

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the below listed "Merging Entity/Entities" into:

CONSOLIDATED COMMUNICATIONS OF WASHINGTON COMPANY, LLC

UBI: NOT QUALIFIED IN WASHINGTON

Effective Date: 12/31/2018

Filing Date: 12/27/2018

Merging Entities:

192 002 434 ELLENSBURG TELEPHONE COMPANY, WA PUBLIC UTILITY CORPORATION



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 12/27/2018

FILED

Secretary of State

State of Washington

Date Filed: 12/27/2018

Effective Date: 12/31/2018

UBI No: 192 002 434

**ARTICLES OF MERGER
OF
ELLENSBURG TELEPHONE COMPANY
AND
CONSOLIDATED COMMUNICATIONS OF
WASHINGTON COMPANY, LLC**

FIRST: The name of the surviving limited liability company is Consolidated Communications of Washington Company, LLC, a Delaware limited liability company ("CC WA"), and the name of the corporation being merged into this surviving limited liability company is Ellensburg Telephone Company, a Washington corporation ("Ellensburg Tel").

SECOND: The name of the surviving limited liability company is Consolidated Communications of Washington Company, LLC, Delaware limited liability company.

THIRD: The merger is to become effective on December 31, 2018 at 6:00 a.m. PST.

FOURTH: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by (a) Ellensburg Tel in accordance with Section 23B.11.030 of the Washington Business Corporation Act and (b) CC WA in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

FIFTH: The mailing address to which all service of process shall be mailed is c/o Consolidated Communications, 121 South 17th St., Mattoon, IL 61938.

[Remainder of this Page Intentionally Left Blank; Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger this 26th
day of December, 2018.

ELLENSBURG TELEPHONE COMPANY

CONSOLIDATED COMMUNICATIONS OF
WASHINGTON COMPANY, LLC

By: Janice Hester
Name: Janice Hester
Title: Senior Director of Tax

By: Janice Hester
Name: Janice Hester
Title: Senior Director of Tax

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into as of December 31, 2018 between CONSOLIDATED COMMUNICATIONS OF WASHINGTON COMPANY, LLC, a Delaware limited liability company ("CC Washington"), and ELLENSBURG TELEPHONE COMPANY, a Washington corporation ("Ellensburg Tel").

CC Washington and Ellensburg Tel are sometimes referred to herein as the "Constituent Corporations."

WHEREAS, 100% of the issued and outstanding capital stock of Ellensburg Tel and 100% of the membership interests of CC Washington is owned by MJD Ventures, Inc., a Delaware corporation ("MJD Ventures"); and

WHEREAS, the Board of Directors of Ellensburg Tel deems it advisable and in the best interests of Ellensburg Tel and its sole shareholder that Ellensburg Tel be merged with and into CC Washington (the "Merger") and, as a result has approved this Agreement and the Merger; and

WHEREAS, this Agreement and the Merger have been approved by MJD Ventures as the sole shareholder of Ellensburg Tel and as the sole member of CC Washington; and

WHEREAS, the parties intend that this Agreement constitutes a plan of reorganization and that the Merger qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended; and

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

SECTION 1. THE MERGER.

(a) Merger: Surviving Company. In accordance with and subject to the terms, provisions and conditions of this Agreement, at the Effective Time (as hereinafter defined), Ellensburg Tel shall be merged with and into CC Washington, and the separate corporate existence of Ellensburg Tel shall thereupon cease. CC Washington shall be the surviving limited liability (the "Surviving Company") and shall continue to be governed by the laws of the State of Delaware.

(b) Effective Time. The effective time of the Merger (the "Effective Time") shall be December 31, 2018 at 6:00 a.m. PST/9:00 a.m. EST.

(c) Operating Agreement. The Operating Agreement of CC Washington as in effect immediately prior to the Effective Time shall be the Operating Agreement of the Surviving Company until it shall thereafter be duly amended.

(d) Officers. The persons who are the officers of CC Washington immediately prior to the Effective Time shall, from and after the Effective Time, be the officers of the Surviving Company 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 Delaware

Limited Liability Company, as amended, the Certificate of Formation and the Operating Agreement of the Surviving Company.

(e) Effect of the Merger. At the Effective Time, the separate existence of Ellensburg Tel shall cease and the existence and identity of CC Washington, as the Surviving Company, shall continue under the name Consolidated Communications of Washington, LLC. All of the property, assets, rights, privileges, powers, franchises and immunities of Ellensburg Tel shall vest in the Surviving Company. All debts, liabilities and obligations of Ellensburg Tel shall become the debts, liabilities and obligations of the Surviving Company. The Surviving Company shall thenceforth be responsible for all the liabilities and obligations of each of CC Washington and Ellensburg Tel, but the liabilities of each of CC Washington and Ellensburg Tel or of their members, stockholders, directors or officers shall not be affected, nor shall the rights of the creditors or of any persons dealing with CC Washington or Ellensburg Tel be impaired by the Merger, and any claim existing or action or proceeding pending by or against any of CC Washington or Ellensburg Tel may be prosecuted to judgment as if the Merger had not taken place or the Surviving Company 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 membership interest of CC Washington ("CC Washington Membership Interest") or (ii) any share of any share of common stock, par value \$10.00 per share, of Ellensburg Tel ("Ellensburg Tel Common Stock"):

(1) Each CC Washington Membership Interest 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 membership interest of the Surviving Company; and

(2) Each share of Ellensburg Tel Common Stock that is issued and outstanding immediately prior to the Effective Time shall be cancelled.

SECTION 3. GENERAL.

(a) Further Assurances. From time to time, as and when required by the Surviving Company or by its successors or assigns, there shall be executed and delivered on behalf of Ellensburg Tel 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 Delaware, without giving effect to the conflicts of laws principles thereof.

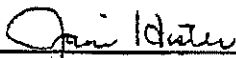
[Remainder of this Page Intentionally Left Blank; Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first written above.

**CONSOLIDATED COMMUNICATIONS OF
WASHINGTON COMPANY, LLC**

ELLENSBURG TELEPHONE COMPANY

By: 
Janice Hester
Senior Director of Tax

By: 
Janice Hester
Senior Director of Tax