follows:

ARTICLE V

The capital stock of this corporation shall be Five Hundred Thousand Dollars (\$500,000.00).

ARTICLE VI

The capital stock of this corporation shall be divided into Fifty Thousand (50,000) shares at Ten Dollars (\$10.00) each.

I Further Certify, that said Supplementary Articles of Incorporation were accompanied by a fee of Five Dollars (\$5.00).

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this 14th day of April, 1949.

SEAL

Maurice Hudson
Corporation Commissioner

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SUPPLEMENTARY ARTICLES OF INCORPORATION OF
MALHEUR HOME TELEPHONE COMPANY

WHEREAS, at a meeting of the stockholders of the above-named corporation, duly and regularly called, and held at 2 o'clock p. m. on the 6th day of February, 1949, at Ontario, Malheur County, Oregon, at which there were present and voting, either in person or by proxy, stockholders owning 19,992½ shares of the capital stock of said corporation, being more than seven-eighths of the 20,000 shares of stock issued and outstanding, there was presented and adopted by unanimous vote of the stockholders present, representing, as aforesaid, 19,992½ shares of the issued and outstanding stock, a resolution authorizing the directors of the said corporation to execute and file supplementary articles as follows:

RESOLVED, That Articles V and VI of the Articles of Incorporation of Malheur Home Telephone Company be supplemented and amended so as to read as follows:

ARTICLE V

The capital stock of this corporation shall be Five Hundred Thousand Dollars (\$500,000.00).

ARTICLE VI

The capital stock of this corporation shall be divided into Fifty Thousand (50,000) shares at Ten Dollars (\$10.00) each.

AND, BE IT FURTHER RESOLVED, That the directors of the Company be and they are hereby authorized to execute and acknowledge such supplementary articles as provided by this resolution, and they are hereby directed and authorized to file such supplementary articles in the form and manner as provided by the statutes of Oregon.

NOW, THEREFORE, We, H. P. Stommel, C. M. Robertson,
C. C. Croke, W. L. Whyman and V. B. Staples, being all
of the directors of Malheur Home Telephone Company, a
corporation, being thereto duly authorized by the reso-
lution aforesaid, do hereby execute and acknowledge
supplementary articles of incorporation amending Articles
V and VI of the Articles of Incorporation of this company,
as amended, to read as follows:

ARTICLE V.

The capital stock of this corpora-
tion shall be Five Hundred Thousand
Dollars (\$500,000.00).

ARTICLE VI.

The capital stock of this corporation
shall be divided into Fifty Thousand
(50,000) shares at Ten Dollars (\$10.00)
each.

IN WITNESS WHEREOF, we have hereunto set our hands
and seals this 9 day of February 1949.

H. P. Stommel
C. M. Robertson
W. L. Whyman
V. B. Staples
H. P. Stommel

STATE OF IDAHO }
COUNTY OF ADA } ss.

This certifies that on this 9th day of February, A. D. 1949, before me, the undersigned, a Notary Public in and for said county and state, personally appeared H. P. Stommel, known to me to be the identical person named in and who executed the foregoing supplementary articles of incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

In testimony whereof, I have hereunto set my hand and notarial seal, the day and year last above written.

Milton Johnson
Notary Public

My commission expires April 1, 1951.

STATE OF COLORADO }
CITY AND COUNTY OF DENVER } ss.

This certifies that on this 9th day of February, A. D. 1949, before me, the undersigned, a Notary Public in and for the City and County of Denver, State of Colorado, personally appeared C. C. Croke, known to me to be the identical person named in and who executed the foregoing supplementary articles of incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

In testimony whereof, I have hereunto set my hand and notarial seal, the day and year last above written.

Lela Q. Dade
Notary Public

My commission expires November 5, 1950.

STATE OF OREGON }
COUNTY OF MALHEUR } ss.

This certifies that on this 9th day of February, A. D. 1949, before me, the undersigned, a Notary Public in and for said county and state, personally appeared W. L. Whyman, C. M. Robertson and V. B. Staples, known to me to be the identical persons named in and who executed the foregoing supplementary articles of incorporation, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

In testimony whereof, I have hereunto set my hand and notarial seal, the day and year last above written.

Amelia Davis
Notary Public

My commission expires November 6, 1951

1939
CERTIFICATE OF INCREASE
of
CAPITAL STOCK
of
MALHEUR HOME TELEPHONE COMPANY.

Filed in the office of the CORPORATION
COMMISSIONER of the STATE of OREGON
at 1:00 P.M. the 14th
day of April 19 49

Maurice Hudson
CORPORATION COMMISSIONER

15.00
6.40

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VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

State of Oregon



Certificate of Increase in the Capital Stock

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETING:

Know Ye, That whereas

MALHEUR HOME TELEPHONE COMPANY

a corporation, organized and existing under and pursuant to the Laws of the State of Oregon, with its principal office in **Ontario**, in the County of **Malheur**, State of Oregon, did on the **14th** day of **April**, 19**49**, furnish in due form and file in the office of the Corporation Commissioner of the State of Oregon a Certificate and Statement, duly verified by the secretary of said corporation, and a duly authenticated copy of the resolutions adopted by a majority vote of the stockholders of said corporation at a meeting called for the purpose of increasing its Capital Stock from

to **Two Hundred Thousand and 00/100** (\$ **200,000.00**) Dollars,
Five Hundred Thousand and 00/100 (\$ **500,000.00**) Dollars,
and such corporation having paid the organization and annual license fees, and having complied with the requirements of the Law, preliminary to the issuance of this

Certificate of Increase in the Capital Stock

Now, Therefore, I, **Maurice Hudson**, Corporation Commissioner of the State of Oregon, DO HEREBY CERTIFY, that lawful evidence of the increase of the capital stock of the

MALHEUR HOME TELEPHONE COMPANY

a corporation with its principal office in **Ontario**, in the County of **Malheur**, State of Oregon, from

to **Two Hundred Thousand and 00/100** (\$ **200,000.00**) Dollars,
Five Hundred Thousand and 00/100 (\$ **500,000.00**) Dollars,
has been furnished as required by the Laws of the State of Oregon; which said certificate and statement, and record of proceedings, aforesaid, are now on file in my office as required by law.

And I Further Certify, That said corporation has paid the organization and annual license fees required by law as follows: Difference in organization fee **Fifteen and 00/100**

(**\$15.00**) Dollars; difference in annual license fee for remainder of year ending **June 30, 1949**, **Six and 40/100** (\$ **6.40**) Dollars.

In Testimony Whereof, I have hereunto set my hand

and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, on this **14th** day of **April**, 19**49**.

