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L. SELLERS

DEC 29 2010

EXAMINER

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**MERGER OR SHARE EXCHANGE
ALLTEL COMMUNICATIONS, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$425.00

Please charge

\$525.00

15 x 35.00 each party per Chg. 607 = \$525.00

RECEIVED
10 DEC 21 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
10 DEC 22 AM 9:46
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TALLAHASSEE, FLORIDA

SEVENTH: The surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

Dated: December 15, 2010

ALLTEL COMMUNICATIONS, LLC

By: Alice C. Brennan
Alice C. Brennan
Assistant Secretary

ALLTEL COMMUNICATIONS OF OHIO
NO. 3, INC.

By: Karen M. Shipman
Karen M. Shipman
Assistant Secretary

ALLTEL COMMUNICATIONS OF
VIRGINIA, INC.

By: Karen M. Shipman
Karen M. Shipman
Assistant Secretary

ALLTEL MOBILE OF LOUISIANA, LLC

By: Karen M. Shipman
Karen M. Shipman
Assistant Secretary

ARTICLES OF MERGER OF
ALLTEL COMMUNICATIONS OF OHIO NO. 2, INC., ALLTEL COMMUNICATIONS
OF OHIO NO. 3, INC., ALLTEL COMMUNICATIONS OF VIRGINIA, INC., ALLTEL
MOBILE OF LOUISIANA, LLC, ALLTEL NEWCO LLC, ALLTEL NEW LICENSE
SUB, LLC, CENTRAL FLORIDA CELLULAR TELEPHONE COMPANY, INC., KIN
NETWORK, INC., MINFORD CELLULAR TELEPHONE COMPANY, ALLTEL
COMMUNICATIONS OF NEW MEXICO, INC., MIDWEST WIRELESS HOLDINGS
L.L.C., FIRST WIRELESS, LLC, SOUTHERN ILLINOIS CELLULAR CORP., AND
RADIOFONE, INC.
INTO
ALLTEL COMMUNICATIONS, LLC

The following Articles of Merger are submitted to merge the following Florida Profit Corporation and foreign business entities in accordance with s. 607.1109, Florida Statutes:

FIRST: The names, jurisdictions and type of entity of the merging parties are Central Florida Cellular Telephone Company, Inc., a Florida corporation/Alltel Communications of Ohio No. 2, Inc., a Delaware corporation/Alltel Communications of Ohio No. 3, Inc., a Delaware corporation/Alltel Communications of Virginia, Inc., a Virginia corporation/Alltel Mobile of Louisiana, LLC, a Louisiana limited liability company/Alltel Newco LLC, a Delaware limited liability company/Alltel New License Sub, LLC, a Delaware limited liability company/KIN Network, Inc., a Kansas corporation/Minford Cellular Telephone Company, a Delaware corporation/Alltel Communications of New Mexico, Inc., a Delaware corporation/Midwest Wireless Holdings L.L.C., a Delaware limited liability company/First Wireless, LLC, a Delaware limited liability company/Southern Illinois Cellular Corp., an Illinois corporation/and Radiofone, Inc., a Louisiana business corporation/

SECOND: The name, jurisdiction and type of entity of the surviving party is Alltel Communications, LLC, a Delaware limited liability company.

THIRD: The attached plan of merger was approved by the domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

* FIFTH: The merger is to become effective at 3:00 p.m. Eastern Standard Time on December 31, 2010.

SIXTH: The surviving entity's principal office address in its home state of jurisdiction is Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16 DEC 22 AM 9:4

FILED

ATTACHMENT - AGREEMENT AND PLAN OF MERGER

MINFORD CELLULAR
TELEPHONE COMPANY

By: Karen M. Shipman
Karen M. Shipman
Assistant Secretary

ALLTEL COMMUNICATIONS
OF NEW MEXICO, INC.

By: Karen M. Shipman
Karen M. Shipman
Assistant Secretary

MIDWEST WIRELESS HOLDINGS L.L.C.

By: Karen M. Shipman
Karen M. Shipman
Assistant Secretary

FIRST WIRELESS, LLC
By Southern Illinois Cellular Corp.,
its Managing Member

By: Karen M. Shipman
Karen M. Shipman
Assistant Secretary

SOUTHERN ILLINOIS CELLULAR CORP.

By: Karen M. Shipman
Karen M. Shipman
Assistant Secretary

RADIOFONE, INC.

