

File Number:

LC1189535

Date Filed: 12/14/2011

Effective Date: 01/01/2012

Robin Carnahan

Secretary of State

**Certificate of Conversion  
of  
Mid-Missouri Telephone Company**

351.409, RSMo

This Certificate of Conversion of Mid-Missouri Telephone Company is executed and filed by the undersigned to convert the corporation from a Missouri corporation to a Missouri limited liability company pursuant to Section 351.409, RSMo. The undersigned hereby certifies the following:

1. The name of the corporation is Mid-Missouri Telephone Company (Missouri Charter No. T00000530). The corporation was originally incorporated under the name Marshall Junction Telephone Company.
2. The original articles of incorporation of the corporation were filed with the Missouri Secretary of State on May 18, 1928.
3. The entity to which the corporation shall be converted is named Otelco Mid-Missouri LLC and the jurisdiction under whose laws it is formed is the State of Missouri.
4. The conversion effected by this Certificate of Conversion has been approved by all necessary corporation action in accordance with the provisions of Section 351.409, RSMo.
5. The conversion effected by this Certificate of Conversion shall be effective at 12:01 a.m. on January 1, 2012.

[Signature page follows]


4837-9010-99661

State of Missouri  
Conversion - LLC/LP 5 Page(s)



T1134951054

In Affirmation thereof, the facts states above are true and correct:  
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

 Curtis L. Garner, Jr. Chief Financial Officer 12/7/11  
Authorized Signature Printed Name Title Date

.....

TAXATION DIVISION  
P O BOX 3666  
JEFFERSON CITY MO 65105-3666



*Missouri*  
DEPARTMENT OF REVENUE

Telephone: (573) 751-9268  
Fax: (573) 522-1265  
E-mail: taxclearance@dor.mo.gov

## CERTIFICATE OF TAX CLEARANCE

MID-MISSOURI TELEPHONE COMPANY  
505 THIRD AVENUE EAST  
ONEONTA AL 35121

DATE: DECEMBER 9, 2011

MISSOURI CORPORATION CHARTER NUMBER: T00000530

Thank you for contacting the Missouri Department of Revenue. In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

If you require additional information or assistance, please contact the Taxation Division at Post Office Box 3666, Jefferson City, Missouri 65105-3666 or by telephone at (573) 751-9268 during the hours of 8:00 a.m. to 5:00 p.m.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in cursive script that reads "Dwayne Maples".

Dwayne Maples  
Administrator, Business Tax  
Taxation Division

PE:DU1632

CBN001  
201134300301277



**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
PO Box 778 / 600 W. Main St., Rm. 322  
Jefferson City, MO 65102

**Articles of Organization**  
*(Submit with filing fee of \$105.00)*

1. The name of the limited liability company is

Orelco Mid-Missouri LLC  
*(Must include "Limited Liability Company," "Limited Company," "LLC," "L.C.," "L.L.C.," or "LLC")*

2. The purpose(s) for which the limited liability company is organized: the transaction of any or all lawful business for which a limited liability company may be organized under sections 347.010 to 347.187

3. The name and address of the limited liability company's registered agent in Missouri is:

National Corporate Research, Ltd. 222 East Dunklin, Suite 102 Jefferson City, MO 65101  
*Name Street Address: May not use PO Box unless street address also provided City/State/Zip*

4. The management of the limited liability company is vested in:  managers  members *(check one)*

5. The events, if any, on which the limited liability company is to dissolve or the number of years the limited liability company is to continue, which may be any number or perpetual: Perpetual

*(The answer to this question could cause possible tax consequences, you may wish to consult with your attorney or accountant)*

6. The name(s) and street address(es) of each organizer *(PO box may only be used in addition to a physical street address):*  
*(Organizer(s) are not required to be member(s), manager(s) or owner(s))*

Curtis L. Garnot, Jr. c/o Orelco Inc. 505 Third Avenue East, Oneonta, AL 35121

7. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: January 1, 2012 at 12:01 a.m.

*(Date may not be more than 90 days after the filing date in this office)*

*(Please see next page)*

Name and address to return filed document:	
Name:	_____
Address	_____
City, State, and Zip Code:	_____

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

All organizers must sign:

 \_\_\_\_\_ 12/7/11  
*Organizer Signature* *Printed Name* *Date*

\_\_\_\_\_  
*Organizer Signature* *Printed Name* *Date*

\_\_\_\_\_  
*Organizer Signature* *Printed Name* *Date*

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

## CERTIFICATE OF ORGANIZATION

WHEREAS,

*Otelco Mid-Missouri LLC*  
*LC1189535*

filed its Articles of Organization with this office on the 14th day of December, 2011, and that filing was found to conform to the Missouri Limited Liability Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, do by virtue of the authority vested in me by law, do certify and declare that on the 14th day of December, 2011, the above entity is a Limited Liability Company, organized in this state and entitled to any rights granted to Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 14th day of December, 2011.

**EFFECTIVE DATE: JANUARY 1, 2012**

*Robin Carnahan*  
Secretary of State

