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DEAN L. COOPER  
MARK G. ANDERSON  
TIMOTHY T. STEWART  
GREGORY C. MITCHELL  
RACHEL M. CRAIG  
BRIAN T. MCCARTNEY  
DALE T. SMITH

May 11, 2000

Mr. Dale Hardy Roberts  
Secretary/Chief Regulatory Law Judge  
Missouri Public Service Commission  
P.O. Box 360  
Jefferson City, MO 65102

**FILED<sup>2</sup>**  
MAY 11 2000 *mh*  
Missouri Public  
Service Commission

**Re: In the matter of the Joint Application of Miller Telephone Company and Townes Telecommunications, Inc., for an order authorizing Townes Telecommunications, Inc. to purchase or acquire, take or hold all of the issued and outstanding capital stock of Miller Telephone Company.**

*TM-2000-748*

Dear Mr. Roberts:

Enclosed please find the original plus eight (8) copies of Joint Application for filing on behalf of Miller Telephone Company and Townes Telecommunications, Inc. in the above referenced matter. Please bring this matter to the attention of the appropriate Commission personnel.

Thank you for your attention to this matter.

Very truly yours,

BRYDON, SWEARENGEN & ENGLAND P.C.

By: *Sondra B. Morgan*  
Sondra B. Morgan

SBM/k

Enclosures

cc: Office of Public Counsel  
Robert Prince  
David Beatty

**BEFORE THE PUBLIC SERVICE COMMISSION  
STATE OF MISSOURI**

**FILED<sup>2</sup>**

MAY 11 2000

Missouri Public  
Service Commission

In the matter of the Joint Application )  
of Miller Telephone Company and )  
Townes Telecommunications, Inc., for )  
an order authorizing Townes )  
Telecommunications Inc., to purchase or )  
acquire, take or hold all of the issued and )  
outstanding capital stock of Miller )  
Telephone Company. )

Case No. TM-2000-748

**JOINT APPLICATION**

Come now Miller Telephone Company ("Miller") and Townes Telecommunications, Inc. ("Townes") (sometimes collectively referred to as "Applicants"), pursuant to Section 392.300, RSMo 1994, and 4 CSR 240-2.060 (8) and in support of their application to the Missouri Public Service Commission ("Commission") for an Order authorizing Miller and Townes to perform in accordance with the terms of a Stock Purchase Agreement which will result in the acquisition by Townes of all of the capital stock of Miller state that:

1. Miller is a Missouri chartered corporation, in good standing in all respects, with its principal office and place of business at 209 East Main Street, P.O. Box 7, Miller, Missouri 65707. Miller is engaged generally in the business of providing telecommunications service to approximately 1,047 customers subject to the jurisdiction of the Commission in one exchange located in the Missouri county of Lawrence as shown by its exchange area map on file with and approved by the Commission. A copy of Miller's articles of incorporation and a Certificate of Corporate Good Standing from the Missouri Secretary of State is attached hereto as Appendix A.

2. Townes is a Texas corporation, in good standing in all respects, with its principal office and place of business at 120 East First, P.O. Box 729, Lewisville, Arkansas 71845. Townes is engaged in the business of owning and operating telecommunications companies in several states, including the Missouri companies of MoKan Dial, Inc., and Choctaw Telephone Company, Inc. A copy of Townes' articles of incorporation and a Certificate of Corporate Good Standing from the State of Texas is attached as Appendix B.

3. All communications, notices, orders and decisions respecting this Joint Application and proceeding should be addressed to:

W. R. England, III  
Sondra B. Morgan  
Brydon, Swearengen & England P.C.  
312 East Capitol Avenue  
P.O. Box 456  
Jefferson City, MO 65102

and, if to Miller, to:

Robert Prince, President  
Miller Telephone Company  
P.O. Box 776  
Valiant, OK 74764

or, if to Townes:

Johnny Ross  
Townes Telecommunications, Inc.  
P.O. Box 729  
Lewisville, AR 71845

4. Townes and the individual shareholders of Miller ("Sellers") propose to enter into a Stock Purchase Agreement (the "Agreement"). Under the terms of the Agreement, and subject

to obtaining necessary regulatory approvals, Townes will acquire from the Sellers all of the currently issued and outstanding common stock of Miller. A copy of the Agreement, in substantially final form, is marked Appendix C, attached hereto, and made a part hereof for all purposes.<sup>1</sup>

5. A certified copy of the resolutions of the Board of Directors of Townes authorizing it to enter into and perform in accordance with the terms of the Agreement is marked Appendix D, attached hereto, and made a part hereof for all purposes.

