

ATTACHMENT II
ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF MONTANA
LINDA McCULLOCH



Montana State Capitol
PO Box 202801
Helena, MT 59620-2801
(406) 444-3665
<http://www.sos.mt.gov>

BLACKFOOT TELECOMMUNICATIONS GROUP
ATTN MARILEE KLAUDT
1221 N RUSSELL ST
MISSOULA MT 59808

Date: January 23, 2013

RE: BLACKFOOT COMMUNICATIONS, INC.

Dear Ms. Klaudt:

We have fulfilled your request for the following item for the above named entity:

Certified Copies

Please find enclosed the Articles of Incorporation for MONTANA WIRELESS, INC. An amendment to change the name was filed December 29, 2003.

Thank you for giving this office the opportunity to serve you. If you have any questions regarding the material you were sent or need additional assistance, please do not hesitate to contact the Business Services professionals at (406)444-4273.

Sincerely

A handwritten signature in cursive script that reads "Linda McCulloch".

Linda McCulloch
Montana Secretary of State

1201

Sign up for our newsletter to receive updates about the office! Visit us online at sos.mt.gov/Subscribe.

Disclaimer: The Secretary of State is required to return mail to the entity that submitted the paperwork to our office unless otherwise directed by the customer. Therefore, the entity name and mailing address appearing in this letter may not be affiliated as an owner/principal for the business name appearing in the box.

**SECRETARY OF STATE
STATE OF MONTANA**



**Mike Cooney
Secretary of State**

**Montana State Capitol
PO Box 202801
Helena, MT 59620-2801**

COPY

February 2, 1995

Earl Owens
BTC Holdings, Inc.
1221 N Russell
Missoula MT 59802

RE: MONTANA WIRELESS, INC.
Date of Filing: January 27, 1995
Filing Number: D081760-332557

Dear Mr. Owens:

Attached please find a copy of the documents you recently filed with this office. The document number and filing date have been recorded on the copy I've attached. These documents serve as your certificate of filing and should be maintained in your files for future reference.

Thank you for giving this office the opportunity to serve you. If you have any questions in this regard, or need additional assistance, please do not hesitate to contact the Business Services Bureau professionals at (406) 444-3665....we're here to serve you!

Sincerely,

Enclosure

Reception: (406) 444-2034 - Business Services Bureau: 444-3665 - Elections Bureau: 444-4732
Administrative Rules Bureau: 444-2055 - Records Management Bureau (1320 Bozeman Avenue): 444-2716
Fax: 444-3976

STATE OF MONTANA

FILED

JAN 24 1995

SECRETARY OF STATE

J 70 20 20 prmk

ARTICLES OF INCORPORATION
OF
MONTANA WIRELESS, INC.

A Montana Corporation

Executed by the undersigned persons of legal age, for the purpose of forming a Montana Corporation pursuant to and in conformity with Title 35, Chapter 1, Montana Code Annotated.

ARTICLE I.

Name. The Name of the Corporation is MONTANA WIRELESS, INC.

ARTICLE II.

Period of Existence. The period of existence shall be perpetual.

ARTICLE III.

Purpose. The purpose of the Corporation shall be to own, operate, obtain by contract, and otherwise acquire license(s) for the provision of a medium of telecommunication services known as "personal communication services" to the general public and the transaction of any and all lawful business for which corporations may be incorporated under Title 35, Chapter 1 of the Montana Code Annotated, including, but not limited to:

- a. Acquiring and taking over as a going concern and thereafter carrying on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith, to acquire the goodwill and all or any of the assets, and assume or otherwise provide for all or any of the liabilities of any such business.
- b. Borrowing for its corporate purposes and to make, accept, endorse, execute, and issue promissory notes, bills of exchange, bonds, debentures, or other obligations from time to time for the purchase of property or for any purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligation by mortgage, pledge, deed of trust, or otherwise.
- c. Contracting with any persons, firms or corporations, private or public, and to carry out and fulfill contracts of every sort and kind, and to purchase, lease or otherwise acquire any and all rights and privileges, convenient and profitable, in connection with the corporate purposes and corporate business herein stated.
- d. The performance of everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any powers previously set forth, either

alone or in connection with other corporations, firms or individuals and either as principal or agent and to do every other act or acts, thing or things incidental, pertinent to, growing out of, or in connection with these purposes, or powers.

