MICHIGAN BELL TELEPHONE COMPANY

CERTIFICATE OF INCREASE OF CAPITAL STOCK

19-

We, the undersigned, being President and Secretary of Michigan Bell Telephone Company, a corporation existing under the provisions of Act 129 of the Michigan Public Acts of 1883, as amended, do hereby certify:

That at a Special Meeting of the Stockholders of said corporation, duly called and held at the office of the Company on the twenty-first day of November, 1927, on waiver of notice signed by every Stockholder, it was RESOLVED by the vote of more than two-thirds of the capital stock of said corporation that the capital stock be increased to Eighty Five Million Dollars ($85,000,000) to consist of Eight Hundred and Fifty Thousand (850,000) shares of Common Stock of the par value of One Hundred Dollars ($100) each, and that Article 5 of the Articles of Association of the Company, as amended, be amended to read as follows:

ARTICLE 5.

The amount of the capital stock of said corporation is Eighty Five Million Dollars ($85,000,000). The same is to be divided into Eight Hundred and Fifty Thousand (850,000) shares of Common Stock of the par value of One Hundred Dollars ($100) each. The amount of capital stock subscribed at the time of the execution of these amended Articles of Association is Eighty Five Million Dollars ($85,000,000) and the amount paid in thereon is Eighty Five Million Dollars ($85,000,000).

IN WITNESS WHEREOF we hereunto set our names this twenty-first day of November, 1927.

President

Secretary

Filed Nov. 15-1927.

SEAL APPEARS ONLY ON ORIGINAL

FILED

DEC 1 5 1927

John L. Haggerty

SECRETARY OF STATE

SEAL APPEARS ONLY ON ORIGINAL

17-

MICHIGAN BELL TELEPHONE COMPANY

CERTIFICATE OF INCREASE OF CAPITAL STOCK

We, the undersigned, being President and Secretary of Michigan Bell Telephone Company, a corporation existing under the provisions of Act 129 of the Michigan Public Acts of 1883, as amended do hereby certify:

That at a Special Meeting of the Stockholders of said corporation, duly called and held at the office of the Company on the fourteenth day of November, 1929, it was RESOLVED by the vote of more than two-thirds of the capital stock of said corporation that the capital stock be increased to One Hundred and Ten Million Dollars ($110,000,000) to consist of One Million One Hundred Thousand (1,100,000) shares of Common Stock of the par value of One Hundred Dollars ($100) each, and that Article 5 of the Articles of Association of the Company, as amended, be amended to read as follows:

ARTICLE 5.

The amount of the capital stock of said corporation is One Hundred and Ten Million Dollars ($110,000,000). The same is to be divided into One Million One Hundred Thousand (1,100,000) shares of Common Stock of the par value of One Hundred Dollars ($100) each. The amount of capital stock subscribed at the time of the execution of these amended Articles of Association is One Hundred and Ten Million Dollars ($110,000,000) and the amount paid in thereon is One Hundred and Ten Million Dollars ($110,000,000.)

IN WITNESS WHEREOF we hereunto set our names this 14th day of November, 1929.

Burch Foraker

President

W. I. Mizner

Secretary

(Corporate Seal)

Filed December 19, 1929

SEAL APPEARS ONLY ON ORIGINAL

ARTICLES OF ASSOCIATION

Continuing the Corporate Existence

of

Michigan Bell Telephone Company

We, the undersigned, the President and the Secretary of Michigan Bell Telephone Company, a corporation organized and existing under Act 129 of the Public Acts of 1883 as amended, being Sections 11690 et seq. of the Compiled Laws of 1929, for the purpose of continuing the corporate existence of said company under the provisions of Act 328 of the Public Acts of 1905, being Sections 10170 et seq. of the Compiled Laws of 1929, and in pursuance of a resolution adopted by a vote of more than two-thirds of the capital stock of said company at the annual meeting thereof held on the eleventh day of February, A. D., 1932, a copy of which resolution is hereto attached, hereby make, sign and acknowledge Articles of Association, as follows, to-wit: -

Article I.