6. A certified copy of the resolutions of the shareholders of Miller authorizing it to enter into and perform in accordance with the terms of the Agreement is marked Appendix E, attached hereto, and made a part hereof for all purposes.

7. The proposed acquisition of the stock of Miller is not detrimental to the public interest. After the proposed acquisition, Miller will continue to do business under the same name and operate in much the same manner as it does currently. There will be no change in rates or methods of operation as a result of the stock acquisition. In the Agreement, Townes has agreed to retain the present employees of Miller whose managerial abilities will be combined with the telecommunications expertise of the principals of Townes in order to effectively provide efficient and affordable service to the Miller customers.

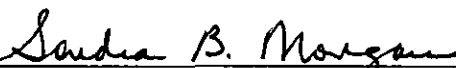
8. Joint Applicants request that the Commission expedite its consideration of this application in accordance with the Motion to Expedite being filed on this date.

---

<sup>1</sup>On this same date, the parties' have filed a request for a Protective Order. The Agreement has been marked "proprietary," and the parties request that this document be treated in accordance with that request.

WHEREFORE, Townes and Miller respectfully request that the Commission issue an order authorizing (1) Townes and Miller to enter into and perform in accordance with the terms of the Stock Purchase Agreement in substantially the form of Appendix C; (2) authorizing Townes to purchase or acquire, take or hold all of the total issued and outstanding capital stock of Miller; (3) authorizing Townes and Miller to do any and all other things as may be reasonably necessary in furtherance of all acts specifically authorized; and (4) granting such other relief as the Commission may deem just and proper under the circumstances.

Respectfully submitted,

  
W. R. England, III MO#23975  
Sondra B. Morgan MO #35482  
BRYDON, SWEARENGEN & ENGLAND, P.C.  
312 East Capitol Avenue  
P.O. Box 456  
Jefferson City, MO 65102  
(573) 635-7166

Attorneys for MILLER TELEPHONE COMPANY  
and TOWNES TELECOMMUNICATIONS, INC.

STATE OF Oklahoma )  
 )  
COUNTY OF McClain ) ss.

Robert Prince, having been duly sworn upon his oath, states that he is President of Miller Telephone Company, Applicant herein, and as such, is duly authorized to execute said Application and to make this affidavit on its behalf; that the matters and things stated in the foregoing Application and exhibits thereto are true and correct to the best of his information, knowledge and belief.

Robert Prince  
Robert Prince

Subscribed and sworn to before me, a notary public, on this 26 day of April,  
2000.

Abbie Dames  
Notary Public

My commission expires:

1-22-2002

STATE OF ARKANSAS

§

§

VERIFICATION

COUNTY OF LAFAYETTE


§

*Johnny Ross*, having been duly sworn upon his oath, states that he is General Manager of Townes Telecommunications, Inc., Applicant herein, and as such, is duly authorized to execute said Application and to make this affidavit on its behalf; that the matters and things stated in the foregoing Application and exhibits thereto are true and correct to the best of his information, knowledge and belief.

  
\_\_\_\_\_  
**Johnny Ross**

General Manager

SUBSCRIBED AND SWORN TO before me, this 8<sup>th</sup> day of May, 2000.

  
\_\_\_\_\_  
Notary Public



Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was hand-delivered this 11<sup>th</sup> day of May, 2000 to:

Mr. Mike Dandino  
Office of the Public Counsel  
P.O. Box 7800  
Jefferson City, Missouri 65102

Sandra B. Morgan  
Sondra B. Morgan



## APPENDIX A

No. T00000596

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION

## CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

MILLER TELEPHONE COMPANY

was incorporated under the laws of this State on the 9th day of DECEMBER, 1954, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 11th day of MAY, 2000.

  
Secretary of State



No. T00000596

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

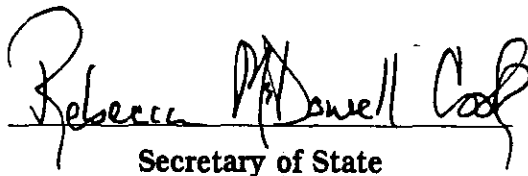
CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

MILLER TELEPHONE COMPANY

I, REBECCA MCDOWELL COOK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 17th day of MARCH, 2000.

