



**SOS**

Office of the Secretary of State  
Corporations & Charities Division

### Foreign Profit Corporation

See attached detailed instructions

☐ Filing Fee \$30.00

☐ Filing Fee with Expedited Service \$80.00

05/15/15 2913135-004

\$320.00 K

FILED tid: 2997902

SECRETARY OF STATE

May 15, 2015

STATE OF WASHINGTON

UBI Number: 601795323

## AMENDED CERTIFICATE OF AUTHORITY

Chapter 23B.10 RCW

### SECTION 1

**NAME OF CORPORATION:** (as currently recorded with the Office of the Secretary of State)

Windstream NTI, Inc.

**NAME TO BE USED IN WASHINGTON STATE:** (if different than above, resolution must be attached)

### SECTION 2

**STATE OR COUNTRY WHERE ORIGINALLY INCORPORATED:** Wisconsin

**DATE CERTIFICATE OF AUTHORITY WAS ISSUED IN WASHINGTON:** 5/23/1997

### SECTION 3

**AMENDMENTS TO CERTIFICATE:** (if necessary, attach additional information)

Conversion from Windstream NTI, Inc., a Wisconsin Corporation to Windstream NTI, LLC, a Wisconsin Limited Liability Company.

*In the event the change or changes include a name change to a name that does not meet the requirements of RCW 23B.15.060, a fictitious name for use in Washington, include a copy of the resolution of the board of directors, certified by the corporation's secretary, adopting the fictitious name; and a copy of the document filed in the state or country of incorporation showing that jurisdiction's "filed" stamp.*

### SECTION 4

**SIGNATURE** (see instructions page)

*This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.*

X Kristi Moody Kristi Moody, Senior Vice President  
Signature Printed Name/Title Date 5/11/15 Phone Number

DFI/CORP/38  
RECORD 1/11

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, GEORGE PETAK, Administrator, Division of Corporate and Consumer Services, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed the official seal  
of the Department.

*George Petak*

GEORGE PETAK, Administrator  
Division of Corporate and Consumer Services  
Department of Financial Institutions

DATE: APR - 9 2015

BY:

*[Signature]*

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DO NOT STAPLE

Sec. 179.76(3) & (5),  
180.1161(3) & (5),  
181.1161(3) & (5) and  
183.1207(3) & (5),  
Wis. Stats.

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name: Windstream NTI, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of  <u>Wisconsin</u> (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

☒ Yes ☐ No

**IMPORTANT** - If you answer yes, the entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the conversion.  
**NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500.  
You may access the form at: <http://ww2.revenue.wi.gov/internet/merger.html>

\* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

3. After conversion:

Company Name: Windstream NTI, LLC



DA2DJ

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of  <u>Wisconsin</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

**FILING FEE - \$150.00** Use of this form is mandatory.  
DFI/CORP/1000(R09/14)

4. A Plan of Conversion containing all the following parts is attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. If converting the entity to another state or country, the governing document is not required. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION**:

Registered Agent (Agent for Service of Process): CT Corporation System	Registered Office: 8020 Excelsior Drive, Suite 200 Madison, WI 53717
Additional Entry for a Limited Partnership only →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION**:

Registered Agent (Agent for Service of Process): CT Corporation System	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 8020 Excelsior Drive, Suite 200 Madison, WI 53717
Additional Entry for a Limited Partnership only →	Record Office:

8. Executed on 12/17/14 (date) by the business entity PRIOR TO ITS CONVERSION.

Mark (X) below the title of the person executing the document.

For a limited partnership  
Title: ☐ General Partner

For a limited liability company  
Title: ☐ Member OR ☐ Manager

  
(Signature)

John P. Fletcher  
(Printed Name)

For a corporation  
Title: ☐ President OR ☐ Secretary  
or other officer title  
Executive Vice President, Secretary & General Counsel

**INSTRUCTIONS** (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Submit one original along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.

<b>Mailing Address:</b> Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7846 Madison WI 53707-7846	<b>Physical Address for Express Mail:</b> Department of Financial Institutions Division of Corporate & Consumer Services 201 W. Washington Ave - Suite 300 Madison WI 53703	<b>Phone:</b> 608-261-7577 <b>FAX:</b> 608-267-6813 <b>TTY:</b> TTY
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**NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity after conversion.

**Exhibit A to Certificate of Conversion**

**Plan of Conversion**

*(see attached)*

## PLAN OF CONVERSION

December 17, 2014

This plan of conversion is made and entered into by and among Windstream NTI, Inc., a Wisconsin corporation (the "Company"), and Windstream Corporation, a Delaware corporation, as the sole shareholder of the Company (the "Shareholder").

1. Conversion. Subject to the terms and conditions of this plan of conversion, at the Effective Time (as defined in Section 2 below), the Company shall be converted into a limited liability company organized pursuant to the laws of the State of Wisconsin (the "LLC"), and the separate existence of the Company shall cease. Upon such conversion, the name of the LLC shall be Windstream NTI, LLC, a Wisconsin limited liability company.

2. Effective Time. The effective date and time of the conversion shall be the 1st day of January, 2015, at 12:01 a.m., Central Time (the "Effective Time").

3. Conversion of Shares. The Shareholder is the sole shareholder of the Company. All of the issued and outstanding capital stock of the Company will be converted into a 100% membership interest in the LLC.

