

**ORGANIZATIONAL RESOLUTIONS  
OF THE BOARD OF GOVERNORS OF  
MIDWEST INTERNET COOPERATIVE EXCHANGE, LLC  
ADOPTED WITHOUT MEETING**

October 3, 2012

The undersigned, constituting all members of the first Board of Governors of Midwest Internet Cooperative Exchange, LLC, a Minnesota limited liability company (the “**Company**”), do hereby adopt the following organizational resolutions in writing pursuant to Minnesota Statutes, Sections 322B.60, Subd. 2, and 322B.656, in lieu of a meeting of the governors:

**1. Articles of Organization**

RESOLVED, the Articles of Organization of the Company, filed with the Minnesota Secretary of State on September 29, 2010, are adopted and approved.

RESOLVED FURTHER, when and as received from the Minnesota Secretary of State, the original Articles of Organization and the Certificate of Organization shall be inserted in the Company’s minute book and made a permanent part of its records.

**2. Bylaws**

RESOLVED, the form of Bylaws reviewed by the undersigned and attached hereto as Exhibit A is adopted as the Bylaws of the Company, and the Secretary of the Company, following election to office, shall certify to such adoption as of this date.

RESOLVED FURTHER, the certified original of the Bylaws shall be inserted in the Company’s minute book and made a permanent part of its records.

**3. Managers/Officers**

RESOLVED, all formalities pertaining to the nomination and election of the Company’s managers (also referred to as “**officers**”) are waived and the following persons are elected to the positions set forth opposite their respective names, to hold such position(s) until the election and qualification of his or her successors or until his or her earlier death, resignation, removal or disqualification:

|                |       |
|----------------|-------|
| Chief Manager: | _____ |
| Vice Manager:  | _____ |
| Secretary:     | _____ |
| Treasurer:     | _____ |

RESOLVED FURTHER, all actions of Jay Hanke and Reid Fishler, and Mike Horwath previously taken on behalf of the Company in anticipation of election as a manager of the Company are ratified, confirmed and approved.

**4. Organizational Expenditures**

RESOLVED, the managers of the Company are authorized to pay all charges and expenses arising out of the organization of the Company and to reimburse any persons who have made any disbursements therefor.

**5. Organizer**

RESOLVED any and all past actions taken by the Organizer of the Company on behalf of or in the furtherance of the Company are hereby ratified, confirmed and approved in all respects.

RESOLVED FURTHER, the Company hereby assumes any and all liability arising out of or resulting from any act of the Organizer of the Company done on behalf of or in furtherance of the Company, and hereby agrees to indemnify and hold harmless the Organizer of the Company for any such liability.

RESOLVED FURTHER, the resignation of the Organizer of the Company is hereby accepted and approved in all respects.

**6. Membership Interests**

RESOLVED, that the donations received by the members shall be noted and acknowledged.

**7. Fiscal Year**

RESOLVED, the initial fiscal year of the Company shall end December 31, 201\_\_ ; thereafter the Company's fiscal year shall begin the first day of January and shall end on the last day of December.

**8. Banking**

RESOLVED, \_\_\_\_\_ Bank of Mankato, Minnesota, and/or any bank or trust company in any city of the United States of America (the "**Bank**") as selected by the Chief Manager in his discretion, is and may be a depository for the funds of the Company, and the Chief Manager is hereby authorized, empowered, and directed to open any such account using the standard forms of banking resolution of the Bank, which forms are hereby approved, confirmed, ratified and adopted; and

RESOLVED FURTHER, the officers and agents of the Company are authorized to deposit any funds of the Company in such Bank, or any of its branches, and that endorsements for deposit may be made by the written or stamped endorsement of the Company without designation of the person making the endorsement.

RESOLVED FURTHER, until the further order or resolution of this Board of Governors, and subject to the limitations set forth in this action and any other written limitations, the Bank is hereby authorized to honor and pay checks, drafts, or other orders for the payment of money drawn in the name of the Company, by the Chief Manager, the Vice Manager, Treasurer or the Secretary of the Company, or such other persons as appointed by the Board of Governors. The present holders of such offices are as follows:

| <u>Name</u> | <u>Title</u>  |
|-------------|---------------|
| _____       | Chief Manager |
| _____       | Vice Manager  |
| _____       | Secretary     |
| _____       | Treasurer     |

RESOLVED FURTHER, notwithstanding the general grant of authority set forth in the immediately preceding paragraph, the Bank shall have no authority to honor or pay any checks, drafts or other orders for the payment of money in the name of the Company in excess of the sum of \$5,000.00, without the signature of at least two of the following officers: the Chief Manager, Vice Manager, Secretary and Treasurer, the present holder of such offices are named above.

**9. Limited Liability Company Seal**

RESOLVED, the Company shall have no seal.

This instrument may be executed in one or more counterparts, including facsimile counterparts and signatures, each of which when executed and delivered shall constitute a complete and original instrument, and all of which taken together shall constitute one and the same instrument.

Dated and effective as of the date first written above.

\_\_\_\_\_  
Jay Hanke, Governor

\_\_\_\_\_  
Reid Fishler, Governor

\_\_\_\_\_  
Mike Horwath, Governor