  
Secretary of State





SECRETARY OF STATE

Certificate of Incorporation

WHEREAS, an association organized under the name of

MISSOURI TELEPHONE COMPANY

has filed in the Office of the Secretary of State, Articles of Association or Agreement in writing, as provided by law and has, in all respects, complied with the requirements of law governing the formation of private corporations for Telephone Purposes:

NOW, THEREFORE, I, WALTER E. YOUNG, Secretary of State of the State of Missouri, in virtue and by authority of law, do hereby certify that said association, on the date hereof, became a body corporate duly organized under the name of

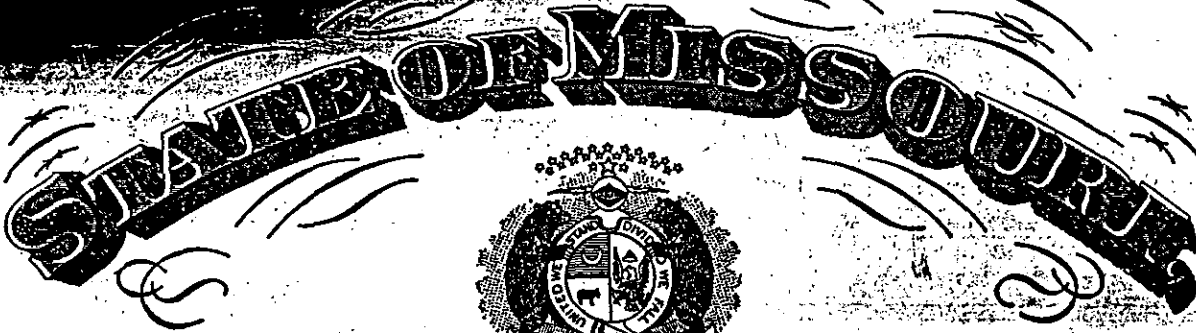
MISSOURI TELEPHONE COMPANY

located at St. Louis, Missouri, and is entitled to all the rights and privileges granted to Telephone Corporations under the laws of the state and that the amount of capital stock of said corporation is 500 shares without par value.

IN TESTIMONY, 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 9th day of November, 1918.

Walter E. Young  
SECRETARY OF STATE  
Will Dayton

By Will Dayton Chief Clerk



SECRETARY

OF STATE

**Certificate of Incorporation**

WHEREAS, An association organized under the name of

**MILLER TELEPHONE COMPANY**

has filed in the Office of the Secretary of State, Articles of Association or Agreement in writing as provided by law and has, in all respects, complied with the requirements of law governing the formation of private corporations for Telephone Purposes:

NOW, THEREFORE, I, WALTER H. TOBERMAN, Secretary of State of the State of Missouri, in virtue and by authority of law, do hereby certify that said association has on the date hereof become a body corporate duly organized under the name of

**MILLER TELEPHONE COMPANY**

located at Miller, Missouri, and is entitled to all the rights and privileges granted to Telephone Corporations under the laws of this state and that the amount of the capital stock of said corporation is 500 shares common stock, no par value.

IN TESTIMONY, 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 9th day of December A. D. Nineteen Hundred and Fifty-Four

*Walter H. Toberman*  
\_\_\_\_\_  
*Will Davis*  
\_\_\_\_\_  
SECRETARY OF STATE  
CHIEF CLERK

ARTICLES OF INCORPORATION

We, the undersigned, being desirous of forming a corporation for the purpose of constructing, owning, operating and maintaining a tele- and phone system under the provisions of Chapter 392, and particularly Section 392.010 R. S. Mo., 1949, and all amendments thereto, do hereby adopt the following Articles of Association, to be used in the event of incorporation.

ARTICLE ONE

The name of the corporation shall be MILLER TELEPHONE COMPANY.

ARTICLE TWO

The capital stock of the corporation shall consist of 500 shares without nominal or par value to be issued to the incorporators in consideration of the transfer of the assets of the Miller Community Telephone Company, individually owned, to the corporation. Said Assets are of a total value of approximately \$42,000.00.

ARTICLE THREE

The number of Directors of the Corporation will be five.

