

**GTE NORTH INCORPORATED**

**CERTIFIED COPY OF  
ARTICLES OF INCORPORATION**

I, Rosalynn Christian, Assistant Secretary of GTE NORTH INCORPORATED, a Wisconsin corporation, DO HEREBY CERTIFY that attached hereto is a true, correct and complete copy of the Articles of Incorporation and all amendments of the Company in effect on June 22, 1992, and amended on April 2, 1993, and at all subsequent times to and including the date hereof.

WITNESS my hand and seal this 26th day of January, 2000.

GTE North Incorporated  
- SEAL -

  
\_\_\_\_\_  
Rosalynn Christian  
Assistant Secretary

*United States of America*

State of Wisconsin

OFFICE OF THE SECRETARY OF STATE

*To All to Whom These Presents Shall Come, Greeting:*

I, DOUGLAS LA FOLLETTE, Secretary of State of the State of Wisconsin, do hereby certify that

GTE NORTH INCORPORATED

is a domestic corporation organized under the laws of this state and that its date of incorporation is JUNE 18, 1992.

I further certify that the following charter documents have been duly filed with this office for said corporation, namely:

The aforementioned Articles of Incorporation filed under the name  
CONTEL NORTH INCORPORATED;

Articles of Merger, filed April 1, 1993; Articles of Merger, filed April 1, 1993; Amendment, filed April 2, 1993, changing the name to the present name of

GTE NORTH INCORPORATED.

I further certify that said corporation has, during its most recently completed report year, filed with this office an annual report required by sec. 180.1622; 180.1921, or 181.651 of the Wisconsin Statutes, and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on January 13, 1994.



*Douglas La Follette*

DOUGLAS LA FOLLETTE  
Secretary of State

BY: *M. Stojic*

**The above certificate contains the statements prescribed by the Wisconsin Business Corporation Law for a certificate state. Under current law, the status of a corporation is not described in terms of "good" or "bad" standing.**

# ARTICLES OF AMENDMENT

## Stock (for profit)

A. Name of Corporation: Contel North Incorporated  
*(prior to any change effected by this amendment)*

**Text of Amendment (Refer to the existing articles of incorporation and instruction A. Determine those items to be changed and set forth below the number identifying the paragraph being changed and how the amended paragraph is to read.)**

RESOLVED, THAT, effective April 2, 1993, Article 31 of the Articles of Incorporation is hereby amended to read as follows: The name of the corporation is GTE North Incorporated.  
*ok*

MAR 31 12:00PM  
#.#  
139093 EXPED 25 25.00

MAR 31 12:00PM  
#.#  
139092 INCORP 40 40.00

B. Amendment(s) to the articles of incorporation adopted on March 25, 1993  
*(date)*

Indicate the method of adoption by checking the appropriate choice below:

In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)

OR

In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)

OR

In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors. before issuance of shares)

G. Executed **on** behalf of the corporation on March 29, 1993  
*(date)*

1730 3/11/93

*Dale E. Sporleder*  
*(signature)*

Dale E. Sporleder  
*(printed name)*

Vice President  
*(officer's title)*

D. This document was drafted by William H. Keating  
*(name of individual required by law)*

Form 38 (88)

# United States of America

STATE OF WISCONSIN

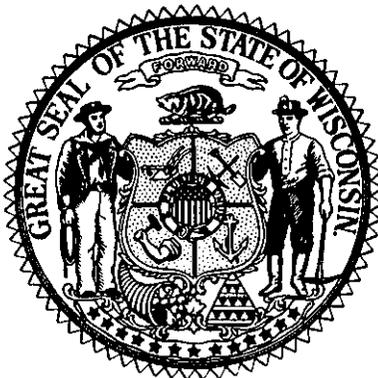
OFFICE OF THE  
SECRETARY OF STATE

} SS.

**To All to Whom These Presents Shall Come, Greeting:**

I, DOUGLAS La FOLLETTE, Secretary of State of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that the annexed copy has been compared by me with the record on file in this Office and that the same is a true copy thereof, and of the whole of such record; and that I am the legal custodian of such record, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State.



A handwritten signature in black ink that reads "Douglas La Follette".

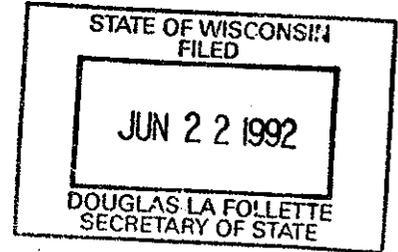
DOUGLAS La FOLLETTE  
Secretary of State

BY: *Patricia Weber*

DATE: JUN 22 1992

ARTICLES OF INCORPORATION OF  
**CONTEL NORTH INCORPORATED**

Executed by the undersigned for the purpose  
of forming a Wisconsin for-profit corporation  
under Chapter 180 of the Wisconsin Statutes  
repealed and recreated by 1989 Wis. Act 303:



ARTICLE 1

The name of this corporation is Contel North  
Incorporated.

ARTICLE 2

The purposes for which the Corporation is incorporated  
are: to acquire, construct, own, lease, operate, manage and  
control telephone and other telecommunications systems,  
exchanges, lines, equipment, appliances, apparatus, properties  
and facilities for the transmission of intelligence, by  
electricity, wire, cable, radio, television or other means; to  
furnish communications services and facilities, including  
without limitation telephone service and facilities and other  
telecommunications services and facilities of all kinds, to and  
for the public by means of such systems, exchanges, lines,  
equipment, appliances, apparatus, properties and facilities, and  
by means of interconnection with other use of telephone or other  
telecommunications systems, exchanges, lines, equipment,

32 JUN 18 PM 12:18

appliances, apparatus, properties and **facilities owned**, operated or controlled by others; and to engage in any other business activities permitted by the laws of Wisconsin.

### ARTICLE 3

The Corporation shall have the powers to acquire, lease, own, mortgage, sell, let, exchange, and otherwise deal with all such property, real and personal, tangible and intangible, and all such permits, licenses, franchises, and other rights and interests as may be necessary, desirable or convenient in connection therewith; to purchase or otherwise acquire and hold and **vote**, and to sell and dispose of the capital stocks and other securities of other corporations; and in furtherance and not in limitation of the general powers conferred by the laws of the State of Wisconsin, the Corporation shall have the following additional powers: to issue bonds, notes or other obligations for any lawful purposes, and to secure the same by the execution and delivery of mortgages, deeds of trust or other instruments covering its real and personal property, or either or both; to aid in any lawful manner any corporation whose securities are held or guaranteed by the Corporation; to purchase, own and hold, and to sell and transfer (but **not** to vote) shares of its **own** capital stock; to appoint its officers and agents, define their duties and fix their compensation; to make bylaws for the government and

regulation of its affairs; to cease doing business and to dissolve and surrender its corporate franchise; and to do any and all things and acts necessary, convenient or expedient to carry out the purposes for which the Corporation is formed, and to exercise all of the general powers conferred by the laws of Wisconsin, or by any other applicable statute, which may be necessary, convenient or expedient to carry out the purposes hereinbefore mentioned.

The Corporation shall have the power to create and issue in connection with the issue and sale of any shares of stock or other securities of the Corporation, rights or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes on terms fixed by the Board of Directors, such rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors.

The Corporation, when authorized by its Board of Directors, may issue scrip in lieu of fractional shares of stock. Scrip for fractional shares aggregating one or more whole shares shall be exchangeable for a stock certificate or certificates for such whole share or shares when surrendered to the Corporation for that purpose within the time or times fixed by the Board of Directors and set forth in respective scrip so surrendered. Such a scrip shall not constitute the holder

thereof a stockholder or entitle the holder to any rights whatsoever except the right of exchange as aforesaid.

The Board of Directors shall have authority to adopt, and from time to time to alter or amend, bylaws for the regulation of the affairs of the Corporation. The Board of Directors and/or the president of the Corporation may call and hold meetings of the Directors at such times and places as they may from time to time fix and designate; The Board of Directors shall have authority to perform any and all other acts and exercise any and all powers which are or from time to time may be lawfully vested in the Directors.

#### ARTICLE 4

The period during which it is to continue as a corporation is perpetual.

#### ARTICLE 5

The registered office is located in Dane County, Wisconsin and the address at such registered office is 100 Communications Drive, P. O. Box 49, Sun Prairie, Wisconsin 53590.

The name of the registered agent at such address is Dennis J. Blair. The county in which these Articles are to be recorded is Dane County, Wisconsin.

ARTICLE 6

The total number of shares into which its authorized capital stock is to be divided is **3,251,575**.

