

BEFORE THE PUBLIC UTILITY COMMISSION
OF OREGON

In the Matter of the Application of
QWEST CORPORATION

For Authority to Transfer Property Under
ORS 759.375

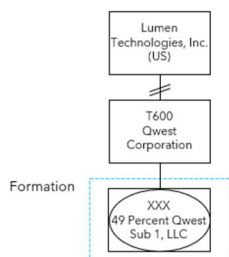
**APPLICATION OF QWEST
CORPORATION FOR AUTHORITY TO
TRANSFER PROPERTY UNDER ORS
759.375**

Qwest Corporation, dba CenturyLink QC (“**Qwest**”), respectfully applies to the Commission, pursuant to ORS 759.375 and OAR 860-027-0025, for authority to transfer certain property to an affiliate, 49 Percent Qwest Sub 1, LLC (“**Qwest Sub**”). The transfer is a component of an internal restructuring in conjunction with recent debt restructuring. It does not involve the disposal of assets outside the Lumen family of companies.

I. OVERVIEW OF PROPOSED TRANSACTION

Subject to obtaining all required regulatory approvals, on or before June 30, 2025, Qwest will complete a pro-forma intracompany reorganization whereby Qwest will contribute and transfer ownership of a portion of its assets located in Arizona, Colorado, Idaho, Iowa, Minnesota, Montana, New Mexico, Nebraska, North Dakota, Oregon, South Dakota, Utah, Washington and Wyoming (the “**Transferred Assets**”) to Qwest Sub, a newly formed wholly owned subsidiary of Qwest (“**Internal Restructuring**”). Qwest is, and following the Internal Restructuring Qwest Sub will be, a wholly owned indirect subsidiary of Lumen Technologies, Inc. (“**Lumen**”), the ultimate corporate parent. While the Internal Restructuring will result in the addition of Qwest Sub as a

new direct asset holding subsidiary of Qwest and an indirect subsidiary of Lumen, there will be no change in the upstream ownership of Qwest or Lumen. The following diagram denotes Qwest Sub's place in the corporate organizational structure:



Step 1: Qwest Corporation creates a new Delaware single-member limited liability company to hold 49% of Qwest assets (49 Percent Qwest Sub 1, LLC)
Step 2: Qwest Corporation contributes assets to 49 Percent Qwest Sub 1, LLC

The Transferred Assets, which are itemized in **Confidential Exhibit L**, consist of: (i) fiber assets, including optical network equipment, aerial fiber cable, buried fiber cable, underground fiber cable, and conduit ("**Qwest Fiber Assets**") and (ii) digital network equipment ("**Qwest Shared Assets**"). In Oregon, the Qwest Fiber Assets primarily consist of (i) network assets used to provide last-mile services (including fiber to the home), (ii) a limited amount of fiber used to provide regulated telephone service over fiber ("**POTS over PON**") to approximately [Confidential Information] customers in the state of Oregon, and (iii) fiber and other fiber related network assets used for middle-mile and backhaul operations. In Oregon, the Qwest Shared Assets primarily consist of digital electric switches, digital electronic switching software, digital and optical circuit equipment.

Qwest will retain full ownership of all land, buildings, motor vehicles, copper assets, aircraft, poles, customer contracts (including POTS over PON customers), employees, payroll, software licenses, corporate and administrative functions and any other assets not specifically identified as Qwest Fiber Assets or Qwest Shared Assets. ("**Qwest Retained Assets**").

As part of the Internal Restructuring, Qwest and Qwest Sub have entered into an Intercompany Affiliate Agreement ("**Affiliate Agreement**") whereby (i) Qwest will obtain the rights to use the Qwest Fiber Assets and Qwest Shared Assets, (ii) the management team,

1 employees and contractors of Qwest will manage the Transferred Assets now held by Qwest Sub,
2 (iii) Qwest will collect and retain any and all revenue earned as a result of the operation of the
3 Transferred Assets and be solely responsible for utilizing its resources and paying any and all
4 operating costs required to service and operate the Transferred Assets and (iv) Qwest Sub will
5 have the ability to utilize all right of way agreements that service the Transferred Assets.

6 The Internal Restructuring will be seamless to and have no adverse impact on Qwest's
7 Oregon customers, and will not result in the discontinuance, reduction, loss, or impairment of
8 service. No Oregon customers or certificates of public convenience will be transferred in
9 connection with the proposed Internal Restructuring. Qwest will retain all customers and existing
10 certifications in the state of Oregon to continue providing the same services to its customers at the
11 same rates, terms, and conditions, governed by contracts and tariffs as they currently exist today.
12 The Internal Restructuring and transfer will likewise have no impact on Qwest's Price Plan, nor
13 on the Commission's authority to enforce the Price Plan.

14 Qwest's regulated and non-regulated services will continue to be marketed and provided
15 in the same manner they are currently being offered, including under the same "CenturyLink" and
16 "Quantum Fiber" branding with which such customers are familiar. As such, the Internal
17 Restructuring is not expected to cause confusion or disruption to any customers. Further, the
18 Internal Restructuring will not result in any change to the management of Qwest and thus both
19 Qwest and Qwest Sub will continue to be managed by Qwest's experienced management team and
20 Qwest will continue to have the managerial, technical, and financial qualifications to provide
21 communications services to its customers.

22 II. INFORMATION REQUIRED BY OAR 860-027-0025

23 a. The exact name and address of the utility's principal business office.

24 Qwest Corporation
25 931 14th Street
26 Denver, CO 80202

b. The state in which incorporated, the date of incorporation, and the other states in which authorized to transact utility operations.

State of Incorporation: Colorado

Date of Incorporation: July 17, 1911

States Authorized to Transact Business (QC holds a CPCN or its equivalent in the states denoted with an asterisk):

Jurisdiction	State/Charter Id	Qualified Date	Status
Arizona*	F-0000857-8	07/20/1911	Active
California	C3158443	08/18/2008	Active
Connecticut	938320	05/15/2008	Active
District of Columbia	281464	05/16/2008	Active
Florida	F08000003654	08/19/2008	Active
Georgia	8065009	08/19/2008	Active
Idaho*	C 7594	07/20/1911	Active
Illinois	64887661	05/04/2006	Active
Indiana	2.00808E+12	08/19/2008	Active
Iowa*	148129	01/25/1991	Active
Kansas*	3484193	06/17/2003	Active
Kentucky	705404	05/15/2008	Active
Louisiana	36827694F	08/19/2008	Active
Maryland	F12547204	05/15/2008	Active
Massachusetts	988786	10/23/2008	Active
Michigan	628855	10/14/1998	Active
Minnesota*	55726	03/05/1991	Active
Missouri	F00914482	08/19/2008	Active
Montana*	F-001072	07/20/1911	Active
Nebraska*	1115285	01/25/1991	Active
Nevada	E0331432008-3	05/22/2008	Active
New Jersey	100996591	10/23/2008	Active
New Mexico*	68759	07/20/1911	Active
New York	3710735	08/19/2008	Active
North Carolina	1068365	10/21/2008	Active
North Dakota*	6429500	02/13/1991	Active
Ohio	1278731	12/11/2001	Active
Oregon*	232794-82	01/25/1991	Active
Pennsylvania	3830160	08/19/2008	Active
South Carolina	520034	05/15/2008	Active

South Dakota*	FB-014119	02/01/1991	Active
Tennessee	584142	08/19/2008	Active
Texas	801024605	09/03/2008	Active
Utah*	552780-0143	07/20/1911	Active
Virginia	F1764911	08/21/2008	Active
Washington*	601-295-793	01/25/1991	Active
Wisconsin	Q003193	08/20/2002	Active
Wyoming*	1980-000012911	07/17/1911	Active

c. Name and address of the person on behalf of applicant authorized to receive notices and communications in respect to the applications.

Lawrence Reichman
Perkins Coie LLP
1120 N.W. Couch Street, Tenth Floor
Portland, OR 97209-4128
Phone: 503-727-2000
Email: LReichman@perkinscoie.com

Adam Sherr
Assistant General Counsel, CenturyLink
120 Lenora Street, Seattle, WA 98121
Phone: 206-806-7171
Email: adam.sherr@lumen.com

d. The names, titles, and addresses of the principal officers.

OFFICERS:	
President and Chairman of the Board	Dwight Steiner
Executive Vice President & Chief Financial Officer	Chris Stansbury
Executive Vice President and Chief Revenue Officer	Ashley Haynes-Gaspar
Executive Vice President - Enterprise Sales & Public Sector	Jay Barrows
Executive Vice President - Enterprise Operations	Kye Prigg
Executive Vice President & Chief People Officer	Ana White
Executive Vice President & Chief Marketing Officer	Ryan Asdourian
Executive Vice President - Mass Markets	Wes Gibson
President – Consumer Markets	Maxine L. Moreau
Senior Vice President & Chief Technology Officer	Dave Ward
Senior Vice President -Enterprise Finance Planning	Rahul Modi
Senior Vice President & Controllor	Andrea L. Genschaw
Senior Vice President – Treasurer - Corporate Development	Jonathan Yourkoski
Senior Vice President - Global Tax	Karen Dean
Vice President & Secretary	Matt Adams

Assistant Secretary	Joan E. Randazzo
Assistant Secretary	Daniel Dolan
Assistant Secretary	Nathan Bartell
Assistant Secretary	Rhonda Schaefer
DIRECTORS:	Kate Johnson
	Chris Stansbury

e. A description of the general character of the business done and to be done, and a designation of the territories served, by counties and states.

This transaction does not affect the character of the business done or to be done by Qwest.

f. A statement, as of the date of the balance sheet submitted with the application, showing for each class and series of capital stock: brief description; the amount authorized (face value and number of shares); the amount outstanding (exclusive of any amount held in the treasury); amount held as reacquired securities; amount pledged; amount owned by affiliated interests; and amount held in any fund.

This transaction does not affect the capital stock or ownership of Qwest.

g. A statement, as of the date of the balance sheet submitted with the application, showing for each class and series of long-term debt and notes: brief description (amount, interest rate and maturity); amount authorized; amount outstanding (exclusive of any amount held in the treasury); amount held as reacquired securities; amount pledged; amount held by affiliated interests; and amount in sinking and other funds.

This transaction does not affect the long-term debt, notes or securities of Qwest.

h. Whether the application is for disposition of facilities by sale, lease, or otherwise, a merger or consolidation of facilities, or for mortgaging or encumbering its property, or for the acquisition of stock, bonds, or property of another utility, also a description of the consideration, if any, and the method of arriving at the amount thereof.

Transfer of certain assets identified in **Confidential Exhibit L** from Qwest to its newly-formed wholly-owned subsidiary, Qwest Sub, which will join as a guarantor of the Lumen superpriority debt. The transfer is one aspect of the TSA Refinancing Transaction, defined and described in Section L below.

- 1 **i. A statement and general description of facilities to be disposed of,**
2 **consolidated, merged, or acquired from another utility, giving a description of**
3 **their present use and of their proposed use after disposition, consolidation,**
4 **merger, or acquisition. State whether the proposed disposition of facilities or**
5 **plan for consolidation, merger, or acquisition includes all the operating**
6 **facilities of the parties to the transaction.**

7 See Section I above, as well as **Confidential Exhibit L**, an itemization of the assets being
8 transferred as part of the Internal Restructuring. While the Transferred Assets largely support fiber
9 service, a small portion of the Qwest Shared Assets also support traditional regulated services in
10 the form of POTS over PON. Qwest will be authorized to utilize all Transferred Assets, including
11 those supporting regulated services, via the Affiliate Agreement.

- 12 **j. A statement by primary account of the cost of the facilities and applicable**
13 **depreciation reserve involved in the sale, lease, or other disposition, merger or**
14 **consolidation, or acquisition of property of another utility. If original cost is**
15 **not known, an estimate of original cost based, to the extent possible, upon**
16 **records or data of the applicant or its predecessors must be furnished, a full**
17 **explanation of the manner in which such estimate has been made, and a**
18 **statement indicating where all existing data and records may be found.**

19 See **Confidential Exhibit L**.

- 20 **k. A statement as to whether or not any application with respect to the**
21 **transaction or any part thereof, is required to be filed with any federal or other**
22 **state regulatory body.**

23 Qwest is analyzing whether similar requirements are necessary in other states. At present,
24 it believes it will be filing a similar application with the South Dakota Public Utilities Commission.
25 There are no federal regulatory filings required.