ARTICLE FOUR

The number of subscribers to the common stock of the corporation are five (5) and are as follows:

| NAME            | RESIDENCE        | NO. SHARES SUBSCRIBED |
|-----------------|------------------|-----------------------|
| Fred R. Isaacs  | Miller, Missouri | 1                     |
| Edith M. Isaacs | Miller, Missouri | 1                     |
| Edith M. Hood   | Miller, Missouri | 1                     |
| W. E. Hood      | Miller, Missouri | 1                     |
| Orlando Hood    | Miller, Missouri | 1                     |

ARTICLE FIVE

The principal office or place of business of the corporation shall be Miller, Lawrence County, Missouri, and the name of the registered agent thereat is Fred R. Isaacs.

ARTICLE SIX

The corporation shall be of perpetual duration.

ARTICLE SEVEN

The corporation is organized for the following purposes:

To construct, own, operate and maintain telephone lines and telegraph equipment used and useful in telephonic communications, and to purchase, acquire, lease, sell and convey real property, easements, rights or other interests therein necessary or incidental to operation.

telephone system; and also to construct, operate and maintain buildings and plants used for or incidental for such purposes.

To manufacture, construct, acquire, purchase, sell and deal in all kinds of equipment, machinery, apparatus and property used in or incidental to the telephone business.

IN WITNESS WHEREOF, we have hereunto set our hands this 26 day of November, 1954

at

Fred R. Isaacs  
Edith M. Isaacs  
E. O. Hood  
W. E. Hood  
O. D. Hood

STATE OF MISSOURI )  
COUNTY OF LAWRENCE ) SS

The undersigned, Fred R. Isaacs, Edith M. Isaacs, and E. O. Hood, being three of the incorporators of Miller Telephone Company being duly sworn, upon their oaths, each did say that the statements and matters set forth in the foregoing articles of incorporation are true.

Fred R. Isaacs  
Edith M. Isaacs  
E. O. Hood

Subscribed and sworn to before me this 26 day of November, 1954.

My Commission expires

Nolan  
Notary Public  
May 19-1956

STATE OF MISSOURI }  
COUNTY OF LAWRENCE } SS

On this 26 day of Nov., 1954, before me personally appeared Fred R. Isaacs, Edith M. Isaacs, and E. O. Hood, to me known to be the persons described in and who executed the foregoing instrument and acknowledged that they executed the same as their free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above mentioned.

Nolan Hunter  
Notary Public

My Commission expires May 19 - 1956

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

DEC - 9 1954

Walter H. Toberman  
CORPORATION DEPT. Secretary of State





## STATE of MISSOURI

James C. Kirkpatrick, Secretary of State

## Corporation Division

Statement of Change of Registered Agent or Registered Office  
by Foreign or Domestic Corporations

RECEIVED

JUL 9 1976

RECEIVED

## INSTRUCTIONS

There is no fee for filing this statement. It must be filed in DUPLICATE (both copies signed and notarized). The statement should be sealed with the corporate seal. If it does not have a seal, write "no seal" where the seal would otherwise appear.

The registered office may be, but need not be, the same as the place of business of the corporation, but the registered office and the business address of the agent must be the same. The corporation cannot act as its own registered agent.

Any subsequent change in the registered office or agent must be immediately reported to the Secretary of State. These forms are available upon request from the Office of the Secretary of State.

To SECRETARY OF STATE,  
Jefferson City, Missouri.

Charter No. T00000596

The undersigned corporation, organized and existing under the laws of the State of Missouri for the purpose of changing its registered agent or its registered office, or both, in Missouri as provided by the provisions of "The General and Business Corporation Act of Missouri," represents that:

1. The name of the corporation is Miller Telephone Company
2. The name of its PRESENT registered agent (before change) is Fred R. Isaacs
3. The name of the new registered agent is Duane Dorries
4. The address, including street number, if any, of its PRESENT registered office (before change) is Same MILLER, MO.
5. Its registered office (including street number, if any change is to be made) is hereby CHANGED TO Same
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

7. Such change was authorized by resolution duly adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its PRESIDENT OR VICE-PRESIDENT, attested by its SECRETARY OR ASSISTANT SECRETARY

this 25th day of June, A.D. 19 76

Muller Telephone Co  
NAME OF CORPORATION

(Corporate Seal)

By Duane Dorries  
PRESIDENT OR VICE-PRESIDENT

Attest:

Bobbie Sue Dorries  
SECRETARY OR ASSISTANT SECRETARY

STATE OF Missouri  
COUNTY OF Lawrence } ss.

I, David L. Finner, a Notary Public, do hereby certify that  
on the 8 day of July, A.D. 19 76, personally appeared before me  
Duane Dorries who declares he is President or Vice-President of the  
corporation, executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing  
document in the capacity therein set forth and declared that the statements therein contained are true.

