

SUZANNE FANNON SUMMERLIN
ATTORNEY AT LAW

1311-B Paul Russell Road, Suite 201
Tallahassee, Florida 32301

TELEPHONE (850) 656-2288
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March 9, 1999

Florida Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, Florida 32301

Dear Ladies and Gentlemen:

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-03/10/99--01003--022
*****78.75 *****78.75

Enclosed are an original and one copy of Articles of Incorporation for the Southeastern Association of Competitive Local Exchange Carriers, Inc., a non-profit corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	\$52.50
Registered agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,


Suzanne F. Summerlin

SFS/wd
Enclosures (3)

DIVISION OF CORPORATION

99 MAR -9 PM 4:10

RECEIVED

FILED
99 MAR -9 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED MAR 09 1999

ARTICLES OF INCORPORATION
Of
SOUTHEASTERN ASSOCIATION OF COMPETITIVE LOCAL EXCHANGE
CARRIERS, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name and Address

The name of this corporation is

SOUTHEASTERN ASSOCIATION OF COMPETITIVE LOCAL EXCHANGE
CARRIERS, INC.

ARTICLE II

Corporate Nature

This is a not for profit corporation organized solely for general purposes pursuant to the Florida Corporations Not for Profit law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

Duration

This corporation shall have a perpetual existence.

ARTICLE IV

General and Specific Purposes

- (a) This is a self-organized, self-policing association formed to promote the common business interests of alternative local exchange carriers and competitive local exchange carriers certificated in one or more of the southeastern states of Florida, Alabama, Georgia, North Carolina, South Carolina, Tennessee, Kentucky, Louisiana, and Mississippi, and

to improve the availability and quality of the alternative local exchange services provided to consumers in these states. The corporation may undertake any action necessary to further this general purpose including, without limiting the generality of the foregoing, monitoring and participating in proceedings conducted by local, state or federal regulatory, legislative, or judicial bodies which affect or may affect the business of the corporation's members. The corporation shall not, as its primary activity, engage in a business of a kind ordinarily carried on for profit.

- (b) The corporation shall operate exclusively for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any other applicable internal subsequent federal tax laws, covering the distributions to organizations qualified as Revenue Law) as amended, or under any corresponding provisions of any tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V

Code of Ethics

Each member of this corporation shall subscribe to the following Code of Ethics:

- (a) We will provide alternative local exchange telecommunications services and conduct our businesses in a lawful and ethical manner, abiding at all times with both the letter and spirit of the laws of the states in which we operate, federal law, and the regulations of the applicable state utility commissions, and the FCC.
- (b) We will further the public interest by contributing to the public's better understanding of the provision of alternative local telecommunications services pursuant to the groundbreaking Telecommunications Act of 1996, and subsequent amendments.
- (c) We will strive to effectuate the goals of the Telecommunications Act of 1996, and subsequent amendments, by actively pursuing opportunities to provide alternative local exchange telecommunications services to all consumers throughout the southeastern states and by conducting our businesses fairly, honestly, and competently in the communities within which we operate.

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- (d) We will market to prospective subscribers accurately in terms of our businesses' services, prices, capabilities, experience, and reputation and will strive continuously to improve the competence, knowledge, skills, and professionalism of our employees to make available to our clients the highest quality of local exchange services possible.
 - (e) We will always be mindful of the trust placed in us by our subscribers and of our responsibility to render local exchange telecommunications services at the highest level of quality.
 - (f) We will assure that all our employees are carefully trained so that they will clearly understand company operations, policies, and procedures and the regulations of the applicable state utility commissions and the FCC.
 - (g) We will apply uniform and equitable standards of employment opportunity and assure that the best possible use is made of the abilities of our employees regardless of race, creed, color, sex, or age.
 - (h) We will endeavor to provide opportunity for the professional advancement of those service employees who enter our industry by assisting them to acquire additional knowledge and competence in their technical skills and to keep up with significant advances in the state of the art.
 - (i) We will demonstrate respect for our subscribers and for the significance of our obligations to them by constantly striving to raise the level of professionalism of our businesses including, but not limited to, customer relations, billing, obtaining subscribers, and marketing.
 - (j) We will maintain a professional attitude toward all alternative local exchange carriers and all other firms in the telecommunications industry in order to create a harmonious and synergistic working relationship that will enhance the telecommunications services and capabilities for all consumers.
 - (k) We will respect the reputation and practice of other firms engaged in the provision of alternative local exchange services, but we will expose to the Southeastern Association of Competitive Local Exchange Carriers, without hesitation, conduct which may be unethical so corrective action may be taken.

