

Exhibit 1

Certificate of Incorporation
and
Articles of Incorporation of FRRPA

State of South Dakota



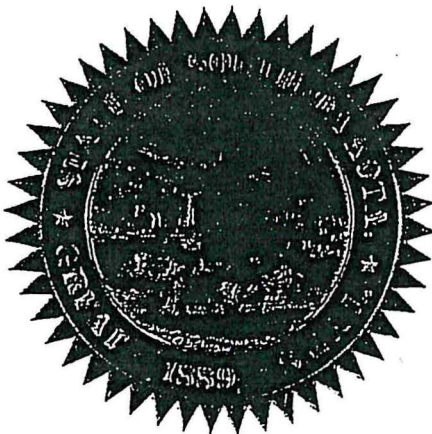
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

NONPROFIT CORPORATION

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation of FIBER RING REVENUE-POOLING ASSOCIATION duly signed and verified, pursuant to the provisions of the South Dakota Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issued this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this March 17, 1999.

JOYCE HAZELTINE
Secretary of State

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March 1999

ARTICLES OF INCORPORATION
South Dakota Nonprofit Corporation
Organized Pursuant to SDCL Chapter 47-22

Joyce Hazelton
SECRETARY OF STATE

ARTICLE I

The name of the corporation is:
FIBER RING REVENUE-POOLING ASSOCIATION

ARTICLE II

The period of existence is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is to provide, implement and manage, on a nonprofit basis, a revenue-pooling arrangement between and among local exchange companies which are jointly provisioning fully integrated SONET interconnected survivable ring transport facilities, as provided in SDCL 49-31-59.1, and all other lawful activities as provided in SDCL 47-22 to SDCL 47-26 inclusive as amended.

ARTICLE IV

The corporation shall have voting members.

ARTICLE V

The corporation shall have three classes of membership, which are as follows:

- | | |
|-----------------|--|
| Class A Members | COLEC with more than 13,000 access lines |
| Class B Members | COLEC with 3,000 to 13,000 access lines |
| Class C Members | COLEC with under 3,000 access lines |

For purposes of the above, a commonly operated LEC (Local Exchange Carrier), (COLEC) refers to a local exchange carrier and local exchange affiliates or subsidiaries which share common ownership and control.

Eligibility for membership in any of the above classes of membership is as follows:

1. The member must be a local exchange company based in South Dakota.
2. The member must be a local exchange company that delivers or is committed to deliver all of its Public Network Switched (PNS) Traffic over which it has control to South Dakota Network's LATA Access Tandem for a period of not less than seven years, commencing January 1, 1999.
3. The member must have agreed to pay the SONET Transport-Pooling Assessment (STPA) as determined by the Board of Directors from time to time.

ARTICLE VI

The directors of the corporation shall be elected for one-year terms each year by the members in each membership class.

ARTICLE VII

The corporation shall be managed by the Board of Directors named herein until the first Annual Meeting of the corporation to be held in the year 2000, at which time a Board of Directors shall be elected and shall take over as the directors of the corporation. The directors named herein shall serve as the Board of Directors until that time. In the event of dissolution or final liquidation of the corporation, assets shall be distributed back to the members in proportion to the amounts contributed by each member; if it is not possible to determine said proportionate amounts, then the assets shall be distributed back to the members in equal shares.

ARTICLE VIII

The street address of the corporation is 320 East Capitol Avenue, Pierre, South Dakota 57501; its initial registered agent is Brian B. Meyer of Meyer & Rogers, P.O. Box 1117, 320 East Capitol Avenue, Pierre, South Dakota 57501; and attached hereto is his written consent to the appointment.

ARTICLE IX

The number of directors constituting the initial board of directors is seven, and the names and addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
1. Darrell Henderson	Main Street N. P. O. Box 39 Bison, SD 57620
2. Jack Brown	410 Crown St. P. O. Box 411 Wall, SD 57790
3. Don Snyders	612 Third St. P. O. Box 349 Garretson, SD 57030
4. Randy Houdek	218 Commercial S.E. P. O. Box 157 Highmore, SD 57345
5. Dean Anderson	312 West Fourth St. P. O. Box 920 Clear Lake, SD 57226
6. Dianna J. Quashnick	102 South Main St. P. O. Box 7 Herreid, South Dakota 57632
7. Craig Osvog	525 Western Ave. P. O. Box 588 Brookings, SD 57006

ARTICLE X

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
1. Darrell Henderson	Main Street N. P. O. Box 39 Bison, SD 57620
2. Jack Brown	410 Crown St. P. O. Box 411 Wall, SD 57790

3. Don Snyders

612 Third St.
P. O. Box 349
Garretson, SD 57030

4. Randy Houdek

218 Commercial S.E.
P. O. Box 157
Highmore, SD 57345

5. Dean Anderson

312 West Fourth St.
P. O. Box 920
Clear Lake, SD 57226

These Articles may be amended in the manner authorized by law at the time of the amendment.

EXECUTED in duplicate on this 25th day of February, 1999.

Randy Houdek
Dean Anderson
Don Snyders
Darrell Henderson
Jack Brown

STATE OF SOUTH DAKOTA)
)SS.
COUNTY OF DAVISON)

On this, the 25th day of February, 1999, before me, the undersigned Notary Public, personally appeared Darrell Henderson, Jack Brown, Don Snyders, Randy Houdek and Dean Anderson, known to me or satisfactorily proven to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.


Brian Beyer
Notary Public

My Commission Expires: 2-5-04
(SEAL)

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Brian B. Meyer, of Meyer & Rogers, P.O. Box 1117, 320 East Capitol Avenue, Pierre, South Dakota 57501, do hereby consent to serve as registered agent of **FIBER RING REVENUE-POOLING ASSOCIATION**, a South Dakota Nonprofit Business Corporation organized under Chapter 47 of the South Dakota Codified Laws.

DATED this 25th day of February, 1999.



Brian B. Meyer