By: Karen M. Shipman
Karen M. Shipman
Assistant Secretary

ALLTEL WIRELESS OF OHIO NO. 2,
INC.

By: Karen M. Shipman
Karen M. Shipman
Assistant Secretary

AGREEMENT AND PLAN OF MERGER

OF

ALLTEL COMMUNICATIONS OF OHIO NO. 2, INC., ALLTEL COMMUNICATIONS OF OHIO NO. 3, INC., ALLTEL COMMUNICATIONS OF VIRGINIA, INC., ALLTEL MOBILE OF LOUISIANA, LLC, ALLTEL NEWCO LLC, ALLTEL NEW LICENSE SUB, LLC, CENTRAL FLORIDA CELLULAR TELEPHONE COMPANY, INC., KIN NETWORK, INC., MINFORD CELLULAR TELEPHONE COMPANY, ALLTEL COMMUNICATIONS OF NEW MEXICO, INC., MIDWEST WIRELESS HOLDINGS L.L.C., FIRST WIRELESS, LLC, SOUTHERN ILLINOIS CELLULAR CORP., AND RADIOFONE, INC.

WITH AND INTO

ALLTEL COMMUNICATIONS, LLC

AGREEMENT AND PLAN OF MERGER, dated as of December 15, 2010, by and between Alltel Communications of Ohio No. 2, Inc., a Delaware corporation, Alltel Communications of Ohio No. 3, Inc., a Delaware corporation, Alltel Communications of Virginia, Inc., a Virginia corporation, Alltel Mobile of Louisiana, LLC, a Louisiana limited liability company, Alltel Newco LLC, a Delaware limited liability company, Alltel New License Sub, LLC, a Delaware limited liability company, Central Florida Cellular Telephone Company, Inc., a Florida corporation, KIN Network, Inc., a Kansas corporation, Minford Cellular Telephone Company, a Delaware corporation, Alltel Communications of New Mexico, Inc., a Delaware corporation, Midwest Wireless Holdings L.L.C., a Delaware limited liability company, First Wireless, LLC, a Delaware limited liability company, Southern Illinois Cellular Corp., an Illinois corporation, and Radiofone, Inc., a Louisiana business corporation (each, a "Merging Company"), and Alltel Communications, LLC, a Delaware limited liability company ("Surviving Company"), with reference to the following recitals:

A. Each Merging Company is a business corporation or limited liability company, as applicable, duly organized, validly existing and in good standing under the laws of the state specified after its name in the introductory paragraph. The sole member of First Wireless, LLC is Southern Illinois Cellular Corp., and the sole stockholder or member of each other Merging Company is Surviving Company.

B. Surviving Company is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Delaware, whose sole member is Alltel Corporation, a Delaware corporation.

C. The board of directors and sole shareholder of each Merging Company that is a corporation, and the sole member of each Merging Company that is a limited liability company and Surviving Company, have adopted resolutions approving this Agreement and Plan of Merger (the "Plan") in accordance with the applicable laws of the respective states of

incorporation or organization of the Merging Companies and the Delaware Limited Liability Company Act (the "DLLCA").

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. The Merging Companies and Surviving Company (which hereinafter are sometimes together referred to as the "Constituent Companies") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Plan.

2. Merger. At the Effective Time (as defined in Section 3 hereof), each Merging Company shall be merged with and into Surviving Company, the separate corporate existence of each Merging Company shall cease (except as it may be continued by operation of law) and Surviving Company shall continue as the surviving limited liability company under the name "Alltel Communications, LLC", all in accordance with and subject to the terms and conditions of this Plan and pursuant to the DLLCA. Surviving Company, as it exists from and after the Effective Time, is sometimes hereinafter referred to as the "surviving limited liability company".

3. Effective Time. Promptly following the execution and delivery hereof, appropriate articles and certificates of merger shall be properly executed and filed with the corporation authorities of the states of incorporation of each of the Constituent Companies. The Merger shall become effective at 3:00 p.m. Eastern Standard Time on December 31, 2010 (the "Effective Time").

4. Certificate of Formation. The Certificate of Formation of Surviving Company shall continue be the Certificate of Formation of the surviving limited liability company until further amended and changed in accordance with the provisions of the DLLCA. The surviving limited liability company shall continue to be a limited liability company organized and governed by the laws of the State of Delaware.

5. Limited Liability Company Agreement. The Limited Liability Company Agreement of Surviving Company shall continue to be the limited liability company agreement of the surviving limited liability company until altered, amended or repealed in the manner therein provided and in accordance with the Certificate of Formation of the surviving limited liability company and the DLLCA.