Maurice Hudson

Corporation Commissioner

SEAL

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CERTIFICATE OF INCREASE OF CAPITAL STOCK OF
MALHEUR HOME TELEPHONE COMPANY

I, Lillian F. Levitt, Secretary of Malheur Home Telephone Company, do hereby certify that at a special meeting of the stockholders of said Malheur Home Telephone Company, held at Ontario, Malheur County, Oregon, on February 6, 1949, at 2 o'clock p. m., which was duly called for the purpose of increasing the capital stock of said Company, by the unanimous vote of all the stockholders present, representing 19,992½ shares of capital stock out of 20,000 shares of capital stock issued and outstanding, the following resolution was adopted:

RESOLVED, That the capital stock of Malheur Home Telephone Company be increased from Twenty Thousand (20,000) shares at Ten Dollars (\$10.00) each to Fifty Thousand (50,000) shares at Ten Dollars (\$10.00) each.

AND, BE IT FURTHER RESOLVED, That the Secretary of the Company be authorized to make and execute such certificate or certificates as may be required by the laws of Oregon to effectuate the increase in capital stock as in this resolution provided, and shall by proper certificate certify the increase of the capital stock to the Corporation Commissioner of the State of Oregon in the form and manner provided by the applicable Oregon laws.

Given under my hand and seal of said corporation this
1st day of February, 1949.

Lillian F. Levitt
Secretary of Malheur Home
Telephone Company

STATE OF COLORADO }
CITY AND COUNTY OF DENVER } ss.

Lillian F. Levitt, being first duly sworn, upon oath deposes and says: That she is the duly authorized and

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qualified Secretary of Malheur Home Telephone Company, an Oregon corporation; that she has read the above and foregoing certificate as to increase of capital stock and knows the contents thereof, and that the matters and things therein stated are true.

Lillian F. Levitt

Subscribed and sworn to before me this 1st day of February A. D. 1949.

My commission expires November 1, 1951.

Helen Hawthorn
Notary Public

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VOID WHERE SHOWN OR NOTED OR REPRODUCED OR ERASED

INFORMATION RETURN—DOMESTIC CORPORATION
FOR THE CORPORATION DEPARTMENT OF THE STATE OF OREGON

1. Full name of company Malheur Home Telephone Company
....., an Oregon corporation.
2. When was organization completed? November 6,, 1910
3. The nature, and general plan of the business to be followed: Telephone Business
.....
.....
4. (a) The total amount of authorized par value capital stock is \$500,000;
divided into 50,000 shares common, and shares
preferred, of the par value of \$10
- (b) The total amount of authorized no par value stock is None shares;
divided into shares common, and shares
preferred.
5. The amount thereof subscribed: \$..... par value common; \$..... par
value preferred; shares NPV common; shares NPV preferred.
The amount remaining unsubscribed, \$..... par value common; \$..... par
value preferred; shares NPV common; shares NPV preferred.
6. The number of subscribers to the capital stock before organization was
7. Will any of the above stock be for sale? If so, to whom—whether to present
stockholders or to others?
8. Amount of cash or property at actual cash value paid in upon organization: Cash \$.....;

Outstanding stock at present is \$197,000. The purpose of the change in the Articles of Incorporation is to obtain permission from The Public Utilities Commissioner of Oregon to increase the Capital Stock in order to issue 8,000 shares at par value of \$10 to discharge outstanding notes in the amount of \$80,000 now held by The Mountain States Telephone and Telegraph Company who are to surrender said notes marked fully paid and satisfied upon receipt of said 8,000 shares of stock.

No other securities will be for sale at this time.

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VOID WHEN INFORMATION IS ERASED

File No. 15350

INFORMATION RETURN

OF

MAHEUR HOME TELEPHONE CO

An Oregon Corporation

STATE OF OREGON 1947

FILED
APR 25 1949
MAURICE HUDSON
Corporation Commissioner

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VOID WHEN INFORMATION IS ERASED

formed under and by virtue of the laws of the State of Oregon; that I am fully conversant with, and qualified and authorized to speak of, the affairs of the said corporation; that the said corporation does not intend generally to deal in or sell any stocks, bonds, notes, contracts, or other securities; and no stocks, bonds, notes, contracts, or other securities of this corporation will be sold, transferred or issued, except as may be permitted by the provisions of the Oregon Securities Law, Title 80, O. C. L. A.

[Signature]
Vice President
Lillian F. Levitt
SECRETARY

Subscribed and sworn to before me by the said G. E. Crooks
and the said Lillian F. Levitt above named, on this 19th day of
April, 1949, at Denver, Colorado, Oregon

[Signature]
Notary Public for the State of Oregon - Colorado

[NOTARIAL SEAL]

My commission expires Nov 1, 1951

Subscribed and sworn to before me by the said Lillian F. Levitt
above named, on this 19th day of
April, 1949, at Denver, Colorado

[Signature]
Notary Public for the State of Colorado

(NOTARIAL SEAL)

My commission expires Nov 1, 1951

NOT REPRODUCED OR REPRODUCED

Real property \$.....; Personal property \$.....; Labor or services \$.....
(Other than cash)

9. Mention what, if any, bonds, notes, contracts or other securities are to be issued by the company.

(If none, please so state)

10. The officers and directors, and their office addresses, are as follows:

C. M. Robertson, President and Director Ontario, Oregon

C. C. Croke, Vice President and Director Denver, Colorado

H. P. Stommel, General Manager and Director Boise, Idaho

Lillian F. Levitt, Secretary and Treasurer Denver, Colorado

W. L. Whyman, Director Ontario, Oregon

V. B. Staples, Director Ontario, Oregon

Lillian F. Levitt
SECRETARY

Kindly fill out the above, signed by two of the principal officers of the company, and return of same to the Corporation Commissioner.
No fee is required for this blank.

AFFIDAVIT OF EXEMPTION

STATE OF COLORADO,

COUNTY OF _____

STATE OF COLORADO

County of _____

CORPORATION DEPARTMENT
APR 25 1949
STATE OF COLORADO

I, C. C. Croke, and I, Lillian F. Levitt,

being first duly sworn, depose and say:

That I, C. C. Croke, am the duly elected, qualified and acting Vice president, and that I, Lillian F. Levitt, am the duly elected, qualified and acting secretary of the Malheur Home Telephone Company, a corporation

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SUPPLEMENTARY
ARTICLES OF INCORPORATION
of
MALHEUR HOME TELEPHONE COMPANY.

Filed in the office of the CORPORATION
COMMISSIONER of the STATE of OREGON
at 1:00 o'clock *P* on the 30th
day of November 19 51
Mavis Hudson
CORPORATION COMMISSIONER

25-00
14.59

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VOID WHEN THIS MARK IS SPONGED OFF OR BE ERASED

State of Oregon



Certificate of Filing Supplementary Articles of Incorporation

To All to Whom These Presents May Come, Greeting:

Know Ye, That whereas **M. E. GARDON, Jr., H. P. STUBBS, G. M. ROBERTSON, V. B. STAPLES and V. L. WEDMAN**

Directors of **MALHEUR HOME TELEPHONE COMPANY**

a corporation organized and formed for profit pursuant to the laws of the State of Oregon, having presented Supplementary Articles of Incorporation, and paid the filing fee, as required by the laws of the said state providing for the licensing of Domestic Corporations;

Now, Therefore, I, **Maurice Hudson**, Corporation Commissioner of the State of Oregon, DO HEREBY CERTIFY, that said

Supplementary Articles of Incorporation

have been filed in the office of the Corporation Commissioner the 30th day of November, 19 51, amending Articles V and VI of the Articles of Incorporation of this Company, as amended, to read as follows:

ARTICLE V

The capital stock of this corporation shall be One Million Dollars (\$1,000,000.00).