- e. To establish, market, operate, maintain and provide any and all telecommunication services authorized by the Federal Communication Commission pursuant to rules promulgated under the provisions of 47 CFR 24.

The several clauses contained in Article III of this document shall be construed as both powers and purposes and the statements contained in each clause shall in no way be limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers. ~~No recitation, expression, or declaration~~ of specific or special powers or purposes shall be deemed to be exclusive. The Corporation shall expressly have all other lawful powers not inconsistent with these Articles of Incorporation or the laws of the State of Montana.

ARTICLE IV.

Stock. The Corporation shall be authorized to issue one (1) class of fifty thousand (50,000) shares of no par value common stock.

ARTICLE V.

Directors. The number of Directors shall initially be five (5) and may, from time to time, be changed by an amendment of the ByLaws. No decrease in the number of Directors shall have the effect of shortening the terms of any incumbent Director. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders, or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Earl Owens	Upper Miller Creek Rd., Missoula, MT
William Nelson	Box 348, Greenough, MT
Walter Delaney	370 Leon Road, St. Ignatius, MT
Daniel Seery	Drawer 520, St. Ignatius, MT
James Couture	981 N. Couture Loop, Arlee MT

ARTICLE VI.

Incorporator. The name and address of the Incorporator is BTC Holdings, Inc., 1221 North Russell, Missoula, Montana 59802.

ARTICLE VII.

Principal Office. The principal office of the Corporation shall be located at 1221 North Russell, Missoula, Montana 59802. The name of its initial registered agent is Earl Owens, of the same address, which is the registered office of the Corporation.

ARTICLE VIII.

Shareholder Rights. The Shareholders, by appropriate ByLaw or Shareholders' Agreement, may enforce restrictions on the issuance and the transfer of the corporate stock of this Corporation and may authorize the Board of Directors of this Corporation to have complete power to sell, assign, transfer, pledge, mortgage, or otherwise encumber or otherwise deal with or manage any and all assets of the Corporation.

ARTICLE IX.

Amendment. The Articles of Incorporation may not be amended except by the affirmative vote of Shareholders owning two-thirds of the shares entitled to a vote upon the amendment.

26th IN WITNESS WHEREOF, I have hereunto subscribed my signature this day of January, 1995.

BTC HOLDINGS, INC.

By: William J. Nelson
President

STATE OF MONTANA)
 : ss.
County of Missoula)

I, the undersigned, a Notary Public for the State of Montana, hereby certify that on the 26 day of January, 1995, personally appeared before me WILLIAM J. NELSON who, by me first duly sworn, declared that he is the PRESIDENT of BTC HOLDINGS, INC., the Corporation which signed the foregoing Articles as Incorporator; that he signed the said Articles for and on behalf of BTC HOLDINGS, INC., and that the statements therein contained are true.

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

F. Gary Warrington
Notary Public for the State of Montana
Residing at: MISSOULA, MONTANA
My Commission Expires: MAR 10, 1998



STATE OF MONTANA

Office of the Secretary of State

I hereby certify this is a true and correct copy, consisting of 9 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color blue.

DATED: 1-23-13

BY: Jeanette Zippin
Deputy

Linda McCulloch

Linda McCulloch
Secretary of State

SECRETARY OF STATE

STATE OF MONTANA

BOB BROWN

Business Services Bureau
Pat Haffey, Deputy



Montana State Capitol
PO Box 202801
Helena, MT 59620-2801
(406)444-3665
<http://www.state.mt.us/sos/>

BLACKFOOT
1221 NORTH RUSSELL STREET
MISSOULA MT 59808

December 29, 2003

Dear Sir or Madam:

RE: BLACKFOOT.NET, INC. -
MERGED OUT OF AND INTO:
MONTANA WIRELESS, INC.
ARTICLES OF MERGER
Date of Filing: December 29, 2003
Filing Number: D081760 - 496901

I've approved the filing of the documents for the above named entity. The document number and filing date have been recorded on the original document which is filed in our office. This letter serves as your certificate of filing and should be maintained in your files for future reference.

