

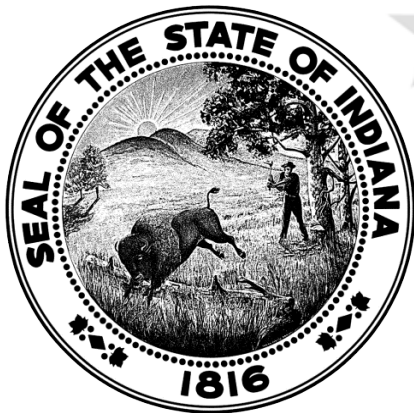
State of Indiana  
Office of the Secretary of State

Certificate of Amendment  
of

CLAY COUNTY RURAL TELEPHONE COOPERATIVE, INC.

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Amendment of the above Domestic Nonprofit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, May 18, 2018.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, May 21, 2018

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

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To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

**AMENDED ARTICLES OF INCORPORATION  
OF  
CLAY COUNTY RURAL TELEPHONE COOPERATIVE, INC.**

The undersigned officer of Clay County Rural Telephone Cooperative, Inc. (hereinafter referred to as the "Corporation") existing pursuant to the provisions of the Indiana General Not-For-Profit Corporation Act (approved March 7, 1935) and desiring to give notice of corporate action effectuating the amendment of its Articles of Incorporation, certifies the following:

**ARTICLE I  
IDENTIFICATION**

Section 1. The date of incorporation of the Corporation is May 25, 1950.

Section 2. The name of the Corporation following this amendment to the Articles of Incorporation is Clay County Rural Telephone Cooperative, Inc.

Section 3. The statement of counties within which the Corporation's operations are conducted following this amendment will be "all counties in the State of Indiana" as set forth below.

Section 4. The exact text of the Articles of Incorporation of the Corporation, as amended hereby, is now as follows:

**ARTICLE II  
NAME**

The name of the Corporation is Clay County Rural Telephone Cooperative, Inc., which shall be a local cooperative corporation.

**ARTICLE III  
PURPOSES AND COUNTIES**

The purposes for which the Corporation is formed are to render telephone and related services to its members and to such other persons as provided by law, but not for the purpose of pecuniary profit; and for the purpose of promoting and encouraging the fullest use of rural telephone services available to the inhabitants of all counties in the State of Indiana, at the lowest cost consistent with sound economy and prudent management of the business of the Corporation.

**ARTICLE IV  
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

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## ARTICLE V PRINCIPAL OFFICE

The post office address of the principal office of the Corporation is 2 South West Street, Cloverdale, Indiana 46120.

## ARTICLE VI MEMBERSHIP

Section 1. Members. Any person, firm, sole proprietorship, partnership, association, corporation, limited liability company, limited liability partnership or body politic or subdivision thereof within the existing boundaries of the Corporation's traditional local exchange service territory, unless such entity purchases the Corporation's services at wholesale or otherwise for resale, will become a member of the Corporation upon receipt of any one Eligible Service from the Corporation and after making written application for service and paying any membership fee that may be required by the Bylaws of the Corporation. An Eligible Service shall include (1) telephone service; or (2) broadband internet service.

Section 2. Rights, Preferences, Limitations and Restrictions of Classes. The Corporation shall have only one class of members, all having the same preferences, limitations or restrictions as may be provided in the Bylaws of the Corporation.

Section 3. Voting Rights. Each member shall be entitled to only one (1) vote upon each matter submitted to a vote of the members.

## ARTICLE VII DIRECTORS

Section 1. Number of Directors. The present Board of Directors is composed of nine (9) members. The minimum number shall be three (3) and the maximum number shall be nine (9), provided, however, that the exact number of directors shall be prescribed from time to time in the Bylaws of the Corporation; and provided further that under no circumstances shall the minimum number be less than three (3).