ARTICLE VI

The capital stock of this corporation shall be divided into One Hundred Thousand (100,000) shares at Ten Dollars (\$10.00) each.

I further certify, that said Supplementary Articles of Incorporation were accompanied by a fee of One Dollar (\$1.00).

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this 30th day of November, 19 51.

SEAL

Maurice Hudson
Corporation Commissioner

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SUPPLEMENTARY ARTICLES OF INCORPORATION
MALHEUR HOME TELEPHONE COMPANY

WHEREAS, at a meeting of the stockholders of the above-named corporation, duly and regularly called, and held at 2 o'clock P.M., on the 28th day of August, 1951, at Ontario, Malheur County, Oregon, at which there were present and voting, either in person or by proxy, stockholders owning 42,692½ shares of the capital stock of said corporation, being more than seven-eighths of the 42,700 shares of stock issued and outstanding, there was presented and adopted by unanimous vote of the stockholders present, representing, as aforesaid, 42,692½ shares of the issued and outstanding stock, a resolution authorizing the directors of the said corporation to execute and file supplementary articles of incorporation as follows:

RESOLVED, That Articles V and VI of the Articles of Incorporation of Malheur Home Telephone Company be supplemented and amended so as to read as follows:

ARTICLE V

The capital stock of this corporation shall be One Million Dollars (\$1,000,000.00).

The capital stock of this corporation shall be divided into One Hundred Thousand (100,000) shares at Ten Dollars (\$10.00) each.

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SUPPLEMENTARY ARTICLES OF INCORPORATION
MALHEUR HOME TELEPHONE COMPANY

WHEREAS, at a meeting of the stockholders of the above-named corporation, duly and regularly called, and held at 2 o'clock P.M., on the 28th day of August, 1951, at Ontario, Malheur County, Oregon, at which there were present and voting, either in person or by proxy, stockholders owning 42,692½ shares of the capital stock of said corporation, being more than seven-eighths of the 42,700 shares of stock issued and outstanding, there was presented and adopted by Unanimous vote of the stockholders present, representing, as aforesaid, 42,692½ shares of the issued and outstanding stock, a resolution authorizing the directors of the said corporation to execute and file supplementary articles of incorporation as follows:

RESOLVED, That Articles V and VI of the Articles of Incorporation of Malheur Home Telephone Company be supplemented and amended so as to read as follows:

ARTICLE V

The capital stock of this corporation shall be One Million Dollars (\$1,000,000.00).

ARTICLE VI

The capital stock of this corporation shall be divided into One Hundred Thousand (100,000) shares at Ten Dollars (\$10.00) each.

AND, BE IT FURTHER RESOLVED, That the directors of the Company be and they are hereby authorized to execute and acknowledge such supplementary articles of incorporation as provided by this resolution, and they are hereby directed and authorized to file such supplementary articles of incorporation in the form and manner as provided by the statutes of Oregon.

NOW, THEREFORE, We, M. R. Cahoon, Jr., C. M. Robertson, H. P. Stammel, V. H. Staples and W. L. Whyman, being all of the directors of Malheur Home Telephone Company, a corporation, being thereto duly authorized by the resolution aforesaid, do hereby execute and acknowledge supplementary articles of incorporation amending Articles V and VI of the Articles of Incorporation of this Company, as amended, to read as follows:

ARTICLE V

The capital stock of this corporation shall be One Million Dollars (\$1,000,000.00).

ARTICLE VI

The capital stock of this corporation shall be divided into One Hundred Thousand (100,000) shares at Ten Dollars (\$10.00) each.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 29th day of August, 1951.

M. R. Cahoon Jr.
H. P. Stammel
C. M. Robertson
V. H. Staples
W. L. Whyman

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) SS

This certifies that on this 29th day of August, A. D. 1951, before me, the undersigned, a Notary Public in and for the City and County of Denver, State of Colorado, personally appeared M. R. Cahoon, Jr., and H. P. Stommel, known to me to be the identical persons named in and who executed the foregoing supplementary articles of incorporation and by-laws, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

In testimony whereof, I have hereunto set my hand and notarial seal, the day and year last above written.

Lillian J. Levitt
Notary Public

My commission expires May 9, 1954.

STATE OF OREGON)
COUNTY OF MALHEUR) SS

This certifies that on this 18th day of October, A. D. 1951, before me, the undersigned, a Notary Public in and for said county and state, personally appeared C. M. Robertson, V. B. Staples and W. L. Whyman, known to me to be the identical persons named in and who executed the foregoing supplementary articles of incorporation and by-laws, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

In testimony whereof, I have hereunto set my hand and notarial seal, the day and year last above written.

Allyn
Notary Public

My Commission expires 12-5-54.

1. Full name of company MALHEUR HOME TELEPHONE COMPANY, an Oregon corporation.

2. When was organization completed? November 7, 19 10.

3. The nature, and general plan of the business to be followed: Telephone and Telegraph business

4. (a) The total amount of authorized par value capital stock is \$ 1,000,000.00; divided into 100,000 shares common, and None shares preferred, of the par value of \$ 10.00 per share.

(b) The total amount of authorized no par value stock is None shares; divided into --- shares common, and --- shares preferred.

5. The amount thereof subscribed: \$ 427,000.00 per value common; \$ --- per value preferred; --- shares NPV common; --- shares NPV preferred. The amount remaining unsubscribed, \$ 573,000.00 par value common; \$ --- per value preferred; --- shares NPV common; --- shares NPV preferred.

6. Price per share at which no par value stock was issued \$ ---

7. The number of subscribers to the capital stock before organization was Eleven (11)

8. Will any of the above stock be for sale? Yes. If so, to whom—whether to present stockholders or to others? The Mountain States Telephone & Telegraph Company

9. Amount of cash or property at actual cash value paid in upon organization: Cash \$ None; Telephone None property \$ 36,500.00; Personal property \$ None; Labor or services \$ None.

10. Mention what, if any, bonds, notes, contracts or other securities are to be issued by the company. With approval of P.U.C. of Oregon on Stock issue, notes amounting to \$200,000 will be taken up by issuance of 20,000 shares of stock to The Mountain States Telephone and Telegraph Company. Demand notes to cover advances from The Mountain States Company, such advances to be used for general corporate purposes, including extensions, addition and improvements.

