



BEFORE THE
PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

FILED
02-10-12
04:59 PM

In the Matter of the Joint Application of

CONSOLIDATED COMMUNICATIONS
HOLDINGS, INC.,
CONSOLIDATED COMMUNICATIONS, INC.
and
WH ACQUISITION II CORP.

A1202011

AND

A.12-____-____

SUREWEST COMMUNICATIONS,
SUREWEST TELEPHONE (U 1015 C),
SUREWEST LONG DISTANCE (U 5817 C), and
SUREWEST TELEVIDEO (U 6324 C)

To Authorize the Acquisition of Control of

SUREWEST TELEPHONE (U 1015 C),
SUREWEST LONG DISTANCE (U 5817 C), and
SUREWEST TELEVIDEO (U 6324 C)

EXHIBIT D

**Certified copy of the Articles of Incorporation of
Consolidated Communications, Inc.**

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE-**
Business Corporation Act

Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com

FILED

DEC 26 2008

**JESSE WHITE
SECRETARY OF STATE**

Remit payment in the form of a
check or money order payable
to Secretary of State.

Filing fee is \$100, but if merger or
consolidation involves more than two
corporations, submit \$50 for each
additional corporation.

File # 6237-289-3 Filing Fee: \$ 300⁰⁰ Approved: [Signature]

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ~~consolidate~~ ^{merge} and State or Country of incorporation.
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
1. Consolidated Communications Market Response, Inc. <u>NS</u>	Illinois	5498-131-7
2. Consolidated Communications Business Systems, Inc. <u>NS</u>	Delaware	6249-133-7
SEE RIDER I FOR ADDITIONAL CORPORATIONS		

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~new~~ ^{surviving} corporation: Consolidated Communications, Inc.
~~acquiring~~

b. Corporation shall be governed by the laws of: the State of Illinois

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} is as follows: **SEE RIDER II ATTACHED HERETO**
~~exchange~~

5. The ~~consolidation~~ ^{merger} was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
<u>Consolidated Communications Market Response, Inc.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<u>Consolidated Communications Public Services, Inc.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<u>Consolidated Communications, Inc.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation. NOT APPLICABLE

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Consolidated Communications Public Services, Inc.	1,000	1,000
Consolidated Communications Operator Services, Inc.	100	100

b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was _____
Month & Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? Yes No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated December 17, 2008
Month & Day Year
Steven L. Childers
Any Authorized Officer's Signature
Steven L. Childers, Senior Vice President
Name and Title (type or print)

**CONSOLIDATED COMMUNICATIONS
PUBLIC SERVICES, INC.**
Exact Name of Corporation

Dated December 17, 2008
Month & Day Year
Steven L. Childers
Any Authorized Officer's Signature
Steven L. Childers, Senior Vice President
Name and Title (type or print)

**CONSOLIDATED COMMUNICATIONS
OPERATOR SERVICES, INC.**
Exact Name of Corporation

Dated _____, _____
Month & Day Year

Any Authorized Officer's Signature

Name and Title (type or print)

Exact Name of Corporation

CONSOLIDATED COMMUNICATIONS, INC.

RIDER I TO ARTICLES OF MERGER

1. Names of Corporations proposing to merge and State of Incorporation (con't.):

Name of Corporation	State of Incorporation	Corporation File Number
3. \ Consolidated Communications Public Services, Inc.	\ Illinois	\ 5535-695-5 (NS)
4. \ Consolidated Communications Operator Services, Inc.	\ Delaware	\ 6249-035-7 (NS)
5. \ Consolidated Communications Mobile Services, Inc.	\ Delaware	\ 6249-127-2 (NS)
6. \ Consolidated Communications, Inc.	\ Illinois	\ 6237-289-3

(5)

CONSOLIDATED COMMUNICATIONS, INC.
RIDER II TO ARTICLES OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of December 15, 2008 by and among:

- ✓ (i) CONSOLIDATED COMMUNICATIONS MARKET RESPONSE, INC., an Illinois corporation ("CCMR");
- ✓ (ii) CONSOLIDATED COMMUNICATIONS BUSINESS SYSTEMS, INC., a Delaware corporation ("CCBS");
- ✓ (iii) CONSOLIDATED COMMUNICATIONS PUBLIC SERVICES, INC., an Illinois corporation ("CCPS");
- ✓ (iv) CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC., a Delaware corporation ("CCOS");
- ✓ (v) CONSOLIDATED COMMUNICATIONS MOBILE SERVICES, INC., a Delaware corporation ("CCMS"); and
- ✓ (vi) CONSOLIDATED COMMUNICATIONS, INC., an Illinois corporation ("CCI").

CCMR, CCBS, CCPS, CCOS, CCMS and CCI are sometimes referred to herein as the "Constituent Corporations."

✓ WHEREAS, the respective Boards of Directors and the sole stockholder of each of the Constituent Corporations deem it advisable and in the best interests of the parties for CCMR, CCBS, CCPS, CCOS and CCMS to merge with and into CCI (the "Merger");

NOW THEREFORE, the parties hereby covenant and agree as follows:

SECTION 1. THE MERGER.

(a) Merger; Surviving Corporation. In accordance with and subject to the terms, provisions and conditions of this Agreement, at the Effective Time (as hereinafter defined), CCMR, CCBS, CCPS, CCOS and CCMS shall be merged with and into CCI, and the separate corporate existence of each of CCMR, CCBS, CCPS, CCOS and CCMS shall thereupon cease. CCI shall be the surviving corporation (the "Surviving Corporation") and shall continue to be governed by the laws of the State of Illinois.

(b) Effective Time. The effective time of the Merger (the "Effective Time") shall be 11:57 p.m. on December 31, 2008.

✓ (c) Articles of Incorporation; By-Laws. The Articles of Incorporation of CCI as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the

Surviving Corporation until they shall thereafter be duly amended. The by-laws of CCI as in effect immediately prior to the Effective Time shall be the by-laws of the Surviving Corporation until they shall thereafter be duly amended.

(d) Directors; Officers. The persons who are the directors and officers of CCI immediately prior to the Effective Time shall, from and after the Effective Time, be the directors and officers, respectively, of the Surviving Corporation until their respective successors shall have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the provisions of the Illinois Business Corporation Act of 1983, the Articles of Incorporation and the by-laws of the Surviving Corporation.

(e) Effect of the Merger. At the Effective Time, the separate existence of each of CCMR, CCBS, CCPS, CCOS and CCMS shall cease and the corporate existence and identity of CCI, as the Surviving Corporation, shall continue under the name Consolidated Communications, Inc. All of the property, assets, rights, privileges, powers, franchises and immunities of each of CCMR, CCBS, CCPS, CCOS and CCMS shall vest in the Surviving Corporation. All debts, liabilities and obligations of each of CCMR, CCBS, CCPS, CCOS and CCMS shall become the debts, liabilities and obligations of the Surviving Corporation. The Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of each of CCI, CCMR, CCBS, CCPS, CCOS and CCMS, but the liabilities of each of CCI, CCMR, CCBS, CCPS, CCOS and CCMS or of their stockholders, directors or officers shall not be affected, nor shall the rights of the creditors or of any persons dealing with CCI, CCMR, CCBS, CCPS, CCOS or CCMS be impaired, by the Merger, and any claim existing or action or proceeding pending by or against any of CCI, CCMR, CCBS, CCPS, CCOS or CCMS may be prosecuted to judgment as if the Merger had not taken place or the Surviving Corporation may be proceeded against or substituted in its place.

SECTION 2. CONVERSION AND EXCHANGE OF SHARES.