ARTICLE VI

Management of Corporate Affairs

- (a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of six directors. The number of directors herein provided for may be changed by a bylaw duly adopted by the members entitled to vote, but in no case shall there be less than three directors. Directors shall be elected by a majority vote of the votes cast to serve three year terms with no more than one-third of the directors to be elected each year. Provisions for filling vacancies shall be as stated in the bylaws.

The directors acting as the initial board of directors shall hold office until the first meeting of members at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year until the annual meeting of members following the election of directors and until the qualification of the successors in office. An annual meeting of the corporation shall be held each year at a time and place to be designated by the board of directors, at which the general membership shall elect directors of the corporation and transact such other business as properly may be brought before the meeting.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the articles of incorporation and the bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

- (b) Corporate Officers. The board of directors shall elect the following officers of this corporation: president, vice president, secretary, and treasurer. Initially, such officers shall be elected at the first annual meeting of the board of directors. The qualifications, the time and

manner of election, the duties of, the terms of office, those other officers, and the manner of removing officers shall be as set forth in the bylaws.

ARTICLE VII

Dedication of Assets; Earnings & Activities of Corporation

- (a) The property of this corporation is irrevocably dedicated to the furtherance of its purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual, provided that upon dissolution or final liquidation, the corporation may make distribution to its members as permitted by the court having jurisdiction thereof and no such liquidating payment or distribution shall be deemed to be a dividend or distribution of income.
- (b) No part of the net income or assets of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that 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 IV hereof.
- (c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- (d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

Distribution of Assets

Upon dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the

purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Membership

- (a) The corporation shall have two types of membership, the designation of which and qualifications thereunder being as follows:
 - (1) Provider members. Those holding a certificate of public convenience and necessity from any of the state public utility commissions of the states of Florida, Georgia, Alabama, North Carolina, South Carolina, Tennessee, Kentucky, Louisiana or Mississippi to provide alternative local exchange services to the public.
 - (2) Associate members. Those other persons, corporations, or entities engaged in the manufacture, sale, installation, or maintenance of equipment and/or the provision of services to certificated alternative local exchange carriers; or those others who are interested in advancing the purposes of this corporation.
- (b) The board of directors shall from time to time prescribe the form and manner in which application may be made for membership, any other qualifications for membership, and the rights and obligations of the members.

ARTICLE X

Incorporator

The name and residence of the incorporator of this corporation is as follows:

Suzanne F. Summerlin, Esquire
1311-B Paul Russell Road, Suite 201
Tallahassee, Florida 32301

ARTICLE XI

Bylaws

Bylaws will be hereinafter adopted at the first meeting of the board of directors. Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors, or by following the procedure set forth therefor in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XII

Registered Agent and Office

/principal

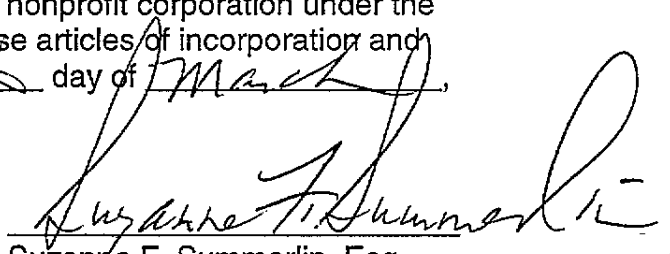
- (a) The address of this corporation's initial registered office in the State of Florida is 1311-B Paul Russell Road, Suite 201, Tallahassee, Florida 32301.
- (b) The name of this corporation's initial registered agent at the above address is Suzanne F. Summerlin, Esq.