11. The officers and directors, and their office addresses, are as follows: (over)
- C. M. Robertson, President, Ontario, Oregon
 - M. R. Cahoon, Jr., Vice President, P.O. Box 900, Denver 1, Colo.
 - Lillian F. Levitt, Secretary & Treasurer, P.O. Box 900, Denver 1, Colo.
 - H.P. Stonmel, Director, c/o The Mountain States Tel. & Tel. Co. Boise, Ida.
 - V. B. Staples, Director, Ontario, Oregon

CORPORATION DEPARTMENT RECEIVED DEC 20 1951 STATE OF OREGON

C. M. Robertson PRESIDENT
Lillian F. Levitt SECRETARY

We do as required for this blank.

AFFIDAVIT OF EXEMPTION

STATE OF OREGON, }
County of Malheur }

I, C. M. Robertson, make being first duly sworn, depose and say:

That I, C. M. Robertson, am the duly elected, qualified and acting president, make

RECEIVED DEC 20 1951 STATE OF OREGON

qualified and authorized to speak of the affairs of the said corporation, that the said corporation
shall not be bound generally to deal in or sell any stocks, bonds, notes, contracts, or other securities, and
no stocks, bonds, notes, contracts, or other securities of this corporation will be sold, transferred or
issued, except as may be permitted by the provisions of the Oregon Securities Law, Title 80,
O. C. L. A.

M. Robertson
PRESIDENT

SECRETARY

Subscribed and sworn to before me by the said G. M. Robertson
and himself above named, on this 17th day of
December, 1951, at Ontario, Oregon.

Frank M. Jenkins
FRANK M. JENKINS Notary Public for the State of Oregon
My commission expires 1-31-54

[NOTARIAL SEAL]

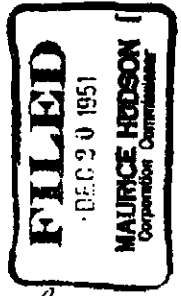
to the Company's Telephone plant. Notes issued for the year 1952
to cover advances are expected to approximate \$225,000.

File No. 15350

Information Return
OF

MALHEUR HOME TELEPHONE
COMPANY

An Oregon Corporation
Main Primary Dept. 448



Notary Public

My Commission expires November 10, 1956

described and sworn to before me by the said Lillian F. Leavitt, above
named, on this 19th day of December, 1951, at Denver, Colorado.
Secretary.

Lillian F. Leavitt

That I, Lillian F. Leavitt, am the duly elected, qualified and acting
Secretary of Malheur Home Telephone Company, a corporation formed under
and by virtue of the laws of the State of Oregon, that I am fully con-
versant with and qualified and authorized to speak of the affairs of
the said corporation; that the said corporation does not intend generally
to deal in or sell any stocks, bonds, notes, contracts, or other securi-
ties; that no stocks, bonds, notes, contracts, or other securities of this
corporation will be sold, transferred or issued, except as may be per-
mitted by the provisions of the Oregon Securities Law, Title 80, O.C.L.A.

I, Lillian F. Leavitt, being first duly sworn, deposes and says:

55704 MCCORDON, DORR
CITY & COUNTY OF DENVER }
SS

MINISTERIAL OFFICE OF EXEMPTION

Required by ORS 57.010, (Section 11, Chapter 500, Oregon Laws 1953). Mail to Corporation Commissioner, Salem, Oregon. There is no fee. Any corporation failing to file this document is subject to involuntary dissolution.

Designation of Initial Registered Office and Registered Agent

MALHEUR HOME TELEPHONE COMPANY
(Exact name of corporation), a corporation organized and existing under the laws of the State of OREGON, hereby certifies that, pursuant to a duly adopted resolution of its board of directors, the address of the registered office of the corporation in the State of Oregon shall be 70 S.W. THIRD AVENUE, OREGON; (Number, street and city) that the registered agent of the corporation shall be M. E. DOAN; and that the address of its registered office and the address of the business office of its registered agent are identical.

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate to be executed in its name by its President or Secretary, this 7th day of September, 1954

MALHEUR HOME TELEPHONE COMPANY
(Name of corporation)
By *[Signature]*
Vice-President of Corporation

STATE OF COLORADO }
CITY & DENVER }
County of } =

I, Lela A. Soper, a Notary Public, do hereby certify that on the 7th day of September, A. D. 1954, personally appeared: M. R. Cannon, Jr., who declares he is Vice President of the corporation executing the foregoing document, and being first duly sworn acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

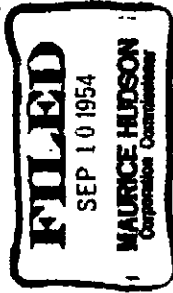
[Signature]
Notary Public for Denver, Colorado
My commission expires: November 4, 1954

File No. 15350

**Designation of Initial
Registered Office and
Registered Agent**

of

MALHEUR HOME TELEPHONE COMPANY



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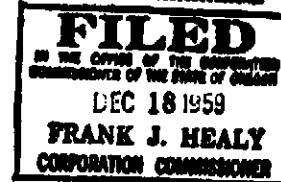
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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

MALHEUR HOME TELEPHONE COMPANY

FILE No. 15350



Pursuant to the provisions of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- (1) The name of the corporation is the Malheur Home Telephone Company.
- (2) The following amendments to the Articles of Incorporation were adopted by the shareholders:

Amendment 1:

Articles V and VI of the Articles of Incorporation have been amended and combined into a new Article V reading as follows:

"The capital stock of this corporation shall be One Million Five Hundred Thousand Dollars (\$1,500,000.00) divided into One Hundred Fifty Thousand shares of the par value of Ten Dollars (\$10.00) per share."

Amendment 2:

Article VI of the Articles of Incorporation has been amended and combined into a new Article V, as set forth above, and a new Article VI has been added reading as follows:

"The shareholders of this corporation shall have no pre-emptive right to purchase or otherwise acquire additional or treasury shares of the corporation."

- (3) The foregoing amendments to the Articles of Incorporation were adopted at the annual meeting of the shareholders of the corporation held on December 10, 1959.

(4) There were 84,700 shares of stock of the corporation outstanding at the time of the adoption of the foregoing amendments. All of these shares were common shares of the same class, and all of these shares were entitled to vote on the foregoing amendments.

- (5) The number of shares voted respectively for and against each of the foregoing amendments was as follows:

Voted for:	84,692½
Voted against:	0

- (6) The foregoing amendments to the Articles of Incorporation do not provide for an exchange, reclassification or cancellation of issued shares.

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(7) The foregoing amendments effect a change in the amount of stated capital of the corporation by increasing the number of authorized shares from One Hundred Thousand (100,000) to One Hundred Fifty Thousand (150,000) and by increasing the stated capital of the corporation from One Million Dollars (\$1,000,000) to One Million Five Hundred Thousand Dollars (\$1,500,000).

Dated this 14th day of December, 1959.

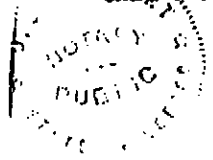
MALHEUR HOME TELEPHONE COMPANY

By *M. E. Doan*
M. E. Doan, President

Lillian F. Levitt
Lillian F. Levitt, Secretary

STATE OF OREGON }
COUNTY OF MALHEUR } ss.

