

CERTIFICATE OF AUTHORITY  
OF

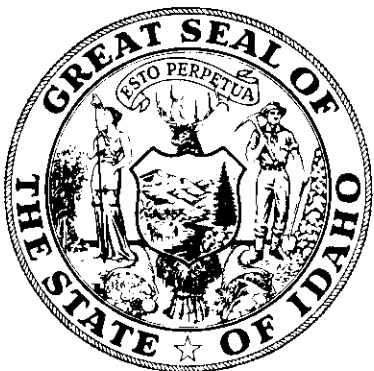
**WESTEL - NAMPA COMPANY, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **WESTEL - NAMPA COMPANY, INC.**

\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **WESTEL - NAMPA COMPANY, INC.**  
to transact business in this State under the name **WESTEL - NAMPA COMPANY, INC.**  
\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 4, 1983**



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Westel - Nampa Company, Inc.
2. \*The name which it shall use in Idaho is Westel - Nampa Company, Inc.
3. It is incorporated under the laws of Florida
4. The date of its incorporation is July 25, 1983 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 801 41st Street, Miami Beach, Florida 33140
6. The address of its proposed registered office in Idaho is 700 West Idaho Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is United States Corporation Company
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To engage in the field of telecommunications and related fields.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
James T. Ragan	Director	One Lake Street, Upper Saddle River, NJ 07458
Harper Sibley, Jr.	Director	801 41st Street, Miami Beach, FL 33140
David R. Winstel	Director	801 41st Street, Miami Beach, FL 33140
James A. Dwyer, Jr.	Director	1924 Park Meadows Drive, Ft. Myers, FL 33907
Harper Sibley, Jr.	Chairman/Board	801 41st Street, Miami Beach, FL 33140
James A. Dwyer, Jr.	President	1924 Park Meadows Drive, Ft. Myers, FL 33907
David R. Winstel	Sr. Vice Pres/Treas	801 41st Street, Miami Beach, FL 33140
Kenneth A. Luban	Secretary	801 41st Street, Miami Beach, FL 33140

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>200</u>	<u>Preferred</u>	<u>\$.01</u>
<u>1,000</u>	<u>Common</u>	<u>\$.01</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
200	Preferred	\$.01
800	Common	\$.01

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August 31, 19 83

WESTEL - NAMPA COMPANY, INC.

By David R. Winstel  
Its Sr. Vice President

and Kenneth A. Luban  
Its \_\_\_\_\_ Secretary

STATE OF FLORIDA )  
COUNTY OF DADE ) ss:

I, Barbara C. Epperson, a notary public, do hereby certify that on this 31st day of August, 19 83, personally appeared before me David R. Winstel, who being by me first duly sworn, declared that he is the Sr. Vice President of WESTEL - NAMPA COMPANY, INC.

that he signed the foregoing document as an officer of the corporation and that the statements therein contained are true.

Barbara C. Epperson

Notary Public, State of Florida at Large  
My Commission Expires July 31, 1987  
Bonded by the \_\_\_\_\_ Agency

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

# State of Florida



Department of State

I certify that the attached is a true and correct copy of Articles of Incorporation of WESTEL - NAMPA COMPANY, INC., a corporation organized under the laws of the State of Florida, filed on July 25, 1983, as shown by the records of this office.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
12th day of September, 1983.



CER-101

George Firestone  
Secretary of State

051159

FILED

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ARTICLES OF INCORPORATION  
OF  
WESTEL - NAMPA COMPANY, INC.

ARTICLE I: The name of the Corporation is Westel - Nampa Company, Inc.

ARTICLE II: The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the General Corporation Act of the State of Florida.

ARTICLE III: The aggregate number of shares which the Corporation shall have authority to issue is as follows:

200 shares of Preferred Stock, \$.01 par value per share; and

1,000 shares of Common Stock, \$.01 par value per share.

A statement of designations, preferences, limitations and relative rights of the different classes of stock of the Corporation is as follows:

Division A. Preferred Stock

1. Dividends. The holders of shares of Preferred Stock shall be entitled to the payment or the declaration and setting aside of sufficient funds for the payment, if and when declared by the board of directors out of funds legally available for the payment of dividends, of cumulative dividends from the date of issue of the Preferred Stock, payable quarterly in cash on the fifteenth day of June, September, December, and March in each year for the fiscal quarter ended on the last day of April, July, October, and January, as the case may be, next preceding, equal, for each share of Preferred Stock, to an amount determined by dividing 20% of the net earnings of the Corporation, determined as hereinafter provided, for such preceding fiscal quarter by the total number of shares of Preferred Stock outstanding on the date of declaration of such dividend. In no event shall any dividend, whether in cash, stock or other property be declared or paid upon or set apart for or any distribution be made or ordered in respect of any Junior Stock or any other Junior Stock Payment be made, unless all dividends accrued or in arrears on Preferred Stock for all past quarter-yearly periods shall have been paid or declared and

a sum sufficient for the payment thereof set apart. If the dividends on all outstanding shares of Preferred Stock determined as above provided are not paid in full, the shares of Preferred Stock shall share ratably in the payment of dividends including accumulations, if any, in accordance with the sums which would be payable on such shares if all dividends were declared and paid in full. Dividends accrued or in arrears shall not bear interest. A determination of the net earnings of the Corporation for each fiscal quarter shall be made by the Corporation quarterly promptly after the end of such fiscal quarter, and dividends accrued on the Preferred Stock shall be determined on the basis of such determination. Within 120 days following the close of each fiscal year, a determination of the net earnings of the Corporation for such fiscal year shall be made by Coopers & Lybrand or such other firm of independent public accountants at the time auditing the books of the Corporation, and if the amount so determined shall be greater or less than the aggregate of the net earnings of the Corporation for the four quarters in such fiscal year as determined by the Corporation as aforesaid, appropriate adjustment for such difference shall be made by increasing or decreasing the amount of the dividends accrued or in arrears on the Preferred Stock. In the absence of actual fraud, such determination by Coopers & Lybrand or such other independent public accountants shall be conclusive and binding upon the Corporation and the holders of the Preferred Stock.

2. Preference upon Dissolution, etc. In the event of any voluntary or involuntary dissolution or distribution of all the assets of the Corporation prior to the issuance to the Corporation (or any partnership, corporation or joint venture in which the Corporation is a partner, shareholder or joint venturer) by the FCC of a Construction Permit for a Cellular System, the holder of each share of Preferred Stock shall be entitled to receive out of the net assets of the Corporation (whether from capital or surplus or both) an amount equal to the full par value of such share and no more. In the event of any voluntary or involuntary dissolution or distribution of all the assets of the Corporation after the issuance to the Corporation (or any partnership, corporation or joint venture in which the Corporation is a partner, shareholder or joint venturer) by the FCC of a Construction Permit for a Cellular System, the holder of each share of Preferred Stock shall be entitled to receive out of the net assets of the Corporation (whether from capital or surplus or both) an amount determined by dividing 20% of the Net Book Value of the Corporation, determined as hereinafter provided, as of the date of determination of the assets of the Corporation available for such dissolution or distribution, plus dividends accrued or in arrears to the effective date of such dissolution or distribution, before any distribution or payment shall be made to the holders of Junior Stock.

Neither the merger or consolidation of the Corporation nor the voluntary sale or conveyance of the Corporation's property as an entirety or substantially as an entirety shall be deemed to be a dissolution or distribution of all the assets of the Corporation for the purposes of this subdivision 2.

3. Voting Rights. Each holder of shares of Preferred Stock shall be entitled to such number of votes per share of Preferred Stock as shall be determined by dividing 25% of the number of outstanding shares of Common Stock entitled to vote by the number of outstanding shares of Preferred Stock entitled to vote upon each matter, other than the election of directors, coming before any annual or special meeting of shareholders of the Corporation; in each case voting as a class with all other shareholders entitled to vote.

The entire voting power for the election of the smallest number of directors which will constitute 20% of the total number of directors of the Corporation shall be vested exclusively in the holders of shares of Preferred Stock. In exercising the voting rights established by this paragraph, the holders of the Preferred Stock shall be entitled to one vote per share.

Notwithstanding the foregoing, in addition to any other requirements of law, the Bylaws of the Corporation, or these Articles of Incorporation, authorization or approval of any of the following matters shall require the affirmative vote of the holders, voting separately as a class, of a majority of the outstanding Preferred Stock:

(a) The creation, authorization or issuance of shares of any class of stock of the Corporation ranking senior to or on a parity with the Preferred Stock as to dividends or entitlement to assets upon dissolution or distribution of all the assets of the Corporation;

(b) The merger or consolidation of the Corporation into or with any other corporation or entity;

(c) The sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation;

(d) Any amendment of the Articles of Incorporation of the Corporation which in any way affects the rights, preferences, privileges or powers of the shares of Preferred Stock;

(e) The amendment or repeal of the Bylaws of the Corporation;