(a) Said authorized stock shall be divided into classes as follows: common stock, consisting of **2,200,000** shares, with no par value, and preferred stock, consisting of the following classes and series:

<u>Class of Stock</u>	<u>Series (If Any)</u>	<u>Number of Shares Authorized</u>	<u>Par Value Per Share or Statement that Shares are Without Par Value</u>
Cumulative Preferred-IL	\$2.375 Preferred	51,788	No Par
Cumulative Preferred-IL	\$2.50 Preferred	55,800	No Par
Cumulative Preferred-IL	<b>\$2.30</b> Preferred	34,800	No Par
Cumulative Preferred-IN	\$2.00 Preferred	47,104	No Par
Cumulative Preferred-IN	\$7.60 Preferred	140,000	No Par
Cumulative Preferred-IN	\$2.50 Preferred	73,680	No Par
Cumulative Preferred-IN	<b>\$2.50C</b> Preferred	34,037	No Par
Cumulative Preferred-MI	\$2.40 Preferred	45,421	\$50.00
Cumulative Preferred-MI	4.60% Preferred	89,300	\$50.00
Cumulative Preferred-MI	5.16% Preferred	32,000	\$50.00
Cumulative Preferred-OH	\$2.20 Preferred	35,000	No Par
Cumulative Preferred-OH	\$1.25 Preferred	29,229	No Par
Cumulative Preferred-OH	\$1.15 Preferred	183,600	No Par
Cumulative Preferred-PA	\$2.10 Preferred	70,292	No Par
Cumulative Preferred-PA	\$2.25 Preferred	96,000	No Par
Cumulative Preferred-WI	\$5.00 Preferred	26,071	\$100.00
Cumulative Preferred-WI	\$4.50 Preferred	7,453	\$100.00

The series of Cumulative Preferred **Stock-IL** are established as follows:

\$2.375 Cumulative Preferred Stock-IL

There is established a series of the 'class of Cumulative Preferred Stock-IL shares designated "\$2.375 Cumulative Preferred Stock-IL", and fifty-one thousand seven hundred **eighty-eight** (51,788) shares of \$2.375 Cumulative Preferred Stock-IL, are authorized of which fifty-one thousand seven hundred eighty-eight (51,788) shares remain outstanding.

The holders of shares of the series of preferred stock designated \$2.375 Cumulative **Preferred** Stock-IL shall be entitled to receive dividends thereon at the rate of, but never exceeding, Two Dollars and Thirty-Seven and One-Half Cents (\$2.375) per share per annum. Dividends on the preferred stock of all series shall be payable quarterly on January 1, April 1, July 1, and October 1, but **only** out of such surplus or net earnings of the Corporation as shall be made applicable to the payment of dividends by the Board of Directors, and shall be cumulative and shall be payable before any dividend shall be paid on or set apart for the common shares, so that, if in any year dividends amounting to the annual dividend rate per share per annum for shares of all series shall not have been paid on every outstanding share of preferred stock, the deficiency shall be payable before any dividend shall be paid on or set apart for

the common shares; provided, however, that whenever all cumulative dividends on the preferred shares for all previous years shall have been declared and shall have become payable and the accrued **quarterly** installments for the current year shall have been declared and shall have become payable and the accrued quarterly installments for the current year shall have been declared and the Corporation shall have paid such cumulative dividends for the previous years and such accrued installments or shall have set aside out of its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may forthwith, without waiting for the expiration of the current year, declare dividends on the common shares payable then or thereafter out of any remaining surplus or net profits; provided, however, that so long as any preferred shares are outstanding, the Corporation shall not declare or pay any dividends (other than dividends paid in, or presently thereafter repaid to the Corporation for, or as capital contribution with respect to shares junior to the preferred shares) or make any other distribution by purchase of shares or otherwise on shares junior to the preferred shares except out of earned surplus or if, at the time of the declaration of such dividends or the making of such distribution, there shall not remain to the credit of earned surplus an amount at least equal to the annual dividend requirements of all outstanding shares of preferred stock and of all other classes of shares ranking equally therewith or senior thereto. Accumulations of dividends on any shares of preferred stock shall not bear interest.

On each share of preferred stock at any time issued by the Corporation, dividends shall commence to accrue on the first day of the dividend payment period, as fixed by the Board of Directors, in which such share was issued, provided that if the Board of Directors shall declare a dividend on the outstanding preferred shares, payable on a specified dividend payment date to the shareholders of record on a specified date prior to such dividend date and such share shall be issued between such two days or on such dividend payment date, then dividends on such share shall commence to accrue on such dividend payment date.

In the event of any liquidation, dissolution, or winding up of the Corporation, the **holders of** the preferred shares, before any amount shall be paid out of the assets of the Corporation to the holders of the common shares, shall be entitled to be **paid out** of such assets, in respect of any shares of the series of preferred stock designated \$2.375 Cumulative Preferred Stock-II, Fifty Dollars (\$50) for each share plus an amount equal to the unpaid dividends accrued thereon, and in respect of any shares of any other series, the sum fixed as payable upon liquidation by resolution of the Board of Directors fixing the terms as to liquidation of such series. After such payment in full to the holders of the preferred shares, the remaining assets shall be paid or distributed to the holders of the common shares ratably, according to the number of shares held by each.

The Corporation, on the sole authority of its Board of Directors, shall have the right at any time or from time to time, to redeem and cancel all or any part of the preferred shares, upon the payment to the holders thereof of Fifty-Two Dollars and Thirty-Seven and One-Half Cents (\$52.375) per share and all **unpaid accrued** dividends thereon in respect of any share of the series of preferred stock designated \$2.375 Cumulative Preferred Stock-IL, and upon or by the payment to the holders thereof in respect of each 'redeemed share of any other series, the sum fixed for the redemption of such share by resolution of the Board of Directors fixing the terms as to redemption of shares of such series, or upon and by setting aside for the benefit of such holders as hereinafter provided the funds sufficient to make such payment. If less than all the outstanding shares of any series of preferred stock are called for redemption, the shares of any series to **be** redeemed shall be chosen impartially **by lot**. If and when the Board of Directors shall elect to redeem any shares of preferred stock, not less than thirty (30) nor more than sixty (60) **days'** notice of the **intention of** the Corporation to redeem such shares, specifying the date of redemption, and if less than all the shares of the preferred stock are to be redeemed, stating the shares to be redeemed, shall be given by mail to the holders of record of the shares of preferred stock to be redeemed. Any such notice shall be deemed given when mailed to the holders of the shares of preferred stock being redeemed of record at the time of mailing, at their respective addresses as the same shall then appear on

the books of the Corporation, but no accidental failure to mail such notice to any one or **more** of such holders shall affect the validity of the redemption of any shares of preferred stock so to be redeemed. **At** any time after notice of redemption shall have been given in such manner, the Corporation may deposit funds in an amount equal to the aggregate redemption price with a bank or trust company in good standing doing business in the States of Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, Nebraska, Ohio, Pennsylvania, Wisconsin, or New York, and having a capital and surplus of at least Five Million Dollars (**\$5,000,000**), named in such notice, with instructions to pay the same on or prior to the date fixed for redemption as aforesaid and in the amount aforesaid to the respective holders of the shares to be redeemed, on endorsement to the Corporation, or otherwise; as may be required, and upon surrender of the certificates for such shares. **Upon** the deposit of said funds as aforesaid, or, if no such deposit is made, upon said redemption date (unless the Corporation defaults in making payment of the redemption price as set forth in such notice), such holders shall cease to be shareholders with respect to said shares, and from and after the making of said deposit, or, **if** no such deposit is made, after the redemption date (the Corporation not having defaulted in making payment of the redemption price as set forth in such notice), the said holders shall have no interest in or claim against the Corporation with respect to said shares but shall be entitled only to receive said funds on

the date fixed for redemption as aforesaid from said bank or trust company, or, if no such deposit is made, from the Corporation, without interest thereon, upon endorsement, if required, and surrender of the certificates as aforesaid.

The shares of the series designated \$2.375 Cumulative Preferred Stock-IL shall be entitled to the benefits of a Purchase Fund for the purchase of shares of such series, the terms and provisions of which shall be as follows:

(i) So long as any shares of the shares of the series designated \$2.375 Cumulative Preferred Stock-IL shall be outstanding, the Corporation shall on May 1, in each calendar year, set aside in cash as and for a Purchase Fund for the purchase of shares of \$2.375 Cumulative Preferred Stock-IL an amount sufficient to purchase, at \$50 per share, a number of shares of \$2.375 Cumulative Preferred Stock-IL equal to 2% of the greatest number of shares of such stock at any one time theretofore outstanding; provided, however, that in no event shall the Corporation be required to set aside for the Purchase Fund an amount in any calendar year in excess of the net income of the Corporation for the preceding calendar year as determined in accordance with generally accepted principles of accounting practice by independent public accountants employed by the Corporation less the amount of all dividends (whether or not declared, and if declared, whether or not paid) accrued during such preceding calendar year on shares of preferred stock of the Corporation of all series and on **any other** shares having

preference over the common stock of the Corporation either as to payment of dividends or as to distribution of assets.