I, *D. S. Sargent*, a notary public, do hereby certify that on this *14th* day of December, 1959, personally appeared before me M. E. Doan, who being by me first duly sworn, declared that he is the President, who signed the foregoing document as such officer of said corporation, and that the statements therein contained are true.



D. S. Sargent
Notary Public for Oregon

My commission expires: *12-5-62*

STATE OF COLORADO }
CITY AND }
COUNTY OF DENVER } ss.

I, *Lela L. Lopez*, a notary public, do hereby certify that on this *14th* day of December, 1959, personally appeared before me Lillian F. Levitt, who being by me first duly sworn, declared that she is the Secretary, who signed the foregoing document as such officer of said corporation, and that the statements therein contained are true.



Lela L. Lopez
Notary Public for Colorado

My commission expires: *Nov. 5, 1962*

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Information Return—Domestic Corporation
FOR THE CORPORATION DEPARTMENT OF THE STATE OF OREGON

Full name of company Malheur Home Telephone Company
 _____, an Oregon corporation.

When was organization completed? November 7, 1960 (Date first officers were elected.)

The nature, and general plan of the business to be followed: Provide telephone service both within Oregon as well as in other areas of the United States

CAPITAL STOCK DATA:

	Total Authorized	No. of Shares	Par Value	Amount Subscribed	Amount Unsubscribed
Common	\$ 1,500,000	150,000	\$ 10.00	\$ 87,000 (TOTAL ISSUED and outstanding)	\$ 653,000 (TOTAL UNISSUED)
Preferred	\$ None				

** No Par Value Shares None shares xxxxx xxxxx shares _____ shares _____

** Price per share at which no par value stock was issued \$ _____

The number of subscribers to the capital stock at the time the first officers were elected Eleven

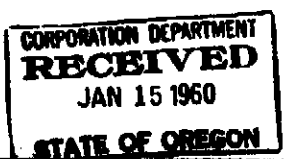
Will any of the above stock be for sale? _____ If so, to whom--whether to present stockholders or to others? See Item 1 on attached sheet

Mention what, if any, bonds, notes, contracts or other securities are to be issued by the company. See Item 2 on attached sheet
(If item, please so state)

The officers and directors, and their street addresses, are as follows:

Name	Office held	Street Address
See Item 3 on attached sheet		

Dated this 15th day of January 1960.



Signature of officer: [Signature]
 Title: President

**ATTACHMENT INFORMATION RETURN - DOMESTIC CORPORATION
FOR THE CORPORATION DEPARTMENT OF THE STATE OF OREGON
FILED BY MALHEUR HOME TELEPHONE COMPANY**

- Item 1. Of the unissued shares of stock of the Company, the Company is contemplating the sale of 50,000 shares at par to The Mountain States Telephone and Telegraph Company, a Colorado Corporation, a present stockholder.
- Item 2. Other than the contemplated sale of shares as set forth in Item 1 above, the Company at the present time does not contemplate any major financing by way of issuance of any bonds, notes, contracts or other securities. It will, however, periodically borrow money on short term notes and enter into contracts incident to the conduct and operation of its business. The issuance of other types of securities will be dependent upon future developments and growth in the Company's business.

Item 3.

<u>NAME</u>	<u>OFFICE HELD</u>	<u>STREET ADDRESS</u>
<u>M. E. Doan</u>	<u>President and Director</u>	<u>225 S.W. 1st St., Portland, Oregon</u>
<u>G. H. Steinhauer</u>	<u>Vice President and Director</u>	<u>931 - 14th St., Denver 2, Colo.</u>
<u>H. A. Snyder</u>	<u>General Manager and Director</u>	<u>519 Hancock, Boise, Idaho</u>
<u>H. M. Heckenlively</u>	<u>Auditor and Director</u>	<u>931 - 14th St., Denver 2, Colo.</u>
<u>L. F. Wingert</u>	<u>Director</u>	<u>931 - 14th St., Denver 2, Colo.</u>
<u>J. R. Spangler</u>	<u>Director</u>	<u>931 - 14th St., Denver 2, Colo.</u>
<u>D. A. McLean</u>	<u>Director</u>	<u>931 - 14th St., Denver 2, Colo.</u>
<u>J. R. Turnquist</u>	<u>Director</u>	<u>931 - 14th St., Denver 2, Colo.</u>
<u>J. H. Miller</u>	<u>Director</u>	<u>931 - 14th St., Denver 2, Colo.</u>
<u>L. F. Levitt</u>	<u>Secretary</u>	<u>931 - 14th St., Denver 2, Colo.</u>
<u>C. H. Jacobson</u>	<u>Treasurer</u>	<u>931 - 14th St., Denver 2, Colo.</u>

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1000 1000 1000

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STATE OF COLORADO }
CITY AND } ss.
COUNTY OF DENVER }

I, D. Joy Cuning, a notary public, do hereby certify that on this 27th day of January, 1966, personally appeared before me D. S. Childs, who being by me first duly sworn, declared that he is the Secretary, who signed the foregoing document as such officer of said corporation, and that the statements therein contained are true.

D. Joy Cuning
Notary Public for Colorado

My commission expires July 21, 1969

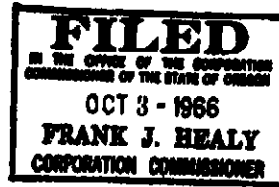
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ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MALHEUR HOME TELEPHONE COMPANY

FILE NO. 15250



Pursuant to the provisions of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporations:

- (1) The name of the corporation is the Malheur Home Telephone Company.
- (2) An amendment to the Articles of Incorporation was adopted by the shareholders amending Article V to read as follows:
"The capital stock of this corporation shall be Two Million Five Hundred Thousand Dollars (\$2,500,000) divided into Two Hundred Fifty Thousand shares of the par value of Ten Dollars (\$10.00) per share."
- (3) The foregoing amendment to the Articles of Incorporation was adopted at a special meeting of the shareholders of the corporation held on September 20, 1966.
- (4) There were 134,700 shares of stock of the corporation outstanding at the time of the adoption of the foregoing amendment. All of these shares were common shares of the same class, and all of these shares were entitled to vote on the foregoing amendment.
- (5) The number of shares voted respectively for and against the foregoing amendment was as follows:

Voted for:	134,700
Voted against:	0
- (6) The foregoing amendment effects a change in the amount of stated capital of the corporation by increasing the number of authorized shares from Two Hundred Thousand (200,000) to Two Hundred Fifty Thousand (250,000) and by increasing the stated capital of the corporation from Two Million Dollars (\$2,000,000) to Two Million Five Hundred Thousand Dollars (\$2,500,000).

Dated this 22nd day of September, 1966.

