

**ARTICLES OF MERGER OF
MIDSTATE TELECOM, INC.
WITH AND INTO
MIDSTATE COMMUNICATIONS, INC.**

Pursuant to the provisions of SDCL § 47-18-2 and SDCL 47-1A-1106, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **MIDSTATE TELECOM, INC.** with and into **MIDSTATE COMMUNICATIONS, INC.** into one such corporation.

I.

The names of the parties to the merger are as follows:

1. **MIDSTATE COMMUNICATIONS, INC.**, a South Dakota corporation, as the surviving entity.
2. **MIDSTATE TELECOM, INC.**, a South Dakota corporation, as the merging entity.

II.

Pursuant to SDCL §47-18-5.1, the Agreement and Plan of Merger was adopted by the Board of Directors of Midstate Communications, Inc., on April 29, 2013, and said Plan of Merger was submitted to and duly approved by the members of the cooperative in the manner required by SDCL §47-18 *et seq.*, and by its bylaws. Pursuant to the bylaws of Midstate Telecom, Inc., the Agreement and Plan of Merger was submitted to and duly approved by its shareholders in the manner required by said bylaws.

The Plan of Merger was duly authorized by all action required by the laws of each domestic company under which it was incorporated and by its constituent documents.

III.

On _____, 2013, pursuant to SDCL §47-18 *et seq.*, Notices of the Annual Meeting were mailed to each and every member of Midstate Communications, Inc. including a summary of the proposed Agreement and Plan of Merger and Articles of Merger to be voted on by the members.

IV.

On _____, 2013, in _____, South Dakota, a lawful quorum totaling _____ members of Midstate Communications, Inc. being actually present at the Annual Meeting, duly adopted said proposed Agreement and Plan of Merger by ___ votes for and ___ votes against.

V.

The names and addresses of the Directors of the surviving cooperative are as follows:

Lonnie Sharping
120 E. 1st Street
PO Box 48
Kimball, SD 57355-0048

Dave Lehr
120 E. 1st Street
PO Box 48
Kimball, SD 57355-0048

Bob Creasey
120 E. 1st Street
PO Box 48
Kimball, SD 57355-0048

Sandy Ringling
120 E. 1st Street
PO Box 48
Kimball, SD 57355-0048

Clayton Knippling
120 E. 1st Street
PO Box 48
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Bob Holleman
120 E. 1st Street
PO Box 48
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Randy Breukelman
120 E. 1st Street
PO Box 48
Kimball, SD 57355-0048

Ervin Bietz
120 E. 1st Street
PO Box 48
Kimball, SD 57355-0048

Lyle McCord
120 E. 1st Street
PO Box 48
Kimball, SD 57355-0048

VI.

The Plan of Merger, as attached hereto, was duly declared passed and adopted by the members of Midstate Communications, Inc. and the shareholders of Midstate Telecom, Inc. by the required number of votes. Pursuant to the provisions of SDCL § 47-18-2, these Articles of Merger shall be effective at 12:01 a.m., C.S.T. on January 1, 2014.