(ii) Any amount so set aside in any calendar year for the Purchase Fund shall be applied by the Corporation, in so far as practicable, to the purchase during the twelve-month period ending on April 30 of the succeeding calendar year of shares of \$2.375 Cumulative Preferred Stock-IL in the open market or at private sale, in each case as the Corporation may in its discretion deem advisable, and in each case at such price or prices as the Corporation may in its discretion deem advisable, not to exceed, as to any shares so purchased, \$50 per share (exclusive of any brokerage commissions or other similar expenses payable by the purchaser with respect to each such purchase); provided, however, that in no event shall the Corporation be required by any of the provisions hereof to purchase in any such twelve-month **period more** than a maximum number of shares equal to 2% of the greatest number of shares of the \$2.375 Cumulative Preferred Stock-IL at any one time outstanding prior to the commencement of such twelve-month period.

(iii) If as of March 1 of such succeeding calendar year such maximum number of shares shall not have been so purchased out of the Purchase Fund, the Corporation as of said March 1 shall send to all holders of shares of \$2.375 Cumulative Preferred Stock-IL of record as of a date within thirty days preceding March 1 an invitation for tenders to be made on or before April 15 of shares of such stock for purchase by the

Corporation at a price of not in excess of \$50 per share. Such tenders shall be subject to acceptance in whole or in part. The Corporation shall on or prior to April 30 accept (in whole or in part) that tender or those tenders offering shares at the lowest price or prices (not in excess of \$50 per share) until the amount in the Purchase Fund, so far as practicable, is exhausted or until the total number of shares of such stock purchased out the the Purchase Fund (whether on tenders or prior thereto) on or since the preceding May 1 is **equal** to 2% of the greatest number of shares of such stock outstanding at any one time prior to such preceding May 1. The Corporation may make such reasonable regulations with respect to such tenders and purchases pursuant thereto as it deems advisable.

(iv) In the event that any balance of the amount set aside for the Purchase Fund shall not have been applied at or prior to the close of business on April 30 in any year to the purchase of shares of \$2.375 Cumulative Preferred Stock-IL, such balance shall, provided the Corporation is not then in default in the performance of its obligations hereunder with regard to the Purchase Fund, be returned to the general funds of the Corporation free and clear of any obligation on the part of the Corporation to apply the same either as and for any Purchase Fund or otherwise to the purchase of shares of \$2.375 Cumulative Preferred Stock-IL.

(v) All shares of \$2.375 Cumulative Preferred Stock-IL purchased through the operation of the Purchase Fund shall be retired and canceled and shall not be reissued.

(vi) So long as any shares of \$2.375 Cumulative Preferred Stock-IL remain outstanding, no dividend shall be declared or paid by the Corporation on any class of stock (referred to below as "**junior stock**") over which the preferred stock has a preference as to the payment of dividends **or as** to distribution of assets (other than dividends payable solely in shares of junior stock) nor shall any shares of junior stock be acquired by the Corporation for a valuable consideration unless and until, in either case, the amount hereinbefore required to be set aside for the Purchase Fund shall have been so set aside; provided, however, that nothing herein contained shall prohibit **or** restrict the acquisition of shares of junior stock in exchange for other shares of junior stock or the acquisition of shares of junior stock with funds received by the Corporation as proceeds of sale of shares of junior stock.

(vii) Except in so far as expressly provided with respect to purchases of shares of \$2.375 Cumulative Preferred Stock-IL through operation of the Purchase Fund, nothing contained in these paragraphs (i through viii) shall be deemed to **affect** or restrict the right of the Corporation to purchase or otherwise acquire,, and to sell or otherwise dispose of, other shares of \$2.375 Cumulative Preferred Stock-IL or other shares of stock of the Corporation.

(viii) Notwithstanding anything hereinabove contained in the preceding paragraphs (i) through (vii) to the contrary, the Corporation shall **not at** any time be required to make any purchase of shares of \$2.375 Cumulative Preferred Stock-IL which

may then be unlawful for it to make. So long as any shares of the preferred stock are outstanding, the Corporation shall not take any action specified in clauses (a), (b), (c), or (d) following without the affirmative vote in favor of the taking of such action by the holders of at least a majority of the shares of preferred stock at the **time** outstanding or if the holders of thirty-three and one-third per centum (**33-1/3%**) of such shares of preferred stock vote against the taking of such action:

(a) adopt an amendment to its Articles of Incorporation if such amendment would either (i) create any class of shares preferred as to dividends or assets over the preferred stock, or (ii) change the rights and preferences of the then outstanding preferred shares; provided, however, that nothing contained in this clause (a) shall authorize the adoption of any amendment of the Articles of Incorporation by the vote of the holders **of** a less number of shares of preferred stock, or of any other class of shares, or of all classes of shares, than is required for the adoption of such amendment by the laws of the State of Wisconsin at the time applicable thereto;

(b) issue, sell or otherwise dispose of any shares of preferred stock or of any other class of shares over which the preferred shares do not have preference as to the payment of dividends and as to assets, unless the net income of the Corporation available for the payment of dividends

for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance, sale, or disposition of such shares is at least equal to two times the annual dividend requirements of all outstanding shares of preferred stock and of all other classes of shares over which the preferred shares do not have preference as to the payment of dividends and as to assets, including the shares proposed to be issued;

(c) create, issue, sell, or otherwise **dispose** of any shares of preferred stock or of any other class of shares over which the preferred shares do not have preference as to the payment of dividends and as to assets, or create, issue, incur, or otherwise obligate itself to pay any bonds or other indebtedness maturing more than twelve months from the date when the Corporation became subject **to** the obligation to pay such indebtedness, if the **sum** of the capital represented by the shares of preferred stock and of such other class or classes of shares thereafter outstanding and the principal amount of bonds and such indebtedness thereafter outstanding is in excess of, seventy-five per centum (75%) of the sum of the principal amount of bonds and such indebtedness thereafter outstanding and the aggregate amount of capital represented by all shares of the Corporation thereafter issued and outstanding;

(d) decrease the capital of the Corporation represented by the shares of the preferred stock outstanding.

The term "**outstanding**" whenever used herein with respect to preferred shares or shares of any other class of shares which are by their terms redeemable, or with respect to bonds or other indebtedness, shall not include any such shares or bonds or other indebtedness which have been redeemed in accordance with the provisions applicable thereto, or for which call for redemption notice shall have been given as required by such provisions and for the redemption of which a sum of money sufficient to pay the amount payable on such redemption shall have been deposited with a bank or trust company, irrevocably in trust for such purpose, or any bonds or other indebtedness for the payment of which at maturity provision has been made in a similar manner.

The term "**capital represented by**" whenever used herein with respect to shares of the Corporation shall mean at any time the amount then held and recorded or accounted for as stated capital and paid-in surplus with **respect to** said shares.

#### \$2.50 Cumulative Preferred Stock-IL

There is established a series of the class of Cumulative Preferred Stock-IL of this Corporation to consist of fifty-five thousand eight hundred (55,800) shares of the undesignated shares of such class, of which fifty-five thousand eight hundred (55,800) shares remain outstanding, to have such designation, preferences, qualifications, limitations, restrictions and such

special or relative rights as are stated in the Articles of Incorporation of this Corporation and to have the following thereof not so stated:

(a) the designation of such series shall be "\$2.50 Cumulative Preferred Stock-IL".

(b) the rate of dividends payable in respect of the shares of such series shall be \$2.50 per share per annum.

(c) the price at which the shares of such series may be redeemed is \$51.00 per share, plus in any case an amount equal to all unpaid dividends accrued thereon to the date fixed for redemption.

(d) the amount payable on the shares of such series in the event of involuntary liquidation shall be \$50.00 per share plus an amount equal to all unpaid dividends accrued thereon, and, in the event of voluntary liquidation, the price at which such shares are redeemable under Paragraph (c) above at the date of such voluntary liquidation.