(f) The creation, incurrence or assumption (all of which are referred to in this Division A as "incurring") of additional Consolidated Funded Indebtedness or Consolidated Capital Lease Obligations if immediately after the incurring of such additional Consolidated Funded Indebtedness or Consolidated Capital Lease Obligations and after giving effect to the retirement of any indebtedness which is concurrently being retired or the cancellation of any lease obligation which is concurrently being cancelled, the sum of Consolidated Funded Indebtedness and Consolidated Capital Lease Obligations would be greater than 66-2/3% of Consolidated Capitalization;

(g) The entering into of any partnership, joint venture or similar relationship with others;

(h) The acquiring or entering into of any business other than the construction, ownership and operation of a Cellular System to serve the geographic area specified in the original application for a Construction Permit filed by the Corporation with the FCC and activities incidental thereto; or

(i) The determination not to seek renewal or extension of, or not to contest the revocation or suspension of, any governmental license, permit or authorization necessary for the construction, ownership or operation of the Cellular System of the Corporation.

In exercising the voting rights established by this paragraph, the holders of the Preferred Stock shall be entitled to one vote per share.

4. Convertibility. Shares of Preferred Stock shall be convertible into fully paid and nonassessable shares of Common Stock of the Corporation as follows:

(1) Time for Conversion. The holders of Preferred Stock, at their option, at any time, may convert all, but not less than all, of the outstanding Preferred Stock into the number of shares of Common Stock per share of Preferred Stock determined as provided in subdivision (5) below; provided, however, that in the event of any dissolution or distribution of all the assets of the Corporation, all conversion rights of the holders of Preferred Stock shall terminate on the date fixed for such dissolution or distribution or on such earlier date fixed by resolution of the board of directors of the Corporation, such date so fixed to be not earlier than 20 days prior to such dissolution or distribution, but any such fixing of a date by the board of directors shall not be effective against the holders of the Preferred Stock unless notice thereof shall have been given to such holders not less than 30 days prior to the date so fixed.



(2) Manner of Conversion. Each holder of Preferred Stock desiring to exercise his right of conversion shall deliver written notice of his election to convert, and shall surrender the certificate for the shares to be converted (properly endorsed or assigned for transfer, if the Corporation shall so require), to the Corporation at the office of any transfer agent for the Preferred Stock. Upon such delivery of any such notice of election and such surrender of the certificate for the shares to be converted (the day on which such delivery and such surrender shall have been made being hereinafter called the "date of conversion"), the Corporation shall, as soon as practicable, execute and deliver to the converting holder a certificate or certificates for the number of full shares of Common Stock sufficient for the conversion. For all purposes, the rights of the converting holder of Preferred Stock as such shall cease, and the person or persons in whose name or names the certificate or certificates for the shares of Common Stock issuable upon the conversion are to be issued shall be deemed to have become the record holder or holders of such shares of Common Stock, at the close of business on the date of conversion.

(3) Fractions. No fractional shares of Common Stock shall be issued upon any such conversion. If any fractional share of Common Stock would, except for the provisions of this subdivision, be issuable upon any conversion, the Corporation shall issue the whole number of shares of Common Stock closest to the number of shares, including any fractional shares, to be issued.

(4) No Dividend Adjustment. No payment or adjustment shall be made upon any conversion on account of any dividends accrued or in arrears on the Preferred Stock surrendered for conversion or on account of any dividends on the shares of Common Stock issued on such conversion.

(5) Common Stock. When used in this Division A, "Common Stock" shall include shares of the Corporation of any other class, authorized after the date of issuance of the Preferred Stock, which rank or are entitled to a participation, as to assets or dividends, substantially on a parity with such Common Stock.

(6) Conversion Rate. Each share of Preferred Stock shall be convertible into the number of shares of Common Stock determined by dividing the number equal to 25% of the total number of shares of Common Stock outstanding on the date of conversion by the number of shares of Preferred Stock outstanding on the date of conversion. For purposes of this subdivision (6), shares of Common Stock (i) subject to

outstanding options, warrants or purchase, subscription or other rights; (i) issuable upon conversion of or in exchange for outstanding securities (excluding shares of Common Stock issuable upon conversion of Preferred Stock); and (iii) issuable in connection with any stock dividend, stock split or other distribution declared and not yet paid shall be deemed to be outstanding.

