

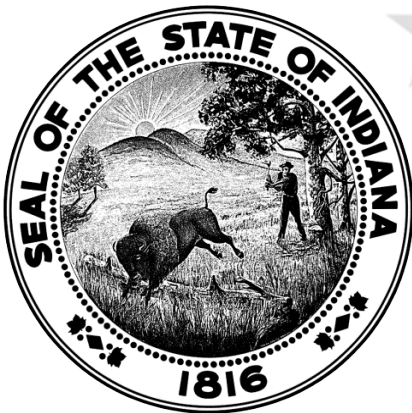
State of Indiana
Office of the Secretary of State

Certificate of Amendment
of

CLAY COUNTY RURAL TELEPHONE COOPERATIVE, INC.

I, DIEGO MORALES, 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 19, 2023.



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 23, 2023

Diego Morales

DIEGO MORALES
SECRETARY OF STATE

194181-130 / 9884604

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



**ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION (NONPROFIT)**

State Form 4161 (R19 / 6-19) / Corporate Form 364-2

Indiana Code 23-17-17-1 et. seq.
23-0.5-9-15

FILING FEE: \$30.00

The undersigned officer of the Nonprofit Corporation named in Article I below (hereinafter referred to as the "Corporation") desiring to give notice of corporate action effectuating Amendment(s) to the Articles of Incorporation, certifies the following facts:

ARTICLE I – AMENDMENT(S)

SECTION 1: The name of the Corporation is:

Clay County Rural Telephone Cooperative, Inc.

SECTION 2: The date of incorporation of the Corporation (month, day, year)

May 25, 1950

SECTION 3: The name of the Corporation following this amendment to the Articles of Incorporation is:

Clay County Rural Telephone Cooperative, Inc.

SECTION 4:

The exact text of Article(s) VII of the Articles of Incorporation is now as follows:

SEE ATTACHED AMENDED ARTICLES OF INCORPORATION

SECTION 5:

The date of adoption of the amendment to the Article(s) VII was April 20, 20 23

ARTICLE II - MANNER OF ADOPTION AND VOTE

SECTION 1: Action by the Board of Directors

The Board of Directors duly adopted a resolution proposing to amend the Article(s) of Incorporation. (Select one.)

- ☒ At a meeting held on November 20, 20 22, at which a quorum of such Board was present.
- ☐ By written consent executed on 20 and signed by all members of such Board.

SECTION 2: Action by members

IF APPROVAL OF MEMBERS WAS NOT REQUIRED:

The Amendment(s) were approved by a sufficient vote of the Board of Directors or incorporators and approval of members was not required.

☐ Yes ☐ No

The Amendment(s) were approved by a person other than the members, and that approval pursuant to Indiana Code 23-17-17-1 was obtained.

☐ Yes ☐ No

IF APPROVAL OF MEMBERS WAS REQUIRED:

	TOTAL	MEMBERS OR DELEGATES ENTITLED TO VOTE AS A CLASS		
		1	2	3
MEMBERS OR DELEGATES ENTITLED TO VOTE	546			
MEMBERS OR DELEGATES VOTED IN FAVOR	477			
MEMBERS OR DELEGATES VOTED AGAINST	60			

- ☒ The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

ARTICLE III - REGISTERED AGENT INFORMATION

To determine if your Registered Agent is a Commercial Registered Agent (CRA), go to INBIZ.IN.GOV.

Provide either commercial registered agent or noncommercial registered agent information below.

☐ Commercial registered agent

Name of registered agent (Do not provide address.)

OR

☒ Noncommercial registered agent

Name of registered agent
Darin T. LaCoursiere

Address (number and street) (A P.O. Box is not acceptable unless accompanied by a Rural Route number.)

2 S. West Street

City

Cloverdale

State

IN

ZIP code

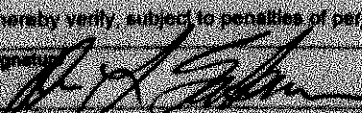
46120

(OPTIONAL) E-mail address of the registered agent at which the registered agent will accept electronic service of process

- ☒ By checking the box, the Signator(s) represent(s) that the Registered Agent named in these Articles of Amendment has consented to the appointment of Registered Agent.