MALHEUR HOME TELEPHONE COMPANY

By M. E. Doan
M. E. Doan, President

D. S. Childs
D. S. Childs, Secretary

0000:0000:8893:0068

STATE OF COLORADO)
CITY AND) ss.
COUNTY OF DENVER)

I, D. Jay Cuning, a notary public, do hereby certify that on this 22nd day of September, 1966, personally appeared before me D. S. Childs, who being by me first duly sworn, declared that he is the Secretary of the Malheur Home Telephone Company, that he signed the foregoing document as such officer of said corporation, and that the statements therein contained are true.


Notary Public for Colorado

My Commission expires: July 21, 1969

0608 0000 0083 0059

VOID WHEN THIS WAS ORIGINALLY REPRODUCED OR ERASED

ARTICLES OF INCORPORATION
OF
MALHEUR HOME TELEPHONE COMPANY

11AR 13 1971
FRANK J. HEALY
CORPORATION COMMISSIONER

Pursuant to the provisions of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- (1) The name of the corporation is the Malheur Home Telephone Company.
- (2) An amendment to the Articles of Incorporation was adopted by the shareholders amending Article V to read as follows: "The capital stock of this corporation shall be Three Million Five Hundred Thousand Dollars (\$3,500,000) divided into Three Hundred Fifty Thousand shares of the par value of Ten Dollars (\$10.00) per share."
- (3) The foregoing amendment to the Articles of Incorporation was adopted at a special meeting of the shareholders of the corporation held on March 9, 1971.
- (4) There were 201,300 shares of stock of the corporation outstanding at the time of the adoption of the foregoing amendment. All of these shares were common shares of the same class, and all of these shares were entitled to vote on the foregoing amendment.
- (5) The number of shares voted respectively for and against the foregoing amendment was as follows:
Voted for: 201,300
Voted against: 0
- (6) The foregoing amendment effects a change in the amount of stated capital of the corporation by increasing the number of authorized shares from Two Hundred Fifty Thousand (250,000) to Three Hundred Fifty Thousand (350,000) and by increasing the stated capital of the corporation from Two Million Five Hundred Thousand Dollars (\$2,500,000) to Three Million Five Hundred Thousand Dollars (\$3,500,000).

DATED this 9th day of March, 1971.

MALHEUR HOME TELEPHONE COMPANY

By G. N. Steinhauer
G. N. Steinhauer, Vice President

D. S. Childs
D. S. Childs, Secretary

STATE OF COLORADO)
CITY AND) ss.
COUNTY OF DENVER)

The undersigned affiant, D. S. Childs, being first duly sworn upon his oath deposes and says that he is the Secretary of the Malheur Home Telephone Company and one of the officers who executed the foregoing document; that he is familiar with the foregoing document and the statements contained therein and hereby verifies that said document and the statements contained therein are true and correct.

D. S. Childs
SUBSCRIBED AND SWORN to before me this 9th day of March, 1971, by D. S. Childs as Secretary of the Malheur Home Telephone Company, a corporation.

WITNESS my hand and official seal.

My Commission expires:
February 11, 1975

Frank J. Healy
Notary Public

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ARTICLES OF INCORPORATION
OF
MALHEUR HOME TELEPHONE COMPANY

SEP 17 1981
FRANK J. HEALY
CORPORATION COMMISSIONER

Pursuant to the provisions of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- (1) The name of the corporation is the Malheur Home Telephone Company.
- (2) An amendment to the Articles of Incorporation was adopted by the shareholders amending Article V to read as follows: "The capital stock of this corporation shall be Four Million Five Hundred Thousand Dollars (\$4,500,000) divided into Four Hundred Fifty Thousand shares of the par value of Ten Dollars (\$10.00) per share."
- (3) The foregoing amendment to the Articles of Incorporation was adopted at a special meeting of the shareholders of the corporation held on September 9, 1981.
- (4) There were 273,866 shares of stock of the corporation outstanding at the time of the adoption of the foregoing amendment. All of these shares were common shares of the same class, and all of these shares were entitled to vote on the foregoing amendment.
- (5) The number of shares voted respectively for and against the foregoing amendment was as follows:
 Voted for: 273,866
 Voted against: 0
- (6) The foregoing amendment does not provide for an exchange, reclassification or cancellation of issued shares.
- (7) The foregoing amendment effects no change in the amount of stated capital of the corporation.

DATED this 9th day of September, 1981.

MALHEUR HOME TELEPHONE COMPANY

By G. M. Westa
G. M. Westa, Vice President

B. M. Bell
B. M. Bell, Secretary

STATE OF COLORADO)
CITY AND) ss.
COUNTY OF DENVER)

The undersigned affiant, B. M. Bell, being first duly sworn upon his oath deposes and says that he is the Secretary of the Malheur Home Telephone Company and one of the officers who executed the foregoing document; that he is familiar with the foregoing document and the statements contained therein and hereby verifies that said document and the statements contained therein are true and correct.

B. M. Bell

SUBSCRIBED AND SWORN to before me this 9th day of September, 1981, by B. M. Bell as Secretary of the Malheur Home Telephone Company, a corporation.

WITNESS my hand and official seal.

Martha M. Schlichter
Notary Public

My Commission expires: 10/20/84

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15350
FILED
IN THE OFFICE OF THE CLERK OF THE
CORPORATION COMMISSION OF THE STATE OF OREGON
JUL 5 1985
JANE EDWARDS
CORPORATION COMMISSIONER

**ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
MALHEUR HOME TELEPHONE COMPANY**

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

FIRST: The name of the corporation is Malheur Home Telephone Company.

SECOND: The following amendment to Article V of the Articles of Incorporation of the corporation was adopted by the shareholder of the corporation on May 1, 1985, in the manner prescribed by the Oregon Corporation Code:

"The aggregate number of shares which the Company shall have authority to issue is one (1) share of common stock without par value."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 402,327, and the number of shares entitled to vote thereon was 402,327.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were 402,327 shares of common stock.

FIFTH: The number of shares voted for such amendment was 402,327, and no shares were voted against such amendment.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively were 402,327 shares of common stock for and no shares of common stock against such amendment.

SEVENTH: All issued and outstanding shares of common stock at a par value of \$10.00 per share will be tendered by the shareholder and cancelled by the corporation, along with all authorized but unissued shares of common stock at a par value of \$10.00 per share. The shareholder will then be issued the one authorized share of common stock without par value.

EIGHTH: The amendment does not effect a change in stated capital.

Dated this 13th day of June, 1985.

MALHEUR HOME TELEPHONE COMPANY

By G. H. Westa
G. H. Westa, Vice President

By S. Kessen
S. Kessen, Secretary

VERIFICATION

State of Colorado)
) ss.
County of Denver)

I, Terry K. Roberts, hereby certify that on the 13th day of June, 1985, personally appeared before me, Susan Kessen, who being by me first duly sworn, declared that she signed the foregoing document as Secretary of the corporation named therein and that she is eighteen years of age or more, and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 13th day of June, 1985.