(e) the shares of such **series** be entitled to the benefit of a Purchase Fund for the purchase of shares of such series (hereinafter referred to as the "**\$2.50 Series Purchase Fund**"), the terms and provisions of which shall be as follows:

(i) so long as any shares of the series designated \$2.50 Cumulative Preferred Stock-IL shall be outstanding, the Corporation shall on May 1, in each calendar year, set aside in cash as and for the \$2.50 Series Purchase Fund for the purchase of shares of \$2.50 Cumulative Preferred

Stock-IL an amount sufficient to purchase, at \$50.00 per share, a number of shares of \$2.50 Cumulative Preferred Stock-IL equal to 2% of the greatest number of shares of such stock at any one time theretofore outstanding, except as hereinafter provided.

The Restated Articles of Incorporation of the Corporation established a series of preferred stock designated "\$2.375 Cumulative Preferred Stock-IL" and created a Purchase Fund (hereinafter referred to as the "\$2.375 Series.Purchase Fund") for such series which provides, in part, as follows:

(i) so long as any shares of the shares of the series designated \$2.375 Cumulative Preferred Stock-IL shall be outstanding, the Corporation shall on May 1, in each calendar year, set aside in cash as and for a Purchase Fund for the purchase of shares of \$2.375 Cumulative Preferred Stock-IL an amount sufficient to purchase, at \$50 per share, a number of shares of \$2.375 Cumulative Preferred Stock-IL equal to 2% of the greatest number of shares of such stock at any one time theretofore outstanding; provided, however, that in no event shall the Corporation be required to set aside for the Purchase Fund an amount in any calendar year in excess of the net income of the Corporation for the preceding calendar year as determined in accordance with generally accepted principles of accounting practice by independent public accountants employed by the Corporation,

less the amount of all dividends (whether or not declared, and if declared, whether or not paid) accrued during such preceding calendar year on shares of preferred stock of the Corporation of all series and on any other shares having preference over the common stock of the Corporation either as to payment of dividends or as to distribution of assets.

If, pursuant to the provisos included in the provisions set forth above pertaining to the \$2.375 Series Purchase Fund, the Corporation's obligations in any calendar year in respect of such Purchase Fund are reduced and limited to an amount less than the amount sufficient to purchase, at \$50.00 per share, a number of shares of said series, equal to 2% of the greatest number of shares of the stock of such series at any one time outstanding, then the Corporation shall not be required in that calendar year to set aside in the \$2.50 Series Purchase Fund an amount in excess of the amount required to purchase, at \$50.00 per share, a number of shares of \$2.50 Cumulative Preferred Stock-IL constituting the same proportion of the greatest number of shares of \$2.50 Cumulative Preferred Stock-IL at any one time outstanding as (a) the number of shares of \$2.375 Cumulative Preferred Stock-IL which the amount required to be deposited in that calendar year in the \$2.375 Series Purchase Fund is sufficient to purchase, at \$50.00 per share, bears to the greatest number of shares of \$2.375 Cumulative Preferred Stock-IL at any one time outstanding. In the event that, on May 1 **in** any calendar year, there are outstanding no shares of

\$2.375 Cumulative Preferred Stock-IL as a result of the previous retirement and cancellation of all shares of such series theretofore issued, the Corporation shall not be required to set aside for the \$2.50 Series Purchase Fund in any such calendar year an amount in excess of the net income of the Corporation for the preceding calendar year, as determined in accordance with generally accepted principles of accounting practice by independent public accountants employed by the Corporation, less the amount of all dividends (whether or not declared and, if declared, whether or not paid) accrued during such preceding calendar year on shares of preferred stock of the Corporation of all series and on any other shares having preference over the common stock of the Corporation either as to payment of dividends or as to distribution of assets.

(ii) **any** amount so set aside in any calendar year for the \$2.50 Series Purchase Fund shall be applied by the Corporation, insofar as practicable, **to the** purchase during the twelve-month period ending on April 30 of the succeeding calendar year of shares of \$2.50 Cumulative Preferred Stock-IL in the open market or at private sale, in each case as the Corporation may in its **discretion** deem advisable and in each case at such price or prices as the Corporation may in its discretion deem advisable, not to exceed, as to any shares so purchased, \$50.00 per share (exclusive of any brokerage commissions or other similar expenses payable by the purchaser with respect to each such purchase); provided, however, that in no event shall the corporation be required

**by** any of the provisions hereof to purchase in any such twelve-month period more than a maximum number of shares equal to 2% of the greatest number of shares of the \$2.50 Cumulative Preferred Stock-IL at any one time outstanding prior to the commencement of such twelve-month period.

(iii) if as of March 1 of such succeeding calendar year such maximum number of shares shall not have been so purchased out of the \$2.50 Series Purchase Fund, the Corporation as of said March 1 shall send to all holders of shares of \$2.50 Cumulative Preferred Stock-IL of record as of a date within thirty days preceding March 1 an invitation for tenders to be made on or before April **15** of shares of such stock for purchase by the Corporation at a price of not in excess of \$50.00 per share. Such tenders shall be subject to acceptance in whole or in part. The Corporation shall on or prior to April 30 accept (in whole or in part) that tender or those tenders offering shares at the lowest price or prices (not in excess of \$50.00 per share) until the amount of the \$2.50 Series Purchase Fund, so far as practicable, is exhausted or until the total number of shares of such stock purchased out of the \$2.50 Series Purchase Fund (whether on tenders or prior thereto) on or since the preceding May 1 is equal to 2% of the greatest number of shares of such stock outstanding at any one time prior to such preceding May 1. The Corporation may make such reasonable regulations with respect to such tenders and purchases pursuant thereto as it deems advisable.

(iv) in the event that any balance of the amount set aside for the \$2.50 Series Purchase Fund shall not have been applied at or prior to the close of business on April 30 in any year to the purchase of shares of \$2.50 Cumulative Preferred Stock-IL, such balance shall, provided the Corporation is not then in default in the performance of its obligations hereunder with regard to the \$2.50 Series Purchase Fund, be returned to the general funds of the Corporation free and clear of any obligation on the part of the Corporation to apply the same either as and for the \$2.50 Series Purchase Fund or otherwise to the purchase of shares of \$2.50 Cumulative Preferred Stock-IL.

(v) all shares of \$2.50 Cumulative Preferred Stock-IL purchased through the operation of the \$2.50 Series Purchase Fund shall be retired and canceled and shall not be reissued.

(vi) and so long as any shares of \$2.50 Cumulative Preferred Stock-IL remain outstanding, no dividend shall be declared or paid by the Corporation on any class of stock (referred to below as "junior stock") over which the preferred stock has a preference as to the payment of dividends or as to distribution of assets (other than dividends payable solely in shares of junior stock) nor shall any shares of junior stock be acquired by the Corporation for a valuable consideration unless and until, in either case, the amount hereinbefore required to be set aside for the \$2.50 Series Purchase Fund shall have been so

set aside; provided, however, that nothing herein contained shall prohibit or restrict the acquisition of **shares of** junior stock in exchange for other shares of junior stock or the acquisition of shares of junior stock with funds received by the Corporation as proceeds of sale of shares of junior stock.

(vii) except insofar as expressly provided With respect to purchase of shares of \$2.50 Cumulative Preferred Stock-IL through operation of the \$2.50 Series Purchase Fund, nothing contained in these paragraphs (i) through (viii) shall be deemed to affect or restrict the right of the Corporation to purchase or otherwise acquire, and to sell or otherwise dispose of, other shares of \$2.50 Cumulative Preferred Stock-IL or other shares **of stock** of the Corporation.

(viii) notwithstanding anything hereinabove in the preceding paragraphs (i) through (vii) contained to the contrary, the Corporation shall not at any time be required to make any purchase of shares of \$2.50 Cumulative Preferred Stock-IL, which may then be unlawful for it to make.

#### \$2.30 Cumulative Preferred Stock-IL

There is established a series of the class of Cumulative Preferred Stock-IL of this Corporation to consist of **thirty-**four thousand eight hundred (34,800) shares of the undesignated shares of such class, of which thirty-four thousand eight

hundred (34,800) shares are outstanding, to have such designation, preferences, qualifications, limitations, restrictions and such special or relative rights as are stated in the Restated Articles of Incorporation of this Corporation and to have the following thereof not so stated:

(a) the designation of such series shall be \$2.30 Cumulative Preferred Stock-IL.

(b) the rate of dividends payable in respect of the shares of such series shall be \$2.30 per share per annum, and no more.

(c) the price at which the shares of such series may be redeemed is \$50.50 per share, plus in any case an amount equal to all unpaid cumulative dividends accrued thereon to the date fixed for redemption.

(d) the preferential amount payable on the shares of such series in the event of involuntary liquidation, dissolution or winding up of the Corporation is an amount equal to the redemption price at the time of payment.