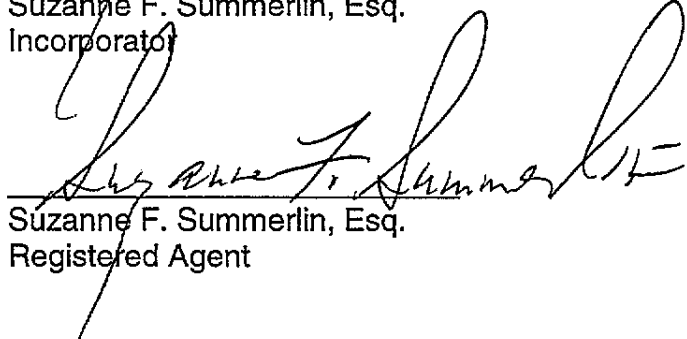
ARTICLE XIII

Amendment of Articles

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the corporation.

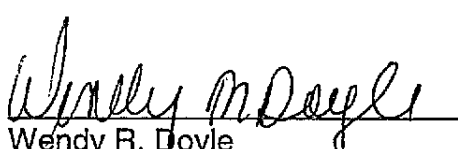
IN WITNESS WHEREOF, I, the undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these articles of incorporation and affixed the seal of the Corporation this 9th day of March, 1999.


Suzanne F. Summerlin, Esq.
Incorporator


Suzanne F. Summerlin, Esq.
Registered Agent

STATE OF FLORIDA
COUNTY OF LEON

This 9th day of March, 1999, Suzanne F. Summerlin, who is personally known to me, appeared before me and executed the foregoing Articles of Incorporation and acknowledged before me that she executed those Articles of Incorporation.


Wendy R. Doyle
Commission No.
Date Commission expires:

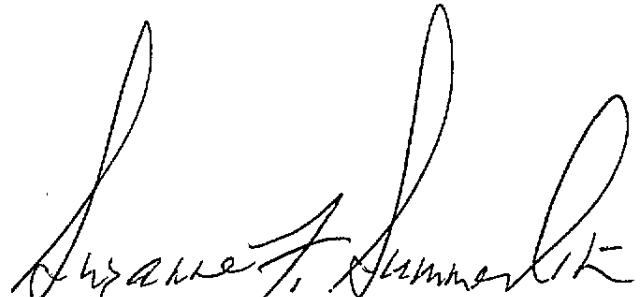


WENDY R. DOYLE
MY COMMISSION # CC465877 EXPIRES
May 21, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**DESIGNATION OF REGISTERED AGENT FOR
SOUTHEASTERN ASSOCIATION OF
COMPETITIVE LOCAL EXCHANGE CARRIERS, INC.**

In compliance with Florida Statutes Section 48.901, the Southeastern Association of Competitive Local Exchange Carriers, Inc., desiring to organize and qualify under the laws of the State of Florida, hereby names Suzanne Fannon Summerlin, located at 1311-B Paul Russell Road, Suite 201, Tallahassee, Florida 32301, as its agent to accept service of process within Florida.

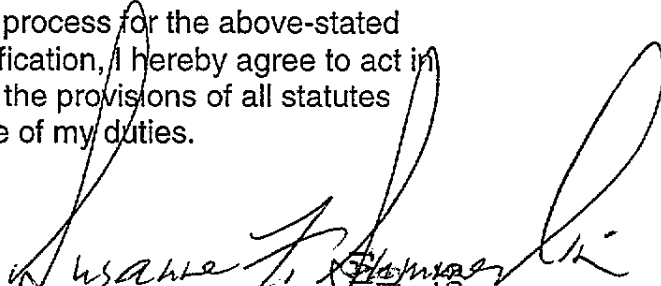
DATED: March 9th, 1999.


SUZANNE F. SUMMERLIN,
INCORPORATOR

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in this certification, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: March 9th, 1999.


SUZANNE F. SUMMERLIN
TALLAHASSEE, FLORIDA

FILED
9 MAR -9 PM 4:28
CLERK OF STATE
TALLAHASSEE, FLORIDA