My Commission Expires: July 6, 1986

Terry K Roberts
Notary Public

931 14th Street, Room 1300
Denver, Colorado 80202

**By-Laws of
Malheur Home
Telephone Company**

Article

I

PLACE OF STOCKHOLDERS' MEETING

All meetings of the stockholders shall be held at the principal office of the Company in Ontario, Malheur County, Oregon, or such other place, or places, either within or without the State of Oregon, as may be designated by the Board of Directors.

Article

II

ANNUAL MEETING OF STOCKHOLDERS

There shall be an annual meeting of the stockholders on the second Thursday in December in each year, at an hour to be fixed by the President or the Board of Directors and named in the notice of the meeting, unless said second Thursday in December shall be a legal holiday, in which case the meeting shall be held on the next day following that is not a legal holiday. If no quorum be present at any such annual meeting, a less number may meet and adjourn from time to time until a quorum be present. If the annual meeting be not held as aforesaid, a meeting in lieu thereof may be held at such time as the Board of Directors may appoint.

Article

III

SPECIAL MEETINGS OF STOCKHOLDERS

A special meeting of the stockholders may be called by the Board of Directors or by the President at any time, and the President shall call a special meeting whenever he is requested to do so in writing by any two (2) Directors, or by stockholders representing one-fourth of the shares of the Company entitled to vote thereat.

Article

IV

QUORUM OF STOCKHOLDERS

At any meeting of the stockholders a majority of all of the stock entitled to vote thereat, whether represented in person or by proxy, shall constitute a quorum for

the transaction of business. The vote of a majority of stock represented at any meeting at which a quorum is present shall control in all matters properly coming before the meeting.

Article

V

NOTICE OF STOCKHOLDERS' MEETINGS

A written or printed notice of the time and place of the annual meeting, and of the time and place and purpose or purposes of every special meeting of the stockholders, shall be given by the President or Secretary by personal delivery thereof or by mailing such notice to each stockholder entitled to vote at the meeting, addressed to him at his usual place of business or such address as may appear upon the books of the Company, not less than ten (10) nor more than fifty (50) days before the date of the meeting, and by such other, different or additional notice as may be required by law.

Article

VI

ELECTION OF DIRECTORS

The number of directors shall be fixed from time to time by resolution of the Board of Directors and may be increased or decreased from time to time by resolution of the Board of Directors, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.
(As amended 11/04/2002)

Article

VII

POWERS OF DIRECTORS

The Board of Directors shall have charge and supervision of all the business of the Company. In case of a vacancy in the Board, it may be filled by a majority vote of the remaining Directors. They shall elect a President, one or more Vice Presidents, a Secretary and a Treasurer. They may appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers, agents and employees, and assign to them such duties and powers as in their judgment the interests of the Company may require. Any two offices may be held by the same person, except that no person shall at the same time be both President or Vice President and Secretary or Assistant Secretary. Any officer elected or appointed by the Board of Directors shall be removable at their pleasure, and any vacancy in any office may be filled by the Board of Directors. The President shall be chosen from the Directors.

Article

VIII

PLACE OF MEETING OF DIRECTORS

The meetings of the Directors may be held at the principal office of the Company, Ontario, Malheur County, State of Oregon, or at such other place or places, either within or without the State of Oregon, as the Directors from time to time determine.

Article

IX

REGULAR MEETINGS OF DIRECTORS

Regular meetings of the Board of Directors shall be held four (4) times per year, once each calendar quarter.

Article

X

QUORUM OF DIRECTORS

At any meeting of the Board of Directors a majority of the whole Board shall constitute a quorum. The vote of a majority of the Directors present at any meeting at which a quorum is present shall control in all matters properly coming before the meeting.

Article

XI

SPECIAL MEETINGS OF DIRECTORS

Special meetings of the Board of Directors may be held at any time on call of the President or the Secretary. The President or the Secretary shall call a special meeting of the Board on the written request of any two (2) or more Directors.

Article

XII

NOTICE OF DIRECTORS' MEETINGS

Notice of the time and place of the special meetings of the Board of Directors shall be given by the Secretary in writing to each Director, by personal delivery thereof, or by addressing and mailing the notice to him at his usual place of business, or at such address as may appear on the books of the Company, at least three (3) days before the time named for the meeting. Attendance of a Director at a meeting shall

constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of any such meeting.

Article

XIII

PRESIDENT

The President shall be the chief executive officer of the Company, and, under the supervision of the Board of Directors, he shall have general charge of the Company's affairs and business. He shall perform such duties and exercise such powers as are usually exercised and performed by the President of a corporation, or as may be delegated to him by the Board of Directors. He shall call or direct the calling of special meetings of the stockholders and special meetings of the Board of Directors at such time or times as he may deem proper or as may be required by these By-Laws.

Article

XIV

VICE PRESIDENT OR VICE PRESIDENTS

The Vice President or each of the Vice Presidents, if there be more than one, shall have such powers and perform such duties as may be assigned to him or them by the Board of Directors or by the President, and in case of the absence or disability of the President, or a vacancy in the office, a Vice President designated by the Board of Directors or by the President, if the office be not vacant, shall exercise all the powers and perform all the duties of the President. Whenever such Vice President acts, all persons doing business in good faith with this Company may assume that such acts were regularly done pursuant to this Article, and the Company shall be bound thereby.

Article

XV

SECRETARY

The Secretary shall attend all meetings of the stockholders and the Board of Directors, and shall keep a true and faithful record thereof. He shall have the custody of the seal of the Company and of all records, contracts, papers, documents and books of the Company, except those required to be in the custody of the Treasurer, and except such subsidiary records as may be kept in departmental offices. He, or an Assistant Secretary, shall sign and execute all contracts and documents which require his signature and execution, and shall affix the seal of the Company thereunto when necessary. He shall have such other powers and perform such other duties as are usually exercised and performed by the Secretary of a corporation, or as may be delegated to him by the Board of Directors or the President.

Article

XVI

ASSISTANT SECRETARY OR ASSISTANT SECRETARIES

In the absence or disability of the Secretary, or a vacancy in the office, his duties shall be performed by the Assistant Secretary, or, if more than one, by the Assistant Secretary designated by the President or by the Secretary, if that office be not vacant. In addition, the Assistant Secretaries shall each perform such duties as may from time to time be required by the President or the Board of Directors or the Secretary. Whenever an Assistant Secretary acts, all persons doing business in good faith with this Company may assume that such acts were regularly done pursuant to this section, and the Company shall be bound thereby.

Article

XVII

TREASURER

The Treasurer shall have charge of all the funds and securities of the Company. He shall deposit the funds to the credit of the Company in such banks or trust companies as the Board of Directors shall direct, and he shall disburse the same only as directed by the President, or in his absence, a Vice President acting in the capacity of President, and under such rules and regulations as the Board of Directors may from time to time adopt.