(e) the preferential amount payable **upon** the shares of such series in the event of involuntary liquidation, dissolution or winding up of the Corporation is \$50 per share plus an amount equal to all unpaid cumulative dividends accrued thereon to the date fixed for payment.

(f) the Corporation shall be obligated to purchase shares of the \$2.30 Cumulative Preferred Stock-IL upon the following terms and conditions:

(i) so long as any shares of the \$2.30 Cumulative Preferred Stock-IL shall be outstanding, if during the eleven months ending June 1 of each year the Corporation has not purchased, at not to exceed \$50 per share (exclusive of any of any brokerage commissions or other similar expense payable by the purchaser with respect to each such purchase), an amount of \$2.30 Cumulative Preferred Stock-IL equal to the lesser of (a) the net income of the Corporation for the preceding calendar year, as determined *in* accordance with generally accepted principles of accounting practice by independent public accountants employed by the Corporation after deducting all preferred stock dividend requirements and after deducting the purchase fund requirements, if any, of previously issued and outstanding series of preferred stock, or (b) 2% of the greatest number of shares of the \$2.30 Cumulative Preferred Stock-IL at any one time outstanding prior to each such period, the Corporation, as of said June 1, shall send to all holders of shares of \$2.30 Cumulative Preferred Stock-IL of record as of a date within thirty days preceding said June 1 an invitation for tenders to be made on or before June 30 of shares of such stock for purchase by the Corporation at a price not in excess of \$50 per share. Such tenders shall be subject to acceptance in whole or in part. The Corporation shall, on or prior to the first day of July, accept (in whole or in part) that tender or those tenders offering shares at the lowest price or prices (not in excess of \$50 per share) until the amount of \$2.30 Cumulative Preferred Stock-IL purchased by the

Corporation (whether on tenders or prior thereto) since the preceding July 1 is equal to the lesser of (a) or (b) above. The Corporation may make such reasonable regulations with respect to such tenders and purchases pursuant thereto as it determines advisable.

(ii) all Shares of \$2.30 Cumulative Preferred Stock-IL purchased by the Corporation hereunder shall be retired and cancelled and shall not be reissued as shares of the \$2.30 Cumulative Preferred Stock-IL.

(iii) So long as any shares of \$2.30 Cumulative Preferred Stock-IL remain outstanding, no dividend shall be declared or paid by the Corporation on any class of stock (referred to below as "junior stock") over which the preferred stock has a preference as to the payment of dividends or as to distribution of assets (other than dividends payable solely in shares of junior stock) nor shall any shares of junior stock be acquired by the Corporation for a valuable consideration unless and until, in either case, the Corporation shall have purchased the number of shares of \$2.30 Cumulative Preferred Stock-IL as required by subparagraph (i); provided that nothing herein contained shall prohibit or restrict the acquisition of shares of junior stock in exchange for other shares of junior stock or the acquisition of shares of junior stock

with funds received by the Corporation as proceeds of sale of shares of junior stock.

(iv) except insofar as expressly provided with respect to purchases of shares of \$2.30 Cumulative Preferred Stock-IL hereunder, nothing contained in this paragraph (f) shall be deemed to affect or restrict the right of the Corporation to purchase or otherwise acquire, and to sell or otherwise dispose of, other shares of \$2.30 Cumulative Preferred Stock-IL or other shares of the Corporation.

(v) notwithstanding anything hereinabove contained in this paragraph (f) to the contrary, the Corporation shall not at any time be required to make any purchase of shares of **\$2.30 Cumulative** Preferred Stock-IL which may then be unlawful for it to make or which would constitute a default in any covenant or agreement contained **in** any mortgage or other indenture under which bonds or debentures issued or assumed by the Corporation are at the time outstanding.

(g) the shares of such series shall not have any privilege of conversion.

The series of Cumulative Preferred Stock are established as follows:

**\$2.00 Cumulative Preferred Stock-IN (\$2.00 Preferred Stock)**

A series is designated \$2.00 Preferred Stock-IN:

(a) The rate of dividends payable in respect of such shares shall be Two Dollars (\$2.00) per share per annum and no more. Said dividends shall be cumulative and payable quarterly in cash when and as declared by the Board of Directors out of such surplus or net earnings of the Corporation available for dividends as shall be made applicable to the payment of dividends by the Board of Directors. Dividends on all shares of \$2.00 Preferred Stock-IN when and as declared by the Board of Directors shall be payable quarterly on February 1, May 1, August 1, and November 1 of each year and that each of said dates shall be dividend payment dates and the period between each of said dates shall be dividend payment periods.

(b) In the event of any voluntary liquidation, dissolution or winding up of the Company, the holder of shares of the \$2.00 Preferred Stock-IN shall be entitled to be paid out of the assets of the Company the sum of \$51.50 per share and in the event of involuntary liquidation, dissolution or winding up of the Company, such holders shall be entitled to be paid \$47.50 per share and in either case, in addition thereto, an amount equal to all unpaid dividends thereon accrued to the date when such payments shall be made available to the holders of shares of the \$2.00 Preferred Stock-IN, before any amount shall be paid to holders of shares of the Common Stock. The shares of \$2.00 Preferred Stock shall be redeemable at the option of the Company, at any time and from time to time, in whole or in part (selected by lot), at \$51.50 per share, plus all unpaid dividends accrued thereon, upon publication of a notice of such

redemption at least once a week for three successive weeks in a daily newspaper printed in the English language and of general circulation in the Borough of Manhattan, the City of New York, New York, and at least once each week for three successive weeks in a daily newspaper printed in the English language and of general circulation in Chicago, Illinois, the **first** publication in such newspapers to be at least thirty (30) days and not more than ninety (90) days prior to the date fixed for such redemption. The shares of said series shall rank **pari passu** with all other shares belonging to the class of Preferred Stock.

\$2.50 Cumulative Preferred Stock-IN (\$2.50 Preferred Stock)

A series is designated \$2.50 Preferred Stock-IN:

(a) The rate of dividends payable in respect to the shares of such series shall be \$2.50 per share per annum and no more;

(b) Dividends payable on the shares of such series shall be payable quarterly; the dividend payment dates for the shares of such series shall be April 1, July 1, October 1, and January 1; and the dividend payment periods for the shares of such series shall be the period between each of said dates.

(c) The price at which the shares of such series may be redeemed is \$51.50 per share plus an amount equal to all unpaid dividends accrued thereon to the date fixed for redemption;

(d) The preferential amounts which the holders of shares of such series shall be entitled to receive in the event of any voluntary liquidation, dissolution or winding up of the Corporation, and in the event of any involuntary liquidation, dissolution or winding up of the Corporation, shall be the sums of \$51.50 and \$50.00 per share, respectively, plus, in any such case, an amount equal to all unpaid dividends accrued thereon to the date when such payment shall be made available to the holders of such shares;

(e) The \$2.50 Preferred Stock-IN shall be entitled to the benefits of a Purchase Fund for the purchase of shares of such series, the terms and provisions of which shall be as follows:

(i) so long as any shares of the \$2.50 Preferred Stock-IN shall be outstanding, the Corporation shall on May 1 in each calendar year, set aside *in* cash as and for a Purchase Fund for the purchase of shares of \$2.50 Preferred Stock-IN an amount sufficient to purchase, at \$50.00 per share, a number of shares of **\$2.50 Preferred** Stock-IN equal to 2 per cent of the greatest number of shares of such stock (or of the former \$2.50 Preferred Stock of the former General Telephone Company of Indiana, Inc.) at any one time theretofore outstanding; provided, however, that in no event shall the Corporation be required to set aside for the Purchase Fund an amount in any calendar year in **excess of** the net income of the Corporation for the **preceding calendar** year as determined in accordance with generally accepted

principles of accounting practice by independent public accountants employed by the Corporation less the amount of all dividends (whether or not declared, and if declared whether or not paid), accrued during such preceding calendar year on shares of Preferred Stock-IN of the Corporation of all series and on any other shares having preference over the Common Stock of the Corporation either as to payment of dividends or as to distribution of assets;

(ii) any amount so set aside in any calendar year for the Purchase Fund shall be applied by the Corporation, insofar as practicable, to the purchase during the **twelve-month** period ending on April 30 of the succeeding calendar year of shares of the \$2.50 Preferred Stock-IN in the open market or at private sale in each case as the Corporation may in its discretion deem advisable and in each case at such price or prices as the Corporation may in its discretion deem advisable not to exceed, as to any shares so purchased, \$50.00 per share (exclusive of any brokerage commissions or other similar expense payable by the purchaser with respect to each such purchase); provided, however, that in no event shall the Corporation be required by any of the provisions hereof to purchase in any such **twelve-month period more** than a maximum number of shares equal to 2 per cent of the greatest number of shares of the \$2.50 Preferred Stock-IN (or of the former \$2.50 Preferred Stock of the former General Telephone Company of Indiana,