These Articles of Association are entered into for the purpose of organizing a corporation under Act 129 of the Public Acts of 1883 as amended

entitled "An Act for the Organization of Telephone and Messenger Service Companies" being Sections 11690 et seq. of the Compiled Laws of 1929.

Article II.

The name of this corporation shall be MICHIGAN BELL TELEPHONE COMPANY.

Article III.

The place where the principal business in this State is to be located is the City of Detroit.

Article IV.

The term of existence of said corporation shall be thirty years from the expiration of the former term thereof.

Article V.

The amount of capital stock of said corporation is One Hundred Ten Million Dollars ($110,000,000). The same is to be divided into one million one hundred thousand (1,100,000) shares of Common stock of the par value of One Hundred Dollars ($100.00) each. The amount of the capital stock subscribed at the time of the execution of these Articles of Association is One Hundred Ten Million Dollars ($110,000,000), and the

amount paid in thereon is One Hundred Ten Million Dollars (110,000,000).

Article VI.

The affairs of the corporation shall be managed by a board of eleven (11) directors which number may be changed from time to time as provided in the By-Laws of the corporation but there shall always be at least three (3) directors.

Article VII.

The following named persons shall act as the first directors of said corporation: -

Name	Address
Frank W. Blair	Union Joint Stock Land Bank, Detroit, Michigan
Emory W. Clark	First Wayne National Bank, Detroit, Michigan
Fred J. Fisher	General Motors Building, Detroit, Michigan
Burch Foraker	1365 Cass Avenue, Detroit, Michigan
Bancroft Gherardi	195 Broadway, New York City
W. S. Gifford	195 Broadway, New York City
Robert W. Irwin	23 Summer Street, N.W., Grand Rapids, Michigan
W. I. Mizner	1365 Cass Avenue, Detroit, Michigan

Name	Address
R. Perry Snorts	Second National Bank & Trust Company, Saginaw, Michigan
Oscar Webber	c/o The J. L. Hudson Co., Detroit, Michigan
G. M. Welch	1365 Cass Avenue, Detroit, Michigan.

Article VIII

There shall be an Executive Committee of not less than three (3) members which shall be chosen by the Board of Directors from among their own number and shall generally perform such duties and exercise such powers as may be directed and conferred upon them by the Board of Directors from time to time and subject to such direction they shall have authority to exercise all powers of the Board of Directors.

Article IX.

The Corporation, the corporate existence of which is hereby continued, having purchased all the property, rights, privileges and franchises formerly owned and operated by the Michigan Telephone Company, a corporation of the State of Michigan, which were sold to Norman W. Harris by Walter S. Harsha, Special Master, under a decree of foreclosure and sale made and entered by the Circuit

Court of the United States for the Eastern District of Michigan on the fifteenth day of July, A. D., 1903, in the suit between the Old Colony Trust Company, Trustee, and the Michigan Telephone Company, the corporation shall continue to have and to hold all such property at the time of the execution of these Articles of Association continued to be so held and all such other property as shall have been acquired and shall be held on the date of the execution of these Articles of Association.

Article X.

The names of the stockholders, their respective residences, and the number of shares of stock subscribed, held and paid for by each, are as follows: -

Name	Address	No. of Shares
American Telephone & Telegraph Company	195 Broadway, New York City	1,099,990
Frank W. Blair	Union Joint Stock Land Bank, Detroit, Michigan	10
Emory W. Clark	First Wayne National Bank, Detroit, Michigan	10
Fred J. Fisher	General Motors Building, Detroit, Michigan	10
Burch Foraker	1365 Cass Avenue, Detroit, Michigan	10
Bancroft Gherardi	195 Broadway, New York City	10

Name	Address	No. of Shares
W. S. Gifford	195 Broadway, New York City	10
Robert W. Irwin	23 Summer Street, N.W., Grand Rapids, Michigan	10
W. I. Mizner	1365 Cass Avenue, Detroit, Michigan	10
R. Perry Shorts	Second National Bank & Trust Company, Saginaw, Michigan	10
Oscar Webber	c/o The J. L. Hudson Co., Detroit, Michigan	10
G. M. Welch	1365 Cass Avenue Detroit, Michigan	10

IN WITNESS WHEREOF, we, the President and Secretary of said corporation, for the purpose of giving legal effect to these Articles hereto sign our names this eleventh day of February, A. D., 1932.