4. Approval. The board of directors of the Company and the Shareholder have unanimously approved this plan of conversion and the conversion of the Company from a corporation to a limited liability company.

5. Managers. The directors of the Company holding office immediately prior to the Effective Time shall, without the requirement of any other action by any person, serve as the managers of the LLC until their successors are duly appointed or their prior resignation, removal or death.

6. Officers. The officers of the Company holding office immediately prior to the Effective Time shall, without the requirement of any other action by the members or managers of the LLC, serve as the officers of the LLC until their successors are duly appointed or their prior resignation, removal or death.

7. Governing Documents. The bylaws of the Company shall have no further force or control after the Effective Time, and shall immediately be replaced without the necessity of any further action by an operating agreement executed by the Shareholder, as sole member of the LLC.

8. Continuation of Business. At the Effective Time, the conversion shall have the effect provided for herein and in Section 180.1161 of the Wisconsin Statutes. Without limiting the generality of the foregoing, from and after the Effective Time, the business of the Company shall continue to be carried on by the LLC and all the rights and property of the Company shall be vested in the LLC and all debts, liabilities, and obligations of the Company shall continue as debts, liabilities, and obligations of the LLC in the order and priority such debts, liabilities and

obligations are established with the Company immediately prior to the conversion. The Company shall not be required to wind up its affairs, pay its liabilities and distribute its assets. The conversion shall not constitute a dissolution of the Company but shall constitute a continuation of the existence of the Company in the form of a limited liability company.

9. Further Actions. The officers of the Company shall take, and shall authorize its counsel to take, all such further actions as may be required to complete the conversion, including all necessary filings with offices of the Division of Corporate & Consumer Services of the Department of Financial Institutions of the State of Wisconsin, including a certificate of conversion that complies with Section 180.1161(5) of the Wisconsin Statutes and articles of organization substantially in the form attached hereto and labeled as "Exhibit B to Certificate of Conversion," and the execution of all documents necessary to transfer or evidence the transfer of the legal rights of the Company to the LLC (including all required filings and notices with state and local authorities).

10. Treatment. The Company and the Shareholder agree that, for U.S. federal income tax purposes: (i) the conversion is intended to accomplish the complete liquidation and dissolution of the Company in accordance with Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations thereunder and (ii) this plan of conversion is intended to constitute a plan of liquidation within the meaning of Section 332(b) of the Code.


11. Termination. This plan of conversion may be terminated and abandoned at any time prior to the Effective Time by resolution of the board of directors of the Company if it determines for any reason whatsoever that the conversion contemplated herein is inadvisable.

[SIGNATURE PAGE FOLLOWS]

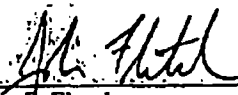


IN WITNESS WHEREOF, the parties hereto have caused this plan of conversion to be executed as of the date first written above.

**WINDSTREAM NTI, INC.**

By:   
Name: John P. Fletcher  
Title: Executive Vice President, Secretary &  
General Counsel

**WINDSTREAM CORPORATION**

By:   
Name: John P. Fletcher  
Title: Executive Vice President, Secretary &  
General Counsel

**Exhibit B to Certificate of Conversion**

Articles of Organization

*(see attached)*

**STATE OF WISCONSIN  
ARTICLES OF ORGANIZATION  
OF  
WINDSTREAM NTI, LLC**

December 17, 2014

Executed by the undersigned for the purpose of forming a Wisconsin limited liability company under Chapter 183 of the Wisconsin Statutes:

- Article 1.** The name of the limited liability company is Windstream NTI, LLC.
- Article 2.** The limited liability company is organized under Chapter 183 of the Wisconsin Statutes.
- Article 3.** The name of the initial registered agent is CT Corporation System.
- Article 4.** The street address of the initial registered office is 8020 Excelsior Drive, Suite 200, Madison, Wisconsin 53717.
- Article 5.** Management of the limited liability company shall be vested in a manager or managers.
- Article 6.** The name of the sole organizer is John P. Fletcher. The complete address of the sole organizer is 4001 Rodney Parham Road, Little Rock, Arkansas 72212.
- Article 7.** This document has a delayed effective date and time of January 1, 2015, at 12:01 a.m., Central Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has duly executed these articles of organization as of the date first written above.

By: 

Name: John F. Fletcher

Title: Organizer/Executive Vice President,  
Secretary & General Counsel

\*\*\*This document was not executed in Wisconsin.

Fee simple ownership interest ☒ Yes ☐ No (for DFI use only)  
CERTIFICATE OF CONVERSION

CT Pick-up Basket

L J  
▲ Enter your return address within the bracket above.

Phone number during the day: (501 ) 975 - 3000

**INSTRUCTIONS (Cont'd)**

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is optional.

5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

6. Provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.

7. Provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.



For Office



**State of Wisconsin**  
**Department of Financial Institutions**

***Endorsement***

**CERTIFICATE OF CONVERSION - Ch. 180**

**WINDSTREAM NTI, INC.**

**Received Date: 12/18/2014**

**Filed Date: 12/19/2014**

**Filing Fee: \$150.00**

**Expedited Fee: \$25.00**

**Entity ID#: J017546**

**Total Fee: \$175.00**

**Converts a domestic WI Corp (Chap 180) into a WI domestic LLC (Chap 183)**

**Name Change**

**Effective Date: January 1, 2015**

**FSOI: YES**