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

(Notarial Seal)

David L. Finner  
NOTARY PUBLIC

My term expires 4-10-1978

FILED  
JUL 12 1976

James C. Patterson  
SECRETARY OF STATE



# STATE of MISSOURI

RECEIVED

James C. Kirkpatrick, Secretary of State

JUL 8 1980

## Corporation Division

### Statement of Change of Registered Agent or Registered Office by Foreign or Domestic Corporations

#### INSTRUCTIONS

There is a \$3.00 fee for filing this statement. It must be filed in **TRIPLICATE** (all copies signed and notarized).

The statement should be sealed with the corporate seal. If it does not have a seal, write "no seal" where the seal would otherwise appear.

The registered office may be, but need not be, the same as the place of business of the corporation, but the registered office and the business address of the agent must be the same. The corporation cannot act as its own registered agent.

Any subsequent change in the registered office or agent must be immediately reported to the Secretary of State. These forms are available upon request from the Office of the Secretary of State.

To SECRETARY OF STATE,  
Jefferson City, Missouri.

JUL 22 1980

Charter No. T 00000596

The undersigned corporation, organized and existing under the laws of the State of Missouri for the purpose of changing its registered agent or its registered office, or both, in Missouri as provided by the provisions of "The General and Business Corporation Act of Missouri," represents that:

Corporation Dept. SECRETARY OF STATE

1. The name of the corporation is Miller Telephone Company
2. The name of its PRESENT registered agent (before change) is Duane Dorries
3. The name of the new registered agent is Robert Prince
4. The address, including street number, if any, of its PRESENT registered office (before change) is P.O. Box 7 Main Street Miller, Missouri 65707
5. Its registered office (including street number, if any change is to be made) is hereby CHANGED TO P.O. Box 7 Main Street Miller, Missouri 65707
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

7. Such change was authorized by resolution duly adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its PRESIDENT OR VICE-PRESIDENT, attested by its SECRETARY OR ASSISTANT SECRETARY

this 25th day of June, A.D. 19 80

(Corporate Seal)

Miller Telephone Co  
NAME OF CORPORATION  
By Robert Prince  
PRESIDENT OR VICE-PRESIDENT

If no seal, state "none"

Attest:

Bobbie Sue Hight  
SECRETARY OR ASSISTANT SECRETARY

STATE OF Missouri  
COUNTY OF Lawrence } ss.

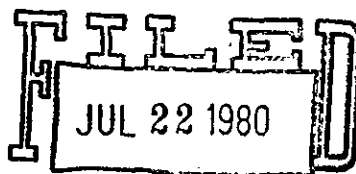
I, Edweda Rose, a Notary Public, do hereby certify that on the 3 day of July, A.D. 1980, personally appeared before me Robert Prince who declares he is President or Vice-President of the corporation, executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

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

(Notarial Seal)

Edweda Rose  
NOTARY PUBLIC

My term expires 7-26-81



James C. Ginter  
SECRETARY OF STATE

No. T00000596

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

**CORPORATION DIVISION**  
**CERTIFICATE OF AMENDMENT**

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that

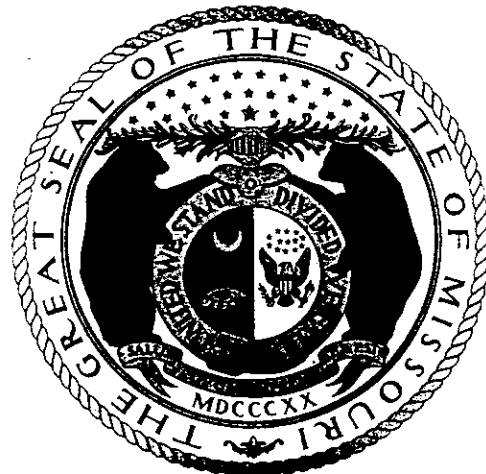
**MILLER TELEPHONE COMPANY**

a corporation organized under the Laws of Missouri, has delivered to me and that I have filed its Certificate of Amendment of its Articles of Incorporation; that said Corporation has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation and that said Articles are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 6th day of JANUARY, 2000.