- 26 **l. The facts relied upon by applicants to show that the proposed sale, lease,**
27 **assignment, or consolidation of facilities, mortgage or encumbrance of**
28 **property, or acquisition of stock, bonds, or property of another utility will be**
29 **consistent with the public interest.**

30 Qwest submits that the *pro forma* asset transfers contemplated by the Internal Restructuring
31 are consistent with the public interest. Qwest operates in an industry that has been and continues
32 to be subject to rapid technological advances, evolving residential and business customer
33 preferences, and dynamic change. Network construction and maintenance of telecommunications

1 networks, especially fiber infrastructure deployment, is inherently capital-intensive and requires
2 significant upfront investments which often necessitate innovative financing strategies.

3 The Internal Restructuring is being undertaken as one part of Lumen's larger
4 transformation strategy, the cornerstone of which was the successful restructuring of over \$15
5 billion of outstanding indebtedness of Lumen and its subsidiaries which was completed in March
6 of 2024 (the "**TSA Refinancing Transaction**").¹ The TSA Refinancing Transaction enabled
7 Lumen and its subsidiaries to (i) prepay in full and terminate Qwest's \$215 million in outstanding
8 obligations under the Amended and Restated Credit Agreement, dated as of October 23, 2020,
9 among Qwest, as borrower, CoBank, ACB, as administrative agent and (ii) restructure and extend
10 the maturity dates of most of the secured debt of Lumen and its other subsidiaries, thus providing
11 Lumen with the additional time it needs to complete its turnaround. The TSA Refinancing
12 Transaction also provided Lumen and its subsidiaries with access to approximately \$1.325 billion
13 of new capital ("**Additional Capital**"). The debt repayment and maturity date extensions, coupled
14 with access to Additional Capital afforded by the TSA Refinancing Transaction, significantly
15 strengthened Lumen's liquidity and provided Lumen and its subsidiaries with more flexibility to
16 meet their respective debt obligations in the future. These changes have also helped to improve
17 the capital structure, credit ratings, and cost of capital of Lumen and its subsidiaries.

18 Among the commitments required to induce creditors to agree to the TSA Refinancing
19 Transaction, Lumen agreed to use its reasonable best efforts to cause Qwest to transfer 49% of its
20 assets to Qwest Sub, subject to receipt of all required regulatory approvals. Without Lumen's
21 agreement to undertake this Internal Restructuring, the TSA Refinancing Transaction which
22 facilitated Lumen's pathway to stabilize the company and focus on the execution of business
23 transformation going forward would not have occurred.

24
25
26 ¹ See <https://www.sec.gov/ix?doc=/Archives/edgar/data/0000018926/000119312524080820/d784318d8k.htm> for
the details underlying the TSA Refinancing Transaction.

1 Most importantly, completion of the Internal Restructuring is “consistent with the public
2 interest” because it will not result in “harm to the public.”² The Internal Restructuring will not in
3 any way affect the financial, technical, or managerial abilities of Qwest to continue to provide
4 high-quality, reliable utility service. Indeed, from an operational perspective, the Internal
5 Restructuring will have no impact on the day-to-day operations of the utility. The Internal
6 Restructuring will not result in any change to the management of Qwest and thus Qwest (and
7 Qwest Sub through the Affiliate Agreement) will continue to have the managerial, technical, and
8 financial qualifications to provide communications and broadband services to Qwest customers.
9 Qwest will also have access to and manage the same network assets and systems used to provide
10 services today.

11 The Internal Restructuring will not cause confusion or disruption to customers because
12 Qwest’s services will continue to be marketed and provided under the “CenturyLink” and
13 “Quantum Fiber” brands with which customers are familiar.

14 In addition, the Internal Restructuring will not alter the Commission’s ability to effectively
15 regulate Qwest’s utility operations, nor will it change customer rates or Qwest’s provision of
16 services since no customers or customer contracts are transferring. Likewise, it will have no effect
17 on Qwest’s effective Price Plan. Lastly, since the Internal Restructuring is *pro forma* among
18 commonly owned and controlled affiliates, it will not have any adverse impact on competition.

19 Based on the seamless nature of the Internal Restructuring, the fact that the restructuring
20 satisfies the no harm standard and is consistent with the public interest, and will provide strategic
21 benefits for Qwest and Lumen, Qwest respectfully requests that the Commission expeditiously
22 approve the Internal Restructuring as described herein.

23
24
25 ² The Commission has interpreted the phrase “consistent with the public interest” to require a showing of “no harm
26 to the public.” See, e.g., In re PacifiCorp, OPUC Docket No. UP 168, Order No. 00-112 at 6 (Feb. 20, 2000); In re Portland
General Electric, OPUC Docket No. UP 165, Order No. 99-730 at 7 (Nov. 29, 1999).

1 **m. The reasons, in detail, relied upon by each applicant, or party to the**
2 **application, for entering into the proposed sale, lease, assignment, merger, or**
3 **consolidation of facilities, mortgage or encumbrance of property, acquisition**
 of stock, bonds, or property of another utility, and the benefits, if any, to be
 derived by the customers of the applicants and the public.

4 See Section L.

5 **n. The amount of stock, bonds, or other securities, now owned, held or controlled**
6 **by applicant, of the utility from which stock or bonds are proposed to be**
 acquired.

7 Not applicable.

8 **o. A brief statement of franchises held, showing date of expiration if not**
9 **perpetual, or, in case of transfer, that transferee has the necessary franchises.**

10 Not applicable.

11 **III. LIST OF EXHIBITS**

12 EXHIBIT A. A copy of the charter or articles of incorporation with amendments to date.

13 *See attached **Exhibit A.***

14 EXHIBIT B. A copy of the bylaws with amendments to date. *See attached **Exhibit B.***

15 EXHIBIT C. Copies of all resolutions of directors authorizing the proposed disposition,
16 merger, or consolidation of facilities, mortgage or encumbrance of property, acquisition of stock,
17 bonds, or property of another utility, in respect to which the application is made and, if approval
18 of stockholders has been obtained, copies of the resolutions of the stockholders should also be
19 furnished. *See attached **Confidential Exhibit C.***

20 EXHIBIT D. Copies of all mortgages, trust, deeds, or indentures, securing any obligation
21 of each party to the transaction. *There are no mortgages, trusts, deeds, or indentures, between*
22 *Qwest and Qwest Sub, securing any obligation of the parties to this Internal Restructuring. See*
23 ***Confidential Exhibit C.***

24 EXHIBIT E. Balance sheets showing booked amounts, adjustments to record the proposed
25 transaction and pro forma, with supporting fixed capital or plant schedules in conformity with the
26 forms in the annual report, which applicant(s) is required, or will be required, to file with the

Commission. *The Commission has waived the requirement for Qwest to file an annual report under OAR 860-027-0070 in the current price plan, and thus there is no expectation that Qwest is required or will be required to file such financial statements with an annual report. In addition, Qwest's financial statements are compiled at a consolidated level, meaning that they display the assets and liabilities of Qwest Corporation and all its subsidiaries. Because Qwest Sub is a wholly owned subsidiary of Qwest, Qwest's consolidated financial statements will not change. There is no pro forma change to the consolidated entity associated with this Internal Restructuring. Qwest's current audited consolidated financial statements (including balance sheets and income statements) can be found at: [Inline Viewer: QWEST CORPORATION 10-K 2024-12-31](#). In addition, Applicant has attached unaudited standalone Qwest Corporation pro forma financial statements (reflecting the effect of the transaction based on the Oregon asset transfer) on a confidential basis. See **Confidential Exhibit E**.*

EXHIBIT F. A statement of all known contingent liabilities, except minor items such as damage claims and similar items involving relatively small amounts, as of the date of the application. *Applicant does not believe this is applicable to this Application.*

EXHIBIT G. Comparative income statements showing recorded results of operations, adjustments to record the proposed transaction and pro forma, in conformity with the form in the annual report which applicant(s) is required, or will be required, to file with the Commission. *See Qwest's response concerning Exhibit E. The P&L impact to Qwest Sub will be the ongoing Depreciation expense of the Transferred Assets, this depreciation expense will be reduced at the existing Qwest Corporation, thus once again no impact to consolidated results.*

EXHIBIT H. An analysis of surplus for the period covered by the income statements referred to in Exhibit G. *Applicant does not believe this is applicable to this Application.*

EXHIBIT I. A copy of each contract in respect to the sale, lease or other proposed disposition, merger or consolidation of facilities, acquisition of stock, bonds, or property of another

1 utility, as the case may be, with copies of all other written instruments entered into or proposed to
2 be entered into by the parties to the transaction pertaining thereto. *See attached Confidential*
3 *Exhibit C (pp. 9-14) and Confidential Exhibit I (Intercompany Affiliate Agreement).*

4 EXHIBIT J. A copy of each proposed journal entry to be used to record the transaction
5 upon each applicant's books. *Qwest Corporation existing entities increase Investment In Sub and*
6 *decrease Fixed Assets, Qwest Sub will increase Fixed Assets and increase Equity. Upon*
7 *consolidation the Investment in Sub and Equity will be eliminated. See also Confidential Exhibit*
8 *C, which contains value associated with the state of Oregon.*

9 EXHIBIT K. A copy of each supporting schedule showing the benefits, if any, which each
10 applicant relies upon to support the facts as required by subsection (1)(l) of this rule and the reasons
11 as required by subsection (1)(m) of this rule. *See Section L; Applicant does not rely on specific*
12 *quantifiable financial benefits from the transfer to satisfy the public interest and has not prepared*
13 *a supporting schedule of benefits.*

14 EXHIBIT L. *Itemization of Transferred Assets. See attached Confidential Exhibit L.*
15

16 DATED: March 12, 2025

PERKINS COIE LLP

17 By: s/ Lawrence H. Reichman

18 Lawrence H. Reichman, OSB No. 860836
19 LReichman@perkinscoie.com
20 1120 N.W. Couch Street, Tenth Floor
21 Portland, OR 97209-4128
22 Telephone: 503.727.2000
23 Facsimile: 503.727.2222

24 Attorneys for Qwest Corporation
25
26

EXHIBIT A

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Merger

with Document # 20081058823 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 4 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:51:54.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:51:54 in accordance with applicable law. This certificate is assigned Confirmation Number 14769795 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

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documents, visit www.sos.state.co.us
and select Business Center.

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\$ 300.00
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ABOVE SPACE FOR OFFICE USE ONLY

Statement of Merger
(Surviving Entity is a Domestic Entity)

filed pursuant to § 7-90-203.7 of the Colorado Revised Statutes (C.R.S.)

1. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number 19871549845
(Colorado Secretary of State ID number)

Entity name or true name Qwest Business Resources, Inc.

Form of entity Corporation

Jurisdiction Colorado

Street address 1801 California Street
(Street number and name)
Suite 5100

Denver CO 80202
(City) (State) (ZIP/Postal Code)
USA
(Province - if applicable) (Country)

Mailing address
(leave blank if same as street address) (Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

ID Number _____
(Colorado Secretary of State ID number)

Entity name or true name _____

Form of entity _____

[illegible]

(Street number and name)

(Street number and name)

 (City) (State) (ZIP/Postal Code)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable) (Country)

(Province - if applicable)

(Country)

(Street number and name or Post Office Box information)

(Street number and name or Post Office Box information)

 (City) (State) (ZIP/Postal Code)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable) (Country)

(Province – if applicable)

(Country)

(Colorado Secretary of State ID number)

(Colorado Secretary of State ID number)

(Street number and name)

(Street number and name)

 (City) (State) (ZIP/Postal Code)

(City)

(State)

(ZIP/Postal Code)

(Province – if applicable) _____ (Country) _____

(Province – if applicable)

(Country)

(Street number and name or Post Office Box information)

(Street number and name or Post Office Box information)

 (City) (State) (ZIP/Postal Code)

(City)

(State)

(ZIP/Postal Code)

(Province -- if applicable) _____ (Country) _____

(Province -- if applicable)

(Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- ☐ There are more than three merging entities and the ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and the principal address of each additional merging entity is stated in an attachment.

2. For the surviving entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number 19871054618
(Colorado Secretary of State ID number)

Entity name or true name Qwest Corporation

Form of entity Corporation

Jurisdiction Colorado

Street address 1801 California Street
(Street number and name)
Suite 5100
Denver CO 80202
(City) (State) (ZIP/Postal Code)
USA
(Province – if applicable) (Country)

Mailing address
(leave blank if same as street address)
(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

3. Each merging entity has been merged into the surviving entity.

4. *(If the following statement applies, adopt the statement by marking the box.)*

- ☐ The plan of merger provides for amendments to a constituent filed document of the surviving entity and an appropriate statement of change or other document effecting the amendments will be delivered to the Secretary of State for filing pursuant to Part 3 of Article 90 of Title 7, C.R.S.

