

**EXHIBIT B**

Restated Articles of Incorporation

Premier Communications, Inc.

ARTICLES OF RESTATEMENT

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TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Premier Communications, Inc. hereby delivers these Articles of Restatement to the Iowa Secretary of State pursuant to Iowa Code §§ 490.1006 and 490.1007:

- I. The name of the corporation is Premier Communications, Inc.
- II. A true and correct copy of the Restated Articles of Incorporation as approved and adopted by the shareholders of the corporation is attached hereto as Exhibit A and is incorporated herein by this reference.
- III. The Restated Articles of Incorporation do not provide for the exchange, reclassification or cancellation of issued shares.
- IV. The Restated Articles of Incorporation require shareholder approval.
- V. The Restated Articles of Incorporation were approved and adopted at a duly called special meeting of shareholders on April 23, 2002 (the "Special Meeting"). No voting group was entitled to vote separately on the amendment. At the time of the approval and adoption, there were 10,000 shares of the corporation's voting stock issued and outstanding. Of the 10,000 votes entitled to be cast on the issue, 10,000 were indisputably represented at the Special Meeting.
  - a. The number of votes cast in favor of the Restated Articles of Incorporation--10,000.
  - b. The number of votes cast against the Restated Articles of Incorporation--0.
 The number of votes cast in favor of the Restated Articles of Incorporation was sufficient for the approval and adoption thereof.

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Date: April 24, 2002

*Douglas Boone*  
Douglas Boone, Chief Executive Officer

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**EXHIBIT A****RESTATED ARTICLES OF INCORPORATION  
OF PREMIER COMMUNICATIONS, INC.****Article I. NAME**

The name of the Company is Premier Communications, Inc. (the Company).

**Article II. DURATION**

The Company shall have perpetual existence.

**Article III. REGISTERED OFFICE AND AGENT**

The address of the registered office of the Company is 339 First Avenue Northeast, P.O. Box 200, Sioux Center, IA 51250. The name of its registered agent at such address is Douglas Boone.

**Article IV. PURPOSE**

The purpose for which the Company is organized is for engaging in all lawful business for which corporations may be incorporated under the Iowa Business Company Act, Iowa Code §§ 490.101, et seq. (the Act).

**Article V. CAPITAL STOCK**

**Section 1. Number of shares.** The total number of shares of stock which the Company shall have authority to issue is 100,000 shares in one class. The class of stock shall be Common Stock. The par value of such stock shall be \$100.00 per share.

**Section 2. Voting.** The holders of the shares of the Common Stock shall be entitled to one vote for each share so held with respect to all matters voted on by the shareholders of the Company and are entitled to receive the net assets of the Company upon dissolution. Subject to the powers, rights and preferences of any other class of stock and to any limitations on dividends imposed by the Act, the holders of the Common Stock shall have the right to receive dividends as and when declared by the Board of Directors in its sole discretion.

**Article VI. NO CUMULATIVE VOTING**

Shareholders of the Company shall not have the right to cumulate votes in the election of directors.

## Article VII. BOARD OF DIRECTORS

Section 1. Powers. The business, property and affairs of the Company shall be managed by or under the direction of the Board of Directors. In furtherance, and not in limitation, of the powers conferred by the Act, the Board of Directors is expressly authorized to:

- (a) Adopt, amend, alter, change or repeal the Bylaws of the Company (the "Bylaws"); provided, however, that no Bylaws hereafter adopted shall invalidate any prior act of the directors that was valid at the time such action was taken;
- (b) Determine the rights, powers, duties, rules and procedures that affect the power of the Board of Directors to manage and direct the business and affairs of the Company, including the power to designate and empower committees of the Board of Directors to elect, appoint and empower the officers and other agents of the Company, and to determine the time and place of, and the notice requirements for, Board meetings, as well as quorum and voting requirements for, and the manner of taking, Board action; and
- (c) Exercise all such powers and do all such acts as may be exercised or done by the Company, subject to the provisions of the Act, these Restated Articles of Incorporation and the Bylaws.

Section 2. Number. The number of directors of the Company shall be fixed in the manner specified by the Bylaws of the Company.

Section 3. Term. Each director shall serve until the next annual meeting of shareholders and until his or her successor shall be duly elected and qualified.

Section 4. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors shall be filled only by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, and any directors so appointed shall hold office until the next annual meeting of shareholders and until his or her successor shall be duly elected and qualified.

Section 5. Removal of directors. Any director, or the entire Board of Directors, may be removed from office at any time, as provided in the Bylaws.

Section 6. Meetings. Meetings of the Board of Directors may be held within or without the State of Iowa, as the Bylaws may provide.

## Article VIII. SHAREHOLDER MEETINGS AND ACTIONS

Section 1. Shareholder meetings. Meetings of shareholders of the Company may be held within or without the State of Iowa, as the Bylaws may provide.

Section 2. Special meetings of shareholders. Special meetings of the shareholders of the Company for any purpose or purposes may be called at any time as provided in the Bylaws. In addition, shareholders of the Company may call special meetings of the shareholders pursuant to the provisions set forth in Section 490.702 of the Act.

Section 3. Quorum. At all meetings of the shareholders, the holders of stock having a majority in voting power of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum for the transaction of business. Once a quorum is established, it shall not be broken by the subsequent withdrawal of enough votes leaving less than a quorum.

#### Article IX. — LIMITATION OF DIRECTOR LIABILITY

As to any act or omission occurring after this provision becomes effective, a director of the Company shall, to the maximum extent permitted by the Act, have no personal liability to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that this Article shall not eliminate or reduce the liability of a director in any case where such elimination or reduction is not permitted by law. Any repeal or modification of this Article by the shareholders of the Company shall not adversely affect any right or protection of any director of the Company existing at the time of such repeal or modification.

