

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WINDSTREAM HOLDINGS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF MAY, A.D. 2018, AT 10:18 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

5324588 8100
SR# 20184196649

Authentication: 202751936
Date: 05-23-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
WINDSTREAM HOLDINGS, INC.

Pursuant to Section 242 of the
General Corporation Law of the State of Delaware (“DGCL”)

Windstream Holdings, Inc., a Delaware corporation (hereinafter called the “Corporation”), does hereby certify as follows:

FIRST: Effective at 5:00 p.m. (Eastern Time) on May 25, 2018 (such time, on such date, the “Effective Time”) of this Certificate of Amendment pursuant to the DGCL, each five (5) shares of the Corporation’s common stock, \$0.0001 par value per share, issued and outstanding immediately prior to the Effective Time (the “Old Common Stock”) shall automatically without further action on the part of the Corporation or any holder of Old Common Stock, be reclassified, combined, converted and changed into one (1) fully paid and nonassessable share of common stock, \$0.0001 par value per share (the “New Common Stock”), subject to the treatment of fractional share interests. The conversion of the Old Common Stock into New Common Stock will be deemed to occur at the Effective Time. From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of shares of New Common Stock into which such Old Common Stock shall have been converted pursuant to this Certificate of Amendment.

SECOND: Section 1 of Article FOUR of the Amended and Restated Certificate of Incorporation is amended and restated to read in its entirety as set forth below:

“SECTION 1. *Authorized Shares.* The total number of shares of capital stock which the Corporation has authority to issue is 81,666,667 shares, consisting of:

- (a) 6,666,667 shares of Preferred Stock, par value \$.0001 per share (“Preferred Stock”); and
- (b) 75,000,000 shares of Common Stock, par value \$.0001 per share (“Common Stock”).

The Preferred Stock and the Common Stock shall have the rights, preferences and limitations set forth below.”

THIRD: The foregoing amendment was duly adopted in accordance with Section 242 of the DGCL.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Windstream Holdings, Inc. has caused this Certificate of Amendment to be duly executed in its corporate name this 23rd day of May, 2018.

WINDSTREAM HOLDINGS, INC.

By: _____

Name: Kristi Moody

Title: Senior Vice President, General Counsel and Corporate Secretary

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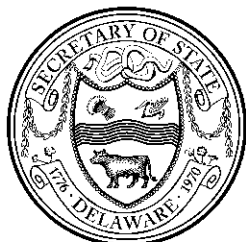
The First State

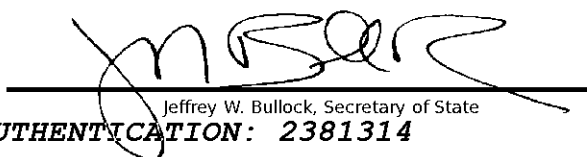
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "WINDSTREAM CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "WINDSTREAM CORPORATION" TO "WINDSTREAM SERVICES, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2015, AT 10:57 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2015, AT 11:59 O'CLOCK P.M.

3771081 8100V

150684948




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2381314

DATE: 05-15-15

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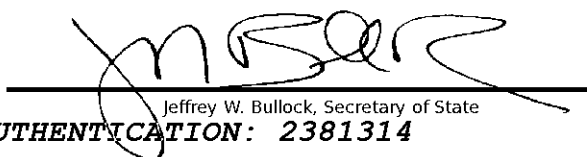
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "WINDSTREAM SERVICES, LLC" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2015, AT 10:57 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2015, AT 11:59 O'CLOCK P.M.

3771081 8100V

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2381314

DATE: 05-15-15

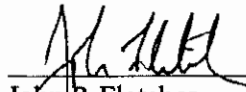
STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT

February 25, 2015

- First.** The jurisdiction where the Corporation first formed is Delaware.
- Second.** The jurisdiction immediately prior to filing this Certificate is Delaware.
- Third.** The date the Corporation first formed is March 1, 2004.
- Fourth.** The name of the Corporation immediately prior to filing this Certificate is Windstream Corporation.
- Fifth.** The name of the Limited Liability Company as set forth in the Certificate of Formation is Windstream Services, LLC.
- Sixth.** The conversion is to become effective on February 28, 2015, at 11:59 p.m., Eastern Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first written above.

By: 
Name: John P. Fletcher
Title: Executive Vice President & General Counsel

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF
WINDSTREAM SERVICES, LLC

February 25, 2015

This Certificate of Formation of Windstream Services, LLC is duly executed and filed pursuant to Section 18-201 of the Delaware Limited Liability Company Act.


First. The name of the limited liability company is Windstream Services, LLC.

Second. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, Zip Code 19801. The name of its registered agent at such address is The Corporation Trust Company.

Third. The formation will become effective on February 28, 2015, at 11:59 p.m., Eastern Time.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the date first written above.

By: 
Name: John P. Fletcher
Title: Executive Vice President & General Counsel