*Rebecca McDowell Cook*  
Secretary of State

\$25.00





# State of Missouri

Rebecca McDowell Cook, Secretary of State

P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

## Amendment of Articles of Incorporation

(To be submitted in duplicate)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

1. The present name of the Corporation is Miller Telephone Company

The name under which it was originally organized was Miller Telephone Company

2. An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on \_\_\_\_\_  
December 21, 19 99.

3. Article Number Seven is amended to read as follows:

The corporation is organized for the following purposes:

To construct, own, operate and maintain telephone lines and telephone equipment used and useful in telephonic communications, and to purchase, acquire, lease, sell and convey real property, easements, rights-of-way or other interests therein necessary or incidental to operation of a telephone system; to construct, operate and maintain buildings and plants used for or incidental for such purposes; to manufacture, construct, acquire, purchase, sell and deal in all kinds of equipment, machinery, apparatus and property used in or incidental to the telephone business; and also to engage in any lawful business or other activity for which corporations may be organized under The General and Business Corporation Law of Missouri.

Article Number Three is amended to read as follows:

The number of Directors of the corporation shall be three.

*(If more than one article is to be amended or more space is needed attach fly sheet.)*

Of the 500 shares outstanding, at such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

| <i>Class</i> | <i>Number of Outstanding Shares</i> |
|--------------|-------------------------------------|
| Common       | 500                                 |

5. The number of shares voted for and against the amendment was as follows:

| <i>Class</i> | <i>No. Voted For</i> | <i>No. Voted Against</i> |
|--------------|----------------------|--------------------------|
| Common       | 500                  | -0-                      |

6. If the amendment changed the number or par value of authorized shares having a par value, the amount in dollars of authorized shares having a par value as changed is:

N/A

If the amendment changed the number of authorized shares without par value, the authorized number of shares without par value as changed and the consideration proposed to be received for such increased authorized shares without par value as are to be presently issued are:

N/A

7. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

N/A

WITNESS WHEREOF, the undersigned,

Robert Prince

President or

Vice President

has executed this instrument and its

Secretary

Secretary or Assistant Secretary

has affixed its corporate seal hereto and

attested said seal on the 21st day of DECEMBER, 19 99.

Place  
CORPORATE SEAL  
Here  
(If no seal, state "None.")

Miller Telephone Company

Name of Corporation

ATTEST:

Bobbie S. LaCaze  
Secretary or Assistant Secretary

By

Robert Prince  
President or Vice President

FILED AND CERTIFICATE  
ISSUED

JAN 6 2000

State of OKLAHOMA

County of MCCURTAIN

ss.

Rebecca McDowell Cook  
SECRETARY OF STATE

I, DEBBIE DORRIES, a Notary Public, do hereby certify that  
on this 21st day of DECEMBER, 19 99, personally appeared before me  
ROBERT PRINCE who, being by me first duly sworn,  
declared that he is the PRESIDENT  
of MILLER TELEPHONE COMPANY  
that he signed the foregoing documents as PRESIDENT of the corporation, and that the  
statements therein contained are true.

(Notarial Seal)

Rebecca McDowell Cook  
Notary Public

My commission expires 1-22-2002



## APPENDIX B



# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED that  
Articles of Incorporation of

TOWNES TELE-COMMUNICATIONS, INC.  
File No. 565202-0

were filed in this office and a certificate of incorporation was issued to this corporation,  
and no certificate of dissolution is in effect and the corporation is currently in existence.

IT IS FURTHER CERTIFIED that the following documents are on file for this corporation  
as of this date:

ARTICLES OF INCORPORATION

FORFEITURE

REINSTATEMENT

ARTICLES OF MERGER

CHANGE OF REGISTERED OFFICE AND/OR AGENT

JUNE 9, 1981

JANUARY 20, 1987

DECEMBER 28, 1987

DECEMBER 28, 1987

JULY 10, 1989

*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
Austin, Texas on May 3, 2000.*



Elton Bomer  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
TOWNES TELE-COMMUNICATIONS, INC.

FILED  
In the Office of the  
County Clerk of Tarrant  
County, Texas  
MAR 14 1984

Article One

The name of the corporation is Townes Tele-Communications, Inc.

Article Two

The period of duration is perpetual.

Article Three

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act, including but not limited to the constructing, purchasing, leasing, or otherwise acquiring telephone facilities; equipment, and lines for the purpose of providing telephone service to the general public.

Article Four

The aggregate number of shares which the corporation shall have authority to issue is fifty thousand (50,000) of the par value of \$.25.

Article Five

The corporation will not commence business until it has received for the issuance of shares consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received.