Burch Foraker

President.

Robert Irwin

Secretary.

STATE OF MICHIGAN }
County of Wayne } ss: -

On this eleventh day of February, A. D., 1932 before me, a Notary Public in and for said county, personally appeared BURCH FORAKER and WALTER I. MIZNER, known to me to be the persons named in and who executed the foregoing Articles of Association, and severally acknowledged that they executed the same freely and for the intents and purposes therein mentioned.

L. M. Chicaine

Notary Public, Wayne County, Michigan.
My commission expires: Oct. 19th, 1934.

STATE OF MICHIGAN }
County of Wayne } ss: -

I, WALTER I. MIZNER, Secretary of Michigan Bell Telephone Company, do hereby certify that at the annual meeting of the stockholders of said company held at the principal office of said company in the City of Detroit, Michigan, on the eleventh day of February, A. D., 1932, the following resolution was adopted by a vote of more than two-thirds of the entire capital stock, namely: -

"WHEREAS, the corporate existence of Michigan Bell Telephone Company, which is incorporated under Act 129 of the Public Acts of 1883 as amended, will terminate by limitation on to-wit: the twenty-fifth day of January, A. D., 1934, therefore be it

RESOLVED that the corporate term of said Michigan Bell Telephone Company be extended for the further term of thirty (30) years from the twenty-sixth day of January, A. D., 1934, and that the President and Secretary are hereby directed to make, sign and acknowledge Articles of Association as provided in Act 328 of the Public Acts of 1905, being Sections 10170 et seq., of the Compiled Laws of 1929."

Secretary.

Subscribed and sworn to this 11th day of February, A. D., 1932.

Notary Public, Wayne County, Michigan.
My commission expires: Oct 19th 1934.

ARTICLES OF ASSOCIATION

Continuing the Corporate Existence

of

MICHIGAN BELL TELEPHONE COMPANY

FILED

JUN 14 1932.

Frank D. Fitzgerald

Corporation Division

JUN 14 1932

M. S. Y. A. S.

SEAL APPEARS ONLY ON ORIGINAL

ARTICLES OF ASSOCIATION

Continuing the Corporate Existence of

Michigan Bell Telephone Company

filed in confirmation of the similar Articles for the same term filed June 14, 1932 if the said former Articles shall be legally effective and in lieu of said former Articles if the same shall not be so effective.

We, the undersigned, the President and the Secretary of Michigan Bell Telephone Company, a corporation organized and existing under Act 129 of the Public Acts of 1883, as amended, being Sections 11690 et seq. of the Compiled Laws of 1929, for the purpose of continuing the corporate existence of said company under the provisions of Act 16 of the Public Acts of the Extra Session of 1932, and in pursuance of a resolution adopted by a vote of more than two-thirds of the capital stock of said company at a special meeting of the stockholders of said corporation called for that purpose held on the 20th day of October, A. D., 1932, a copy of which resolution is hereto attached, hereby make, sign and acknowledge Articles of Association, as follows, to-wit: -

Article I.

These Articles of Association are entered into for the purpose of organizing a corporation under Act 129 of the Public Acts of 1883 as amended

entitled "An Act for the Organization of Telephone and Messenger Service Companies" being Sections 11690 et seq. of the Compiled Laws of 1929.

Article II.

The name of this corporation shall be MICHIGAN BELL TELEPHONE COMPANY.

Article III.

The place where the principal business in this State is to be located is the City of Detroit.

Article IV.

The term of existence of said corporation shall be thirty years from the expiration of the former term thereof.

Article V.

The amount of capital stock of said corporation is One Hundred Ten Million Dollars ($110,000,000). The same is to be divided into one million one hundred thousand (1,100,000) shares of Common stock of the par value of One Hundred Dollars ($100.00) each. The

amount of the capital stock subscribed at the time of the execution of these Articles of Association is One Hundred Ten Million Dollars ($110,000,000), and the amount paid in thereon is One Hundred Ten Million Dollars ($110,000,000).

