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FLORIDA NON-PROFIT CORPORATION

BUSINESS TELECOM ASSOCIATION, INC.

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## ARTICLES OF INCORPORATION OF BUSINESS TELECOM ASSOCIATION, INC.

The undersigned, for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act (hereinafter the "Act"), does hereby make and adopt the following Articles of Incorporation:

### Article 1 NAME

The name of the Corporation is: Business Telecom Association, Inc.

### Article 2 NOT FOR PROFIT

The Corporation is a not for profit corporation. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors, or Officers, except to the extent permissible under law.

### Article 3 DURATION

The duration of the Corporation is perpetual.

### Article 4 PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To provide the opportunity for exchange of ideas and opinions and for study and discussion of various business and technical aspects of the telecommunications industry; to develop and encourage high standards of service for Members serving the industry and the public; to acquire, preserve and disseminate data and information to Members and to the public relating to the industry; to establish professional standards of conduct and accepted business practices in the industry, including objective criteria for its Members as to the proper conduct of business with the public and among the Members.

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B. To exercise all rights and powers conferred by the laws of Florida upon nonprofit corporations, including, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease, or otherwise, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

D. It is intended that this Corporation qualify as an organization tax qualified in accordance with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

#### Article 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

#### Article 6 MEMBERS

The Corporation shall have Voting Members of one or more classes who shall be admitted in such manner as is set forth in the Bylaws and who shall have all the rights and privileges of Members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The criteria for Membership in the Corporation shall be set forth in the Bylaws.

#### Article 7 REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 100 NE Third Avenue, Suite 1100, Fort Lauderdale, FL 33301 and the name of its initial Registered Agent at that address is EMO Corporate Services, Inc.

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Article 8  
BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors shall be no less than three and no more than fifteen. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Directors shall be elected as set forth in the Bylaws. The Bylaws may provide for ex officio and honorary Directors and their rights and privileges.

Article 9  
OFFICERS

The Officers of the Corporation shall consist of a President, one or more Vice Presidents, Secretary, Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

Article 10  
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors. The Bylaws may be altered, amended or rescinded by the Board of Directors.

Article 11  
AMENDMENT

The Corporation may amend or repeal any provisions contained in these Articles of Incorporation in the manner set forth in the Bylaws.

Article 12  
STREET ADDRESS AND MAILING ADDRESS OF  
INITIAL PRINCIPAL BUSINESS OFFICE

The street address and mailing address of the initial Business Office shall be 5701 Hollywood Blvd., Hollywood, FL 33021.

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Article 13  
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Act.

Article 14  
DISSOLUTION


In the event of dissolution of the Corporation, all assets remaining after payment or provision for debts and liabilities shall be distributed to the State Association, or as otherwise directed by the State Association.

Article 15  
INCORPORATORS

The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Scott A. Aadal	5701 Hollywood Blvd. Hollywood, FL 33021

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this \_\_\_ day of May 2000.

  
Scott A. Aadal, Incorporator

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## ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Business Telecom Association, Inc., at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Not For Profit Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,  
Initial Registered Agent

Dated: 5/30/00

By: Debra H. Chrystie  
Debra H. Chrystie, Assistant Secretary

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