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

Signature



Date of signature (month, day, year)

05/15/2023

Printed name

Devin Salsman

Title

Chairman of the Board of Directors

**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.

WITNESSED BY
NOTARY PUBLIC

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 service 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. Quorum. A quorum for the transaction of business at any meeting of the members of the Corporation shall require 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. Except as otherwise provided in the Bylaws of the Corporation, the 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 at least fifty (50) 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 at least fifty (50) 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 pursuant to the Corporation's Bylaws voted to approve the amendments to the Articles of Incorporation and to submit the amendments for approval by the members at the Corporation's annual meeting.

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 20, 2023. 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:

	TOTAL
MEMBERS ENTITLED TO VOTE:	546
MEMBERS VOTED IN FAVOR:	477
MEMBERS VOTED AGAINST:	60

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 Darin T. LaCoursiere, 2 South West Street, Cloverdale, Indiana 46120.

[Signature Page Follows]

CLAY COUNTY RURAL TELEPHONE CO-OP, INC.
APR 21 2023

I hereby affirm under the penalties for perjury that the above statements are true and correct.

A handwritten signature in dark ink, appearing to read "Devin Salsman", is written over a horizontal line.

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

**RESOLUTION OF MEMBERS OF
CLAY COUNTY RURAL TELEPHONE COOPERATIVE, INC.**

CLAY COUNTY RURAL TELEPHONE COOPERATIVE, INC., an Indiana nonprofit corporation (the "Cooperative"), acting by and through its members pursuant to Ind. Code §§ 8-1-17-9 and 8-1-17-23 and Article 2, sections 2.12 and 2.13 of the Cooperative's Bylaws, hereby resolves the following:

WHEREAS, the Cooperative intends to amend its Articles of Incorporation, and a true and accurate copy of the sections of the Cooperative's Articles of Incorporation that are proposed to be amended, with proposed amendments, is attached hereto as Exhibit A; and

WHEREAS, Ind. Code § 8-1-17-9 and Article 2, sections 2.12 and 2.13 of the Cooperative's Bylaws require at least fifty (50) members from the Cooperative's membership to be present at a membership meeting to constitute a quorum to transact business and require a majority of voting memberships to take action on behalf of the Cooperative; and

WHEREAS, Ind. Code § 8-1-17-23 permits the members to amend the Cooperative's Articles of Incorporation and to authorize the officers of the Cooperative to execute and file amended Articles of Incorporation on behalf of the Cooperative; and

WHEREAS, a quorum of members was declared at the Cooperative's April 20, 2023 membership meeting, and a majority of said quorum approved the proposed amendments to the Cooperative's Articles of Incorporation.

NOW, THEREFORE, BE IT RESOLVED, that the Cooperative's Articles of Incorporation be, and hereby are, amended as of the date hereof so that the amended sections attached hereto as Exhibit A shall replace in their entirety the identically numbered sections in the Cooperative's existing Articles of Incorporation.

BE IT FURTHER RESOLVED, that the duly appointed officers of the Cooperative shall have the authority to execute and file the Articles of Incorporation of the Cooperative, as hereby amended, with the Indiana Utility Regulatory Commission, Indiana Secretary of State, and any other agency necessary to effectuate said amendments.

IN WITNESS WHEREOF, the undersigned Secretary of the Cooperative hereby attests that the members of the Cooperative have duly approved this resolution as of this 20th day of April, 2023, by a vote of 477 ayes and 60 nays.

CLAY COUNTY RURAL TELEPHONE
COOPERATIVE, INC.

By: _____

Name: _____

Title: Secretary

Exhibit A

**Amended Sections of Articles of Incorporation
of Clay County Rural Telephone Cooperative, Inc.**

**ARTICLE VII
DIRECTORS**

[Deleted Section 2]

Section 3. Quorum. A quorum for the transaction of business at any meeting of the members of the Corporation shall require 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. Except as otherwise provided in the Bylaws of the Corporation, the 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 at least fifty (50) 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 at least fifty (50) members of the Corporation and an affirmative vote of not less than three-fourths (3/4) of the members present.

CLAY COUNTY RURAL TELEPHONE CO-OP
CLAY COUNTY, MISSOURI
JAN 10 1977