Thank you for giving this office the opportunity to serve you. If you have any questions in this regard, or need additional assistance, please do not hesitate to contact the Business Services Bureau professionals at (406) 444-3665.

Sincerely,

A handwritten signature in cursive script that reads "Bob Brown".

Bob Brown
Secretary of State

PRIORITY

ARTICLES OF MERGER
OF
MONTANA WIRELESS, INC.
AND
BLACKFOOT.NET, INC.

STATE OF MONTANA
FILED

DEC 29 2003

SECRETARY OF STATE

Executed by the undersigned for the purpose of merging Blackfoot.Net, Inc., a Montana corporation, into Montana Wireless, Inc., (dba Blackfoot Communications) a Montana corporation, pursuant to Title 35, Chapter 1, Section 816, Mont. Code Ann.

ARTICLE I. Plan Of Merger. The Plan of Merger of the Corporations is attached hereto as Exhibit A. Montana Wireless, Inc. shall be the surviving entity. The merged company, Blackfoot.Net, Inc., shall cease to exist as of the effective date of these Articles of Merger.

ARTICLE II. Shareholder Approval. Blackfoot.Net, Inc. has issued and outstanding 600 shares of common stock. At a duly called meeting of the Shareholders, all outstanding shares were represented, and voted unanimously to approve the Plan of Merger and these Articles of Merger. Montana Wireless, Inc. has issued and outstanding 7,582 shares of common stock. At a duly called meeting of the Shareholders, all outstanding shares were represented, and voted unanimously to approve the Plan of Merger and these Articles of Merger.


ARTICLE III. Amendment of Articles of Incorporation. The Articles of Incorporation of Montana Wireless, Inc., for the purposes of adopting its registered assumed business name as its corporate name, are hereby amended as follows:

ARTICLE I

Name. The Name of the Corporation is BLACKFOOT COMMUNICATIONS, INC.

ARTICLE IV. Effective Date. The effective date of this merger shall be January 1, 2004.

DATED this 13th day of December, 2003.



Tom Eggensperger, President

STATE OF MONTANA)
 : ss.
County of Missoula)

On this 13th day of December, 2003, before me, the undersigned, a Notary Public for the State of Montana, personally appeared TOM EGGENSBERGER, known to me to be the President of Montana Wireless, Inc., the person whose name is subscribed to the within document, and acknowledged to me that he executed the same on behalf of Montana Wireless, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year first hereinabove written.

(NOTARIAL SEAL)



Notary Public For The State Of Montana
My Commission Expires: 9-9-2004

SECRET
MONTANA
NOTARY PUBLIC
STATE OF MONTANA
9-9-2004

**PLAN OF MERGER
OF
MONTANA WIRELESS, INC.

AND

BLACKFOOT.NET, INC.**

Pursuant to Montana Code Annotated §35-1-813 (2003), the Boards of Directors of Montana Wireless, Inc., a Montana business corporation, and Blackfoot.Net, Inc., a Montana business corporation, adopt the following Plan of Merger:

ARTICLE 1. Intent. By this Plan of Merger, the parties intend to merge Blackfoot.Net, Inc., into Montana Wireless, Inc., with Montana Wireless, Inc. being the surviving corporation.

ARTICLE 2. Terms and Conditions of Merger. Effective upon the filing of the required Articles of Merger with the Secretary of State for the State of Montana, Blackfoot.Net, Inc. shall merge into Montana Wireless, Inc., and shall thereafter cease to exist as provided by statute. All assets and liabilities of Blackfoot.Net, Inc. shall be transferred to, and assumed by, Montana Wireless, Inc.

ARTICLE 3. Basis Of Conversion Of Shares. Pursuant to this merger, in exchange for the transfer of assets and liabilities as set forth above, current shareholders in Blackfoot.Net, Inc. shall be issued shares of non-assessable capital stock in Montana Wireless, Inc., based on the agreed upon book value of the assets so transferred.