At the Effective Time, by virtue of the Merger and without any action on the part of the holder of (i) any share of common stock, par value \$.01 per share, of CCI ("CCI Common Stock"), (ii) any share of common stock, no par value per share, of CCMR ("CCMR Common Stock"), (iii) any share of common stock, par value \$.01 per share, of CCBS ("CCBS Common Stock"), (iv) any share of common stock, no par value per share, of CCPS ("CCPS Common Stock"), (v) any share of common stock, \$.01 par value per share, of CCOS ("CCOS Common Stock"), or (vi) any share of common stock, par value NPV per share, of CCMS ("CCMS Common Stock"):

(1) Each share of CCI Common Stock that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding, unchanged by reason of the Merger, and shall represent one share of common stock of the Surviving Corporation;

(2) Each share of CCMR Common Stock, each share of CCBS Common Stock, each share of CCPS Common Stock, each share of CCOS Common Stock

and each share of CCMS Common Stock that is issued and outstanding immediately prior to the Effective Time shall be cancelled; and

(3) All shares of CCMR Common Stock, CCBS Common Stock, CCPS Common Stock, CCOS Common Stock and CCMS Common Stock that are held by CCMR, CCBS, CCPS, CCOS or CCMS, respectively, as treasury stock shall be cancelled and retired and no shares of CCI Common Stock, cash or other consideration shall be delivered or paid in exchange therefor.

SECTION 3. TAX EFFECT

It is the express intention of the Constituent Corporations that, for all U.S. Federal income tax and applicable state income and franchise tax purposes, (a) the adoption of resolutions authorizing and approving the Merger by the Board of Directors of each Constituent Corporation and by Consolidated Communications Holdings, Inc., a Delaware corporation, as the sole shareholder of CCI, and this Agreement, together, constitute a plan of complete liquidation for purposes of Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), and corresponding provisions of applicable state laws (and any successor provisions), and (b) the Merger constitutes a plan of complete liquidation of CCMR, CCBS, CCPS, CCOS and CCMS into CCI as described in Section 332 of the Code and corresponding provisions of applicable state laws (and any successor provisions).

SECTION 4. GENERAL

(a) **Further Assurances.** From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of CCMR, CCBS, CCPS, CCOS or CCMS such deeds and other instruments, and there shall be taken or caused to be taken by or on behalf of each such corporation such further and other action, as shall be appropriate or necessary to give effect to the transactions contemplated hereunder.

(b) **Successors and Assigns.** This Agreement shall be binding upon and inure to the benefit of the respective successors and assigns of the parties hereto.

(c) **Entire Agreement.** This Agreement sets forth the entire understanding of the parties with respect to the Merger and supersedes all prior agreements, arrangements and communications, whether oral or written, with respect to such subject matter. This Agreement shall not be modified or amended other than by written agreement of the parties hereto. Captions appearing in this Agreement are for convenience only and shall not be deemed to explain, limit or amplify the provisions hereof.

(d) **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of Illinois, without giving effect to the conflicts of laws principles thereof.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONSOLIDATED COMMUNICATIONS BUSINESS SYSTEMS, INC.", A DELAWARE CORPORATION,

"CONSOLIDATED COMMUNICATIONS MOBILE RESPONSE, INC.", AN ILLINOIS CORPORATION,

"CONSOLIDATED COMMUNICATIONS MOBILE SERVICES, INC.", A DELAWARE CORPORATION,

"CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC.", A DELAWARE CORPORATION,

"CONSOLIDATED COMMUNICATIONS PUBLIC SERVICES, INC.", AN ILLINOIS CORPORATION,

WITH AND INTO "CONSOLIDATED COMMUNICATIONS, INC." UNDER THE NAME OF "CONSOLIDATED COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ILLINOIS, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2008, AT 4:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF



4635669 8100M

081210787

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7038801

DATE: 12-19-08

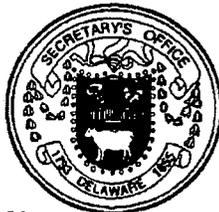
Delaware

PAGE 2

The First State

DECEMBER, A.D. 2008, AT 11:57 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
KENT COUNTY RECORDER OF DEEDS.



