

# N06613

POWELL, GOLDSTEIN, FRAZER & MURPHY LLP

ATTORNEYS AT LAW

www.pgfm.com

PLEASE RESPOND: Washington Address

Sixteenth Floor  
191 Peachtree Street, N.E.  
Atlanta, Georgia 30303  
404 572-6600  
Facsimile 404 572-6999

Sixth Floor  
1001 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004  
202 347-5000  
Facsimile 202 621-1229

June 27, 2000

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100003312381--0  
-07/05/00--01012--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Independent Telephone Pioneer Association

Dear Sir/Madam:


Enclosed herewith for filing are the Articles of Amendment to the Articles of Incorporation of Independent Telephone Pioneer Association, in duplicate original. Also enclosed is a check for \$35.00 in payment of the filing fee.

Please date stamp and forward the duplicate along with any other correspondence as follows:

Denise Sintetos  
Powell, Goldstein, Frazer & Murphy, LLP  
1001 Pennsylvania Avenue, N.W., 6<sup>th</sup> floor  
Washington, D.C. 20004-2505

Please call me at 202-624-7349 or Elizabeth Winborne at 202-624-3924 if there are any questions regarding the enclosed. Thank you for your assistance in this matter.

Sincerely,

  
Denise Sintetos  
Paralegal

For Powell, Goldstein, Frazer & Murphy, LLP

Enclosures

cc: Ms. Lynda Williams

*Amend. & N/C*

V. SHEPARD JUL 19 2000

FILED  
CLERK OF SUPERIOR COURT  
DIVISION OF CORPORATIONS  
00 JUL -3 PM 3:41

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
INDEPENDENT TELEPHONE PIONEER ASSOCIATION, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL -3 PM 3:41

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The amendments adopted are as follows:

1. Article I is hereby amended by deleting such article in its entirety and inserting in lieu thereof the following:

**ARTICLE I. NAME.** The name of the Corporation shall be  
"Independent Telecommunications Pioneer Association, Inc."

2. Article III is hereby amended by deleting such article in its entirety and inserting in lieu thereof the following:

**ARTICLE III. MEMBERSHIP.** The Corporation shall have members, which may be divided into one or more classes. The class designations, qualifications, rights and privileges of the members shall be set forth in the Bylaws of the Corporation.

3. Article VI is hereby amended by deleting such article in its entirety and inserting in lieu thereof the following:

**ARTICLE VI. AMENDMENT OF ARTICLES.** The Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors then serving and entitled to vote.

4. Article VII is hereby amended by deleting such article in its entirety and inserting in lieu thereof the following:

**ARTICLE VII. DIRECTORS.** The policies of the Corporation shall be determined, and its affairs shall be managed, by its Board of Directors. The manner in which directors shall be elected or appointed shall be set forth in the Bylaws of the Corporation.

5. Article VIII is hereby amended by deleting such article in its entirety and inserting in lieu thereof the following:

**ARTICLE VIII. OFFICERS.** The Corporation shall have such officers with such titles, qualifications and responsibilities as are set forth in the Bylaws of the Corporation.

6. Article X is deleted in its entirety.

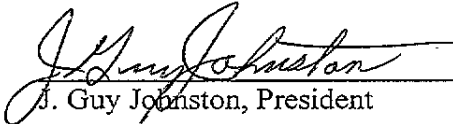
7. Article XI is deleted in its entirety.

SECOND: The date of adoption of the foregoing amendments was: May 15, 2000.

THIRD: The foregoing amendments were adopted by a majority of the Board of Directors and were approved by the members by a majority vote of the Delegates and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have signed these Articles, and do hereby acknowledge the same to be the act of the Corporation this 13<sup>th</sup> day of June, 2000.

Independent Telephone Pioneer Association, Inc.

  
J. Guy Johnston, President