

**AMENDMENT  
TO THE BYLAWS OF  
NORTH STATE TELECOMMUNICATIONS CORPORATION  
Effective November 10, 2010**

The Bylaws of North State Telecommunications Corporation, a North Carolina corporation (the "Corporation"), are hereby amended by the Board of Directors of the Corporation in accordance with the following:

1. Amendments to Bylaws. Effective as of the date hereof, the Bylaws are hereby amended:

(a) by deleting the second full paragraph of Section 2.5 in its entirety and substituting in its place the following:

"In the case of an annual or substitute annual meeting, the notice of the meeting need not specifically state the business to be transacted thereat unless a statement is expressly required by these Bylaws, the provisions of the North Carolina General Statutes or applicable federal laws."

(b) and by adding the following as a new Section 2.11:

**Section 2.11. Notice of Shareholder Proposals and Nominees for Election as Directors.**

(a) No business shall be transacted at a meeting of shareholders, except such business as shall be (i) specified in the notice of meeting given as provided in Section 2.5, (ii) presented by or at the direction of the Board of Directors, or (iii) otherwise brought before the meeting by a shareholder of record entitled to vote at the meeting in compliance with the procedures set forth in this Section 2.11 and only to the extent that such business is appropriate for shareholder action under the provisions of the North Carolina Business Corporation Act. In addition to the requirements of any applicable law with respect to any proposal presented by a shareholder for action at a meeting of the shareholders of the Corporation, and subject to the provisions of the North Carolina Business Corporation Act as in effect from time to time, any shareholder desiring to introduce any business before any meeting of the shareholders of the Corporation shall be required to deliver to the Secretary written notice containing the information specified herein (i) in the case of an annual meeting, at least 60 days but no more than 90 days in advance of the first anniversary of the date of the notice of meeting given as provided in Section 2.5 for the preceding year's annual meeting, and (ii) in the case of a special meeting, no later than the tenth day following the date of the notice of meeting given as provided in Section 2.5 for such meeting. If the date of an annual meeting is advanced by more than 30 days or delayed by more than 60 days from the first anniversary date of the

preceding year's annual meeting, notice by a shareholder must be delivered no earlier than the 90th day before such annual meeting and no later than the later of the 60th day before such annual meeting or the 10th day following date of the notice of meeting given as provided in Section 2.5 for such meeting. The written notice by a shareholder required herein shall, as to each matter the shareholder proposes to bring before the meeting, contain the following information (in addition to any information required by applicable law): (i) the name and address of (x) the shareholder who intends to present the proposal and (y) the beneficial owner, if any, on whose behalf the proposal is made; (ii) (A) the number of shares of each class of capital stock owned by such shareholder or by such beneficial owner, (B) any option, warrant, convertible security, stock appreciation right or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Corporation or with a value derived in whole or in part from the value of any class or series of shares of the Corporation, whether or not such instrument or right shall be subject to settlement in the underlying class or series of capital stock of the Corporation or otherwise (a "Derivative Instrument") directly or indirectly owned beneficially by such shareholder or beneficial owner and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Corporation, (C) any proxy, contract, arrangement, understanding or relationship pursuant to which such shareholder has a right to vote any shares of any security of the Company, (D) any short interest in any security of the Company (for purposes of this Section 2.11, a person shall be deemed to have a short interest in a security if such person directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of the subject security), (E) any rights to dividends on the shares of the Corporation owned beneficially by such shareholder that are separated or separable from the underlying shares of the Corporation, (F) any proportionate interest in shares of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such shareholder is a general partner or, directly or indirectly, beneficially owns an interest in a general partner and (G) any performance-related fees (other than an asset-based fee) that such shareholder is entitled to based on any increase or decrease in the value of shares of the Corporation or Derivative Instruments, if any, as of the date of such notice, including without limitation any such interests held by members of such shareholder's immediate family sharing the same household (which information shall be supplemented by such shareholder and beneficial owner, if any, not later than 10 days after the record date for the meeting to disclose such ownership as of the record date); (iii) a description of the business proposed to be introduced to the shareholders; (iv) any material interest, direct or indirect, that the shareholder or beneficial owner may have in the business described in the notice; and (v) a representation that the shareholder is a holder of record of shares of the Corporation entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to present the proposal.

(b) Only persons who are nominated in accordance with the provisions set forth in these Bylaws shall be eligible to be elected as directors at a meeting of shareholders. Nominations of persons for election to the Board of Directors may be made at such meeting of shareholders (i) by or at the direction of the Board of Directors (or a properly authorized committee of the Board) or (ii) by any shareholder who (A) is a shareholder of record at the time of giving of notice provided for in this Section 2.11, (B) is entitled to vote for the election of directors at the meeting and (C) complies with the notice procedures set forth in this Section 2.11. Any shareholder desiring to nominate a person for election as a director of the Corporation shall deliver to the Secretary a written notice at such time and containing such information as set forth in Section 2.11(a), as well as a consent signed by each nominee to serve as a director if elected. In addition, the written notice required herein shall contain the following information (in addition to any information required by applicable law): (i) the name, age, business address and residence address of each nominee proposed in such notice, (ii) the principal occupation or employment of each such nominee, (iii) the number of shares of capital stock of the Corporation that are owned of record and beneficially by each such nominee, and (iv) such other information concerning each such nominee as would be required to be disclosed in a proxy statement soliciting proxies for the election of such nominee as a director under the rules of the U.S. Securities and Exchange Commission if such rules were applicable to the Corporation, including information that would be required by such rules to be disclosed in an election contest (even if an election contest is not involved). The Corporation may require any proposed nominee to complete, sign and deliver to the Corporation a questionnaire related to the foregoing information and to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such nominee.

(c) Failure of any shareholder to provide such notice in a timely and proper manner as set forth in this Section 2.11 shall authorize the presiding officer at the meeting of shareholders before which such business is proposed to be introduced, or at which such nominee is proposed to be considered for election as a director, to rule such proposal or nomination out of order and not proper to be introduced or considered. In that event, the proposed business shall not be transacted and the proposed nomination shall not be considered by the shareholders, notwithstanding that the Corporation may have received proxies in respect of such business or nomination.

## 2. Controlling Provisions.

(a) This Amendment shall control over any contrary or inconsistent provision of the Bylaws.

(b) Every provision of the Bylaws not specifically amended or modified by the terms of this Amendment shall remain in full force and effect.

[Certificate of the Secretary is on the following page.]

**CERTIFICATE**

The undersigned, Secretary of the Corporation, does hereby certify that foregoing is a true, correct and complete copy of an Amendment to the Bylaws of the Corporation (as previously amended effective February 6, 2008), duly adopted by the Board of Directors of the Corporation this 10<sup>th</sup> day of November 2010, effective November 10, 2010.

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Jonathan M. Cage Secretary