



30-Day Filing No.: 3391

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SEP 03 2015

INDIANA UTILITY
REGULATORY COMMISSION

September 3, 2015

Pam Taber
Indiana Utility Regulatory Commission
10 West Washington Street, Suite 1500-E
Indianapolis, Indiana 46204

Re: Amended and Restated Articles of
Incorporation of Pulaski-White
Rural Telephone Cooperative, Inc.

Dear Mrs. Taber

We are again seeking approval of the attached
Amended and Restated Articles of Incorporation of
the above-named Cooperative.

Thank you for your assistance in this matter.
Please let me know if anything further is needed in
this matter.

Sincerely,

William B. Powers

William B. Powers

WBP/mjg

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SEP 03 2015

INDIANA UTILITY
REGULATORY COMMISSION

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PULASKI-WHITE RURAL TELEPHONE COOPERATIVE, INC.

The above cooperative corporation incorporated and existing since June 13, 1954, pursuant to the Indiana Nonprofit Corporation Act of 1991, as amended (the "Nonprofit Act"), and the Rural Telephone Cooperative Act, as amended (the "RTC Act"; collectively, the Nonprofit Act and RTC Act are referred to as the "Acts"), and such Acts' predecessor acts, acting pursuant to the approval of the board of directors and members of the cooperative corporation, and in compliance with the Acts, amends and restates its Articles of Incorporation, as follows:

ARTICLE I
NAME

The name of the cooperative corporation is Pulaski-White Rural Telephone Cooperative, Inc. (the "Cooperative").

ARTICLE II
PURPOSE

The purposes for which the Cooperative is formed are to be a local cooperative corporation as defined by the RTC Act, not for the purpose of pecuniary profit, but rather for the purpose of rendering telephone and related services to its members and to such other persons as provided by law; for the purpose of promoting and encouraging the fullest use of telephone and related services available to the inhabitants of all counties in the State of Indiana, at the lowest cost consistent with sound economy and prudent management of the business of the Cooperative; and for the purpose of transacting any and all business that a local cooperative corporation may lawfully transact under the Acts.

ARTICLE III
OPERATIONS AREA

The rural area or areas in which the Cooperative conducts its operations shall include Pulaski County, White County, and all other counties in Indiana as further described and limited from time to time by certificate issued by the Indiana Utility Regulatory Commission, and its successor entities.

ARTICLE IV
RESIDENT AGENT AND PRINCIPAL OFFICE

Section 1. Registered Agent. The name and address of the Cooperative's Registered Agent for service of process is Mark A. Dickerson, 306 South State Road 39, P.O. Box 408, Buffalo, IN 47925.

Section 2. Principal Office. The address of the Cooperative's Principal Office is 306 South State Road 39, Buffalo, IN 47925.

ARTICLE V
DIRECTORS

Section 1. Management. The management of the Cooperative shall be vested in the Board of Directors (the "Board"), which shall establish the policies of the Cooperative and have the responsibility for its operation.

Section 2. Number of Directors. The number of Directors shall be nine.

Section 3. Names and Addresses of Current Board. The names and post office addresses of the current Board who are to manage the affairs of the Cooperative until their successors are chosen are the following:

<u>Name</u>	<u>Address</u>	<u>District</u>
Keith E. Crist	5488 S High St, Winamac, IN 46996	Pulaski
Otto R. Leis	PO Box 227, Buffalo, IN 47925	Buffalo
Michael J. McCormick	PO Box 4, Buffalo, IN 47925	Buffalo
Sue A. Peppers	3170 E 800 S, Star City, IN 46985	Star City
James J. Ruff	5770 S 400 E, Star City, IN 46985	Star City
Cindy L. Scott	5295 S SR 119, Star City, IN 46985	Pulaski
Judy M. Shidler	1172 E 1000 S, Royal Center, IN 46978	Star City
Laura M. Wheeler	2165 W 700 S, Star City, IN 46985	Pulaski
Wynemac Woodcock	8101 N West Shafer Dr, Monticello, IN 47960	Buffalo

Section 4. Other Provisions. The By-laws may include other provisions not inconsistent with these Articles with respect to the Board.

ARTICLE VI
PERIOD OF EXISTENCE

The Cooperative shall have perpetual existence.

ARTICLE VII
MEMBERSHIP

Section 1. Classes. The Cooperative shall have one (1) class of membership. All members of the Cooperative (the "Member(s)") shall have the same rights, preferences, privileges, duties, liabilities, limitations, and restrictions as may be provided in the by-laws of the Cooperative (the "By-laws").