Article VI.

The affairs of the corporation shall be managed by a board of eleven (11) directors which number may be changed from time to time as provided in the By-Laws of the corporation but there shall always be at least three (3) directors.

Article VII.

The following named persons shall act as the first directors of said corporation: -

Name	Address
Frank W. Blair	Union Joint Stock Land Bank, Detroit, Michigan
Emory W. Clark	First Wayne National Bank, Detroit, Michigan
Fred J. Fisher	General Motors Building, Detroit, Michigan
Burch Foraker	1365 Cass Avenue, Detroit, Michigan

Name	Address
Bancroft Gherardi	195 Broadway, New York City
W. S. Gifford	195 Broadway, New York City
Robert W. Irwin	23 Summer Street, N.W., Grand Rapids, Michigan
W. I. Mizner	1365 Cass Avenue, Detroit, Michigan
R. Perry Shorts	Second National Bank & Trust Company, Saginaw, Michigan
Oscar Webber	c/o The J. L. Hudson Co., Detroit, Michigan
G. M. Welch	1365 Cass Avenue, Detroit, Michigan.

Article VIII.

There shall be an Executive Committee of not less than three (3) members which shall be chosen by the Board of Directors from among their own number and shall generally perform such duties and exercise such powers as may be directed and conferred upon them by the Board of Directors from time to time and subject to such direction they shall have authority to exercise all powers of the Board of Directors.

Article IX.

The Corporation, the corporate existence of which is hereby continued, having purchased all the property, rights, privileges and franchises formerly owned and operated by the Michigan Telephone Company, a corporation of the State of Michigan, which were sold to Norman W. Harris by Walter S. Harsha, Special Master, under a decree of foreclosure and sale made and entered by the Circuit Court of the United States for the Eastern District of Michigan on the fifteenth day of July, A. D., 1903, in the suit between the Old Colony Trust Company, Trustee, and the Michigan Telephone Company, the corporation shall continue to have and to hold all such property at the time of the execution of these Articles of Association continued to be so held and all such other property as shall have been acquired and shall be held on the date of the execution of these Articles of Association.

Article X.

The names of the stockholders, their respective residences, and the number of shares of stock subscribed, held and paid for by each, are as follows: -

Name	Address	No. of Shares
American Telephone & Telegraph Company	195 Broadway, New York City	1,099,890
Frank W. Blair	Union Joint Stock Land Bank, Detroit, Michigan	10
Emory W. Clark	First Wayne National Bank, Detroit, Michigan	10
Fred J. Fisher	General Motors Building, Detroit, Michigan	10
Burch Foraker	1365 Cass Avenue, Detroit, Michigan	10
Bancroft Gherardi	195 Broadway, New York City	10
W. S. Gifford	195 Broadway, New York City	10
Robert W. Irwin	23 Summer Street, N.W., Grand Rapids, Michigan	10
W.I. Mizner	1365 Cass Avenue, Detroit, Michigan	10
R. Perry Shorts	Second National Bank & Trust Company, Saginaw, Michigan	10
Oscar Webber	c/o The J. L. Hudson Co., Detroit, Michigan	10
G. M. Welch	1365 Cass Avenue, Detroit, Michigan	10

IN WITNESS WHEREOF, we, the President and Secretary of said corporation, for the purpose of giving legal effect to these Articles hereto sign our names this 30th day of

October, A. D., 1932.

Burch Foraker

President.

Walter I. Mizner

Secretary.

STATE OF MICHIGAN }
County of Wayne } ss: -

On this 25th day of October, A. D., 1932, before me, a Notary Public in and for said county, personally appeared BURCH FORAKER and WALTER I. MIZNER, known to me to be the persons named in and who executed the foregoing Articles of Association, and severally acknowledged that they executed the same freely and for the intents and purposes therein mentioned.

Frank L. Curtis

Notary Public, Wayne County, Michigan.

My commission expires: June 28-1934.

