REVISED PLAN OF MERGER

This Revised Plan of Merger ("Plan of Merger") has been adopted and approved by the boards of directors of Uintah Basin Telecommunications Association, Inc., hereinafter referred to as UBTA, and UBET Telecom, Inc.

The Plan of Merger is as follows:

1. MERGER - SURVIVING CORPORATION:

UBTA and UBET Telecom, Inc., will combine, merge and consolidate into one company, with the surviving company being UBTA-UBET Communications, Inc. (herein referred to as UBTA-UBET) a cooperative.

2. MANAGEMENT:

The articles and bylaws of UBTA will be amended (and become the articles and bylaws of UBTA-UBET) to increase the number of directors to ten (10) by adding a director from the Vernal, a director from the Roosevelt and a director from Duchesne to the existing seven (7) directors of UBTA. The three new director positions will be for three year terms with the terms being staggered. The board of directors for UBTA existing at the time of the merger will initially appoint the three directors, from Roosevelt, Vernal and Duchesne to serve beginning the effective date of the merger. The director from Duchesne would be appointed to serve until the annual meeting in 2005 and then be elected by the members for the next three year term, the director from Roosevelt would be appointed annually to serve until the annual meeting in 2006 and then be elected by the members for a three year term and the director from Vernal would be appointed annually to serve until the annual meeting in 2007 and then be elected by the members for a three year term. The seven (7) existing directors for UBTA would continue to serve the terms for which hey are presently elected. All the other provisions of the present UBTA bylaws governing directors and their election would apply to the new directors.

3. EFFECTIVE DATE:

The effective date of the merger will be as soon as all consents are obtained and other requirements are met.

4. ASSETS AND LIABILITIES

As a result of the merger, UBTA will acquire all property, real, personal and mixed, and all interest in and all other assets belonging to UBET Telecom and then change its name to UBTA-UBET Communications Inc. UBTA-UBET will become responsible and liable for all liabilities, obligations and claims of UBET Telecom.

5. MEMBERSHIP

On the effective day of the merger the subscribers of UBET Telecom will become members of UBTA-UBET in accordance with the terms of the articles and bylaws of UBTA-UBET with all rights and privileges and conditions as members subject to the modifications and terms set forth in the following paragraph (6).

6. MEMBERSHIP FEE/ TWO CLASSES OF MEMBERSHIP:

The present UBTA membership fee is \$200.00. To assist the UBET Telecom subscribers in paying that fee UBTA- UBET will amend its articles and bylaws to provide for two classes of members. Class A membership shall have all rights that existing UBTA members have including voting and receiving patronage. The fee for a Class A membership will be \$200.00 subject to future adjustment by the Board of Directors. All present members of UBTA would be Class A members.

The subscribers of UBET Telecom, at the time of the merger would become Class B members until they qualify to be Class A members. Class B members would not have the right to vote, could not be a director but would accrue

patronage. There would be no fee for Class B membership. Upon payment of \$50.00 towards the \$200.00 membership fee a Class B membership would be converted to a Class A membership. The remaining \$150.00 would be deducted from the first patronage payments to be received by the member. The Class A membership fee rnay be paid by paying the first \$50.00 of the membership fee in \$5.00 per month installments paid with the monthly bill for telephone services and the remaining amount of \$150.00 being deducted from the first patronage payments that would have been paid to the member in accordance with the bylaws. Upon completion of the merger all UBET Telecom subscribers will be considered to have elected to convert their Class B membership to Class A membership using the installment procedure set forth in this paragraph unless the subscriber gives written notice that he/she/they elect to remain Class B members or they contact UBTA-UBET and making other arrangements to pay the membership fee. Those who elect to remain Class B membership at such time as they have accrued patronage of \$200.00 which will then be applied to their Class A

membership fee. The membership fee is not refundable. The other terms of membership are set forth in the bylaws.

7. APPROVAL BY MEMBERS

This proposed Plan of Merger will be presented to the members of UBTA for their approval at either the annual meeting of 2004 or at a special meeting called for that purpose. If the Plan of Merger is approved by a majority vote of the members in attendance then the merger will proceed.

8. OTHER APPROVALS

The approval of lenders and regulatory agencies will also be required. The officers, directors, attorneys and employees are directed to immediately proceed to obtain those approvals.

9. AMENDMENTS OF ARTICLES AND BY LAWS

The articles and by laws of UBTA will be amended to change the name, to increase the number of directors to ten a set forth in the Management section of this document and to provide for two classes of membership and such other changes as are needed to comply with this Plan.

The articles and bylaws will also be amended to provide that the articles and bylaws of UBTA-UBET after the merger may not be repealed, amended or changed except by one of the following procedures:

- a. Upon a ninety percent (90%) vote of all directors after written notice is given to the members, or
- b. Upon approval of seven of the ten voting districts by a two-thirds (2/3) vote of the members attending a voting district meeting specially called for that purpose.

10. COMPLETION OF THE MERGER

Upon the approval of this Plan of Merger by the members of UBTA, the officers and directors, attorneys, accountants and employees are directed to take all action necessary to finalize and complete the merger including filing articles of merger and amending the articles and by laws. In addition, the attorneys, accountants, officers and directors and employees of UBTA are direct to take whatever action is necessary to schedule the meetings, obtain consents and proceed with this Plan of Merger.

DATED this 11th day of March, 2004.

UBET Telecom, Inc.

Uintah Basin Telecommunications Association, Inc.

By: <u>/s/</u> By: <u>/s/</u>

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President

President