5. *(If the following statement applies, adopt the statement by marking the box and state the appropriate document number(s).)*

- ☐ One or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state and the document number of each filed document is

Document number _____
 Document number _____
 Document number _____

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- ☐ There are more than three trademarks and the document number of each additional trademark is stated in an attachment.

6. *(If applicable, adopt the following statement by marking the box and include an attachment.)*

- ☐ This document contains additional information as provided by law.

7. **(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)**

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are 01/31/2008 11:59 pm
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing this document to be delivered for filing are

<u>Pedersen</u>	<u>Christian</u>	<u>A</u>	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>1801 California Street-Suite 5100</u>			
<small>(Street number and name or Post Office Box information)</small>			
<hr/>			
<u>Denver</u>	<u>CO</u>	<u>80202</u>	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
	<u>USA</u>		
<small>(Province - if applicable)</small>	<small>(Country)</small>		

☐ (If applicable, adopt the following statement by marking the box and include an attachment.)
This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Articles of Incorporation

with Document # 19871054618 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 7 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:45:16.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:45:16 in accordance with applicable law. This certificate is assigned Confirmation Number 14769773 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

CERTIFICATE OF INCORPORATION

THE COLORADO TELEPHONE AND TELEGRAPH COMPANY

KNOW ALL MEN BY THESE PRESENTS, That, WHEREAS, pursuant to the provisions of the statutes of Colorado relating to the consolidation of corporations, the directors of The Colorado Telephone Company and The Tri-State Telephone and Telegraph Company, both being corporations organized under the laws of the State of Colorado, did, at meetings held respectively on the 21st day of May, A. D. 1911 and the 29th day of May, A. D. 1911, call a meeting of the stockholders of their said respective corporations to be held on the 17th day of July, A. D. 1911, for the purpose of considering a proposition to consolidate the said companies; and

WHEREAS, at said meetings the stockholders of said companies respectively did, on said last mentioned date, by a vote of more than three fourths of the stock of each company, respectively and jointly, approve of the written proposition of con-

the 17th day of July, A. D. 1911, elect E. B. Field, E. M. Burgess, Philip Feldhauser, Edwin S. Kessler, Crawford Hill, W. L. Graham and A. V. Hunter, as its proportion of the directors to manage the affairs of the consolidated company; and

WHEREAS, the directors of The Tri-State Telephone and Telegraph Company did, on the 17th day of July, A. D. 1911, elect Edw. B. Field, Jr., Philip Hamlin, and J. E. Macdonald as its proportion of the directors to manage the affairs of the consolidated company; and

WHEREAS, at a joint meeting of the directors so elected as aforesaid, the said directors did, on the 17th day of July, A. D. 1911, elect L. C. Phipps, Jr., as a director of the said consolidated company, all directors so elected to constitute a board of directors for said consolidated company; and

WHEREAS, at said joint meeting of said directors as aforesaid the following persons were elected as officers and to fill the office set opposite their respective names, to-wit:

Treasurer
Assistant Treasurer
General Manager
General Auditor

Edw. B. Field, Jr.,
W. P. Allen,
E. M. Burgess,
Roderick Reid; and

WHEREAS, the directors at said joint meeting as aforesaid designated E. B. Field, E. M. Burgess and Roderick Reid as the three stockholders of The Colorado Telephone Company, and Edw. B. Field, Jr., Philip Hamlin and

J. E. Macdonald as the three stockholders of The Tri-State Telephone and Telegraph Company to sign and acknowledge the certificate of incorporation for said consolidated company, prepare and approved by said directors; and

We, E. B. Field, E. M. Burgess, Roderick Reid, Edw. B. Field, Jr., Philip Hamlin and J. E. Macdonald, all of the city and county of Denver and state of Colorado, do, pursuant to the statutes in such cases made and provided, and in accordance with the action taken by the directors and stockholders of The Colorado Telephone Company and The Tri-State Telephone and Telegraph Company, and the action of the directors at the joint meeting as aforesaid, do hereby make and execute in CENTUPPLICATE this certificate in writing of our intention to become and to organize a body corporate, as by said laws provided; and we do further certify:

I.
The corporate name and style of our said corporation shall be
THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY.

II.
The objects and purposes for which said company is incorporated are:

to construct, lease, purchase by deed, conveyance, assignment or otherwise acquire, and to establish, hold, own, maintain, operate, improve and extend, telephone and telegraph lines and systems, and telephone exchanges, in the different cities and counties of the state of Colorado, and in any other state or territory or colony of the United States or of any foreign country, and particularly in the different cities and counties of the states of Utah, Wyoming, Idaho and Montana, and in the territories of Arizona and New Mexico.

(2) To construct, lease, purchase by deed, conveyance, assignment or otherwise acquire, and to establish, hold, own, maintain, operate, improve and extend, telephone and telegraph lines and systems, and telephone exchanges, in the different cities and counties of the state of Colorado, and in any other state or territory or colony of the United States or of any foreign country, and particularly in the different cities and counties of the states of Utah, Wyoming, Idaho and Montana, and in the territories of Arizona and New Mexico, and to construct, lease, purchase or otherwise acquire, and to establish, hold, own, maintain and operate, improve and extend, telephone and telegraph lines and systems between the different towns and cities in the state of Colorado, and in any other state or territory or colony of the United States, or of any foreign country, and particularly in the states of Utah, Wyoming, Idaho and Montana, and the territories of Arizona and New Mexico.

physical property, exchanges, wires, poles, conduits, apparatus of every kind or character, business, franchises and all other rights, whether accrued or acquired under or granted by constitutional, legislative or municipal enactment, or by general laws or otherwise, of telephone and telegraph companies, wherever or howsoever organized, domiciled or operated, now or hereafter operated, located or domiciled in the state of Colorado, or in any other state or territory or colony of the United States, or of any foreign country, and particularly in the states of Utah, Wyoming, Idaho and Montana, and in the territories of Arizona and New Mexico

(4) To acquire by lease, purchase, condemnation, grant, license, assignment or otherwise, rights of way upon, under, over, above, through or in which to erect, construct, maintain, operate or hold, poles, wires, apparatus and conduits for telephone and telegraph wires, buildings and structures, located or to be located

(5) To apply for, obtain, have granted to it, hold, own, possess and enjoy, franchises and rights of every kind or description, of or from municipalities, towns, cities or counties in the state of Colorado, and in any other state or territory or colony of the United States, or of any foreign country, and particularly in the states of Utah, Wyoming, Idaho and Montana, and in the territories of Arizona and New Mexico, and to accept, receive, acquire, hold, own, possess and enjoy all rights of whatsoever kind given, granted or confirmed to telegraph or telephone companies under the constitution, statutes or general laws of the state of Colorado, or of any other state or territory or colony of the United States, or of any foreign country, and particularly of the states of Utah, Wyoming, Idaho and Montana, and the territories of Arizona and New Mexico.

(6) To consolidate with telephone or telegraph companies, whether organized under the laws of the state of Colorado or of any other state, territory or colony of the United States, or of any foreign country, and particularly of the states of

the provisions of the statutes or laws under which said consolidation is sought to be accomplished, in any of the states, territories or colonies herein mentioned.

(7) To effect a union with, and to extend to and to connect with, any telephone exchange or exchanges, telephone or telegraph line or lines, or system or systems, and to own, hold, maintain and operate, either jointly or alone, such connected or connecting exchanges, lines or systems, in the state of Colorado and in any other state, territory or colony of the United States, or of any foreign country, and particularly in the states of Utah, Wyoming, Idaho and Montana, and the territories of Arizona and New Mexico, and in order to promote and effect the union of the lines, exchanges and systems in the state of Colorado with the lines, exchanges and systems in said states, territories, colonies and countries, and particularly in the states of Utah, Wyoming, Idaho and Montana, and the territories of Arizona and New Mexico, wherever or howsoever acquired, owned, con-

of the United States or of any foreign country, and may acquire by lease, purchase or conveyance, the property, rights, privileges and franchises, or any interest therein, or any part thereof, wherever and howsoever acquired, owned, controlled or operated, of any other telephone or telegraph company now organized or hereafter to be organized under or created by the constitution or laws of the state of Colorado or any other state, territory or colony of the United States, or of any foreign country, and may make payments therefor in its own stock, money or property, or receive payments therefor in the stock, money or property of the corporation to which the same may be leased, sold or conveyed.

(8) To subscribe for, purchase or otherwise acquire, and to hold, own, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of, the shares of the capital stock, bonds, securities or evidences of indebtedness of any telephone or telegraph or other company organized or created under the laws of the

of profits, to distribute any such shares, bonds, securities or evidences of indebtedness, or the proceeds thereof, among the stockholders of this company.

(9) To assign, sell, mortgage, encumber, pledge, transfer or otherwise dispose of, any right, privilege, franchise, bonds, securities, real or personal property, concessions, grants, profits or general assets which it may acquire; to exchange its stock, bonds or other property of whatsoever kind or nature, for telephone exchanges, telephone and telegraph equipment, telephone and telegraph lines and systems, in whatsoever state, territory, colony or country situated, and for rights, privileges and franchises to construct, equip, operate and maintain telephone and telegraph lines and systems, in any state or territory or colony of the United States, or of any foreign country.

(10) To acquire by lease, purchase, condemnation or otherwise, and to own, hold, sell, mortgage or otherwise dispose of, real and personal property, as may be necessary, convenient or proper for the successful conduct of the business

therefor, and to secure the payment thereof by mortgage or deed of trust upon any or all of the company's property, real, personal or mixed, including any and all rights, privileges or franchises which it may own or acquire.

(12) To take over, acquire, purchase by deed, conveyance, assignment or otherwise, and in any manner acquire, control, hold, own, maintain, operate, improve or extend, the telephone lines, exchanges and systems, franchises, rights of way, physical properties and rights and privileges of every kind and character, owned or controlled by the Rocky Mountain Bell Telephone Company in the states of Utah, Montana, Idaho, Wyoming or elsewhere, and to use or operate the same in connection with or independently of the properties and franchises of this company, located elsewhere than in said states, and to sell, mortgage, lease or otherwise dispose of any such physical property, franchises or rights so acquired or to be acquired.

(13) To purchase, acquire and take over as a going concern or otherwise,

debentures, bonds, or obligations of this company, and in connection with any such transaction to assume or guarantee any liabilities relating to the business or property, franchises, rights of every kind or character, or business so purchased, acquired or taken over, and likewise to issue stock for services rendered to this company, and stock issued in payment for such property or services shall be full paid stock, and not liable to any further call or payment thereon, and in the absence of actual fraud in the transaction, the judgment of the directors as to the value of the property purchased or services rendered shall be conclusive.

(14) The board of directors may by resolution passed by a majority of the whole board, designate in the manner provided in the by-laws, three or more of their number to constitute an executive committee, which committee shall act by a majority vote of a quorum, and shall, to the extent named in the by-laws,

capable of being conveniently carried on in connection with the above mentioned objects, or calculated directly or indirectly to render valuable or enhance any of the company's privileges or rights.

III.

The lines of telephone and telegraph of this company shall begin at Denver, Colorado, and shall pass into and through every county in the state of Colorado and into and to all the cities and towns thereof, and out of the state of Colorado into the territories of New Mexico and Arizona and the states of Utah, Montana, Idaho and Wyoming and adjoining states, and shall pass into and through every county of said states and territories and into and to all the cities and towns thereof.

IV.

The capital stock of our said company is fifty million (\$50,000,000.00) dollars, divided into five hundred thousand (500,000.) shares of the par value of one hundred (\$100.00) dollars each.

Philip, Jr., and J. E. Macdonald are hereby designated and shall constitute the board of directors who shall manage the affairs of said company and serve for one year and until their successors are elected and qualified.

VI.

The term of existence of said corporation shall be twenty (20) years.

VII.

The principal business of this company shall be carried on in the city and county of Denver, and business may also be carried on in every county of the state of Colorado, and in such or all of the counties of the states of Utah, Wyoming, Idaho and Montana, and the territories of Arizona and New Mexico, and in such other states, territories or colonies of the United States, or of any foreign country, as to the board of directors may seem necessary, convenient, or proper.

of Utah, Wyoming, Idaho and Montana, and the territories of Arizona and New Mexico, as may be required by the laws thereof, and offices may be established at such other places, either within or without the state of Colorado, and in such other states, territories, colonies of the United States or of any foreign country, as in the judgment of the board of directors may be necessary, convenient or proper, and said board of directors shall have the power, unless the laws of any said states require otherwise, to discontinue any of said offices so established or to be established, at its pleasure.

