



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 E

**Certified copy of the Articles of Incorporation of
WH Acquisition II Corp.**

3440590

ARTS-GS

Articles of Incorporation of a General Stock Corporation

To form a general stock corporation in California, you can fill out this form or prepare your own document, and submit for filing along with:

- A \$100 filing fee,
- A separate, non-refundable \$15 service fee, if you drop off the completed form or document.

Important! Corporations in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. Go to www.ftb.ca.gov for more information.

Note: Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

FEB 06 2012

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For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

Corporate Name (List the proposed corporate name. Go to www.sos.ca.gov/business/be/name-availability.htm for general corporate name requirements and restrictions.)

1 The name of the corporation is WH Acquisition II Corp.

Corporate Purpose

2 The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Service of Process (List a California resident or an active 1505 corporation in California that agrees to be your initial agent to accept service of process in case your corporation is sued. You may list any adult who lives in California. You may not list your own corporation as the agent. Do not list an address if the agent is a 1505 corporation.)

3 a. Agent's name: Corporation Service Company Which Will Do Business In California As CSC-Lawyers Incorporating Service

b. Agent's address: CA
Street Address (if agent is not a corporation) City (no abbreviations) State Zip

Shares (List the number of shares the corporation is authorized to issue. Note: Before shares of stock are sold or issued, the corporation must comply with the Corporate Securities Law of 1968 administered by the California Department of Corporations. For more information, go to www.corp.ca.gov or call the California Department of Corporations at (213) 576-7500.)

4 This corporation is authorized to issue only one class of shares of stock.
The total number of shares which this corporation is authorized to issue is 100

This form must be signed by each incorporator. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are made part of these articles of incorporation.

Carlen C. Sellers
Incorporator - Sign here

Carlen C. Sellers
Print your name here

Make check/money order payable to: Secretary of State
We can give you up to 2 free certified copies of your filed form if you submit up to 2 completed copies of this form (with all attachments).

By Mail
Secretary of State
Business Entities, P.O. Box 944260
Sacramento, CA 94244-2600

Drop-Off
Secretary of State
1500 11th Street, 3rd Floor
Sacramento, CA 95814



I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

FEB 06 2012

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State