Reorganization and Reclassification. In case of any capital reorganization or any reclassification of the shares of the Corporation (except a change in par value, or from par value to no par value, or from no par value to par value), any holder of Preferred Stock, upon conversion thereof, shall be entitled to receive, in lieu of the shares of Common Stock to which he would have become entitled upon conversion immediately prior to such reorganization or reclassification, the shares (of any class or classes) or other securities or property of the Corporation to which the holder of such shares of Common Stock would have been entitled upon such reorganization or reclassification; and in any such case, appropriate provision (as determined by the board of directors of the Corporation) shall be made for the application of this subdivision (6) with respect to the rights and interests thereafter of the holders of Preferred Stock, to the end that this subdivision (6) (including the specified changes in and other adjustments of the conversion price) shall thereafter be applicable, as nearly as reasonably practicable, in all subsequent conversions of Preferred Stock, to any shares or securities or other property thereafter deliverable upon the conversion of Preferred Stock.

Consolidation and Merger. In case the Corporation shall consolidate or merge with or into any other corporation, appropriate provision shall be made so that any holder of Preferred Stock may thereafter convert them into the same kind and amount of securities or property as may be issuable by the terms of such consolidation or merger with respect to the number of shares of Common Stock to which he would have been entitled upon conversion immediately prior to such consolidation or merger; and the terms of such consolidation or merger shall provide for adjustments in respect of such securities or property which shall be as nearly equivalent as

may be practicable to the adjustments provided for in this subdivision.

(7) Reservation of Shares. The Corporation shall at all times keep reserved out of its authorized but unissued Common Stock (or other securities into which the Preferred Stock may at the time be convertible), such number of such shares as shall from time to time be necessary to effect the conversion of the Preferred Stock.

5. Reacquisition of Shares. Any shares of Preferred Stock reacquired by the Corporation, whether upon conversion thereof or otherwise, shall be cancelled and shall not be reissuable.

6. Definitions. The following terms when used in describing the preferences, limitations and relative rights of the Preferred Stock shall have the following meanings:

"Cellular System" means a cellular mobile radio telecommunications system, as described in the Report and Order of the Federal Communications Commission adopted April 9, 1981 (CC Docket No. 79-318).

"Consolidated Capitalization" means, at any date as of which the amount thereof is to be determined, the aggregate, as shown on a consolidated balance sheet of the Corporation and its Subsidiaries prepared in accordance with generally accepted accounting principles (after excluding intercompany items and, in the case of (a) below, any amounts attributable to capital stock of Subsidiaries held by others than the Corporation or any Subsidiary) of:

(a) the amount of the consolidated capital stock liability, plus (or minus in the case of a deficit) the consolidated capital surplus and earned surplus, plus any premium on capital stock;

(b) the aggregate amount of Consolidated Funded Indebtedness; and

(c) the aggregate amount of Consolidated Capital Lease Obligations.

"Consolidated Capital Lease Obligations" means at any time the present value of the sum of monetary obligations of the Corporation and any Subsidiary, after eliminating all intercompany items, as lessee under any lease of property required to be treated as a capital lease under generally accepted accounting principles, computed by discounting such sum

to the date of determination at such rate as at the time shall be considered appropriate by the Corporation's independent auditors in applying generally accepted accounting principles.

"Consolidated Funded Indebtedness" means all Indebtedness of the Corporation or any Subsidiary, whether secured or unsecured, maturing by its terms more than 12 months after the date of creation thereof which would in accordance with generally accepted accounting principles be classified as long-term Indebtedness, exclusive of any portion of such Indebtedness required by its terms to be paid (whether by way of installment, serial maturity or sinking fund payments or otherwise) less than 12 months after the date as of which Consolidated Funded Indebtedness is being determined. Any such Indebtedness which is renewable or extendible at the option of the Corporation or any Subsidiary to a date more than 12 months after the creation thereof shall be deemed Consolidated Funded Indebtedness.

"Construction Permit" means a Final Order of the FCC authorizing the Corporation to construct a Cellular System in the service area applied for by the Corporation.

"Dividends accrued or in arrears" means, in respect of each share of Preferred Stock, an amount in respect of such share, determined as above provided from the date of issue of such share of Preferred Stock to the date as of which the computation is to be made, less the aggregate amount (without interest thereon) of all dividends in respect of such share theretofore and on such date of computation paid or declared and a sum sufficient for the payment thereof set apart.

"FCC" means the Federal Communications Commission, or any other federal agency which succeeds in whole or in part to its jurisdiction so far as the subject matter of cellular mobile radio telecommunications is concerned.