IX.

Meetings of the board of directors may be held at any place either within or without the state of Colorado, as may be provided by the by-laws, and as well

change, alter, amend, modify or annul the same at pleasure, provided the said by-laws are not inconsistent with the laws of the United States of America or the state of Colorado.

IN WITNESS WHEREOF, the said parties have hereunto set their hands and affixed their seals this 17th day of July, A. D. 1911.

E. B. Field (Seal)

E. M. Burgess (Seal)

Roderick Reid (Seal)

J. E. Macdonald (Seal)

Floyd F. Walpole (Seal)

STATE OF COLORADO }
CITY AND COUNTY OF DENVER } ss.

I, Floyd F. Walpole, a notary public in and for said city and county in the state aforesaid, do hereby certify that E. B. Field, E. M. Burgess, Roderick Reid, Edw. B. Field, Jr., Philip Hamlin, and J. E. Macdonald, who are personally known to me to be the persons whose names are subscribed to the foregoing certificate of incorporation, appeared before me this day in person, and severally acknowledged that they signed, sealed and delivered said instrument as their free and voluntary act for the uses and purposes therein set forth.

Given under my hand and notarial seal this 17th day of July, A. D. 1911.

My commission expires January 19th, 1915.



This document has been inspected and properly entered on the records of the First Tax Department

Date - JUL 17 1911

R. & B. Co. Inc.

May 17 1911

RECEIVED PAYMENT

JUL 17 1911

R. & B. Co. Inc.

CERTIFICATE OF INCORPORATION

OF

THE MOUNTAIN STATES
TELEPHONE AND
TELEGRAPH
COMPANY.

DOMESTIC

JULY 17TH, 1911

SECRETARY OF THE STATE

JUL 17 1911 4:15 PM

1000

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871054619 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 2 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:45:41.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:45:41 in accordance with applicable law. This certificate is assigned Confirmation Number 14769774 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

CERTIFICATE OF IMPRESSION OF CORPORATE SEAL

-OF-

THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY

We, the undersigned, president and secretary respectively of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation existing under and by virtue of the laws of the state of Colorado, do hereby certify that by a by-law of The Mountain States Telephone and Telegraph Company, adopted on the 17th day of July A. D. 1911, by the board of directors of said company, the following was adopted as the corporate seal of said company, viz: the words, THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, around the margin of a circle containing the words, SEAL, COLORADO, and that the following is a true impression of the seal so adopted, and of the seal of said company:

IN WITNESS WHEREOF, we, E. B. FIELD, as president, and J. E. MACDONALD, as secretary, respectively, of said company, have hereunto set our hands and affixed the seal of said company this 17th day of July A. D. 1911.

E. B. Field
PRESIDENT.

ATTEST:

J. E. MacDonald
SECRETARY.

Indexed by AM

5-019 ✓

CERTIFICATE OF IMPRESSION

-OF-

CORPORATE SEAL

-OF-

THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

DOMESTIC

RECEIVED PAYMENT

JUL 17 1911

R. L. Foster

FILED IN THE OFFICE OF THE
SECRETARY OF THE STATE
STATE OF COLORADO

1911 JUL 17 PM 4 15

Wm. J. [unclear]
FEB 23 9

Received by
Wm. J. [unclear]
Wm. J. [unclear]
Wm. J. [unclear]

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871092954 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 2 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:46:05.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:46:05 in accordance with applicable law. This certificate is assigned Confirmation Number 14769775 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

CERTIFICATE OF RENEWAL OF THE TERM OF INCORPORATION

OF

THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

Know All Men By These Presents, That we, F. H. REID, as President, and J. E. MACDONALD, as Secretary, of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation duly organized and existing under and by virtue of the laws of the State of Colorado, do hereby certify:

1. That we are respectively the President and Secretary of said corporation.

2. That at a special meeting of the stockholders of The Mountain States Telephone and Telegraph Company held on the 15th day of January, A. D. 1931, at the office of said Company at 311 Fourteenth Street, in the City and County of Denver and State of Colorado, in which said City and County the principal office and place of business of said Company is situated, there were present in person or by proxy stockholders of said corporation representing more than a majority of the shares of the entire capital stock of said company; that said meeting was duly called by a stockholder owning at least ten per cent. (10%) of the entire capital stock of said Company, and by the Board of Directors of said corporation by resolution duly adopted; that notice of said meeting was published in The Denver Post and The Rocky Mountain News, daily newspapers printed, published and of general circulation in the City and County of Denver and State of Colorado, the place where said corporation has kept its principal office, for six (6) consecutive weeks, as follows: On December 10, December 17, December 24, December 31, 1930, January 7 and January 14, 1931; that notice of said meeting signed by the Secretary and by a stockholder owning at least ten per cent. (10%) of the entire capital stock of the said Company was mailed to each stockholder of the Company at least thirty (30) days prior to the time fixed for said meeting; that said notice was deposited in the United States Post Office at Denver, Colorado, at least thirty (30) days before said meeting, properly addressed to each stockholder of said Company.

3. That at said meeting a resolution was passed, more than a majority of the entire outstanding capital stock of said Company voting by ballot in favor thereof, of which resolution the following is a true copy:

"RESOLVED, that the term of incorporation of The Mountain States Telephone and Telegraph Company be and the same is hereby extended, renewed and continued for the further period of twenty (20) years from and after the expiration of its present term of incorporation, and that the President and Secretary of the Company be and they are hereby authorized and directed to execute and file the necessary certificates under the corporate seal of this Company with the Secretary of State of the State of Colorado and in the office of the Recorder of Deeds of each county in said state in which this Company does business, and to do and perform each and every other act or thing necessary to make this resolution fully effective."

IN WITNESS WHEREOF, We, F. H. REID, as President, and J. E. MACDONALD, as Secretary, of said corporation, have hereunto set our hands and seals the 16th day of January, A. D. 1931, and have caused the seal of the corporation to be affixed hereto.

ATTEST:

J. E. MacDonald
Secretary.

STATE OF COLORADO }
City and County of Denver } ss.

The foregoing instrument was acknowledged before me this 16th day of January, 1931, by F. H. REID, as President, and J. E. MACDONALD, as Secretary, of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Colorado, for the uses and purposes therein mentioned.

My commission expires November 25, 1934.

WITNESS my hand and official seal.



F. H. Reid
President (SEAL)



F. H. Reid
Notary Public.

92951

8-115-2

RECEIVED BY THE SECRETARY OF THE TREASURY
JAN 20 1931

Date Jan 20 1931

900.00 -0012 JAN 17

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BOOK 326 PAGE 454

RECORDED

FILED IN THE OFFICE OF THE SECRETARY OF THE TREASURY

FOR THE YEAR 1930

AS OF JAN 17 1931

BY THE SECRETARY

Indexed up

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871103221 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 2 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:46:29.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:46:29 in accordance with applicable law. This certificate is assigned Confirmation Number 14769776 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

CERTIFICATE OF EXTENSION OF THE TERM OF INCORPORATION
AND AMENDMENT OF CERTIFICATE OF INCORPORATION
OF

THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

Know All Men By These Presents, That we, F. H. REID, as President, and A. R. GROSHEIDER, as Secretary of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation, duly organized and existing under and by virtue of the laws of the State of Colorado, do hereby certify:

1. That we are respectively the President and Secretary of said corporation.
2. That at a special meeting of the stockholders of The Mountain States Telephone and Telegraph Company held on the 24th day of May, A. D. 1938, at the office of said Company at 931 Fourteenth Street, in the City and County of Denver and State of Colorado, in which said City and County the principal office and place of business of said Company is situated, there were present in person or by proxy stockholders of said corporation representing more than two-thirds of the shares of the entire capital stock of said Company; that said meeting was duly called by a stockholder owning at least one-third of the outstanding voting stock, being also one-third of the entire capital stock of said Company; that notice of said meeting was published in The Denver Post and the Rocky Mountain News, daily newspapers printed, published and of general circulation in the City and County of Denver and State of Colorado, the place where said corporation has kept its principal office, for two consecutive weeks, as follows: In the Rocky Mountain News on April 29 and May 5, A. D. 1938, and in The Denver Post on April 28 and May 5, A. D. 1938. That notice of said meeting, the original of which was signed by the Secretary, and which notice had printed thereon the name of the Secretary of said Company, and which notice stated the time and objects of said meeting, was mailed to each stockholder of the company at least thirty (30) days prior to the time fixed for said meeting; that said notice was deposited in the United States Post Office at Denver, Colorado, at least thirty (30) days before said meeting, properly addressed to each stockholder of said Company.
3. That at said meeting a resolution was passed, more than two-thirds of the entire outstanding capital stock, being the only stock outstanding having voting power, voting by ballot in favor thereof, of which resolution the following is a true copy:

"RESOLVED, That the term of incorporation of The Mountain States Telephone and Telegraph Company be and the same is hereby extended, renewed and continued in perpetuity, and that Article VI of the certificate of incorporation be and it is hereby amended to read as follows:

"This corporation shall have perpetual existence."

and that the President and Secretary of the Company be and they are hereby authorized and directed to execute and file the necessary certificates under the corporate seal of this Company with the Secretary of State of the State of Colorado and in the office of the Recorder of Deeds of each county in said State in which this company does business, and do and perform each and every act or thing necessary to make this resolution fully effective."

IN WITNESS WHEREOF, We, F. H. REID, as President, and A. R. GROSHEIDER, as Secretary of said corporation, have hereunto set our hands and seals the 24th day of May, A. D. 1938, and have caused the seal of the corporation to be affixed hereto.

ATTEST:

A. R. Grosheider
Secretary.

F. H. Reid (SEAL)
President

STATE OF COLORADO
CITY AND COUNTY OF DENVER } ss.

The foregoing instrument was acknowledged before me this 24th day of May, A. D. 1938, by F. H. REID, as President, and A. R. GROSHEIDER, as Secretary of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Colorado, at the place and purposes therein mentioned.

My commission expires October 30, 1939.

WITNESS my hand and official seal.

Helen Scullion
Notary Public

STATE OF COLORADO
CITY AND COUNTY OF DENVER } ss.

F. H. REID, of lawful age, being first duly sworn, upon oath deposes and says: That he is the President of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a Colorado corporation; that he has read the above and foregoing Certificate of Extension of the Term of Incorporation and Amendment of Certificate of Incorporation of The Mountain States Telephone and Telegraph Company and that he knows the contents thereof and that the same is true of his own knowledge.

Subscribed and sworn to before me this 24th day of May, A. D. 1938.

My commission expires October 30, 1939.

Helen Scullion
Notary Public

103221

CERTIFICATE OF EXTENSION OF THE TERM OF INCORPORATION
AND AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

RECORDED

BOOK 317 PAGE 326

DOMESTIC

FILED in the office of the Secretary
State of the State of Colorado, on the
24 day of May
A. D. 1938, at 11:50 o'clock A.M.
GEORGE E. SAUNDERS
Secretary of State

Filing Clerk: *Flour* 10,010⁰⁰
Old Amended and...

Date May 25, 1938

This document has been inspected
and properly entered on the Ho-
bord of the Flat Tax Department.

File
File
File

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871107970 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 4 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:46:56.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:46:56 in accordance with applicable law. This certificate is assigned Confirmation Number 14769777 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

351

CERTIFICATE OF AMENDMENT
-OF-
CERTIFICATE OF INCORPORATION
-OF-
THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

KNOW ALL MEN BY THESE PRESENTS, That we, F. H. REID, as President, and H. E. STUBBS, as Secretary of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation duly organized and existing under and by virtue of the laws of the State of Colorado, do hereby certify:

1. That we are respectively the President and Secretary of said corporation.

2. That at a special meeting of the stockholders of The Mountain States Telephone and Telegraph Company held on the 2nd day of August, A. D. 1943, at the office of said Company, 931 Fourteenth Street, in the City and County of Denver and State of Colorado, in which said City and County the principal office and place of business of said Company is situated, there were present in person or by proxy stockholders of said corporation representing more than two-thirds of the shares of the entire capital stock of said Company; that said meeting was duly called upon authorization of the Board of Directors, and also by a stockholder owning at least one-third of the outstanding voting stock; that notice of said meeting was published in The Denver Post and the Rocky Mountain News, daily newspapers printed, published and of general circulation in the City and County of Denver and State of Colorado, on the 14th day of July, 1943; that notice of said meeting, stating the time and objects of said meeting, was mailed to each stockholder of the Company at least thirty (30) days before said meeting, properly addressed to each stockholder of said Company.

