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J. BRYAN SEP 1 1 2003

# ARTICLES OF ORGANIZATION

OF

PANHANDLE TELECOM SERVICES, LLC. (A Florida Limited Liability Company)

August 26th, 2003



#### ARTICLES OF ORGANIZATION

OF

# PANHANDLE TELECOM SERVICES, LLC. (A Florida Limited Liability Company)

Pursuant to Florida Limited Liability Company rules, set forth in Title 36 Chapter 608, Florida Statutes, the undersigned hereby adopts the following Limited MOSEP-9 MID: 11 Liability Company Articles of Organization.

### ARTICLE I

#### NAME

The name of the limited liability company (the "Company") is: "PANHANDLE TELECOM SERVICES, LLC."

#### ARTICLE II

## **DURATION**

The period of duration of the Company shall be perpetual from the date of the recording of these Articles with the Secretary of State of The State of Florida, unless earlier terminated by the operating agreement of the members or by operation of law.

#### ARTICLE III

#### **PURPOSE**

The Company's purposes are to engage in the business of construction of cell phone towers, telecommunication sites, repair and maintenance or such sites, any other duties involved in the telecommunications business, and any other business which is lawful in the State of Florida, to do everything necessary, proper, advisable or convenient for the accomplishment of such purpose, and to do all other things incidental to such purposes or in connection with such purposes that are not prohibited by law. In extension and not in limitation of the purposes specifically enumerated, the Company is authorized and empowered to engage in any lawful business in which limited liability companies may engage under the under the laws of the State of Florida.

# ARTICLE IV

## INITIAL REGISTERED OFFICE AND AGENT

Maser of Marie The location and mailing address of the initial registered office of the Company is 375 Ingram Road, DeFuniak Springs, Florida 32435. The name of the initial registered agent for the Company is CHARLES INGRAM.

#### ARTICLE V

#### INITIAL MEMBERS

The name, mailing addresse, and capital contribution of the initial member of the Company is:

**Charles Ingram** 

Managing Member 100% 375 Ingram Road DeFuniak Springs, Florida 32435

#### ARTICLE VI

# ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as an additional Member, or a Member in substitution of a present Member, without the consent of the Managing Member.

#### ARTICLE VII

# RIGHTS OF REMAINING MEMBERS

TY and SER SON CHARLES The managing member shall be responsible for the day to day operating of the Company and shall be authorized to conduct any business necessary to carry out those duties, unless or until removed by the majority in interest.

## ARTICLE VIII

## MANAGEMENT

The Company shall be managed by the Managing Member. In the event of death or resignation or the event the Managing Member is terminated as provided by law, the Company shall be disassociated. The Managing Member is, Charles Ingram.

The powers and authorities of the Managing Member are as follows:

The Managing Member has the full, sole and exclusive power on the Company's behalf, in his name, to manage, control, administer and operate its business and affairs and to do or cause to be done anything he deems necessary or appropriate for the Company's business, including (but not limited to) the power and authority to: (1) issue bonds (both fiduciary and surety), cash checks, loan money which is secured by the debtor or others title or titles and to do everything necessary, proper, advisable or convenient for the accomplishment of such purpose; (2) sell real or personal property to any person, giving any warranties or assurances deemed appropriate; (3) buy, lease, or otherwise acquire real or personal property to carry on and conduct the Company's business; (4) borrow money for the Company's business; (5) issue promissory notes and other debt instruments (negotiable or nonnegotiable), in any amounts and secured by any encumbrance on all or any part of the Company's assets; (6) assign any debts owing to the Company; (7) engage in any other means of financing; (8) enter into any agreement for sharing of profits and joint venture with any person or entity engaging in any business or venture in which the Company may engage; (9) manage, administer, conserve, improve, develop, operate, lease, utilize, and defend the Company's assets, directly or through third parties; (10) execute any type of agreement or instrument in connection with any other Company

power; (11) employ all types of agents and employees (including lawyers and accountants) as may seem proper; (12) buy or otherwise obtain the use of any type of equipment or other property that may be convenient or advisable in connection with any Company business; (13) incur any reasonable expense for travel, telephone, telegraph, insurance, taxes, and such other things, in carrying on the Company's business; (14) complain and defend in the Company's name and on its behalf; and (15) quit-claim, release, or abandon any Company assets with or without consideration.

# **ARTICLE IX**

# **AMENDMENTS**

Any amendment to these Articles of Organization shall require approval by the Managing Member.

# **EXECUTION AND DATE**

These Articles of Organization are executed by and on behalf of the initial members as of the \_\_\_\_\_\_ day of August, 2003.

Charles Ingram

Organizer

# STATE OF ALABAMA COUNTY OF GENEVA

I, the undersigned authority, a notary public in and for said State and County, hereby certify that CHARLES INGRAM, whose name is signed to the foregoing Articles of Organization and who is known to me, acknowledged before me on this day, that, being informed of the contents of the Articles of Organization he executed the same voluntarily on the day the same bears date.

|       | Given under my hand and official seal this theday of February, |
|-------|--|
| 2003. |  |
| SEAL  | Dorya S. Romen   |
|       | Notary Public  My Commission Expires 1-13-1607                 |