6. Officers. The officers of Surviving Company shall continue to be the officers of the surviving limited liability company; each such officer shall hold office until his or her resignation or removal, in accordance with the Certificate of Formation and limited liability company agreement of the surviving limited liability company and the DLLCA.

7. Effect of Merger. The Merger shall have the effects specified in Section 18-209 of the DLLCA and, at the Effective Time, the surviving limited liability company shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature,

and shall be subject to all the restrictions, disabilities and duties, of each of the Constituent Companies; and all and singular, the rights, privileges, powers and franchises of each Constituent Company, and all property, real, personal and mixed, and all debts due to either Constituent Company on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Companies shall be vested in the surviving limited liability company; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the surviving limited liability company as they were of the Constituent Companies, and the title to any real estate vested by deed or otherwise in any of the Constituent Companies shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of each Constituent Company shall be preserved unimpaired and all debts, liabilities and duties of the Constituent Companies shall thenceforth attach to the surviving limited liability company, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

8. Further Assurances. Each Merging Company shall at any time, or from time to time, as and when requested by the surviving limited liability company or by its successors and assigns, execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of the surviving limited liability company, all such conveyances, assignments, transfers, deeds or other instruments, and shall take or cause to be taken such further or other action as the surviving limited liability company or its successors or assigns may deem required or convenient in order to evidence the transfer, vesting or devolution of any property, right, privilege, power or franchise, or to vest or perfect in or confirm to the surviving limited liability company or its successors and assigns title to and possession of all the properties, rights, privileges, powers and franchises referred to herein and otherwise to carry out the intents and purposes hereof.

9. Ownership Interests. At the Effective Time:

(a) Each share of capital stock of each Merging Company that is a corporation, and each ownership interest of each Merging Company that is a limited liability company, issued and outstanding immediately prior to the Effective Time shall by virtue of the Merger and without any action on the part of the holder thereof be canceled, retired and cease to exist and no limited liability company interest of Surviving Company, cash or other consideration shall be paid or delivered in exchange therefor; and

(b) Each limited liability company interest of Surviving Company issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, remain outstanding and unchanged.

10. Termination. Notwithstanding member approval of this Plan, this Plan may be terminated with the prior consent of the Boards of Directors of each of the Constituent Companies that is a corporation, and of the sole member of each of the Constituent Companies that is a limited liability company, at any time prior to the Effective Time.

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and sole stockholders or sole members, which approval is below certified by their respective Assistant Secretary or sole member, have duly executed this Agreement and Plan of Merger as of the date first written above.

ALLTEL COMMUNICATIONS, LLC

By: Margaret P. Feldman
Margaret P. Feldman
Vice President - Business Development

ALLTEL COMMUNICATIONS OF OHIO
NO. 3, INC.

By: William C. Sansalone
William C. Sansalone
Vice President and Controller

ALLTEL COMMUNICATIONS OF
VIRGINIA, INC.

By: William C. Sansalone
William C. Sansalone
Vice President and Controller

ALLTEL MOBILE OF LOUISIANA, LLC

By: William C. Sansalone
William C. Sansalone
Vice President and Controller

ALLTEL NEWCO LLC

By Alltel Communications LLC,
its Managing Member

By: William C. Sansalone
William C. Sansalone
Vice President and Controller

ALLTEL NEW LICENSE SUB, LLC

By Alltel Communications LLC,
its Managing Member

By: William C. Sansalone
William C. Sansalone
Vice President and Controller

CENTRAL FLORIDA CELLULAR
TELEPHONE COMPANY, INC.

By: William C. Sansalone
William C. Sansalone
Vice President and Controller

KIN NETWORK, INC.

By: William C. Sansalone
William C. Sansalone
Vice President and Controller

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 DEC 22 AM 9:46

FILED

MINFORD CELLULAR
TELEPHONE COMPANY

By: William C Sansalone
William C. Sansalone
Vice President and Controller

ALLTEL COMMUNICATIONS
OF NEW MEXICO, INC.

By: William C Sansalone
William C. Sansalone
Vice President and Controller

MIDWEST WIRELESS HOLDINGS L.L.C.

By: William C Sansalone
William C. Sansalone
Vice President and Controller

FIRST WIRELESS, LLC
By Southern Illinois Cellular Corp.,
its Managing Member

By: William C Sansalone
William C. Sansalone
Vice President and Controller

SOUTHERN ILLINOIS CELLULAR CORP.