3. That at said meeting a resolution was passed, more than two-thirds of the entire outstanding capital stock voting

by ballot in favor thereof, of which resolution the following is a true copy:

"RESOLVED That Article IV of the Articles of Incorporation of The Mountain States Telephone and Telegraph Company be amended to read as follows:

'The capital stock of our said Company is One Hundred Million Dollars (\$100,000,000.00), divided into One Million (1,000,000) shares of the par value of One Hundred Dollars (\$100.00) each.'"

4. That at said meeting the proper officers of the Company were authorized to execute and file the necessary certificate with the Secretary of State of Colorado, and to take all other action necessary to make such amendment fully effective.

IN WITNESS WHEREOF, We, F. H. REID, as President, and H. E. STUBBS, as Secretary of said corporation have hereunto set our hands and seals the 3rd day of August, A. D. 1943, and have caused the seal of the corporation to be affixed hereto.

F. H. Reid

President.

(SEAL)

ATTEST:

H. E. Stubbs
Secretary.

STATE OF COLORADO,)
CITY AND) SS.
COUNTY OF DENVER.)

The foregoing instrument was acknowledged before me this 3rd day of August, A. D. 1943, by F. H. REID, as President, and H. E. STUBBS, as Secretary, of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Colorado, for the uses and purposes therein mentioned.

My commission expires October 30, 1943.

WITNESS my hand and official seal.

William H. Coulton
Notary Public.

STATE OF COLORADO,)
CITY AND) SS.
COUNTY OF DENVER.)

F. H. REID, of lawful age, being first duly sworn, on oath deposes and says:
That he is the President of THE MOUNTAIN STATES TELEPHONE

AND TELEGRAPH COMPANY, a Colorado corporation; that he has read the above and foregoing Certificate of Amendment to the Articles of Incorporation of The Mountain States Telephone and Telegraph Company, and that he knows the contents thereof, and that the same is true of his own knowledge.

Frederick

Subscribed and sworn to before me this 3rd day of August, A. D. 1943.

My commission expires October 30, 1943.

Helena Scullion
Notary Public.



107970

Certificate of Amendment
TO THE
Certificate of Incorporation

of *The Mountain States
Telephone and
Telegraph Company*

1.005.0

A (0) -

97100

17-9-38

DOMESTIC

RECORDED

9.000.0

A (0) -

97100

17-9-38

BOOK 463 PAGE 351

FILED in the office of the Secretary of
State, of the State of *August* on the

A. D. 1943, at *4:50 P.M.*

WALTER F. MORRISON
Secretary of State

Filing Clerk

Old Age Pension Fund

Indexed by

J

This document has been transmitted
and properly entered on the Re-
cords of The First Tax Department.

Date *August 9, 1943-*

W. F. Hopkins Clerk

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871142920 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 2 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:48:52.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:48:52 in accordance with applicable law. This certificate is assigned Confirmation Number 14769785 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

2110

**THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY**

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is The Mountain States Telephone and Telegraph Company.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on March 17, 1959, in the manner prescribed by the Colorado Corporation Act:

Amendment 1:

The Articles of Incorporation are amended to add Article XI to read as follows:

"The corporation shall indemnify every director or officer, his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of this corporation, or at its request, of any other corporation of which it is a stockholder or creditor except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled."

Amendment 2:

The Articles of Incorporation are amended to add Article XII to read as follows:

"Cumulative voting shall not be allowed in the election of directors of this corporation."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 4,205,714; and the number of shares entitled to vote thereon was 4,205,714.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	Number of Shares
Common	4,205,714

FIFTH: The number of shares voted for such amendments was:

Amendment No. 1	4,014,770
Amendment No. 2	4,014,546

and the number of shares voted against such amendments was:

Amendment No. 1	9,013
Amendment No. 2	9,127

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendments, respectively, was:

Class	Number of Shares Voted	
	For	Against
Common		
Amendment No. 1	4,014,770	9,013
Amendment No. 2	4,014,546	9,127

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendments shall be effected, is as follows:

No change.

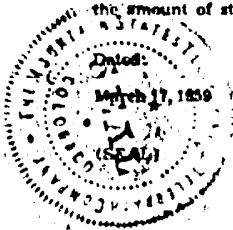
EIGHTH: The manner in which such amendments effect a change in the amount of stated capital, and the amount of stated capital as changed by such amendments, are as follows:

No change.

THE MOUNTAIN STATES TELEPHONE AND
TELEGRAPH COMPANY

By W. K. Koch
President

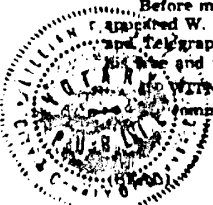
and J. P. Hough
Secretary



STATE OF COLORADO
CITY AND COUNTY OF DENVER } ss.

Before me, LILLIAN F. LEVITT, a Notary Public in and for the said City and County and State, personally appeared W. K. KOCH, who acknowledged before me that he is the President of The Mountain States Telephone and Telegraph Company, a Colorado corporation, and that he signed the foregoing Articles of Amendment as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of March, A. D. 1959.
Commission expires April 25, 1963.



Lillian F. Levitt
Notary Public

142920

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

DOMESTIC

FILED in the office of the Secretary of
State, of the State of Colorado, on the
7th day of April A.D. 1939
GEORGE J. BAKER
Secretary of State
Filing Clerk..... \$10.00 Fees..... \$25.00
Old Age Pension Fund.....

RECORDED
ROLL 16 PAGE 2110

121402 121402 121402

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871178900 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 2 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:50:00.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:50:00 in accordance with applicable law. This certificate is assigned Confirmation Number 14769789 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF

THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

FIRST: The name of the corporation is THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY

SECOND: The address of its previous registered office was 931 Fourteenth Street, Denver, Colorado 80202

THIRD: The address to which its registered office is to be changed is NOT CHANGED

FOURTH: The name of its previous registered agent was J. H. MILLER

FIFTH: The name of its successor registered agent is J. R. SPANGLER

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical

SEVENTH: The address of its place of business in Colorado is 931 Fourteenth Street, Denver, Colorado 80202

Dated March 11, 19 65

THE MOUNTAIN STATES TELEPHONE AND
TELEGRAPH COMPANY (Note 1)

By [Signature] (Note 2)
President

STATE OF COLORADO
CITY & County of DENVER } ss.

Before me, Lillian F. Levitt, a Notary Public in and for the said County and State, personally appeared W. K. KOCH who acknowledged before me that he is the President of The Mountain States Telephone and Telegraph Company a Colorado corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 11th day of March

A. D. 19 65

My commission expires April 25, 1966

Lillian F. Levitt
Notary Public

Notes: 1. Brief corporate name of corporation making the statement.
2. Signature and title of officer signing for the corporation,—must be a President or a Vice-President.

Filing fee \$5.00
SUBMIT ONE COPY

178900

CHANGE OF REGISTERED
OFFICE AND/OR AGENT

of

The Mountain States Telephone and

Telegraph Company

DOMESTIC

FILED in the office of the Secretary of
State, of the State of Colorado, on the
30th day of March A.D. 1965
BYRON A. ANDERSON
Secretary of State
Filing Clerk Stickless Fee 5.00
Old Age Pension Fund _____

RECORDED

ROLL 80 PAGE 355

This document has been inspected OK
and properly entered on the Re-
cords of The Flat Tax Department
OK

Date April 2, 1965
Rayner Clerk

0331 1 65084830*****J.C.

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871222102 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 2 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:50:35.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:50:35 in accordance with applicable law. This certificate is assigned Confirmation Number 14769791.



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF**

THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY

To The Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation is The Mountain States Telephone and Telegraph Company

Second: The address of its previous REGISTERED OFFICE was 931 Fourteenth Street, Denver, Colorado 80202

Third: The address to which its REGISTERED OFFICE is to be changed is Same

Fourth: The name of its previous REGISTERED AGENT was J. R. Spangler

Fifth: The name of its successor REGISTERED AGENT is L. W. DeMuth, Jr.

Sixth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Seventh: The address of its place of business in Colorado is 931 Fourteenth Street, Denver, Colorado 80202

Dated August 24, 19 70

**THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY** (Note 1)

By W. O. Jacobs (Note 2)
Vice President

STATE OF COLORADO
City and County of Denver

Before me, Pauline J. Nelson, a Notary Public in and for the said County and State, personally appeared W. O. Jacobs who acknowledged before me that he is the Vice-President of The Mountain States Telephone and Telegraph Company (Vice-President) a Colorado (State of Incorporation) corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 24 day of August, A. D. 19 70.

My commission expires April 19, 1972

101

- NOTES: 1. Exact corporate name of corporation making the statement.
2. Signature and title of officer signing for the corporation, must be President or Vice-President
3. Signature of Notary Public must be exactly as shown on Notarial Seal, and must agree with notarial commission.

Filing fee \$5.00

SEVENTH ONE

222102

CHANGE OF REGISTERED OFFICE AND/OR AGENT

THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

DOMESTIC

FILED in the office of the Secretary of
State of the State of Colorado, on the
25th day of August A.D. 1970
BYRON W. ANDERSON
Secretary of State
Filing Clerk *Chadwick*
Old Age Pension Fund

RECORDED 936
ROLL 154 PAGE

This document has been inspected and properly entered on the records of The Flat Tax Department

Date.. August 28, 1970

M. Dunn

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871285678 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 3 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:51:00.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:51:00 in accordance with applicable law. This certificate is assigned Confirmation Number 14769793 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

CHANGE IN
CAPITAL STOCK

FILED in the office of the Secretary of
State of the State of Colorado

APR 23 1975

285678

365

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY

Pursuant to the provisions of the Colorado Corporation Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on April 15, 1975, in the manner prescribed by the Colorado Corporation Code:

RESOLVED, That Article IV of the Articles of Incorporation of the Company be amended to read as follows:

"The amount of authorized capital stock of the Company shall be one billion seventy-five million dollars (\$1,075,000,000) divided into eighty-six million (86,000,000) shares of the par value of twelve and one-half dollars (\$12.50) each."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 67,680,399; and the number of shares entitled to vote thereon was 67,680,399.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
None	

FIFTH: The number of shares voted for such amendment was 64,985,530 and the number of shares voted against such amendment was 232,117.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

No change

EIGHTH: The manner in which such amendment effects a change

in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

The foregoing amendment changes the authorized capital of the corporation from \$950,000,000.00 divided into 76,000,000 shares of the par value of \$12.50 each to \$1,075,000,000.00 divided into 86,000,000 shares of the par value of \$12.50 each. Stated capital is not affected.

DATED Nov. 12, 1975

THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

By *RK Lunt*
Its President

and *Lawrence A. DeQuith, Jr.*
Its Secretary

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Before me, *Mark A. Bigner*, a Notary Public in and for the said County and State, personally appeared *RK Lunt* who acknowledged before me that he is the *President* of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a Colorado corporation and that he signed the foregoing Articles of Amendment as his free and voluntary act and deed for the uses and purposes therein set forth, and that the facts contained therein are true.

In witness whereof I have hereunto set my hand and seal this *21st* day of *October*, A.D. 1975.

My Commission expires *January 25, 1978*.

Mark A. Bigner
Notary Public

RECORDED
NOT 290 PAGE 365

File Card Made

1/5

5 24 7 731122-1-2-00510

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871323952 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 2 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:51:23.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:51:23 in accordance with applicable law. This certificate is assigned Confirmation Number 14769794 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

MAY 13 3 07 PM '77
RECEIVED
STATE OF COLORADO

13 MAY '77

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

STATE OF COLORADO
COUNTY OF STATE

323952

THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY

Pursuant to the provisions of the Colorado Corporation Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on April 19, 1977, in the manner prescribed by the Colorado Corporation Code:

RESOLVED, That the Articles of Incorporation of the Company be amended by adding a new Article XII to read as follows:

"Shareholders shall have no preemptive right to acquire additional shares of the capital stock of the Company which are issued in connection with the funding of an Employee Stock Ownership Plan benefiting some or all employees of the Company and its wholly-owned subsidiaries, where participation in such a plan is one of the requirements that must be met to establish eligibility for a tax credit under any federal tax law."