Article Six

The street address of its initial registered office is 130 S. Kentucky, McKinney, Texas, and the name of its initial registered agent at such address is Richard Weaver.

Article Seven

Subject to the corporation remaining a close corporation, the business and affairs of the corporation shall be managed by the shareholders of the corporation. The names and addresses of the persons who have subscribed for shares to be issued by the close corporation and who will perform the functions of the initial board of directors are:

Larry C. Townes  
P. O. Box 40  
Bagwell, Texas 75412

Phyllis Jean Townes  
P. O. Box 40  
Bagwell, Texas 75412

Article Eight

The incorporators include all of the initial subscribers to the corporation's shares and securities evidencing the right to acquire its shares. The names and addresses of the incorporators are:

Larry C. Townes  
P. O. Box 40  
Bagwell, TX 75412

Phyllis Jean Townes  
P. O. Box 40  
Bagwell, TX 75412

Article Nine

The following provisions are subject to the corporation remaining a close corporation as defined by the Texas Business Corporation Act:

The corporation is a close corporation; no shares and no securities evidencing the right to acquire its shares shall be issued by means of any public offering, solicitation or advertisement; all such shares and securities shall be subject to restrictions on transfer as permitted by Article 2.22 or 2.30-2 of such Act; and all issued shares, excluding treasury shares, and all issued securities evidencing the right to acquire shares of the corporation shall be held of record by no more than thirty-five (35) persons in the aggregate.

  
LARRY C. TOWNES

STATE OF TEXAS  
COUNTY OF COLLIN

Before me, a notary public, on this day personally appeared  
LARRY C. TOWNES, known to me to be the person whose name is sub-  
scribed to the foregoing document and, being by me first duly sworn,  
declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 8th day of  
March, 1984.

Delwayne Estep-Lander  
Notary Public  
State of Texas

My commission expires:  
12/13/86

STATE OF TEXAS  
COUNTY OF COLLIN

Before me, a notary public, on this day personally appeared.  
PHYLLIS JEAN TOWNES, known to me to be the person whose name is sub-  
scribed to the foregoing document and, being by me first duly sworn,  
declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 8th day of  
March, 1984.

Delwayne Estep-Lander  
Notary Public  
State of Texas

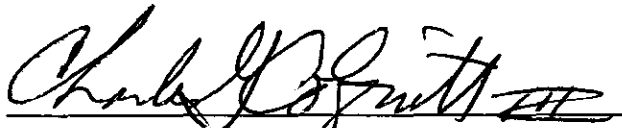
## APPENDIX D

**TOWNES TELECOMMUNICATIONS, INC.**

**SECRETARY'S CERTIFICATE**

The undersigned does hereby certify that he is the duly elected and acting Assistant Secretary of the above-referenced Corporation, that he has custody of the books and records of the Corporation, and attached hereto is a true and correct copy of resolutions duly adopted by the Board of Directors of the Corporation as of the 21<sup>st</sup> day of April, 2000, and the same remain in full force and effect.

WITNESS my hand on behalf of the corporation this 21<sup>st</sup> day of April, 2000.

  
**Charles G. Colquitt, III**  
ASSISTANT SECRETARY



MINUTES OF SPECIAL MEETING

of the

BOARD OF DIRECTORS

of

**TOWNES TELECOMMUNICATIONS, INC.**

A special meeting of the Board of Directors of the above-captioned Corporation was held on the 21<sup>st</sup> day of April, 2000, at the Townes Telecommunications, Inc., offices in Lewisville, Arkansas.

Members of the Board of Directors present were Larry C. Townes, Johnny Ross, Vance Judd, Bob Davidson, and Charles G. Colquitt, III.

The meeting was called to order by Chairman Townes and Charles G. Colquitt, III., assumed his duties as the Secretary to the meeting.

The Minutes of the last meeting were read and approved as read on motion by Johnny Ross, second by Charles Colquitt and unanimous vote of the board.

There was no old business to be conducted, and the board proceeded on to the new business to be discussed.

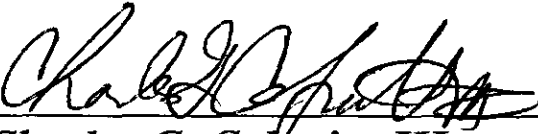
Chairman Townes presented to the board the need for action of the board authorizing Johnny Ross, as General Manager, and Charles G. Colquitt, III., as Assistant Secretary, to execute the necessary documents required in connection with the acquisition of 100% of the stock of Miller Telephone Company by Townes Telecommunications, Inc., and, after motion was duly made, seconded, and unanimously approved, it was

**RESOLVED**, that Johnny Ross, as General Manager, and Charles G. Colquitt, III., as Assistant Secretary, each for Townes Telecommunications, Inc., shall be authorized to execute any and all necessary documents in connection



with and necessary to fulfilling requirements related to the acquisition of 100% of the stock of Miller Telephone Company by Townes Telecommunications, Inc.

