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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

OF

USEPPA ISLAND WIRELESS NETWORK, INC.
A Florida Not For Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. Name

The name of the Corporation is: USEPPA ISLAND WIRELESS NETWORK, INC.

Article 2. Principal Office and Mailing Address

The street address of the initial principal office of the Corporation is:

8115 Main Street
Bokeelia, FL 33922-1550

The initial mailing address of the Corporation is:

P.O. Box 640
Bokeelia, FL 33922-0640

Article 3. Purposes

The Corporation is a private enterprise that is organized and that shall be operated exclusively on a not for profit basis for the benefit of its members. The primary purposes for which the Corporation is organized are to:

A. To construct, maintain and operate a high-speed wireless network internet service to its members, who are located primarily on Useppa Island, Florida and other areas not served or underserved by commercial high-speed wireless network internet service providers.

B. Conduct or carry on any activities permitted to be conducted or carried on by organizations exempt from taxation under Section 501(c)(12) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Article 4. Powers

Solely for and in furtherance of the purposes of the Corporation as set forth in Article 3 above, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act, as amended.

B. To engage in and transact any other lawful activity for which nonprofit corporations may be incorporated under Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act, as amended.

C. To do any other act or thing incidental to or connected with the above purposes or in advancement thereof, or necessary or desirable in order to accomplish the above purposes, but not for the pecuniary profit or financial gain of its members, Directors, Officers or other private persons.

D. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(12) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

E. Notwithstanding the preceding sentence, the Corporation is empowered and authorized to pay reasonable compensation for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, furthering and/or affecting one or more of the above purposes.

F. The assets and income of this Corporation shall be utilized to promote its purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its Directors, Officers, members or other private persons, except as may be provided for in the Bylaws of the Corporation. Notwithstanding the preceding sentence, reasonable compensation may be paid to the Directors and Officers of this Corporation, and nothing herein shall prevent the hiring of employees or engaging of others to perform services for this Corporation or to prevent the reimbursement of any person who makes outlays for the reasonable expenses of the Corporation. In the event of dissolution or liquidation, either voluntarily or pursuant to order of a court of competent jurisdiction, and after the payment of all outstanding liabilities, each member shall be repaid capital credits without priority on a pro rata basis to the extent assets are available to make such payments. To the extent that assets remain following payment of all outstanding liabilities and capital credits, distribution shall be made without priority to the members and former members in the proportion to which the patronage of each member or former member from and after the formation of this Corporation, bears to the total patronage of all members from and after such date, to the date of such dissolution. A plan of distribution of excess capital prior to dissolution shall be set forth in the Corporation's Bylaws.

Article 5. Duration

The duration (term) of the Corporation shall be perpetual.

Article 6. Directors

The number and method of election of the Directors of the Corporation shall be set forth in the Bylaws of the Corporation.

Article 7. Directors' Liability

No person who is or was a Director shall be personally liable, as such, for monetary damages (other than under criminal statutes and under federal, state and local laws imposing liability on Directors for the payment of taxes), unless the person's conduct constitutes self-dealing, willful misconduct or recklessness. No amendment or repeal of this Article 7 shall apply to or have any effect on the liability or alleged liability of any person who is or was a Director for or with respect to any acts or omissions of the Director occurring prior to the effective date of such amendment or repeal. If the Florida Not For Profit Corporation Act is amended to permit a Florida Corporation to provide greater protection from personal liability for its Directors than the express terms of this Article 7, this Article 7 shall be construed to provide for such greater protection.

Article 8. Indemnification and Insurance

A. Indemnification of Directors and Officers

(i) Each Indemnitee (defined below), shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Florida law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties and amounts paid or to be paid in settlement), reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (defined below) arising out of or related to Indemnitee's service at any time in a Covered Capacity (defined below). No indemnification pursuant to this Article 8 shall be made, however: (a) in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted wilful misconduct or recklessness; or (b) in connection with a Proceeding (or part thereof), initiated by an Indemnitee (except in connection with a Proceeding to enforce a right to indemnification or advancement of expenses under this Article 8), unless the Proceeding (or part thereof), was authorized by the Board of Directors.

(ii) The right to indemnification provided in this Article 8 shall include the right to have the expenses incurred by the Indemnitee in participating

in any Proceeding paid by the Corporation in advance of the final disposition of the Proceeding arising out of or related to Indemnitee's service at any time in a Covered Capacity automatically and without any action or approval required by the Board of Directors; provided that, if Florida law continues so to require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section or otherwise.

(iii) For purposes of this Article 8, (a) "Indemnitee" shall mean each Director and each Officer of the Corporation (including Directors and Officers who have ceased serving in any such capacity) who was or is a party to, or is threatened to be made a party to, or is a witness or other participant in, any Proceeding, by reason of the fact that he or she is or was a Director or Officer of the Corporation or is or was serving in any capacity at the request or for the benefit of the Corporation as a Director, Officer, employee, agent, partner or fiduciary of, or in any other capacity for, another Corporation or any limited liability company, partnership, joint venture, trust, employee benefit plan or other entity; (b) "Proceeding" shall mean any threatened, pending or completed action, suit, claim, counterclaim, cross claim, arbitration, alternate dispute resolution mechanism, investigation, inquiry, administrative hearing or any other actual, threatened or completed proceeding, whether civil, criminal, administrative or investigative, including any appeal therefrom, and whether instituted by or on behalf of the Corporation or any other party; and (c) service as a Director or Officer of the Corporation or in any other capacity of the type referred to in clause (a) of this paragraph (iii) shall be deemed service in a "Covered Capacity".