4635669 8100M

081210787

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7038801

DATE: 12-19-08

CERTIFICATE OF MERGER
OF
CONSOLIDATED COMMUNICATIONS MOBILE RESPONSE, INC.,
AN ILLINOIS CORPORATION
CONSOLIDATED COMMUNICATIONS BUSINESS SYSTEMS, INC.,
A DELAWARE CORPORATION
CONSOLIDATED COMMUNICATIONS PUBLIC SERVICES, INC.,
AN ILLINOIS CORPORATION
CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC.,
A DELAWARE CORPORATION
AND
CONSOLIDATED COMMUNICATIONS MOBILE SERVICES, INC.,
A DELAWARE CORPORATION
WITH AND INTO
CONSOLIDATED COMMUNICATIONS, INC.,
AN ILLINOIS CORPORATION

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), CONSOLIDATED COMMUNICATIONS, INC. hereby certifies that:

1. The constituent business corporations participating in the merger herein certified (the "Merger") are:

- (i) Consolidated Communications Mobile Response, Inc., an Illinois corporation ("CCMR");
- (ii) Consolidated Communications Business Systems, Inc., a Delaware corporation ("CCBS");
- (iii) Consolidated Communications Public Services, Inc., an Illinois corporation ("CCPS");
- (iv) Consolidated Communications Operator Services, Inc., a Delaware corporation ("CCOS");
- (v) Consolidated Communications Mobile Services, Inc., a Delaware corporation ("CCMS"); and
- (vi) Consolidated Communications, Inc., an Illinois corporation ("CCI").

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 252(c) of the DGCL.

3. CCI will be the surviving corporation in the Merger.

4. An executed Merger Agreement is on file at the principal place of business of CCI, the address of which is as follows:

Consolidated Communications, Inc.
121 South Seventeenth Street
Mattoon, IL 61938

5. A copy of the Merger Agreement will be furnished, on request, and without cost, to any stockholder of any corporation that is a party to the Merger or whose shares are involved in the Merger.

6. Pursuant to the Merger Agreement, the Merger shall be effective as of 11:57 p.m. on December 31, 2008.

7. The articles of incorporation of CCI shall be the articles of incorporation of the surviving corporation.

8. The surviving corporation is a corporation of the State of Illinois.

9. CCI hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of CCBS, CCOS or CCMS, as well as for enforcement of any obligation of CCI arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the DGCL, and CCI hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State to CCI at the following address:

Consolidated Communications, Inc.
121 South Seventeenth Street
Mattoon, IL 61938

Dated: December 17, 2008

CONSOLIDATED COMMUNICATIONS, INC.

By: _____

Steven L. Childers

Steven L. Childers
Senior Vice President

Form **BCA-2.10** | ARTICLES OF INCORPORATION

6237-2893

(Rev. Jan. 1999)
Jesse White
 Secretary of State
 Department of Business Services
 Springfield, IL 62756
 http://www.sos.state.il.us
 Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

This space for use by Secretary of State
FILED
 AUG 06 2002
JESSE WHITE
 SECRETARY OF STATE
PAID
 AUG 06 2002
EXPEDITED
 SECRETARY OF STATE

SUBMIT IN DUPLICATE!
 This space for use by Secretary of State
 Date 8-6-02
 Franchise Tax \$ 25
 Filing Fee \$ 75
 Approved: 100

1. CORPORATE NAME: Consolidated Communications, Inc.



(The corporate name must contain the word "corporation", "company", "incorporated", "limited" or an abbreviation thereof.)