By: William C Sansalone
William C. Sansalone
Vice President and Controller

RADIOFONE, INC.

By: William C Sansalone
William C. Sansalone
Vice President and Controller

ALLTEL WIRELESS OF OHIO NO. 2,
INC.

By: William C Sansalone
William C. Sansalone
Vice President and Controller

Sworn to and subscribed before me, the undersigned Notary Public, on December 15, 2010.

Corinne Montgomery
Notary Public

Typed Name:

Notary Number:

My Commission expires:

CORINNE E. MONTGOMERY
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 11/25/2013

Certificate of Assistant Secretary of Alltel Communications of Ohio No. 2, Inc., Alltel Communications of Ohio No. 3, Inc., Alltel Communications of Virginia, Inc., Central Florida Cellular Telephone Company, Inc., KIN Network, Inc., Minford Cellular Telephone Company, Alltel Communications of New Mexico, Inc., Southern Illinois Cellular Corp., and Radiophone, Inc.

I, Karen M. Shipman, do hereby certify that I am the duly appointed and acting Assistant Secretary of each of Alltel Communications of Ohio No. 2, Inc., Alltel Communications of Ohio No. 3, Inc., Alltel Communications of Virginia, Inc., Central Florida Cellular Telephone Company, Inc., KIN Network, Inc., Minford Cellular Telephone Company, Alltel Communications of New Mexico, Inc., Southern Illinois Cellular Corp., and Radiophone, Inc. (each, a "Company"), and I do hereby further certify that the foregoing Agreement and Plan of Merger was approved by the unanimous written consent of the Board of Directors of each Company, and was then presented and submitted to the stockholders of each Company and such Agreement and Plan of Merger was duly approved and adopted by the unanimous written consent of the stockholders of each Company, all in accordance with La. R.S. 12:111 et seq., and that such consent of the Board of Directors and of the stockholders has not been amended or revoked, and, as of the date hereof, the foregoing Agreement and Plan of Merger is and remains the good and valid action of the Company.

Certified this 15 day of December, 2010.


Karen M. Shipman, Assistant Secretary

Certificate of sole member of Alltel Mobile of Louisiana, LLC, Alltel Newco LLC, Alltel New License Sub, LLC, and Midwest Wireless Holdings L.L.C.

The undersigned, Alltel Communications, LLC, does hereby certify that it is the sole member of each of Alltel Mobile of Louisiana, LLC, Alltel Newco LLC, Alltel New License Sub, LLC, and Midwest Wireless Holdings L.L.C. (each, a "Company"), and does hereby further certify that the foregoing Agreement and Plan of Merger was duly approved and adopted by the unanimous written consent of the sole member of each Company, all in accordance with La. R.S. 12:111 et seq., and that such consent of the sole member has not been amended or revoked, and, as of the date hereof, the foregoing Agreement and Plan of Merger is and remains the good and valid action of the Company.

Certified this 15 day of December, 2010.

ALLTEL COMMUNICATIONS, LLC

By: 
Karen M. Shipman, Assistant Secretary

Certificate of sole member of First Wireless, LLC

The undersigned, Southern Illinois Cellular Corp., does hereby certify that it is the sole member of First Wireless, LLC (the "Company"), and does hereby further certify that the foregoing Agreement and Plan of Merger was duly approved and adopted by the unanimous written consent of the sole member of the Company, all in accordance with La. R.S. 12:111 et seq., and that such consent of the sole member has not been amended or revoked, and, as of the date hereof, the foregoing Agreement and Plan of Merger is and remains the good and valid action of the Company.

Certified this 15 day of December, 2010.

SOUTHERN ILLINOIS CELLULAR CORP.

By: 

Karen M. Shipman, Assistant Secretary

Certificate of sole member of Alltel Communications, LLC

The undersigned, Alltel Corporation, does hereby certify that it is the sole member of Alltel Communications, LLC (the "Company"), and does hereby further certify that the foregoing Agreement and Plan of Merger was duly approved and adopted by the unanimous written consent of the sole member of the Company, all in accordance with La. R.S. 12:111 et seq., and that such consent of the sole member has not been amended or revoked, and, as of the date hereof, the foregoing Agreement and Plan of Merger is and remains the good and valid action of the Company.

Certified this 15 day of December, 2010.

ALLTEL CORPORATION

By: 

Karen M. Shipman, Assistant Secretary