

I, Richard Laager, as Chief Manager of Midwest Internet Cooperative Exchange LLC, a nonprofit Minnesota limited liability company organized under Minnesota Statutes Chapter 322B, and in particular Minnesota Statutes Section 322B.975 (the “Company”), do hereby certify that the following resolution was adopted by the members of said Company at a regularly held meeting, effective as of September 27th, 2017, and that said resolution is still in full force and effect:

RESOLVED, that the Articles of Organization of this Company shall be amended and restated to supersede and take the place of the existing Articles of Organization, as follows:

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MIDWEST INTERNET COOPERATIVE EXCHANGE LLC**

Article I

The name of this Company is Midwest Internet Cooperative Exchange LLC.

Article II

The registered office of the Company is located at 511 11th Avenue South, Suite 200, Minneapolis, Minnesota 55411.

Article III

Unless dissolved earlier according to law, this Company shall have perpetual existence.

Article IV

Purpose: The purposes for which this Company is formed consist of the following:

A. To aid, support, and assist the facilitation of physical and Internet protocol interconnection and the efficient transmission of educational, scientific, medical, and other information and communications by creating and maintaining direct communications interconnections between and among members, and between and among members and other Internet access service providers.

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

C. Notwithstanding any other provision of these Articles, the Company shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(12) of the Internal Revenue Code.

Powers: In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Company's Articles of Organization or Operating Agreement, the Company shall have all powers which now or hereafter are conferred by law upon a Minnesota nonprofit limited liability company organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Company's purposes.

Article V

The Company is not operated for profit.

Upon the winding up and dissolution of the Company, the assets of the Company remaining after payment of, or provision for payment of, all debts and liabilities of the Company shall be distributed to all who were members, in proportion to the amount of business done with each, so far as practical.

Article VI

The members of the Company shall not be natural persons. The qualifications of members and the application process, if any, and the property, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Operating Agreement.

Article VII

The business and affairs of the Company shall be managed by or under the direction of a Board of Governors. All governors will be entitled to vote and will have equal rights and preferences except as otherwise provided in these Articles or the Operating Agreement of the Company.

An Operating Agreement of the Company may be adopted by the Board of Governors at any regular meeting or any special meeting called for that purpose, so long as it is not inconsistent with the provisions of these Articles. The authority to make, alter, amend, or repeal the Operating Agreement is vested in the Board of Governors and may be exercised at any regular or special meeting of the Board of Governors.

Article VIII

Any action required or permitted to be taken at a meeting of the Board of Governors not needing approval by the members may be taken by a written action signed, or consented to by authenticated electronic communication, by the number of governors that would be required to take such action at a meeting of the Board of Governors at which all governors were present.

Article IX

Any action required or permitted to be taken at a meeting of the members may be taken by a written action signed, or consented to by authenticated electronic communication, by the members who hold voting power equal to the voting power that would be required to take the same action at a meeting of the members at which all members were present.

IN WITNESS WHEREOF, this document has been executed on this 27th day of September, 2017.

A handwritten signature in cursive script, appearing to read "Richard Laager".

Richard Laager

Its: Chief Manager