THIRD: The number of shares of the corporation outstanding and the number of shares entitled to vote thereon was 67,680,399.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
None	

FIFTH: The number of shares voted for such amendment was 64,355,518 and the number of shares voted against such amendment was 304,662.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

D 43377

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

No change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

No change

DATED May 9, 1977

THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

By

R. K. Timothy
Its President

and

Lawrence A. DeGuth, Jr.
Its Secretary

STATE OF COLORADO)

CITY AND COUNTY OF DENVER)

ss.

Before me, Bonnie Maas, a Notary Public in and for the said County and State, personally appeared R. K. Timothy who acknowledged before me that he is the President of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a Colorado corporation, and that he signed the foregoing Articles of Amendment as his free and voluntary act and deed for the uses and purposes therein set forth, and that the facts contained therein are true.

In witness whereof I have hereunto set my hand and seal this 9th day of May, A.D. 1977.

My Commission expires April 9, 1981.

Bonnie Maas
Notary Public

RECORDED
ROLL 330 PAGE 575

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871147408 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 2 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:49:15.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:49:15 in accordance with applicable law. This certificate is assigned Confirmation Number 14769786 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF**

THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of COLORADO submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

FIRST: The name of the corporation is THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY

SECOND: The address of its present registered office is 931 Fourteenth Street, Denver 2, Colorado

THIRD: The address to which its registered office is to be changed is NOT CHANGED

FOURTH: The name of its present registered agent is C. M. BLAIR

FIFTH: The name of its successor registered agent is H. A. SNYDER

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: The address of its place of business in Colorado is 931 Fourteenth Street, Denver 2, Colorado

Dated March 15, 1960

THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY (Note 1)

By *W. K. Koch* (Note 2)
Its President

STATE OF COLORADO
CITY & County of DENVER ss.

Before me, Lillian F. Levitt, a Notary Public in and for the said County and State, personally appeared *W. K. Koch* who acknowledged before me that he is the President of The Mountain States Telephone and Telegraph Company (President) (Vice-President) a COLORADO (State of Incorporation) corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 15th day of March

A. D. 1960

My commission expires April 25, 1962

Lillian F. Levitt
Notary Public

- Notes: 1. Exact corporate name of corporation making the statement.
2. Signature and title of officer signing for the corporation,—must be a President or a Vice-President.

Filing fee \$3.00
SUBMIT ONE COPY

147408

CHANGE OF REGISTERED
OFFICE AND/OR AGENT

of

The Mountain States
Telephone and Telegraph
Company

DOMESTIC

FILED in the office of the Secretary of
State, of the State of Colorado, on the
25th day of *March*, A.D. 19*60*

GEORGE J. BAKER

Secretary of State

Filing Clerk *Michael* Fee *5.00*
Old Age Pension Fund

RECORDED

ROLL 26 PAGE 487

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5 0 0 8 7 2 0 9 1 2 4 8 7

This document has been inspected
and properly Entered on the Re-
cords of The Flat Tax Department.

OK

Date *March 25 1960*

Michael Clerk

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871149405 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 2 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:49:37.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:49:37 in accordance with applicable law. This certificate is assigned Confirmation Number 14769788 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

2251

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- (1) The name of the corporation is The Mountain States Telephone and Telegraph Company.
- (2) The following amendments to the Articles of Incorporation were adopted by the shareholders:

Amendment No. 1

(a) That Article IV of the Articles of Incorporation be amended to read as follows:

"The amount of authorized capital stock of the company shall be seven hundred million dollars (\$700,000,000) divided into fifty six million (56,000,000) shares of the par value of twelve and one-half dollars (\$12.50) each.";

(b) That each issued and outstanding share of capital stock of the company of the par value of one hundred dollars (\$100) be changed to eight (8) shares of capital stock of the par value of twelve and one-half dollars (\$12.50) each.

Amendment No. 2

(a) That Article V of the Articles of Incorporation of the company be amended to read as follows:

"The number of directors of the company shall be fixed by the by-laws of the company but shall be not less than eleven (11). The business and affairs of the company shall be managed by the board of directors."

(3) The foregoing amendments to the Articles of Incorporation were adopted at a special meeting of the shareholders of the corporation held on July 19, 1960, pursuant to due notice.

(4) There were 4,205,714 shares of stock of the corporation outstanding at the time of the adoption of the foregoing amendments. All shares were common shares of the same class, and all shares were entitled to vote on the foregoing amendments.

(5) The number of shares voted respectively for and against each of the foregoing amendments was as follows:

	Voted For	Voted Against
Amendment No. 1	4,055,836	5,777
Amendment No. 2	4,055,748	8,028

(6) The foregoing Amendment No. 1 changes the par value of the authorized shares of the corporation from one hundred dollars (\$100) each to twelve and one-half dollars (\$12.50) each. Upon the becoming effective of this Amendment No. 1 each issued and outstanding share of the capital stock of the corporation of the par value of one hundred dollars (\$100) will be changed to eight (8) shares of the capital stock of the corporation of the par value of twelve and one-half dollars (\$12.50) each.

(7) The foregoing Amendment No. 1 changes the stated capital of the corporation from four hundred fifty million dollars (\$450,000,000) divided into four million five hundred thousand (4,500,000) shares of the par value of one hundred dollars (\$100) each, to seven hundred million dollars (\$700,000,000) divided into fifty six million (56,000,000) shares of the par value of twelve and one-half dollars (\$12.50) each.

Dated this 5th day of August, 1960.

THE MOUNTAIN STATES TELEPHONE AND
TELEGRAPH COMPANY

By

W. K. Koch
President

and

J. R. Spangler
Secretary

STATE OF COLORADO
CITY AND COUNTY OF DENVER } ss.

The foregoing instrument was acknowledged before me this 5th day of August, 1960, by W. K. Koch as President and J. R. Spangler as Secretary of The Mountain States Telephone and Telegraph Company, a corporation.

My commission expires April 25, 1962.

(Seal)

STATE OF COLORADO
CITY AND COUNTY OF DENVER } ss.

J. R. Spangler, being first duly sworn, upon his oath deposes and says that he is, and was at the time he signed the foregoing instrument, the duly elected and acting Secretary of The Mountain States Telephone and Telegraph Company, a Colorado corporation; that W. K. Koch is, and was at the time he signed the foregoing instrument, the duly elected and acting President of the said corporation; that affiant has read the foregoing instrument and knows the contents thereof; and that the facts recited and statements contained in said instrument are true.

Subscribed and sworn to before me this 5th day of August, 1960.

My commission expires April 25, 1962.

(Seal)

Notary Public

C.D.

149405

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

DOMESTIC

FILED in the office of the Secretary of
State, of the State of Colorado, on the
5th day of August A.D. 1960

GEORGE J. BAKER

Secretary of State
Filing Clerk Robinson Fee \$50,025.00
Old Age Pension Fund

RECORDED
ROLL 29 PAGE 2250

AUG-5-60	278464	A (4) -	9,999.00
AUG-5-60	278465	A (4) -	9,999.00
AUG-5-60	278466	A (4) -	9,999.00
AUG-5-60	278467	A (4) -	9,999.00
AUG-5-60	278468	A (4) -	9,999.00
AUG-5-60	278469	A (4) -	50.00

50,025.00

This document has been inspected
and properly Entered on the Re-
cords of The Flat Tax Department.

OK

Date August 8, 1960
Richard Clerk

*Increase of
Capital Stock*

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871117896 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 2 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:47:21.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:47:21 in accordance with applicable law. This certificate is assigned Confirmation Number 14769778 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

Know All Men By These Presents, That we, F. P. OGDEN, as President, and J. T. TIERNEY, as Secretary of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation duly organized and existing under and by virtue of the laws of the State of Colorado, do hereby certify:

1. That we are respectively the President and Secretary of said corporation.
2. That at a special meeting of the stockholders of The Mountain States Telephone and Telegraph Company held on the 21st day of March, A. D. 1950, at the office of said Company, 931 Fourteenth Street, in the City and County of Denver and State of Colorado, in which said City and County the principal office and place of business of said Company is situated, there were present in person or by proxy stockholders of said corporation representing more than two-thirds of the shares of the entire outstanding capital stock of said Company; that said meeting was duly called upon authorization of the Board of Directors, and also by a stockholder owning at least one-third of the entire outstanding voting stock; that notice of said meeting was published in The Denver Post and the Rocky Mountain News, daily newspapers printed, published and of general circulation in the City and County of Denver and State of Colorado, on the 10th day of March, 1950, that notice of said meeting, stating the time and objects of said meeting, was mailed to each stockholder of the Company at least thirty (30) days before said meeting, properly addressed to each stockholder of said Company.
3. That at said meeting a resolution was passed, more than two-thirds of the entire outstanding capital stock voting by ballot in favor thereof, of which resolution the following is a true copy:
"RESOLVED That Article IV of the Articles of Incorporation of The Mountain States Telephone and Telegraph Company be amended to read as follows:
"The capital stock of our said Company is One Hundred Fifty Million Dollars (\$150,000,000), divided into One Million Five Hundred Thousand (1,500,000) shares of the par value of One Hundred Dollars (\$100.00) each."
4. That at said meeting the proper officers of the Company were authorized to execute and file the necessary certificate with the Secretary of State of Colorado, and to take all other action necessary to make such amendment fully effective.

IN WITNESS WHEREOF, We, F. P. OGDEN, as President, and J. T. TIERNEY, as Secretary of said corporation have hereunto set our hands and seals the 21st day of March, A. D. 1950, and have caused the seal of the corporation to be affixed hereto.

ATTEST

J. T. Tierney
Secretary.

F. P. Ogden (SEAL)
President

STATE OF COLORADO,
CITY AND COUNTY OF DENVER, ss.

The foregoing instrument was acknowledged before me this 21st day of March, A. D. 1950 by F. P. OGDEN, as President, and J. T. TIERNEY, as Secretary, of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Colorado, for the uses and purposes therein mentioned.

My commission expires November 1, 1951.

WITNESS my hand and official seal.

Helene Scullion
Notary Public.

STATE OF COLORADO,
CITY AND COUNTY OF DENVER, ss.

F. P. OGDEN, of lawful age, being first duly sworn, on oath deposes and says:

That he is the President of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a Colorado corporation; that he has read the above and foregoing Certificate of Amendment to the Articles of Incorporation of The Mountain States Telephone and Telegraph Company, and that he knows the contents thereof, and that the same is true of his own knowledge.

Subscribed and sworn to before me this 21st day of March, A. D. 1950.

My commission expires November 1, 1951.

F. P. Ogden
Helene Scullion
Notary Public.

117896

Certificate of Amendment
TO THE
Certificate of Incorporation
of THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

DOMESTIC

RECORDED

BOOK 573 PAGE 172

FILED in the office of the Secretary of
State, of the State of Colorado, on the
21st day of March

A.D. 1950, at 2:00 o'clock PM
GEORGE J. BAKER,
Secretary of State

Filing Clerk Alexander Fee \$10.005.00
Old Age Pension Fund

This document has been inspected
and properly entered in the
records of the State Tax Department.

Date March 22-1950 200 K
Mock Clerk

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871121515 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 2 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:47:44.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:47:44 in accordance with applicable law. This certificate is assigned Confirmation Number 14769780 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

Know All Men By These Presents, That we, F. P. OGDEN, as President, and H. E. JONES, as Secretary of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation duly organized and existing under and by virtue of the laws of the State of Colorado, do hereby certify:

1. That we are respectively the President and Secretary of said corporation.
2. That at a special meeting of the stockholders of The Mountain States Telephone and Telegraph Company held on the 18th day of March, A. D. 1952, at the office of said Company, 931 Fourteenth Street, in the City and County of Denver and State of Colorado, in which said City and County the principal office and place of business of said Company is situated, there were present in person or by proxy stockholders of said corporation representing more than two-thirds of the shares of the entire outstanding capital stock of said Company; that said meeting was duly called upon authorization of the Board of Directors, and also by a stockholder owning at least one-third of the entire outstanding voting stock; that notice of said meeting was published in The Denver Post and the Rocky Mountain News, daily newspapers printed, published and of general circulation in the City and County of Denver and State of Colorado, on the 6th day of March, 1952, that notice of said meeting, stating the time and objects of said meeting, was mailed to each stockholder of the Company at least thirty (30) days before said meeting, properly addressed to each stockholder of said Company.
3. That at said meeting a resolution was passed, more than two-thirds of the entire outstanding capital stock voting by ballot in favor thereof, of which resolution the following is a true copy:
"RESOLVED That Article IV of the Articles of Incorporation of The Mountain States Telephone and Telegraph Company be amended to read as follows:
"The capital stock of our said Company is Two Hundred Million Dollars (\$200,000,000), divided into Two Million (2,000,000) shares of the par value of One Hundred Dollars (\$100.00) each".
4. That at said meeting the proper officers of the Company were authorized to execute and file the necessary certificate with the Secretary of State of Colorado, and to take all other action necessary to make such amendment fully effective.