#### Article X. — INDEMNIFICATION

Section 1. Right to indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact (a) that he or she is or was a director or officer of the Company, or (b) that he or she, being at the time a director or officer of the Company, is or was serving at the request of the Company as a director, trustee, officer, employee or agent of another company or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (collectively, "another enterprise" or "other enterprise"), whether either in case (a) or in case (b) the basis of such proceeding is alleged action or inaction in an official capacity as a director or officer of the Company, or as a director, trustee, officer, employee or agent of such other enterprise, or in any other capacity related to the Company or such other enterprise while so serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Company to the fullest extent authorized by the Act (or any successor provision or provisions) as the same exists or may hereafter be amended (but, in the case of any such amendment, with respect to actions taken prior to such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith if such person satisfied the applicable level of care to permit such indemnification under the Act. The persons indemnified by this Article X are hereinafter referred to as "indemnitees". Such indemnification as to such alleged action or inaction shall continue as to an indemnitee who has after such alleged action or inaction ceased to be

a director or officer of the Company, or director, officer, employee or agent of another enterprise; and shall inure to the benefit of the indemnitee's heirs, executors and administrators. The right to indemnification conferred in this Article shall be a contract right; shall not be affected adversely as to any indemnitee by any amendment of these Restated Articles of Incorporation with respect to any action or inaction occurring prior to such amendment; and shall, subject to any requirements imposed by law and the Bylaws, include the right to be paid by the Company the expenses incurred in defending any such proceeding in advance of its final disposition.

**Section 2. Relationship to other rights and provisions concerning indemnification.**

The rights to indemnification and to the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, these Restated Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise. The Bylaws may contain such other provisions concerning indemnification, including provisions specifying reasonable procedures relating to and conditions to the receipt by indemnitees of indemnification, provided that such provisions are not inconsistent with the provisions of this Article.

**Section 3. Agents and employees.** The Company may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses, to any employee or agent of the Company (or any person serving at the Company's request as a director, trustee, officer, employee or agent of another enterprise) or to persons who are or were a director, officer, employee or agent of any of the Company's affiliates, predecessor or subsidiary companies or of a constituent company absorbed by the Company in a consolidation or merger or who is or was serving at the request of such affiliate, predecessor or subsidiary company or of such constituent company as a director, officer, employee or agent of another enterprise, in each case as determined by the Board of Directors to the fullest extent of the provisions of this Article in cases of the indemnification and advancement of expenses of directors and officers of the Company, or to any lesser extent (or greater extent, if permitted by law) determined by the Board of Directors.

**Section 4. Partial indemnification.** If the indemnitee is entitled under any provision of this Article to indemnification by the Company for some or a portion of the expenses, liabilities, losses, judgments, fines, penalties or ERISA excise taxes actually and reasonably incurred by him or her in the investigation, defense, appeal or settlement of any proceeding but not, however, for the total amount thereof, the Company shall nevertheless indemnify the indemnitee for the portion of such expenses, liabilities, losses, judgments, fines, penalties or ERISA excise taxes to which the indemnitee is entitled.

**Section 5. Repeal or modification by shareholders.** Any repeal or modification of this Article by the shareholders of the Company shall not adversely affect any rights to indemnification and to the advancement of expenses or other protection of a director, officer, employee or agent of the Company existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

**Section 6. Repeal or modification of law.** Any repeal or modification of the laws

of the State of Iowa, as now or hereafter in effect, shall not adversely affect any rights to indemnification and to the advancement of expenses or other protection of a director, officer, employee or agent of the Company existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

Section 7. Insurance. The Company may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee or agent of the Company or another enterprise against any expense, liability or loss, whether or not the Company would have the power to indemnify such person against such expense, liability or loss under the Act.

Section 8. Binding effect; successors and assigns. The indemnification and advance of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be a Director or officer, and shall inure to the benefit of the heirs, executors and administrators of such Director or officer.

Section 9. Severability. In the event that any of the provisions of this Article (including any provision within a single section, paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the full extent permitted by law.

#### Article XI. COMPANY'S ACQUISITION OF ITS OWN SHARES

The Company may purchase, redeem, receive, take or otherwise acquire, own and hold, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal with and in its own shares. Shares of the Company's stock acquired by it pursuant to this Article shall be considered "Treasury Stock" and so held by the Company. The shares so acquired by the Company shall not be considered as authorized and unissued but rather as authorized, issued, and held by the Company. The shares so acquired shall not be regarded as canceled or as a reduction to the authorized capital of the Company unless specifically so designated by the Board of Directors in an amendment to these Restated Articles of Incorporation. Any shares so acquired by the Company, unless otherwise specifically designated by the Board of Directors, at the time of acquisition, shall be considered on subsequent disposition, as transferred rather than reissued. Nothing in this Article limits or restricts the right of the Company to resell or otherwise dispose of any of its shares previously acquired for such consideration and according to such procedures as established by the Board of Directors.

#### Article XII. AMENDMENT OF ARTICLES OF INCORPORATION

The Company hereby reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation, and all rights conferred upon shareholders are granted subject to this reservation.

#### Article XIII. BOOKS AND RECORDS

The books of the Company may be kept (subject to any provision contained in the laws of the



State of Iowa) outside the State of Iowa at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

Article XIV. SUPERCEDE EXISTING ARTICLES OF INCORPORATION

These Restated Articles of Incorporation supercede the Company's existing Articles of Incorporation and all amendments thereto.

Article XV. SEVERABILITY

In the event that any of the provisions of these Restated Articles of Incorporation (including any provision within a single section, paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

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SECRETARY OF STATE

Restated Articles of Inc

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