ARTICLE 4. Shareholder Approval. This merger is subject to the shareholder approval of Blackfoot.Net, Inc. as required by Montana Code Annotated §35-1-815.

Approval of Montana Wireless, Inc. shareholders is also required pursuant to Montana Code Annotated §35-1-815 since the Articles of Merger shall include an amendment to the Articles of Incorporation of Montana Wireless, Inc. for the purpose of effectuating a name change of the surviving corporation.

ADOPTED as of the 9th day of October, 2003.

MONTANA WIRELESS, INC.




Tom Eggensperger, President of the Board of Directors

ATTEST:




Stuart Morton, Secretary/Treasurer

BLACKFOOT.NET, INC.



Tom Eggensperger, President of the Board of Directors

ATTEST:



Geoffrey Wilson, Secretary/Treasurer

SECRETARY

2003 OCT 09 AM 10:52

HELENE
MORTON

**ARTICLES OF MERGER
OF
BLACKFOOT COMMUNICATIONS, INC.
AND
FRETEL COMMUNICATIONS, LLC**

Executed by the undersigned for the purpose of merging Fretel Communications, LLC (“Fretel”), an Idaho limited liability company, into Blackfoot Communications, Inc. (“BCI”), a Montana corporation, currently registered as a foreign corporation with the Idaho Secretary of State, pursuant to Title 30, Chapter 18, Idaho Statutes, § 30-18-202, and Title 35, Chapter 1, § 818, Mont. Code Ann.

Article I. Plan of Merger.

The Plan of Merger is attached hereto as Exhibit A.

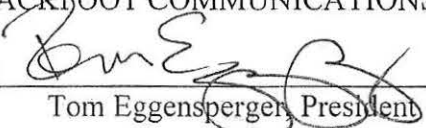
Article II. Shareholder Approval.

BTC Holdings, Inc. is the sole member of Fretel. BTC Holdings, Inc. is the sole shareholder of Fretel. Pursuant to Mont. Code Ann. § 35-1-815(7), shareholder approval is not required. Notwithstanding, BTC Holdings, Inc. unanimously approved the Plan of Merger.


The effective date of this merger shall be October 1, 2014.

DATED this 4th day of September, 2014.

BLACKFOOT COMMUNICATIONS, INC.

By: 
Tom Eggenberger, President

FRETEL COMMUNICATIONS, LLC

By: 
Tom Eggenberger, President

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

Blackfoot Communications, Inc. (“BCI”), a Montana corporation, and Fretel Communications, LLC (“Fretel”), an Idaho limited liability company, pursuant to Mont. Code Ann. § 35-1-813 and Idaho Code §§ 30-18-202 and 30-18-205(5), hereby adopt the following Plan of Merger:

Article I. Parties

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

Article II. Ownership of Parties.

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

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

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

Article IV. Shareholder Approval.

Pursuant to Mont. Code Ann. §35-1-815(7), action by shareholders of the surviving corporation, BCI, on this Plan of Merger is not required. Notwithstanding, BCI’s sole

shareholder, BTC Holdings, Inc. has unanimously approved this Plan of Merger.


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

Article V. Amendments to Articles of Incorporation.

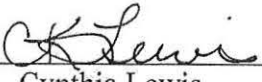
No amendments to the Articles of Incorporation of BCI are made in this Plan of Merger, or intended to be made in the Articles of Merger to be filed with the Secretary of State for the State of Montana in conjunction with this action.

ADOPTED this 4th day of September, 2014.

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

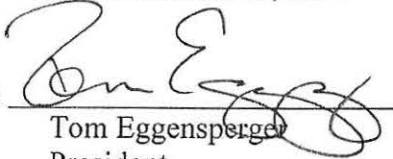
By: 

Tom Eggensperger
President

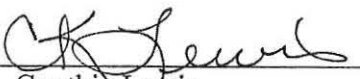
By: 

Cynthia Lewis
Secretary Treasurer

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

By: 

Tom Eggensperger
President

By: 

Cynthia Lewis
Secretary Treasurer