**RECORD OF ACTION**

**OF THE**

**GOVERNORS**

**OF**

**MIDWEST INTERNET COOPERATIVE NETWORK LLC**

**IN LIEU OF A MEETING**

**INASMUCH** as Sections 322B.656 of Minnesota Statutes provide that the governors of a limited liability company may act, without the formality of a meeting, by subscribing their names to a record of the action assented to and taken by them unanimously,

**NOW, THEREFORE,** the undersigned, being all of the governors of Midwest Internet Cooperative Exchange LLC (“Company”), record that as of the \_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2015, they hereby adopt the following resolutions as the actions of the governors in lieu of a meeting:

**Amended and Restated Articles of Organization**

**RESOLVED,** that the Board of Governors and Members, pursuant to the Member approval obtained at a regularly held meeting of the Members on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2015, (the “Member Approval”), deem it advisable and in the best interest of the Company to amend and restate the current Articles of Organization on file with the Minnesota Secretary of State.

**RESOLVED FURTHER,** that the Amended and Restated Articles of Organization of the Company, in the form attached hereto as Exhibit “A”, are hereby approved.

**RESOLVED FURTHER,** pursuant to that Member Approval \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, as President/Chief Manager of this Company, is hereby authorized and directed to make and execute the Amended and Restated Articles of Organization embracing the foregoing resolution, and to file the Amended and Restated Articles of Organization with the Minnesota Secretary of State.

**Amended and Restated Operating Agreement**

**RESOLVED,** that the Amended and Restated Operating Agreement of the Company, in the form attached hereto as Exhibit “B”, is hereby approved.

**RESOLVED FURTHER,** that Shaun Carlson, as Secretary of this Company, is authorized and directed to make and execute the Amended and Restated Operating Agreement embracing the foregoing resolution.

**RESOLVED FURTHER,** the foregoing resolutions shall be effective as of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2015.

**GOVERNORS:**

**Exhibit “A”**

**Amended and Restated**

**Articles of Organization**

**Exhibit “B”**

**Amended and Restated**

**Operating Agreement**