(iv) The provisions of this Article 8 shall inure to the benefit of and be enforceable by an Indemnitee's heirs, executors, administrators and legal representatives.

B. Indemnification of Employees and Other Persons. The Corporation may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other persons and provide for advancement of expenses to such persons in the manner set forth in Section A.(ii), above, as though they were Indemnitees, except that, if Florida law continues to so require, to the extent that an employee or agent of the Corporation has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, the Corporation shall indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith. Directors and Officers of entities that have merged into, or have been consolidated with, or have been liquidated into, the Corporation shall not be Indemnitees with respect to Proceedings involving any action or failure to act of

such Director or Officer prior to the date of such merger, consolidation or liquidation, but such persons may be indemnified by the Board of Directors pursuant to the first sentence of this Section 8.B.

C. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses provided in or pursuant to this Article 8 shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws, agreement, vote of shareholders or Directors or otherwise.

D. Insurance. The Corporation may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Florida law against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person under Florida or other law. The Corporation may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

E. Fund for Payment of Expenses. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise may secure in any manner its indemnification obligations, whether arising hereunder, under the Articles of Incorporation, by agreement, vote of shareholders or Directors or otherwise.

F. Amendment. The provisions of this Article 8 shall constitute a contract between the Corporation and each of its Directors and Officers that may be modified as to any Indemnitee only with that person's consent or as specifically provided in this Section 8.F. Notwithstanding any other provision of these Bylaws relating to their amendment generally, any repeal or amendment of this Article 8 that is adverse to any Indemnitee shall apply to such Indemnitee only on a prospective basis, and shall not reduce or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these Bylaws, no repeal or amendment of these Bylaws shall affect any or all of this Article 8 so as either to reduce or limit indemnification or the advancement of expenses in any manner unless adopted by (a) the unanimous vote of the Directors of the Corporation then serving, or (b) the affirmative vote of members entitled to cast at least eighty percent (80%) of the votes that all members are entitled to cast in the election of Directors; provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

G. Changes in Florida Law. References in this Article 8 to Florida law or to any provision thereof shall be to such law, as it existed on the date this Article 8 was adopted or as such law thereafter may be changed; provided that in the case of any change which: (a) limits the indemnification rights or the rights to

advancement of expenses which the Corporation may provide, the rights to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) permits the Corporation without the requirement of any further action by shareholders or Directors or to provide broader indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide prior to such change, then the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

Article 9. Members

The Corporation shall have one class of members. The Corporation shall not issue shares of stock or membership certificates. The member shall have the right to vote and such other rights as set forth in the Bylaws of the Corporation.

Article 10. Initial Registered Agent and Office

The name and street address of the Corporation's initial registered agent is:

James D. Dati
c/o Bond, Schoeneck & King, PLLC
4001 Tamiami Trail North, Suite 250
Naples, FL 34103-3555

Article 11. Incorporator

The name and address of the sole incorporator of the Corporation is as follows:

James D. Dati
c/o Bond, Schoeneck & King, PLLC
4001 Tamiami Trail North, Suite 250
Naples, FL 34103-3555

Article 12. Amendment


Amendments to these Articles shall be proposed and adopted in the following manner.

A. Proposal. Amendments to these Articles may be proposed by a majority of the Board of Directors or by written petition to the Board of Directors signed by members in good standing numbering 25% or more of the members eligible to vote.

B. Procedure; Vote Required. Upon any amendment to these Articles being so proposed by the Board of Directors or members, such proposed amendment

shall be submitted to a vote of the members at any annual or special meeting called for the purpose, provided that the full text of any proposed amendment has been given to the members with notice of the meeting. Except as otherwise provided by law, a proposed amendment to these Articles shall be adopted if it is approved by members in good standing numbering 67% or more of the members eligible to vote.

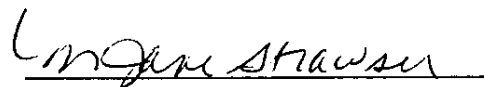
IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the Corporation, has signed these Articles of Incorporation on March 31, 2015.



James D. Dati
Sole Incorporator

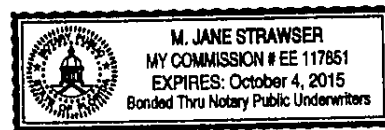
STATE OF FLORIDA)
)
COUNTY OF COLLIER) ss.:

The foregoing instrument was acknowledged before me on March 31, 2015 by James D. Dati, ☒ who is personally known to me (or ☐ who produced _____ as identification) and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.



Notary Public
My Commission Expires:

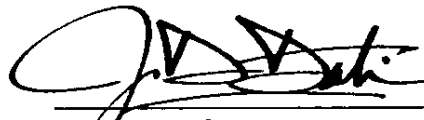
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of USEPPA ISLAND WIRELESS NETWORK, INC., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated: March 31, 2015


James D. Dati
Registered Agent

c/o Bond, Schoeneck & King, PLLC
4001 Tamiami Trail North, Suite 250
Naples, FL 34103-3555

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