IN WITNESS WHEREOF, We, F. P. OGDEN, as President, and H. E. JONES, as Secretary of said corporation have hereunto set our hands and seals the 18th day of March, A. D. 1952, and have caused the seal of the corporation to be affixed hereto.

ATTEST:

H. E. Jones
Secretary.

F. P. Ogden
President.



STATE OF COLORADO,
CITY AND COUNTY OF DENVER, ss.

The foregoing instrument was acknowledged before me this 18th day of March, A. D. 1952, by F. P. OGDEN, as President, and H. E. JONES, as Secretary, of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Colorado, for the uses and purposes therein mentioned.

My commission expires May 9, 1954.

WITNESS my hand and official seal.

William F. Smith
Notary Public.

STATE OF COLORADO,
CITY AND COUNTY OF DENVER, ss.

F. P. OGDEN, of lawful age, being first duly sworn, on oath deposes and says:

That he is the President of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a Colorado corporation; that he has read the above and foregoing Certificate of Amendment to the Articles of Incorporation of The Mountain States Telephone and Telegraph Company, and that he knows the contents thereof, and that the same is true of his own knowledge.

Subscribed and sworn to before me this 18th day of March, A. D. 1952.

My commission expires May 9, 1954.

William F. Smith
Notary Public.

121515

Certificate of Amendment
TO THE
Certificate of Incorporation
OF

THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY

DOMESTIC

RECORDED

BOOK 614 PAGE 307

FILED in the office of the Secretary of
State, of the State of Colorado, on the
18th day of March

A.D. 1952, at 1:55 o'clock P.M.

GEORGE J. BAKER,

Secretary of State

Filing Clerk Alexander Fee \$10.005.00

Old Age Pension Fund

RECEIVED
FEB 19 1952

-- () -- 2501-107

-- () -- 2501-107

This document has been inspected
and properly Entered on the
records of The First Tax Department

DO K

Date March 19, 1952

Clerk

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871007152 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 2 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:48:30.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:48:30 in accordance with applicable law. This certificate is assigned Confirmation Number 14769783 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

Filing Fee \$5.00

DOMESTIC

HO-RA 7152

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

The Mountain States Telephone and Telegraph Company, a corporation
(Name of Corporation)

organized and existing under the laws of the State of COLORADO,

hereby certifies that, pursuant to a duly adopted resolution of its board of directors, the address of the registered office of the corporation in the State of Colorado shall be 931 Fourteenth Street, Denver, Colorado;

that the registered agent of the corporation whose business address is Colorado Vice President identical with such registered office, shall be C. M. Blair, and General Manager

and that the principal place of business of the corporation in Colorado is:

931 Fourteenth Street, Denver, Colorado

No. Street City

(If same address as registered office, insert "same as above")

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate to be executed in its name by its President, this 16th day of December, 19 58.

THE MOUNTAIN STATES TELEPHONE AND
TELEGRAPH COMPANY

(Name of Corporation)

By *W. K. Koch*
(Signature of officer) President

STATE OF COLORADO }
CITY & }
COUNTY OF DENVER }

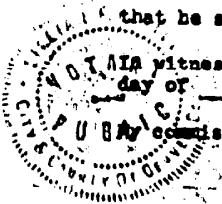
Before me, Lillian F. Levitt

a Notary Public in and for the said County and State, personally appeared W. K. KOCH who acknowledged before me that he is the President of The Mountain States Telephone and Telegraph Company (Name of Corporation)

that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 16th day of December, A. D. 19 58.

My commission expires April 25, 1962.



Lillian F. Levitt
Notary Public

Note:

Effective January 1, 1959, each corporation shall have and continuously maintain in the State of Colorado:

(a) A registered office which may be, but need not be, the same as its place of business.

(b) A registered agent, which agent may be either an individual resident, or a domestic corporation, or a foreign corporation authorized to do business in Colorado, having a business office identical with such registered office.

RO-RA 7152

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

DOMESTIC

FILED in the office of the Secretary of
State, of the State of Colorado, on the
2nd day of January, A.D. 1954.
GEORGE J. BAKER
Secretary of State
Filing Clerk Robinson Fee \$5.00

THURSDAY JANUARY 7 1954

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Filed Document

with Document # 19871135947 of
QWEST CORPORATION

Colorado Corporation

(Entity ID # 19871054618)

consisting of 2 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/08/2023 that have been posted, and by documents delivered to this office electronically through 03/10/2023@ 05:48:07.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/10/2023 @ 05:48:07 in accordance with applicable law. This certificate is assigned Confirmation Number 14769782 .



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, <https://www.coloradosos.gov/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, <https://www.coloradosos.gov> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

CERTIFICATE
OF
CERTIFICATE OF INCORPORATION
OF
THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

Know All Men By These Presents. That we, W. K. KOCH, as President, and J. R. SPANGLER, as Secretary of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation duly organized and existing under and by virtue of the laws of the State of Colorado, do hereby certify:

1. That we are respectively the President and Secretary of said corporation.
2. That at a special meeting of the stockholders of The Mountain States Telephone and Telegraph Company held on the 21st day of May, A. D. 1957, at the office of said Company, 931 Fourteenth Street, in the City and County of Denver and State of Colorado, in which said City and County the principal office and place of business of said Company is situated, there were present in person or by proxy stockholders of said corporation representing more than two-thirds of the shares of the entire outstanding capital stock of said Company; that said meeting was duly called; that notice of said meeting was published in The Daily Journal, a newspaper printed, published and of general circulation in the City and County of Denver and State of Colorado, on the 2nd day of May, 1957; that notice of said meeting, stating the time and object of said meeting, was mailed to each stockholder of the Company at least thirty (30) days before said meeting, properly addressed to each stockholder of said Company.
3. That at said meeting the following resolution was passed by more than two-thirds of the entire outstanding capital stock voting by ballot in favor thereof, of which the following resolution is a true copy:

"RESOLVED That Article IV of the Articles of Incorporation of The Mountain States Telephone and Telegraph Company be amended to read as follows:

"The capital stock of our said Company is Four Hundred Fifty Million Dollars (\$450,000,000) divided into four million five hundred thousand shares of the par value of One Hundred Dollars (\$100) each."

IN WITNESS WHEREOF, We, W. K. KOCH, as President, and J. R. SPANGLER, as Secretary of said corporation have hereunto set our hands and seals the 21st day of May, A. D. 1957, and have caused the seal of the corporation to be affixed hereto.

(SEAL)

Attest:

J. R. Spangler
Secretary.

W. K. Koch
President.

STATE OF COLORADO,
CITY AND COUNTY OF DENVER, ss.

The foregoing instrument was acknowledged before me this 21st day of May, A. D. 1957, by W. K. KOCH, as President, and J. R. SPANGLER, as Secretary of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Colorado, for the uses and purposes therein mentioned.

My commission expires April 26, 1958.

WITNESS my hand and official seal.

Lillian J. Levitt
Notary Public.

STATE OF COLORADO,
CITY AND COUNTY OF DENVER, ss.

W. K. KOCH, of lawful age, being first duly sworn, on oath deposes and says:

That he is the President of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a Colorado corporation; that he has read the above and foregoing Certificate of Amendment to the Articles of Incorporation of The Mountain States Telephone and Telegraph Company, and that he knows the contents thereof, and that the same is true of his own knowledge.

Subscribed and sworn to before me this 21st day of May, A. D. 1957.

My commission expires April 26, 1958.

W. K. Koch
Lillian J. Levitt
Notary Public.

135947

Certificate of Amendment
TO THE
Certificate of Incorporation
Of THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

DOMESTIC

FILED in the office of the Secretary of
State, of the State of Colorado, on the
21st day of May
A.D. 1957, at 2:00 o'clock PM
GEORGE J. BAKER
Secretary of State
Filing Clerk Yallerio Fee 30.005.00
Old Age Pension Fund

RECORDED
INDEXED
FILED
MAY 22 1957

RECORDED

BOOK 790 PAGE 340

This document has been inspected
and properly entered on the Re-
cords of The Flat Tax Department.

Date May 22, 1957
Stickler Clerk

EXHIBIT B

AMENDED AND RESTATED BYLAWS
of
QWEST CORPORATION
(as amended March 27, 2024)

Section 1. OFFICES

1.1 ***Principal Office.*** The principal office of the Corporation shall be located at 931 14th Street, Denver, Colorado 80202.

1.2 ***Additional Offices.*** The Corporation may have such other offices (including a registered office as required by law) at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

Section 2. SHAREHOLDERS' MEETINGS

2.1 ***Place of Meeting.*** Unless otherwise required by law or these Bylaws, all meetings of the shareholders shall be held at the principal office of the Corporation or at such other place as may be designated by the Board of Directors.

2.2 ***Annual Meetings.*** An annual meeting of the shareholders shall be held on the second Tuesday of June each year at 10 o'clock a.m., or on such other date or at such other time as the Board of Directors shall designate, for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting.

2.3 ***Special Meetings.*** Special meetings of the shareholders, for any purpose or purposes, may be called by the Chairman, President or Board of Directors. At any time, upon the written consent of any shareholder or shareholders holding in the aggregate one-half of the total voting power, the Secretary shall call a special meeting of shareholders to be held at the principal office of the Corporation at such time as the Secretary may fix, not less than 15 nor more than 60 days after the receipt of such request.

2.4 ***Notice of Meetings.*** Except as otherwise provided in Section 2.3 hereof or by law, the authorized person or persons calling a shareholders' meeting shall cause written notice of the time, place and purpose of the meeting to be given to all shareholders entitled to vote at such meeting, at least 10 days and not more than 60 days prior to the day fixed for the meeting. Notice of the annual meeting need not state the purpose thereof, unless action is to be taken at the meeting for which notice is required by law.

2.5 ***List of Shareholders.*** At every meeting of shareholders a list of shareholders entitled to vote, arranged alphabetically and certified by the Secretary or by the agent of the Corporation having charge of transfers of shares, showing the number and class of shares held by each such shareholder on the record date for the meeting, shall be produced on the request of any shareholder.

2.6 ***Quorum.*** Except as otherwise provided by law, the presence, in person or by proxy, of the holders of 65% of the total voting power shall be required and shall constitute a quorum at all meetings of the shareholders.

2.7 ***Voting.*** When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, by express provisions of law or the Charter, a different vote is required, in which case such express provision shall govern and control the decision of such question.

2.8 ***Proxies; Record Date.*** At any meeting of the shareholders, every shareholder having the right to vote shall be entitled to vote in person, or by proxy duly appointed by an instrument in writing that conforms to all requirements of applicable law. Each shareholder shall have one vote for each share of stock having voting power that is registered in his name on the books of the Corporation at the time of the meeting or on the record date for the determination of shareholders entitled to vote at the meeting if the Board of Directors shall have fixed such a record date.

2.9 ***Adjournments.*** Adjournments of any annual or special meeting of shareholders may not be taken without new notice being given unless a new date is fixed and announced prior to adjournment, but any meeting at which directors are to be elected shall be adjourned only from day to day until such directors shall have been elected.

2.10 ***Lack of Quorum.*** If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine, subject, however, to the provisions of Section 2.9 hereof. In the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum as fixed in Section 2.6 hereof, shall nevertheless constitute a quorum for the purpose of electing directors.

2.11 ***Action by Consent.*** To the maximum extent permitted by law, any action that may be taken at a meeting of shareholders may be taken by a consent in writing signed by shareholders holding the requisite amount of voting power required by applicable law in order to effect valid shareholder action in lieu of a meeting.

Section 3. DIRECTORS

3.1 ***Number; Powers; Election.*** The number of directors shall be two. The Board may exercise all such powers of the Corporation and do all such lawful acts and things which are not by law or by the Charter or these Bylaws directed or required to be done by the shareholders. The directors shall be elected at the annual meeting of the shareholders and shall hold office for one year and until their successors are chosen and have qualified. No director need be a shareholder.