There being no further business to come before the meeting, same was adjourned.

  
**Charles G. Colquitt, III.**  
ASSISTANT SECRETARY


*Attest:*

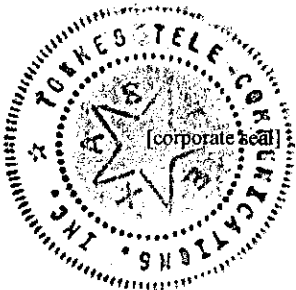
  
**Johnny Ross, DIRECTOR**

#### CERTIFICATE

I hereby certify that the above and foregoing minutes and resolutions contained therein to be a true and correct photocopy of the original documents on file with the Townes Telecommunications, Inc., corporate records.

Dated this 21<sup>st</sup> of April, 2000.

  
**Charles G. Colquitt, III.**  
Assistant Secretary



## APPENDIX E

**MILLER TELEPHONE COMPANY'S  
SECRETARY'S CERTIFICATION**

The undersigned hereby certifies that she is the duly elected, qualified and acting Secretary of Miller Telephone Company, a Missouri corporation ("the Company"), and that, as such, she is familiar with the corporate records of the Company and is authorized to execute and deliver this Certificate on behalf of the Company; and does hereby further certify that attached hereto as Exhibit A are true, correct and complete copies of resolutions duly adopted by the Shareholders of the Company on April 26, 2000, and such resolutions have not been amended, modified or rescinded since their adoption and are in full force and effect on the date thereof.

IN WITNESS WHEREOF, I have hereunto signed my name as of this 26 day of May, 2000.

By: Bobbie LaCaze  
Bobbie LaCaze  
Secretary

[seal]

**UNANIMOUS WRITTEN CONSENT OF  
SHAREHOLDERS OF MILLER TELEPHONE COMPANY**

The undersigned, being all of the shareholders of Miller Telephone Company, a Missouri corporation, (the "Corporation"), consent to the adoption of the following resolutions in accordance with Section 351.273 of the Revised Statutes of Missouri and direct that this Consent be filed with the official corporate minutes, to have the same force and effect as a special meeting of the shareholders:

WHEREAS, the shareholders of the Corporation wish to sell their shares in the Corporation; and

WHEREAS, Townes Communications, Inc., has indicated its desire to purchase all of the outstanding stock of the Corporation; and

WHEREAS, the parties have negotiated a Stock Purchase Agreement which reflects the parties' agreement in this matter; and

WHEREAS, a draft of the proposed Stock Purchase Agreement between the current shareholders of Miller Telephone Company and Townes Communications, Inc., was presented to the shareholders for review and a copy of that agreement is attached to this consent;

NOW, THEREFORE be it resolved as follows:

RESOLVED, that the Stock Purchase Agreement and the consummation of the transactions contemplated therein, be and they are hereby authorized, approved, ratified and confirmed;

FURTHER RESOLVED, that Robert Prince, President of the Corporation, and the proper officers of the Corporation be, and each of them is hereby authorized, empowered and directed to execute and deliver the Stock Purchase Agreement on behalf of the Corporation, with such

changes therein as may be approved by the President; and

FURTHER RESOLVED, that Robert Prince, President, and the other proper officers of the Corporation be, and each of them is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and deliver any and all acts, including the execution of a Joint Application to the Missouri Public Service Commission for approval of the transaction contemplated therein, as such officers may deem necessary or appropriate to effect the transactions contemplated by the Stock Purchase Agreement, all such lawful acts, whether heretofore or hereafter performed, that are in conformity with the intent of these resolutions being hereby approved, ratified and confirmed.

IN WITNESS WHEREOF, the shareholders have executed this unanimous written consent this 26th day of April, 2000.

Robert Prince  
Robert Prince

Bobbie Sue LaCaze  
Bobbie Sue LaCaze

Shirley Prince  
Shirley Prince

Winnifred Ann Dorries  
Winnifred Ann Dorries

Being all the shareholders of Miller Telephone Company.