STATE OF MICHIGAN }
County of Wayne } ss: -

I, WALTER I. MIZNER, Secretary of Michigan Bell Telephone Company, do hereby certify that at a special meeting of the stockholders of said company held at the principal office of said company in the City of Detroit, Michigan, on the 25th day of October, A. D., 1932, the following resolution was adopted by a vote of more than two-thirds of the entire capital stock, namely: -

"WHEREAS, at the annual meeting of the stockholders of this corporation held February 11th, 1932 a resolution was duly adopted to extend the corporate term of this corporation for thirty years from January 26th, 1934 and Articles of Association therefor were duly executed and forwarded with all requisite fees to the Secretary of State but it was ascertained that Act 328 of the Public Acts of 1905 under which said action was taken had been repealed and since that time by Act 16 of the Extra Session of 1932 such an extension has been authorized, therefore be it

RESOLVED that the corporate term of Michigan Bell Telephone Company be extended for the further term of thirty years from the 26th day of January, A. D., 1934, and that the President and Secretary are hereby directed to make, sign and acknowledge Articles of Association as provided in Act 16 of the Public Acts of the Extra Session of 1932.

Secretary.

Subscribed and sworn to this 25th day of October, A. D., 1932.

Notary Public, Wayne County, Michigan.

My commission expires: Jan. 28-1934.

Filed Nov. 15, 1932

RECEIVED
NOV 15 1932

FILED
NOV 15 1932
Frank O. Fitzgerald

Corporation Div.
NOV 15 1932
M. S. & A. S.
COMPARED BY

SEAL APPEARS ONLY ON ORIGINAL

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MICHIGAN BELL TELEPHONE COMPANY

CERTIFICATE OF INCREASE OF CAPITAL STOCK

We, the undersigned, being the President and Secretary of Michigan Bell Telephone Company, a corporation existing under the provisions of Act 129 of the Michigan Public Acts of 1883, as amended, do hereby certify:

That at a Special Meeting of the Stockholders of said corporation, duly called and held at the office of the Company on the thirteenth day of August, 1936, it was RESOLVED by the vote of more than two-thirds of the capital stock of said corporation that the capital stock be increased to One Hundred and Twenty-five Million Dollars ($125,000,000) to consist of One Million Two Hundred and Fifty Thousand (1,250,000) shares of Common Stock of the par value of One Hundred Dollars ($100) each, and that Article 5 of the Articles of Association of the Company, as amended, be amended to read as follows:

ARTICLE 5.

The amount of the capital stock of said corporation is One Hundred and Twenty-five Million Dollars ($125,000,000). The same is to be divided into One Million Two Hundred and Fifty Thousand (1,250,000) shares of Common Stock of the par value of One Hundred Dollars ($100) each. The amount of capital stock subscribed at the time of the execution of these amended Articles of Association is One Hundred and Twenty-five Million Dollars ($125,000,000) and the amount paid in thereon is One Hundred and Twenty-five Million Dollars ($125,000,000).

IN WITNESS WHEREOF we hereunto set our names this 3rd day of September, 1936.

President

Secretary

Filed Sept 3-1936

SEAL APPEARS ONLY ON ORIGINAL

FILED

SEP 8 - 1936

Alice E. Alexander

COMMISSIONER

MICHIGAN CORPORATION AND

SECURITIES COMMISSION

SEAL APPEARS ONLY ON ORIGINAL

APPOINTMENT OF RESIDENT AGENT

OF

MICHIGAN BELL TELEPHONE COMPANY

1365 Cass Avenue, Detroit, Michigan.

At a meeting of the Directors of MICHIGAN BELL TELEPHONE COMPANY duly called and held at the office of the company on the 11th day of March, 1937, the following resolution was adopted:

Resolved, That WALTER I. MIZNER be and is hereby appointed the agent for this Company in charge of its registered office located at 1365 Cass Avenue, in the City of Detroit, State of Michigan.

MICHIGAN BELL TELEPHONE COMPANY,

By Thomas W. Lace
Vice-President and General Manager

Frank L. Curtis
Assistant Secretary