Inc.) at any one time outstanding prior to the commencement of such twelve-month period;

(iii) if as of March 1 of such succeeding calendar year such maximum number of shares shall not have been so purchased out of the Purchase Fund, the Corporation as of said March 1 shall send to **all holders** of shares of \$2.50 Preferred Stock-IN of record as of a date within 30 days preceding said March 1 an invitation for tenders to be made on or before April 15 of shares of such stock for purchase by the Corporation at a price of not in excess of \$50.00 per share. Such tenders shall be subject to acceptance in whole or in part. The Corporation shall on or prior to April 30 accept (in whole or in part) that tender or those tenders offering shares at the lowest price or prices (not in excess of \$50.00 per share) until the amount in the Purchase Fund, so far as practicable, is exhausted or until the total number of shares of such stock purchased out of the Purchase Fund (whether on tenders or prior thereto) on or since the preceding May 1 is equal to 2 per cent of the greatest number of shares of such stock (or of the former \$2.50 Preferred Stock of the former General Telephone Company of Indiana, Inc.) outstanding at any time prior to such preceding May 1. The Corporation may make such reasonable regulations with respect to such tenders and purchases pursuant thereto as it deems advisable.

(iv) in the event that any balance of the amount set aside for the Purchase Fund shall not have been applied at or prior to the close of business on April 30 in any year to the purchase of shares of \$2.50 Preferred Stock-IN, such balance shall, provided the Corporation is not then in default in the performance of its obligations hereunder with regard to the Purchase Fund, be returned to the general funds of the Corporation free and clear of any obligation on the part of the Corporation to apply the same either as and for any Purchase Fund or otherwise to the purchase of shares of \$2.50 Preferred Stock-IN;

(v) all shares of \$2.50 Preferred Stock-IN purchased through the operation of the Purchase Fund shall be retired and canceled and shall not be reissued.

(vi) so long as any shares of \$2.50 Preferred Stock-IN remain outstanding, no dividend shall be declared or paid by the Corporation on any class of stock (referred to below as junior stock) over which the Preferred Stock has a preference as to the payment of dividends or as to distribution of assets (other than dividends payable solely in shares of junior stock) nor shall any shares of junior stock be acquired by the Corporation for a valuable consideration unless and until, in either case, the amount hereinbefore required to be set aside for the Purchase Fund shall have been so set aside; provided, however, that nothing herein

contained **shall prohibit** or restrict the acquisition of shares of junior stock in exchange for other shares of junior stock or the acquisition of shares of junior stock with funds received by the Corporation as proceeds of sale of shares of junior stock;

(vii) except insofar as expressly provided with respect to purchases of shares of \$2.50 Preferred Stock-IN through operation of the Purchase Fund, nothing contained in this subdivision (e) shall be deemed to affect or restrict the right of the Corporation to purchase or otherwise acquire, and to sell or otherwise dispose of, other shares of **\$2.50 Preferred** Stock-IN or other shares of stock of the Corporation;

(viii) notwithstanding anything hereinabove in this subdivision (e) contained to the contrary, the Corporation shall not at any time be required to make any purchase of shares of \$2.50 Preferred Stock which may then be unlawful for it to make;

(f) The shares of \$2.50 Preferred Stock-IN shall rank **pari passu** with all other shares belonging to the class of Preferred Stock.

\$2.50C Cumulative Preferred Stock-IN  
(\$2.50 Preferred Stock, Series C)

A series is designated \$2.50 Preferred Stock-IN, Series C:

(a) The rate of dividends payable in respect to **the** shares of such series shall be \$2.50 per share per annum and no **more**;

(b) Dividends payable **on the** shares of such series shall be payable quarterly; the dividend payment dates for the shares of such series shall be May 1, August 1, November 1, and February 1; and the dividend payment periods for the shares of such series shall be the period between each of said dates.

(c) **The price** at which the shares of such series may be redeemed is \$52.50 per share plus an amount equal to all unpaid dividends accrued thereon to the date fixed for redemption;

(d) The preferential amounts which the holders of shares of such series shall be entitled to **receive** in the event of any voluntary liquidation, dissolution or winding up of the Corporation and in the event of any involuntary liquidation, dissolution or winding up of the Corporation shall be the sums of \$52.50 and \$50.00 per share, respectively, plus, in any such case, an amount equal to all unpaid dividends accrued thereon to the date when such payment shall be made available to the holders of such shares;

(e) The \$2.50 Preferred Stock-IN, Series C shall be entitled to the benefits of a Purchase Fund for the purchase of

shares of such series, the terms and provisions of which shall be as follows:

(i) so long as any shares of the \$2.50 Preferred Stock-IN, Series C shall be outstanding, the Corporation shall on May 1 in each calendar year set aside in cash as and for a Purchase Fund for the purchase of shares of \$2.50 Preferred Stock-IN, Series C an amount sufficient to purchase, at \$50.00 per share, a number of shares of \$2.50 Preferred Stock-IN, Series C equal to 2 per cent of the greatest number of shares of such stock at any one time theretofore outstanding; provided, however, that in no event shall the Corporation be required to set aside for the Purchase Fund an amount in any calendar year in excess of the net income of the Corporation for the **preceding calendar** year as determined in accordance with generally accepted principles of accounting practice by independent public accountants employed by the Corporation less the amount of all dividends (whether or not declared, and if declared whether or not paid) accrued during such preceding calendar year on shares of Preferred Stock of the Corporation of all series and on any other shares having preference over the Common Stock of the Corporation either as to payment of dividends or as to distribution of assets;

(ii) any amount so set aside in any calendar year for the Purchase Fund shall be applied by the Corporation,

insofar as practicable, to the purchase during the twelve-month period ending on April 30 of the succeeding calendar year of shares of the \$2.50 Preferred Stock-IN, Series C in the open market or at private sale in each case as the Corporation may in its discretion deem advisable and in each case at such price or prices as the Corporation may in its discretion deem advisable not to exceed, as to any shares so purchased, \$50.00 per share (exclusive of any brokerage commissions or other similar expense payable by the purchaser with respect to each such purchase); provided, however, that in no event shall the Corporation be required by any of the provisions hereof to purchase in any such twelve-month period more than a maximum number of shares equal to 2 per cent of the greatest number of shares of the \$2.50 Preferred Stock-IN, Series C at any one time outstanding prior to the commencement of such twelve-month period;

(iii) if as of March 1 of such succeeding calendar year such maximum number of shares shall not have been so purchased out of the Purchase **Fund**, the Corporation as of said March 1 **shall** send to all holders of shares of the \$2.50 Preferred Stock-IN, Series C of record as of a date within 30 days preceding said March 1 an invitation for tenders to be made on or before April 15 of shares of such stock for purchase by the Corporation at a price of not in excess of \$50.00 per share. **Such tenders** shall be subject to acceptance in whole or in part. The Corporation shall on

or prior to April 30 accept (in whole or in part) that tender or those tenders offering shares at the lowest price or prices (not in excess of \$50.00 per share) until the amount in the Purchase Fund, so far as practicable, is exhausted or until the total number of shares of such stock purchased out of the Purchase Fund (whether on tenders or prior thereto) on or since the preceding May 1 is equal to 2 per cent of the greatest number of shares of such stock outstanding at any time prior to such preceding May 1. The Corporation may make such reasonable regulations **with** respect to such tenders and purchases pursuant thereto as it deems advisable;

(iv) in the event that any balance of the amount set aside for the Purchase Fund shall not have been applied at or prior to the close of business on April 30 in any year to the purchase of shares of \$2.50 Preferred Stock-IN, Series **C**, such balance shall, provided the Corporation is not then in default in the performance of its obligations hereunder with regard to **the** Purchase Fund, be returned to the general funds of the Corporation free and clear of any obligations on the part of the Corporation to apply the same either as and for any Purchase Fund or otherwise to the purchase of shares of \$2.50 Preferred Stock-IN, Series C;

(v) all shares of \$2.50 Preferred Stock-IN, Series C purchased through the operation of the Purchase Fund shall

be retired and canceled and shall not be reissued;

(vi) so long as any shares of \$2.50 Preferred Stock-IN, Series C remain outstanding, no dividend shall be declared or paid by the Corporation on any class of stock (referred to **below as** junior stock) over which the Preferred Stock has a preference as to the payment of dividends or as to distribution of assets (other than dividends payable solely in shares of junior stock) nor shall any shares of junior stock be acquired by the Corporation for a valuable consideration unless and until, in either case, the amount hereinbefore required to be set aside for the Purchase Fund shall have been so set aside, provided, however, that nothing herein contained shall prohibit or restrict the acquisition of shares of junior stock in exchange for other shares of junior stock or the acquisition of shares **of** junior stock with funds received by the Corporation as proceeds of sale of shares of junior stock;

(vii) except insofar as expressly provided with respect to purchases of shares of \$2.50 Preferred Stock-IN, Series C through operation of the Purchase Fund, nothing contained in this subdivision (e) shall be deemed to affect or restrict the right of the Corporation to purchase or otherwise acquire, and to sell or otherwise dispose of, other shares of \$2.50 Preferred Stock-IN, Series C or other shares of stock of the Corporation;

(viii) notwithstanding anything hereinabove in this subdivision (e) contained to the contrary, the Corporation shall not at any time be required to make any purchase of shares of \$2.50 Preferred Stock-IN, Series C which may then be unlawful for it to make:

(f) The shares of \$2.50 Preferred Stock-IN, Series C shall rank **pari passu** with all other shares belonging to the class of Preferred Stock.

