

**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
OREGON FARMERS MUTUAL TELEPHONE COMPANY**

We, the undersigned, being all of the Directors of Oregon Farmers Mutual Telephone Company, a Missouri corporation (hereinafter "Oregon Farmers"), acting pursuant to Section 351.340 of the General and Business Corporation Law of Missouri, hereby consent to and adopt the following resolutions:

WHEREAS, Northwest Missouri Holdings, Inc., (hereinafter "Northwest") entered into a Stock Purchase Agreement with Oregon Farmers to acquire all of the issued and outstanding common stock of Oregon Farmers.

WHEREAS, in order to facilitate this purchase, Northwest has borrowed or will borrow \$7,388,889 from the Rural Telephone Financing Cooperative ("RTFC"), in order to partially finance the purchase.

WHEREAS, the Loan Agreement entered into by Northwest requires Oregon Farmers to give the bank a Deed of Trust, Security Agreement and Financing Statement (hereinafter the "Security Agreement") to secure the payment of the promissory note. A copy of the Security Agreement, in substantially final form, is attached hereto as Appendix A and incorporated by reference as if more fully set forth herein.

WHEREAS, all of the previous directors and officers of Oregon Farmers have tendered their resignations.

NOW, THEREFORE, be it resolved as follows:

1. The resignations tendered by all of the previous directors and officers of Oregon Farmers are accepted, and the following are appointed as the new directors and officers of Oregon Farmers pursuant to the bylaws of Oregon Farmers: \_\_\_\_\_.

President; \_\_\_\_\_, Secretary and Treasurer.

2. The President, \_\_\_\_\_, is hereby authorized on behalf of Oregon Farmers to execute and deliver under its corporate seal, which the Secretary is directed to affix and attest, a Deed of Trust, Security Agreement and Financing Statement presented to this meeting, with such insertions, changes and variations in the form of the Deed of Trust, Security Agreement and Financing Statement as the President of the corporation shall in his discretion deem necessary or expedient.

3. All actions previously taken by the officers and directors of Oregon Farmers in connection with the execution or delivery or pursuant to the terms of the Stock Purchase Agreement or Deed of Trust, Security Agreement and Financing Statement are hereby ratified and confirmed.

4. All of the officers of Oregon Farmers are authorized, on behalf of Oregon Farmers, to execute and deliver all documents and to take all actions which they, in their discretion, deem necessary or expedient to ensure that the transactions contemplated by the Stock Purchase Agreement and Deed of Trust, Security Agreement and Financing Statement are consummated.

IN WITNESS WHEREOF, the undersigned Directors have executed this Unanimous  
Written Consent as of this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

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\_\_\_\_\_  
[name]

Being all the Directors of Oregon Farmers  
Telephone Company, without exception.