Section 2. Names and Addresses of Board of Directors. Names and post office addresses of the present Board of Directors who are to manage the affairs of the Corporation until their successors are chosen are:

Name	No. and Street	City	State	Zip Code
Pamela Kivett	5573 West McClure Road	Mooreville	IN	46157
Richard (Dick) E. Rice	8724 E. County Road 1050 S.	Cloverdale	IN	46120
James B. Ellett	7739 Raspberry Ln	Coatesville	IN	46121
Devin L. Salsman	5125 S. County Road 750 E.	Fillmore	IN	46128
Jack Hauser	2268 Steubenville Rd	Freedom	IN	47431
Stephen Mace Aker	8242 S. County Road 375 W.	Reelsville	IN	46171

Doug Youngblood	2454 E. County Road 700 N.	Brazil	IN	47834
Brad Henderson	4720 S. State Road 213	Atlanta	IN	46031
James Smith	4222 E. County Road 1000 S.	Cloverdale	IN	46120

Section 3. Quorum. A quorum for the transaction of business at any meeting of the members of the Corporation shall require that at least fifty (50) members be present in person and an affirmative vote of over one-half (1/2) of the members present, except in the following situations:

- a. A removal of a member of the Board of Directors requires a quorum of twenty percent (20%) of the members of the charged Board member's district and an affirmative vote of two-thirds (2/3) of the members present;
- b. Disposition of Property, as defined in Article X of the Bylaws of the Corporation, requires a quorum of not less than three-fourths (3/4) of all members of the Corporation and an affirmative vote of three-fourths (3/4) of the members present; and
- c. Alteration, Amendment or Repeal of Article II, Section 13; Article VIII; Article X or Article XV of the Bylaws of the Corporation requires a quorum of two percent (2%) of the members of the Corporation and an affirmative vote of not less than three-fourths (3/4) of the members present.

## ARTICLE VIII MANNER OF ADOPTION AND VOTE

Section 1. Action by Directors. The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms and provisions of the Articles of Incorporation and directing a meeting of the members, to be held on April 7, 2018, allowing such members to vote on the proposed amendments. The resolution was adopted by vote of the Board of Directors at a meeting held on March 29 2018, at which a quorum of such Board was present.

Section 2. Action by Members. The members of the Corporation entitled to vote in respect to the Amended Articles of Incorporation adopted the proposed amendments on April 7, 2018. The proposed amendments were adopted by vote of such members during the meeting as called by the Board of Directors at which a quorum of such members was present. The result of such vote is as follows:

	<b>TOTAL</b>
MEMBERS ENTITLED TO VOTE:	276
MEMBERS VOTED IN FAVOR:	274
MEMBERS VOTED AGAINST:	2

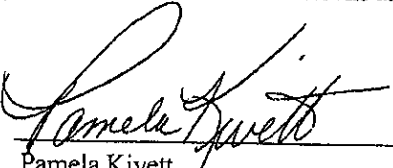
Section 3. Compliance with Legal Requirements. The manner of the adoption of the Articles of Amendment of Clay County Rural Telephone Cooperative, Inc. and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the Bylaws of the Corporation.

**ARTICLE IX  
REGISTERED AGENT AND REGISTERED OFFICE**

The name and address of the Registered Agent and Registered Office is Peter Kovacs Law PC, 11650 Olio Road, Suite 1000, Fishers, Indiana 46037. The undersigned represents that the Registered Agent named in these Amended Articles of Incorporation has consented to the appointment of registered agent. The Registered Agent is a noncommercial registered agent and the E-mail address at which the Registered Agent will accept electronic service of process is [peter@peterkovacslaw.com](mailto:peter@peterkovacslaw.com).

*[Signature Page Follows]*

I hereby verify subject to penalties of perjury that the facts contained herein are true.

  
\_\_\_\_\_  
Pamela Kivett

Chairman of the Board of Directors  
Clay County Rural Telephone Cooperative, Inc.

This Instrument prepared by Peter S. Kovacs, Peter Kovacs Law P.C. 11650 Olio Road, Suite 1000, Fishers, Indiana 46037.

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each social security number in this document unless required by law.

/s/Peter S. Kovacs