\$7.60 Cumulative Preferred Stock-IN (\$7.60 Preferred Stock)

(a) A series is designated \$7.60 Cumulative Preferred Stock-IN (the \$7.60 Preferred Stock);

(b) the holders of shares of the \$7.60 Preferred Stock-IN shall be entitled to receive upon declaration of the Board of Directors, out of any funds legally available for such purpose, cash dividends at the rate of \$7.60 per share per annum, said dividends to be payable quarterly on the first day of March, June, September and December in each year and to be cumulative from the nearest dividend date preceding the date of issuance;

(c) the price at which the shares of \$7.60 Preferred Stock-IN may be redeemed is \$102.55 per share if redeemed prior to December 1, **1988**; and \$100.65 per share if redeemed on or after December 1, 1988, plus all unpaid dividends accrued thereon to the date fixed for redemption.

(d) In the event of any voluntary liquidation, dissolution, or winding up of the affairs of this Company then, before any distribution or payment shall be made to the holders of any Common Stock of the Company, the holders of the shares of \$7.60 Preferred Stock-IN shall be entitled to receive in full the respective amounts which they would be entitled to receive if, on the date of such liquidation, dissolution or winding up of the affairs of this Company the shares of \$7.60 Preferred Stock-IN held by them had been redeemed by this Company at the redemption price applicable at the time for the shares of \$7.60 Preferred Stock-IN. In the event of any involuntary liquidation, dissolution or winding up of the affairs of this Company, then, before any distribution or payment shall be made to the holders of any Common Stock, the holders of shares of \$7.60 Preferred Stock-IN shall be entitled to be paid the sum of \$98.75 per share, together with a sum, in the case of each share, equal to unpaid accrued dividends on such share to and including the date fixed for such distribution or payment.

(e) Shares of the \$7.60 Preferred Stock-IN shall rank **pari passu** with all other shares belonging to the class of Preferred Stock.

The series of Cumulative Preferred Stock-MI are established as follows:

\$2.40 Cumulative Preferred Stock-MI

(a) There is established a series of the class of Cumulative Preferred **Stock-MI** designated "**\$2.40** Cumulative Preferred Stock-MI."

(b) Each share of the \$2.40 Cumulative Preferred Stock-MI shall have the same relative rights as and be identical in all respects with all other shares of \$2.40 Cumulative Preferred Stock-MI.

(c) The holders of record of the \$2.40 Cumulative Preferred-MI at the time outstanding shall be entitled to receive, but only when and as declared by the Board of Directors out of assets legally available for dividends, cumulative cash dividends payable on January 1, April 1, July 1 and October 1 in each year at the rate of Two and **40/100** Dollars (\$2.40) per share per annum. Dividends on each share of \$2.40 Cumulative Preferred Stock-MI shall commence to accrue from the dividend payment date next preceding its issue unless such share is issued between the date of payment of a declared dividend on the \$2.40 Cumulative Preferred Stock-MI and the date of record specified for the determination of **stockholders to** whom such dividend is payable, or on such dividend payment date, in which event dividends thereon shall accrue from such dividend payment date. No accumulation of dividends shall bear interest. No dividends shall be paid upon, or declared and set apart **for**, any shares of \$2.40 Cumulative Preferred Stock-MI for any quarterly dividend period unless all cumulative dividends on the \$2.40 Cumulative Preferred Stock-MI have been paid, or declared and set apart for payment for all quarterly dividend periods elapsed

prior to the dividend payment date for such proposed dividends. Cumulative dividends, as so determined, on all shares of \$2.40 Cumulative Preferred Stock-MI shall be payable in preference to any dividends on and to any provisions for retirement of any common stock or any other stock over which the \$2.40 Cumulative Preferred Stock-MI has preference as to the payment of dividends or as to distribution of assets (the common stock and any such other stock being sometimes hereinafter referred to as "junior stock"), and no dividend shall be paid on and no other distribution or payment shall be made on any junior stock unless and until all cumulative dividends payable on the \$2.40 Cumulative Preferred Stock-MI for all elapsed quarterly dividend periods shall have been paid in full or declared and set apart for payment.

(d) In the event of any voluntary liquidation, dissolution or winding up of the affairs of the Corporation, then before any distribution or payment shall be made to the holders of any junior stock, the holders of the \$2.40 Cumulative Preferred Stock-MI shall be entitled to be paid, or to have declared payable and irrevocably set aside 'for such payment, out of the assets of the Corporation available for such purpose, a preferential amount equal to Fifty-one and **50/100** (\$51.50) per share, together with, in any such case, a sum equal to unpaid accrued dividends on each share to and including the date fixed for such distribution or payment. In the event of any involuntary liquidation, dissolution or winding up of the affairs of the Corporation, then before any distribution or

payment shall be made to the holders of any junior stock, the holders of the \$2.40 Cumulative Preferred Stock-MI shall be entitled to be paid, or to have declared payable and irrevocably set aside for such payment, out of the assets of the Corporation available for such purpose, a preferential amount equal to Fifty Dollars **(\$50.00)** per share, together with a sum equal to unpaid accrued dividends on each share to and including the date fixed for such distribution or payment; provided, however, that for the purposes of this paragraph (d) any liquidation, dissolution or winding up of the affairs of the Corporation resulting from the fact that the Corporation has suffered the term of its corporate existence to expire or terminate or has failed to renew or extend or continue the term of its corporate existence shall be deemed voluntary. If on any liquidation, dissolution or winding up of the affairs of the Corporation, the assets of the Corporation available for such purposes are insufficient to make payment in full of the aggregate distributive preferential amount payable to the holders of all outstanding shares of \$2.40 Cumulative Preferred Stock-MI, the holders of such shares shall share ratably in the distribution of any assets available for distribution on the \$2.40 Cumulative Preferred Stock-MI in proportion to the full amounts, including accrued and **unpaid** dividends, to which they would otherwise be respectively entitled, before any distribution to the holders of any junior stock. After the payment in full to the holders of the \$2.40 Cumulative Preferred Stock-MI of their distributive preferential amounts, the remaining assets **and funds** of the

Corporation available for distribution may be **distributed** among the holders of junior stock and of any class or series of stock entitled to participate therewith in any such distribution according to their respective rights. The sale of all or substantially all of the property and assets of the Corporation, or the merger or consolidation of the Corporation into or with any other corporation, shall not be deemed to be a liquidation, dissolution or winding up of the Corporation for the purpose of this paragraph (d).