2. Initial Registered Agent: CT Corporation System
 Initial Registered Office: c/o CT Corporation System, 208 South LaSalle Street

First Name	Middle Initial	Last Name

Number	Street	Suite #
<u>Chicago</u>	<u>IL Cook</u>	<u>60604</u>
<u>City</u>	<u>County</u>	<u>Zip Code</u>

3. Purpose or purposes for which the corporation is organized:
 (If not sufficient space to cover this point, add one or more sheets of this size.)
 The corporation is organized to engage in the transaction of any or all lawful businesses for which corporations may be incorporated under the Illinois Business Corporation Act of 1983 or any amendment thereto.
(44)

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
<u>Common</u>	<u>\$.01</u>	<u>100</u>	<u>100</u>	<u>\$ 1.00</u>
				TOTAL = \$ 1.00

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:
- | Name | Residential Address | City, State, ZIP |
|------|---------------------|------------------|
| | | |
| | | |

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated August 5, 2002
 (Month & Day) Year

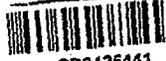
Signature and Name	Address
1. <u></u> Signature Barrett D. Massey (Type or Print Name)	1. <u>1185 Avenue of the Americas</u> Street New York, NY 10036-4003 City/Town State ZIP Code
2. _____ Signature (Type or Print Name)	2. _____ Street City/Town State ZIP Code
3. _____ Signature (Type or Print Name)	3. _____ Street City/Town State ZIP Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
- The filing fee is \$75.
- The minimum total due (franchise tax + filing fee) is \$100.
 (Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
 Illinois Secretary of State Springfield, IL 62758
 Department of Business Services Telephone (217) 782-9522 or 782-9523



CP0425441

File # D6237-289-3

Form **BCA-5.10**
NFP-105.10
(Rev. Jan. 2003)

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647
www.cyberdriveillinois.com

**STATEMENT OF
CHANGE
OF REGISTERED AGENT
AND/OR REGISTERED
OFFICE**

FILED

NOV 26 2003

Jesse White
SECRETARY OF STATE

SUBMIT IN DUPLICATE

**This space for use by
Secretary of State**

Date

Filing Fee \$ 5

Approved:

Remit payment in check or money order,
payable to "Secretary of State."

Type or print in black ink only.
See reverse side for signature(s).

1. CORPORATE NAME: CONSOLIDATED COMMUNICATIONS, INC.
2. STATE OR COUNTRY OF INCORPORATION: ILLINOIS
3. Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (before change):

Registered Agent CT CORPORATION SYSTEM

First Name	Middle Name	Last Name
Registered Office	<u>208 SOUTH LASALLE STREET</u>	
Number	Street	Suite No. (A P.O. Box alone is not acceptable)
<u>CHIAGO</u>		<u>60604-1136</u>
City	ZIP Code	County
		<u>COOK</u>

4. Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent STEVEN L. CHILDERS

First Name	Middle Name	Last Name
Registered Office	<u>121 SOUTH 17TH STREET</u>	
Number	Street	Suite No. (A P.O. Box alone is not acceptable)
<u>MATTOON</u>		<u>61938</u>
City	ZIP Code	County
		<u>COLES</u>

015

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
6. The above change was authorized by: (*"X" one box only*)
- a. By resolution duly adopted by the board of directors. (Note 5)
- b. By action of the registered agent. (Note 6)
7. (*If authorized by the board of directors, sign here. See Note 5*)

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated November 4, 2003 Consolidated Communications, Inc
(Month & Day) (Year) (Exact Name of Corporation)

Robert J. Correy
(Any Authorized Officer's Signature)
Robert J. Correy, President
(Type or Print Name and Title)

(*If change of registered office by registered agent, sign here. See Note 6*)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated _____, _____, _____
(Month & Day) (Year) (Signature of Registered Agent of Record)

NOTES

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address; a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained **ONLY** from the Secretary of State.
5. Any change of *registered agent* must be by resolution adopted by the board of directors. This statement must then be signed by a duly authorized officer.
6. The registered agent may report a change of the *registered office* of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent.



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

THE FOREGOING AND HERETO ATTACHED IS A TRUE AND CORRECT COPY, CONSISTING OF 04 PAGES, AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR CONSOLIDATED COMMUNICATIONS, INC..*****

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 17TH day of DECEMBER A.D. 2007.



Jesse White

SECRETARY OF STATE