"Final Order" means action by the FCC, but no such action shall be deemed to be a Final Order until all of the following conditions have first been satisfied:

(a) no request for stay by the FCC of the action is pending, no such stay is in effect and the time for filing any such request has expired;

(b) no petition for rehearing or reconsideration of the action is pending before the FCC, no such rehearing or reconsideration is pending or in process and the date for filing any such petition has expired; and

(c) the FCC does not have the action under reconsideration on its own motion and the time for such reconsideration has expired.

The date on which all such conditions are first satisfied shall be the date of such Final Order.

"Indebtedness" as used in reference to any corporation means all liabilities for borrowed money or for the deferred payment for the purchase of goods or services which is required to be shown on the liability side of the balance sheet in accordance with generally accepted accounting principles and in any event shall include (i) all indebtedness of others guaranteed in any manner by such corporation through a contingent agreement to purchase or otherwise, (ii) all indebtedness for the payment or purchase of which such corporation has contingently agreed to advance or supply funds, (iii) all obligations for the purchase of goods or services where the corporation is obligated to pay therefor regardless of the delivery of the goods or the performance of the services, and (iv) all indebtedness secured by mortgage or other lien upon property owned by such corporation, although such corporation has not assumed or become liable for the payment of such indebtedness, and, for all purposes of this Division A, such indebtedness shall be treated as though it had been assumed by such corporation.

"Junior Stock" means the Common Stock and stock of any other class or classes hereafter created ranking junior to the Preferred Stock as to dividends or entitlement to assets upon dissolution or distribution of all the assets of the Corporation.

"Junior Stock Payment" means the declaration of any dividend on Junior Stock, or the making of any payment on account of, or the setting aside of money for a sinking or analogous fund for, the purchase, redemption or other retirement of Junior Stock, or the making of any distribution in respect thereof, either directly or indirectly, and whether in cash or property or in obligations or shares of the Corporation other than shares of any class ranking junior to the Preferred Stock as to dividends and entitlement to assets upon dissolution or distribution of all the assets of the Corporation.

"Net Book Value" of the Corporation shall mean the net book value of the assets of the Corporation, after deducting therefrom all liabilities of the Corporation and without regard to dividends accrued or in arrears on the Preferred Stock, all determined in accordance with generally accepted accounting principles. The Net Book Value of the Corporation shall be

determined by Coopers & Lybrand or such other firm of independent public accountants as at the time shall be auditing the books of the Corporation, and, in the absence of actual fraud, such determination shall be binding and conclusive upon the holders of the Preferred Stock and the Corporation.

"Subsidiary" means at any given time any corporation, at least a majority of the outstanding securities of which having ordinary voting power (other than securities having such power only by reason of the happening of a contingency) shall at such time be owned by the Corporation or by one or more Subsidiaries or by the Corporation and one or more Subsidiaries.

#### Division B. Common Stock

1. Dividends. Subject to the rights of the Preferred Stock, dividends may be paid on all shares of Common Stock as and when declared by the board of directors out of funds legally available therefor.

2. Dissolution, etc. Upon the dissolution or distribution of the assets of the Corporation, whether voluntary or involuntary, and after the amounts payable on the Preferred Stock shall have been paid in full or provision for payment thereof shall have been made in accordance with the provisions of Division A of this Article III, the remaining assets of the Corporation shall be payable to and distributed pro rata among the holders of record of the Common Stock.

Neither the merger or consolidation of the Corporation nor the voluntary sale or conveyance of the Corporation's property as an entirety or substantially as an entirety shall be deemed to be a dissolution or distribution of all the assets of the Corporation for the purposes of this subdivision 2.

3. Voting Rights. The holders of Common Stock shall have one vote per share for all purposes.

ARTICLE IV: The shareholders of the Corporation shall have the exclusive power to adopt, amend or repeal the Bylaws of the Corporation.

ARTICLE V: The street address of the initial registered office of the Corporation is 801 Forty-First Street, Miami Beach, Florida 33140. The name of the initial registered agent of the Corporation at that address is Kenneth A. Luban.

ARTICLE VI: The initial board of directors shall consist of one member who shall be Kenneth A. Luban, whose address is 801 Forty-First Street Miami Beach, Florida 33140.

The number of directors may be increased or decreased from time to time in the manner provided in the Bylaws of the Corporation.

ARTICLE VII: The name and address of the incorporator of the Corporation are Kenneth A. Luban, 801 Forty-First Street, Miami Beach, Florida 33140.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on July 21, 1983.

  
Kenneth A. Luban, Incorporator

STATE OF FLORIDA     )  
                              )     SS:  
COUNTY OF DADE     )

The foregoing Articles of Incorporation were acknowledged before me on July 21, 1983, by Kenneth A. Luban.

  
Notary Public

0993C