(e) The Corporation, by action of its Board of Directors, **may**, at its option, redeem all or any part of the \$2.40 Cumulative Preferred Stock-MI, at any time or from time to time, **at the** price of Fifty-one and **50/100** Dollars (\$51.50) per share, plus an amount equal to all unpaid cumulative dividends accrued thereon to the date fixed for redemption. The Corporation may apply to any such redemption or redemptions such amount or amounts out of its capital as may be then permitted by the statutes of the State of Wisconsin. Notice of each such redemption and of the redemption date shall be given to the holders of record of the shares to be redeemed. Each such notice shall be given by mail and may be given in such other manner as may be prescribed by resolution of the Board of Directors, at least thirty (30) days and not more than ninety (90) days prior to the date fixed for such redemption. Any notice to be given by mail shall be deemed given when mailed to the holders of the shares of stock being redeemed of record at a date fixed by the Board of Directors within the period during

which such notice shall be given as hereinabove provided, at their respective addresses as the same shall then appear upon the books of the Corporation, but in the case of notice by mail, no accidental failure to mail such notice to any one or more holders shall affect the validity of the redemption of any shares of the \$2.40 Cumulative **Preferred Stock-MI** so to be redeemed, **nor** shall any **omissions or inaccuracies in the** names and addresses to which notices are mailed affect the validity or sufficiency of the notice of redemption, In case of the redemption of a part only of the \$2.40 Cumulative Preferred Stock-MI at the time outstanding, the Corporation shall select by lot, in such manner as the Board of Directors may determine, the shares so to be redeemed. The Board of Directors shall have full power and authority, subject to the limitations and provisions herein contained, to prescribe the manner in which, and the terms and conditions upon which the shares of the \$2.40 Cumulative Preferred Stock-MI shall be **redeemed** from time to time. If notice of redemption shall have been given, and if **on** or before the redemption date specified in such notice all funds necessary for such redemption shall have been set aside by the Corporation so as to be and continue to be available therefore, then, notwithstanding that any certificate for such shares so called for redemption shall not have been surrendered for cancellation, from and after the date fixed for redemption, the shares represented thereby shall no longer be deemed outstanding, the right to receive dividends thereon shall cease to accrue and all rights with respect to such shares so called

for redemption shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive, out of the funds so set aside the amount payable upon redemption thereof, without interest; provided, however, that the Corporation may, after giving notice of such redemption as hereinbefore provided or after giving to the bank or trust company hereinafter referred to irrevocable authorization to give such notice, at any time prior to the redemption date specified in such notice, deposit in trust, for the account of the holders of the shares **to be** redeemed, all funds necessary for such redemption with a bank or trust company in good standing, organized under the laws of the United States of America or of the States of Illinois, Indiana, **Iowa**, Michigan, Minnesota, Missouri, Nebraska, Ohio, Pennsylvania, Wisconsin or New York having capital, surplus and undivided profits aggregating at least **\$5,000,000**, designated in such notice of redemption, and, upon such deposit in trust, all shares with respect to which such deposit shall have been made shall, notwithstanding that any certificate for such shares shall not have been surrendered for cancellation, no longer be deemed to **be** outstanding, and all rights with respect to such shares shall forthwith cease and terminate, except only the right of the holders thereof to receive, out of the funds so deposited in trust, the amount payable upon the redemption thereof, without interest, and notice of such right shall be included in the notice of redemption hereinabove provided for. The holders of any such \$2.40 Cumulative Preferred Stock-MI shall not be

entitled to any interest allowed by such bank or trust company on funds so deposited, but any such interest shall be paid to the Corporation.

(f) Except as otherwise required by the terms of the Purchase Fund provided for in paragraph (h) below or by the laws of the State of Wisconsin, the redemption or retirement of any shares of \$2.40 Cumulative Preferred Stock-MI shall not be deemed to reduce the authorized number of shares of stock of the Corporation.

(g) **Except** as otherwise herein provided or required by the laws of the State of Wisconsin, no share of \$2.40 Cumulative Preferred Stock-MI shall be entitled to any voting rights or powers under any conditions, provided, however, that when dividends on any \$2.40 Cumulative Preferred Stock-MI shall be in default in an amount equivalent to four full quarter-yearly dividends and until all such dividends in default have been paid or declared and set aside for payment, the holder of each share of \$2.40 Cumulative Preferred Stock-MI shall be entitled to the same voting powers in respect thereof as belong to the holder of each share of common stock, but upon the payment or declaration and setting apart for payment of all such dividends in default, such voting power of the \$2.40 Cumulative Preferred Stock-MI shall cease, and provided further, that so long as any shares of **the** \$2.40 Cumulative Preferred Stock-MI are outstanding and whether or not full voting power shall at the time be vested in the holders thereof as hereinabove provided, the Corporation shall not take any action specified in clauses (i), (ii), (iii)

and (iv) following without the affirmative vote in favor of the taking of such action by the holders of at least a majority of the shares of \$2.40 Cumulative Preferred Stock-MI at the time outstanding, nor shall the Corporation take any action specified in clauses (ii), (iii) and (iv) following if the holders of one-third of the shares of \$2.40 Cumulative **Preferred Stock-MI** at the time outstanding vote against the taking of such action:

(i) Adopt an amendment to its Articles if such amendment would either create any class of shares preferred as to the payment of dividends or distribution of assets over the \$2.40 Cumulative Preferred Stock-MI or change the rights and preferences of the then outstanding \$2.40 Cumulative Preferred Stock-MI provided, however, that nothing in this clause (i) contained shall authorize the adoption of any amendment to the Articles by the vote of the holders of a less number of shares of \$2.40 Cumulative Preferred Stock-MI or of any other class of stock or of all classes of stock than is required for the adoption of such amendment by the laws of the State of Wisconsin at the time applicable thereto;

(ii) Issue, sell or otherwise dispose of any shares of \$2.40 Cumulative Preferred Stock-MI or of any class of stock over which the \$2.40 Cumulative Preferred Stock-MI does not have preference as to the payment of dividends and distribution of assets, unless the net income of the

Corporation (determined in accordance with generally accepted principles of accounting practice) available for the payment of dividends for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding such issuance, sale or disposition is at least equal to two times the annual dividend requirements of all outstanding shares of \$2.40 Cumulative Preferred Stock-MI and of all other classes of stock over which the \$2.40 Cumulative Preferred Stock-MI does not have preference as to the payment of dividends and distribution of assets, including the shares proposed to be issued;

(iii) Issue, sell or otherwise dispose of any shares of \$2.40 Cumulative Preferred Stock-MI or any other class of stock over which the \$2.40 Cumulative Preferred Stock-MI does not have preference as to the payment of dividends and distribution of assets, or create, issue, incur or otherwise obligate itself to pay any bonds or other indebtedness maturing more than twelve months **from** the date when the Corporation became subject to the obligation to pay such indebtedness, if the sum of the capital represented by the shares of \$2.40 Cumulative Preferred Stock-MI and of such other class or classes of stock thereafter outstanding and the principal amount of such bonds and such other indebtedness thereafter outstanding is in excess of 75% of the sum of the principal amount of such bonds and such indebtedness thereafter outstanding, the aggregate amount of capital

represented by all shares of stock of the Corporation thereafter outstanding and the earned surplus, capital surplus, paid-in surplus and premium on capital stock of the Corporation; or

(iv) Pay any dividends (other than dividends payable in junior stock) or make any other distribution of assets, by purchase of shares or otherwise, to the holders of junior stock, except out of earned surplus or if, at the time of declaration thereof or the making of such distribution, there shall not remain to the credit of earned surplus account, after deducting therefrom the amount of such dividend or distribution, an amount at least equal to the annual dividend requirement on all the shares of \$2.40 Cumulative Preferred Stock-MI and of all other classes of stock over which the \$2.40 Cumulative Preferred Stock-MI does not have **preference** as to the payment of dividends and distribution of assets outstanding at the time of such declaration or distribution, provided, however, that nothing herein contained shall prohibit or restrict the acquisition of shares of junior stock in exchange for other shares of junior stock or the acquisition of shares of junior stock' with funds received by the Corporation as proceeds of the sale of shares, of junior stock.

(h) The \$2.40 Cumulative Preferred Stock-MI shall be entitled to the benefits of a Purchase Fund (hereinafter

referred to as the "\$2.40 Series Purchase Fund") for the purchase of shares of such stock, the terms and provisions of which shall be as follows:

(i) So long as any shares of the \$2.40 Cumulative Preferred-MI shall be outstanding, the Corporation shall on May 1 in each calendar year set aside in cash as and for a \$2.40 Series Purchase Fund for the purchase of shares of \$2.40 Cumulative Preferred-MI an amount sufficient to purchase, at \$50 per share, a number of shares of \$2.40 Cumulative Preferred Stock-MI **equal** to 2% of the greatest number of shares of such stock at **any one** time theretofore outstanding; provided, however, that **in no** event shall the Corporation be required to set aside for **the** \$2.40 Series Purchase Fund an amount in any calendar year in excess of the net income of the Corporation for the preceding calendar year as determined in accordance with generally accepted principles of accounting practice by independent public accountants employed by the Corporation less the amount of all dividends (whether or not declared, and if declared, whether or not paid) accrued during such preceding calendar year on shares of \$2.40 Cumulative Preferred Stock-MI and on any other shares having preference over the common stock of the Corporation either as to payment of dividends or as to distribution of assets.

(ii) Any amount so set aside in any calendar year for the \$2.40 Series Purchase Fund shall be applied by the