3.2 ***Filling Vacancies.*** The remaining directors, even though not constituting a quorum, may, by a majority vote, fill any vacancy on the Board (including any vacancy resulting from death or resignation, from an increase in the authorized number of directors or from failure

of the shareholders to elect the full number of authorized directors) for an unexpired term, provided that the shareholders shall have the right, at any special meeting called for the purpose prior to such action by the Board, to fill the vacancy.

3.3 *Removal of Board Members.* Unless otherwise provided by the Charter or applicable law, any director may be removed, with or without cause, notwithstanding that his term of office may not have expired, by either (i) the affirmative vote of a majority of the total voting power of the Corporation (or any such higher vote required by applicable law) or (ii) a two-thirds vote of the Board of Directors. At the same meeting in which the shareholders or the Board of Directors remove one or more directors, a successor or successors may be elected for the unexpired term of the director or directors removed.

Section 4. MEETINGS OF THE BOARD

4.1 *Place of Meetings.* The meetings of the Board of Directors may be held at such place as a majority of the directors may from time to time designate.

4.2 *Initial Meetings.* The first meeting of each newly elected Board shall be held immediately following the annual shareholders' meeting and at the same place as the annual meeting, and no notice of such first meeting shall be necessary to the newly elected directors in order legally to constitute the meeting.

4.3 *Regular Meetings.* Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by the Board.

4.4 *Special Meetings.* Special meetings of the Board may be called by the Chairman or President on two days' notice given to each director, either personally or by telephone, mail or by telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of any two directors, and if the President and Secretary fail or refuse, or are unable to call a meeting when requested by any two directors, then the two directors may call the meeting on two days' written notice given to each director.

4.5 *Quorum.* A majority of the Board shall be necessary to constitute a quorum for the transaction of business and, except as may be otherwise provided by law, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board.

4.6 *Withdrawal.* If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by vote of a majority of a quorum as fixed in Section 4.5 hereof, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum as fixed in Section 4.5 hereof, or the refusal of any directors present to vote.

4.7 *Committees.* The Board may designate one or more committees, each committee to consist of two or more of the directors of the Corporation (and one or more directors may be named as alternate members to replace any absent or disqualified regular members), which, to the extent provided by resolution of the Board or the Bylaws and subject to any applicable restrictions under applicable law, shall have and may exercise the powers of the Board in the management of

the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to documents. Such committee or committees shall have such name or names as may be stated in the Bylaws, or as may be determined, from time to time, by the Board. Any vacancy occurring in any committee shall be filled by the Board, but the President may designate another director to serve on the committee pending action by the Board. Each such committee shall hold office during the term of the Board constituting it, unless otherwise ordered by the Board.

4.8 ***Action by Consent.*** Any action which may be taken at a meeting of the Board or any committee thereof may be taken by a consent in writing signed by all of the directors or by all members of the committee, as the case may be, and filed with the records of proceedings of the Board or committee.

4.9 ***Meetings by Telephone or Similar Communication.*** To the maximum extent permitted by applicable law, meetings of the Board of Directors may be held by the means of telephone conference calls or similar communications equipment provided that all persons participating in the meeting can hear and communicate with each other.

Section 5. NOTICES

5.1 ***Form of Delivery.*** Any written notice required or permitted by law, the Charter or the Bylaws to be given to any shareholder or director shall be deemed to have been given to such shareholder or director (a) on the date such notice is served upon such shareholder or director or (b) on the day such notice is deposited in the United States mail, postage prepaid, addressed to such shareholder or director at his last known address.

5.2 ***Waiver.*** Whenever any notice is required to be given by law or the Charter or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 6. OFFICERS

6.1 ***Designations.*** The officers of the Corporation shall be chosen by the directors and shall be a President, Secretary, Treasurer and any other officer required to be elected by the laws of the state in which the Corporation is organized. The Board may elect a Chairman and a Chief Executive Officer, and one or more Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, Assistant Secretaries and Assistant Treasurers. Except for the positions of President and Secretary, any two offices may be held by one person.

6.2 ***Additional Designations.*** The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

6.3 ***Salaries.*** The salaries of all officers and agents of the Corporation, if any, shall be fixed by the Board.

6.4 ***Term of Office.*** The officers of the Corporation shall hold office at the pleasure of the Board of Directors.

6.5 ***Chairman.*** The Chairman, if any, shall preside at all meetings of the shareholders and directors, ensure that all orders, policies and resolutions of the Board are carried out and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

6.6 ***Chief Executive Officer ("CEO").*** The Chief Executive Officer, if any, shall be the chief executive officer of the Corporation; he shall have general and active management of the business of the Corporation. He may sign, execute and deliver in the name of the Corporation powers of attorney, contracts, bonds and other obligations and shall perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

6.7 ***President.*** The President shall manage the day-to-day affairs of the Corporation. He may sign, execute and deliver in the name of the Corporation powers of attorney, contracts, bonds and other obligations and shall perform such other duties as may be prescribed from time to time by the Board of Directors, the Chairman, the CEO and the Bylaws. The President shall perform the duties of the CEO if no CEO is elected or if the CEO is absent or unable to act.

6.8 ***Executive Vice President(s).*** Each Executive Vice President shall assist the CEO and the President in discharging the duties of their offices in any manner requested by them and perform any other duties as may be prescribed by the Board of Directors and the Bylaws.

6.9 ***Senior Vice President(s).*** Each Senior Vice President shall possess the power and may perform the duties of the Executive Vice Presidents in their absence or disability and shall perform such other duties as may be prescribed from time to time by the Board of Directors, the CEO or the President.

6.10 ***Vice President(s).*** Each Vice President shall have such powers and perform such duties as may be assigned to them by the Board of Directors, the CEO or the President. A Vice President may sign and execute contracts and other obligations pertaining to the regular course of his duties.

6.11 ***Secretary.*** The Secretary shall keep the minutes of all meetings of the shareholders, the Board of Directors and all committees thereof. The Secretary shall cause notice to be given of meetings of the shareholders, of the Board of Directors and of any committee appointed by the Board. The Secretary shall have custody of the corporate seal and general charge of the records, documents and papers of the Corporation not pertaining to the duties vested in other officers, which shall at all reasonable times be open to the examination of any director. The Secretary may sign or execute contracts with the CEO, the President, or any Executive Vice President, Senior Vice President or Vice President thereunto authorized in the name of the Corporation and affix the seal of the Corporation thereto. The Secretary shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the Bylaws.

6.12 ***Assistant Secretary.*** The Assistant Secretary shall have such powers and perform such duties as may be assigned by the Board of Directors or the President. In the absence or

disability of the Secretary, the Assistant Secretary shall perform the duties and exercise the powers of the Secretary.

6.13 ***Treasurer.*** The Treasurer shall have general custody of all the funds and securities of the Corporation and have general supervision of the collection and disbursement of the funds of the Corporation. The Treasurer shall endorse on behalf of the Corporation for collection checks, notes and obligations and may deposit the same to the credit of the Corporation in such bank or banks or depositories as the Board of Directors may designate. The Treasurer may sign, with the President or such other person or persons as may be designated for the purpose by the Board of Directors, all bills of exchange or promissory notes of the Corporation. The Treasurer shall enter or cause to be entered regularly in the books of the Corporation full and accurate account of all monies received and paid by him on account of the Corporation; shall at all reasonable times exhibit books and accounts to any director of the Corporation upon application at the office of the Corporation during business hours; and, whenever required by the Board of Directors, the CEO or the President, shall render a statement of accounts. The Treasurer shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the Bylaws.

6.14 ***Assistant Treasurer.*** The Assistant Treasurer shall have such powers and perform such duties as may be assigned by the Board of Directors, the CEO, the President, or the Treasurer. In the absence or disability of the Treasurer, the Assistant Treasurer shall perform the duties and exercise the powers of the Treasurer.

6.15 ***Controller.*** The Controller shall be the principal accounting officer and shall be responsible for the development and maintenance of the accounting systems used by the Corporation and its subsidiaries. The Controller shall be authorized to implement policies and procedures to ensure that the Corporation and its subsidiaries maintain internal accounting control systems designed to provide reasonable assurance that the accounting records accurately reflect business transactions and that such transactions are in accordance with management's authorization. Additionally, the Controller shall be responsible for internal and external financial reporting for the Corporation and its subsidiaries.

6.16 ***General Manager(s).*** Each General Manager shall be responsible for overseeing the day-to-day management of the Company's field operations at the direction of the Regional Vice President and for performing such other duties as may from time to time be assigned. A General Manager may sign and execute contracts and other obligations pertaining to the regular course of his duties.

Section 7. STOCK

7.1 ***Certificates.*** The certificates of each class of stock of the Corporation shall be numbered and shall be entered in the books of the Corporation as they are issued. Every certificate of stock shall be signed in the manner required by applicable law. If any stock certificate is signed by a transfer agent or by a registrar, other than the Corporation itself or an employee of the Corporation, the signature of such officer may be a facsimile.

7.2 ***Lost Certificates.*** The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost or destroyed.

7.3 ***Transfers.*** Upon surrender to the Corporation, or the transfer agent of the Corporation, a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

7.4 ***Record Date.*** For the purpose of determining shareholders entitled to notice of and to vote at a meeting, or to receive a dividend, or to receive or exercise subscription or other rights, or to participate in a reclassification of stock, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a record date for determination of shareholders for such purpose, such date to be not more than 60 days and, if fixed for the purpose of determining shareholders entitled to notice of and to vote at a meeting, not less than 10 days, prior to the date on which the action requiring the determination of shareholders is to be taken.

7.5 ***Registered Shareholders.*** Except as otherwise provided by law, the Corporation and its directors, officers and agents may recognize and treat a person registered on its records as the owner of shares as the owner in fact thereof for all purposes, and as the person exclusively entitled to have and to exercise all rights and privileges incident to the ownership of such shares, and rights under this Section shall not be affected by an actual or constructive notice which the Corporation, or any of its directors, officer or agents, may have to the contrary.

Section 8. MISCELLANEOUS

8.1 ***Dividends.*** Except as otherwise provided by law or the Charter, dividends upon the stock of the Corporation may be declared by the Board of Directors at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of stock.

8.2 ***Reserves.*** The Board of Directors may create and abolish reserves out of earned surplus for any proper purposes.

8.3 ***Checks.*** All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

8.4 ***Fiscal Year.*** The Board of Directors may adopt for and on behalf of the Corporation a fiscal or a calendar year.

8.5 ***Seal.*** The Board of Directors may adopt a corporate seal. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. Failure to affix the seal shall not, however, affect the validity of any instrument.

8.6 ***Gender.*** All pronouns and variations thereof used in these Bylaws shall be deemed to refer to the masculine, feminine or neuter gender, singular or plural, as to the identity of the person, persons, entity or entities referred to require.

8.7 ***Severability.*** A determination that any provision of these By-laws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these By-laws.

8.8 ***Definition of Charter.*** Any reference herein to the Corporation's "Charter" shall mean the Corporation's articles of incorporation, certificate of incorporation or similar organizational document.

Section 9. INDEMNIFICATION

9.1 ***Indemnification.*** To the maximum extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another business, foreign or nonprofit corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, damages, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

9.2 ***Standard of Conduct.*** If applicable law conditions the Corporation's ability to indemnify a director, officer, employee or agent upon a determination that an applicable standard of conduct has been met, the indemnification hereunder (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that such applicable standard of conduct has been met. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, (b) if such a quorum is not obtainable or a quorum of disinterested directors so directs, by independent legal counsel, or (c) by the shareholders.

9.3 ***Payment of Expenses in Advance.*** The expenses incurred in defending such an action, suit or proceeding shall be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section 9.2 above, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized hereunder.

9.4 ***Nonexclusivity and Continuance of Indemnification.*** The indemnification provided hereunder shall not be deemed exclusive of any other rights to which any person indemnified may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs and legal representatives.

9.5 ***Insurance.*** The Corporation may procure insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another business, nonprofit or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under applicable law.

Section 10. AMENDMENTS

10.1 ***Amendments; Repeal.*** These Bylaws may be amended or repealed by the Board of Directors at any regular or special meeting or by the shareholders at any annual or special meeting, provided notice of the proposed amendment or repeal is contained in the notice of such annual or special meeting of shareholders.

* * * * *

EXHIBIT C

**Contains Confidential
Information that will be
submitted pursuant to a
Protective Order**

EXHIBIT E

**Contains Confidential
Information that will be
submitted pursuant to a
Protective Order**

EXHIBIT I

**Contains Confidential
Information that will be
submitted pursuant to a
Protective Order**

EXHIBIT L

**Contains Confidential
Information that will be
submitted pursuant to a
Protective Order**