The Treasurer shall keep an account of all receipts and disbursements, which shall be open to inspection at all times by the President or any Director. He shall make such reports as the Board of Directors or the President may request, and perform such other duties and exercise such powers as may be assigned to him by the Board of Directors or the President. He shall give such bond for the faithful discharge of his duties as the Board of Directors shall determine.

Article

XVIII

ASSISTANT TREASURER OR ASSISTANT TREASURERS

In the case of the absence or disability of the Treasurer, or a vacancy in the office, his duties shall be performed by the Assistant Treasurer, or, if more than one, by the Assistant Treasurer designated by the President or by the Treasurer, if that office be not vacant. In addition, the Assistant Treasurers shall each perform such duties as may from time to time be required by the President or the Board of Directors or the Treasurer, and shall give such bond for the faithful discharge of his duties as the Board of Directors may determine. Whenever an Assistant Treasurer acts, all persons doing business in good faith with this Company may assume that such acts were regularly done pursuant to this section, and the Company shall be bound thereby.

Article

XIX

COMPTROLLER

The Comptroller shall have custody and charge of all books of account except those required by the Treasurer in keeping record of the work of his office, and shall have supervision over such subsidiary accounting records as may be kept in departmental offices. He shall have access to all books of account, including the Treasurer's records, for purposes of audit, and for obtaining information necessary to verify or complete the records of his office. He shall certify to the authorizations and approvals pertaining to all vouchers, and no payments from the general cash shall be made by the Treasurer except on vouchers bearing the certification signature of the Comptroller or his delegated representative. He shall make periodical audits of the cash, including working advance funds and securities of the Company. The Comptroller shall perform such other duties as may be required by the Board of Directors or the President, and, with the approval of the President, shall designate some other person or persons to perform the duties of Comptroller in case of his absence or disability, or with the approval of the President he may delegate to some other person such part of his duties as he deems necessary in the ordinary conduct of the business.

Article

XX

CERTIFICATES OF STOCK

Certificates of stock shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary. Such certificates shall be issued in the manner prescribed by law to each stockholder and shall show the number of shares to which he is entitled, and the shares named therein shall be transferable upon the books of the Company only by the shareholder named in the certificate or by his duly authorized attorney or representative. No new certificate for any share shall be issued until the old certificate representing the same has been surrendered and canceled; provided, however, that in the case of a lost certificate, a new certificate may be issued upon such conditions as the Board of Directors may prescribe. No certificate shall be issued until the share or shares represented thereby have been fully paid.

Article

XXI

WAIVER OF NOTICE OF MEETINGS

Any stockholder, officer, or director may waive any notice required to be given under these By-laws.

Article

XXII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

SECTION 1. *Scope of Indemnification.*

(a) The Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an indemnified capacity, except to the extent that any such indemnification against a particular liability is expressly prohibited by applicable law or where a judgment or other final adjudication adverse to the indemnified representative establishes, or where the Corporation determines, that his or her acts or omissions (i) were in breach of such person's duty of loyalty to the Corporation or its shareholders, (ii) were not in good faith or involved intentional misconduct or a knowing violation of law, or (iii) resulted in receipt by such person of an improper personal benefit. The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution, or advancement of expenses may be entitled under any statute, certificate or articles of incorporation, agreement, contract of insurance, vote of shareholders or disinterested directors, or otherwise. The rights of indemnification and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time and shall inure to the benefit of the heirs, executors, administrators, and personal representatives of such a person.

(b) If an indemnified representative is not entitled to indemnification with respect to a portion of any liabilities to which such person may be subject, the Corporation shall nonetheless indemnify such indemnified representative to the maximum extent for the remaining portion of the liabilities.

(c) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the indemnified representative is not entitled to indemnification.

(d) To the extent permitted by law, the payment of indemnification provided for by this Article, including the advancement of expenses pursuant to Section 2, with respect to proceedings other than those brought by or in the right of the Corporation, shall be subject to the conditions that the indemnified representative shall give the Corporation prompt notice of any proceeding, that the Corporation shall have complete charge of the defense of such proceeding and the right to select counsel for the indemnified representative, and that the indemnified representative shall assist and cooperate fully in all matters respecting the proceeding and its defense or settlement. The Corporation may waive any or all of the conditions set forth in the preceding sentence. Any such waiver shall be applicable only to the specific payment for which the waiver is made and shall not in any way obligate the Corporation to grant such waiver at any future time. In the event of a conflict of interest between the indemnified representative and the Corporation that would disqualify the Corporation's counsel from representing the indemnified representative under the rules of professional conduct applicable to attorneys, it shall be the policy of the Corporation to waive any or all of the foregoing conditions subject to such limitations or conditions as the Corporation shall deem to be reasonable in the circumstances.

(e) For purposes of this Article:

(1) "indemnified capacity" means any and all past, present, or future service by an indemnified representative in one or more capacities as a director, officer,

employee, or agent of the Corporation or, at the request of the Corporation, as a director, officer, employee, agent, fiduciary, or trustee of another corporation, partnership, joint venture, trust, employee benefit plan, or other entity or enterprise; any indemnified representative serving an affiliate of the Corporation in any capacity shall be deemed to be doing so at the request of the Corporation; an "affiliate of the Corporation" means an entity that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the Corporation;

(2) "indemnified representative" means any and all directors, officers and employees of the Corporation and other person designated as an indemnified representative by the Board of Directors of the Corporation;

(3) "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damage, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including, without limitation, expert witness fees, costs of investigation, litigation and appeal costs, attorneys' fees, and disbursements); and

(4) "proceeding" means any threatened, pending, or completed action, suit, appeal, or other proceeding of any nature, whether civil, criminal, administrative, or investigative, whether formal or informal, whether external or internal to the Corporation, and whether brought by or in the right of the Corporation, a class of its security holders or otherwise.

SECTION 2. *Advancing Expenses.*

As provided by the general laws of the State of Oregon and to the maximum extent permitted by such law, the Corporation shall pay the reasonable expenses incurred in good faith by an indemnified representative in advance of the final deposition of a proceeding described in Section 1. Before making any such advance payment of expenses, the Corporation shall receive an undertaking by or on behalf of the indemnified representative to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation pursuant to this Article. Such undertaking shall be an unlimited, unsecured general obligation of the indemnified representative and shall be accepted without reference to the ability of such person to make repayment. No advance shall be made by the Corporation if a determination is reasonably and promptly made by the Board of Directors by majority vote of a quorum of disinterested directors, or (if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs) by independent legal counsel in a written opinion, that, based upon the facts known to the Board or counsel at the time such determination is made, the indemnified representative has acted in such a manner as to permit or require the denial of indemnification pursuant to the provisions of Section 1.

Article

XXIII

SEAL

The Seal of the Company shall consist of the name of the Company,
"MALHEUR HOME TELEPHONE COMPANY"
around the margin of a circle containing the word "SEAL."

Article

XXIV

CHANGES OF BY-LAWS

These By-laws may be changed, altered, amended, modified, or annulled by a majority vote of the Board of Directors at any meeting of the Board.