Section 2. Qualifications. Any individual, sole proprietorship, firm, association, corporation, partnership, limited liability company, limited liability partnership, business trust, or body politic or subdivision thereof, or any combination thereof, unless such individual or entity purchases the Cooperative's telephone services at wholesale or otherwise for resale, will become a Member upon receipt of telephone service from the Cooperative after (a) making written application for such service; (b) payment of a membership fee as provided in the Cooperative's By-laws; (c) compliance with the terms and conditions of the By-laws in respect to membership; and, (d) if new construction is necessary to serve such individual or entity, payment of monies advanced by the Cooperative in connection therewith in the amount and under the terms provided in the By-laws. No individual or entity shall become or remain a Member unless such individual or entity shall use telephone service supplied by the Cooperative and otherwise complied with the terms and conditions in respect to membership contained in the By-laws.

Section 3. Voting Rights. Each Member shall have one (1) vote upon each matter submitted to a vote of the Members. This right to vote may be exercised as permitted under the Acts and the By-laws.

Section 4. Assessments. The Cooperative shall not levy assessments upon its Members; but this shall not be a limitation on the right to fix rates and charges for the telephone and related services rendered by the Cooperative.

Section 5. Other Provisions. The By-laws may include other provisions not inconsistent with these Articles with respect to the Members.

ARTICLE VIII
MISCELLANEOUS

Section 1. Operations. The Cooperative's operations shall be conducted on a nonprofit basis for the benefit of its Members to whom it renders service.

Section 2. Excesses. The Cooperative's By-laws shall provide for the allocation and return to its Members of all amounts received from the furnishing of telephone and related services in excess of operating costs and expenses and other charges properly chargeable against the furnishing of such services.

Section 3. By-Laws. The Board shall have the power, without the assent or vote of the Members, to make, alter, amend, or repeal the By-Laws of the Cooperative, providing for the

internal regulation and conduct of the affairs of the Cooperative, provided that a majority of the full Board at the time of such action must vote affirmatively for such action, and provided further that such By-laws must be consistent with the Acts and these Amended and Restated Articles of Incorporation.

Section 4. Amendment or Repeal. The Cooperative shall be deemed, for all purposes, to have reserved the right to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation to the extent and in the manner now or hereafter permitted by law.

ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

Except in relation to matters as to which an individual is adjudged to have acted or failed to act in bad faith, the Cooperative shall indemnify each director or officer or former director or officer of the Cooperative or any person who may serve or has served at its request as a director, trustee, or officer of any other corporation, partnership, trust, or other enterprise, against expenses, actually incurred by him, including legal fees and amounts paid in settlement or in satisfaction of any final judgment, in connection with any action, suit, prosecution, proceeding, or claim, whether civil, criminal, or administrative, or any appeal therefrom, to which he is made or is threatened to be made a party by reason of his being or having been such director, trustee, or officer.

ARTICLE X APPROVALS

Section 1. Board. At the regular Board meeting on February 25, 2014, at which a quorum was present, the Board duly adopted the following resolutions to: (a) amend and restate the terms and provisions of the Articles of Incorporation (the "Amendment"); and (b) direct that the Amendment be considered at the annual meeting of the Members.

Section 2. Members. The Members entitled to vote in respect to the amendment and restatement of the Articles of Incorporation adopted the proposed Amendment at the Cooperative's Annual Meeting of the Members on March 18, 2014, at which a quorum was present. The result of such vote is as follows:

	<u>TOTAL</u>
Number of Outstanding Memberships	1053
Number of Votes Entitled To Be Cast	1053
Number of Votes Represented At Meeting	165

Number of Votes cast in Favor	93
Number of Votes cast Against	52
Number of Abstentions	17

Section 3. Compliance. The manner of the adoption of these Amended and Restated Articles of Incorporation and the votes by which they were adopted by the Board, and by the Members, respectively, constitute full legal compliance with the provisions of the Acts, the Articles of Incorporation of the Cooperative, and the By-laws of the Cooperative.

IN WITNESS WHEREOF, the undersigned, being the Chairman of the Cooperative, and acting pursuant to the By-laws, executes these Amended and Restated Articles of Incorporation and certifies, subject to the penalties of perjury, the truth of the facts herein stated as of this 18th day of March, 2014.

PULASKI-WHITE RURAL TELEPHONE
COOPERATIVE, INC.
an Indiana nonprofit corporation

By:



Otto R. Leis
Chairman

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INDIANA UTILITY
REGULATORY COMMISSION

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
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ARTICLE X
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COOPERATIVE, INC.
an Indiana nonprofit corporation

By: 
Otto R. Leis
Chairman

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