

**ARTICLES OF INCORPORATION**  
**of**  
**THE NATIONAL ASSOCIATION**  
**OF**  
**TELECOMMUNICATIONS OFFICERS AND ADVISORS**  
**A Non-profit Corporation**

Pursuant to the provisions of the District of Columbia Non-Profit Corporation Act, District of Columbia Code Sections 29-501, *et seq.* (D.C. Code, 1981 edition), the undersigned persons, all of whom are citizens of the United States of America, natural persons, and have attained full majority, have this date voluntarily associated themselves for the purpose of forming a corporation not for profit, and, acting as incorporators, do hereby sign, verify, acknowledge, and adopt the following Articles of Incorporation for such corporation, to be delivered in duplicate to the Department of Consumer and Regulatory Affairs.

**ARTICLE I: NAME**

The name of the corporation shall be the NATIONAL ASSOCIATION OF TELECOMMUNICATIONS OFFICERS AND ADVISORS (hereinafter referred to as "NATOA").

**ARTICLE II: PERIOD OF DURATION**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE III: PURPOSES**

The purposes for which NATOA was formed are within the meaning of Internal Revenue Code of the United States Section 501(c)(4), or any corresponding equivalent provision of any future internal revenue code. NATOA does not contemplate pecuniary gain or profit to the members or Directors thereof, and the specific purposes for which it is formed include any lawful affairs or activities for which corporations may be incorporated pursuant to the District of Columbia Non-Profit Corporation Act that are consistent with Section 501(c)(4) of the Internal Revenue Code or any successor statutes thereto; to such extent, NATOA shall have all of the statutory powers set forth in the District of Columbia Non-Profit Corporation Act, including the right to purchase, own, convey, lease, and otherwise deal in real property.

The National Association of Telecommunications Officers and Advisors is an organization composed of individuals and organizations serving citizens through local, state, regional and/or federal authorities in the development, regulation, policies, administration and use of communications and information technologies, cable television and other telecommunications systems. The purpose of NATOA is to support and serve the cable and telecommunications needs of local, state, regional and/or federal authorities through, but not limited to, exchange of information, training, development of professional standards, advocacy, legal and technical assistance and other activities.

## ARTICLE IV: MEMBERSHIP

NATOA shall have voting and non-voting members, the qualifications, rights and privileges of which shall be as set forth in the Bylaws. The terms of membership shall be governed by the Bylaws of NATOA, and members shall be subject to such dues and assessments as may be provided for in the Bylaws.

## ARTICLE V: BOARD OF DIRECTORS AND OFFICERS

A) The general and ongoing affairs of NATOA shall be managed by a Board of Directors. The Board of Directors (the Board) is composed of individual elected Directors including Officers. The number and terms of the Board and the manner in which they are elected or appointed shall be as set forth in the Bylaws.

B) The members of the Board including any Officers shall have no personal liability for their actions in such offices to the maximum extent permitted under the District of Columbia Nonprofit Corporation Act, or any successor statute.

C) The number of directors constituting the initial Board of Directors is ten (10), and the names and addresses, including street and number and zip code, of the persons who are to serve as the initial Directors until the first annual meeting, or until their successors are elected and qualified are:

| <u>NAME</u>          | <u>ADDRESS</u>  |
|----------------------|---|
| Susan S. Littlefield | Cable Regulatory Administrator<br>City of St. Louis<br>4971 Oakland Avenue<br>St. Louis, Missouri 63110                             |
| Mike Reardon         | Cable Coordinator<br>Burnsville/Eagan Cable Communications<br>Commission<br>100 Civic Center Parkway<br>Burnsville, Minnesota 55337 |
| Byron West           | Director of Television Services<br>City and County of Denver<br>1330 Fox Street, #206<br>Denver, Colorado 80204                     |
| Ron Mallard          | Cable Administrator<br>Fairfax County<br>12000 Government Center Parkway,<br>Suite 127<br>Fairfax, Virginia 22035-0049              |
| Norman B. Beecher    | Counsel   |

Greater Metro Cable Consortium  
1470 S. Havana Street, Suite No. 820  
Aurora, Colorado 80012-4090

Debbie Lewis

Cable Communications Coordinator  
City of Seattle  
Alaska Building, 12th Floor  
618 Second Avenue  
Seattle, Washington 98104-2214

Tom Weisner

Director of Public Properties  
City of Aurora  
720 North Broadway  
Aurora, Illinois 60505

Eileen Huggard

Department of Information Technology and  
Telecommunications  
Telecommunications and Cable Television  
Div.  
11 Metro Tech Center, 3rd Floor  
Brooklyn, New York 11201

Patty Landers

Cable Communications Director  
City of Irving  
233 5. Rogers Road  
Irving, Texas 75060

David Olson

Director of Cable and Franchising  
City of Portland  
Consolidated Cable Communications  
Commission  
1211 SW 5th Avenue, #1160  
Portland, Oregon 97204-3711

## **ARTICLE VI: CHAPTERS**

NATOA may recognize local, state and/or regional chapters and permit them to use the name, logo or acronym of NATOA in their name; provided, however, that said chapter is, and remains, in compliance with all requirements and recommended standards set forth by NATOA as qualifications for such recognition; and provided further that such local, state, and/or regional chapter agrees to insulate and hold NATOA harmless from any and all liability arising from the actions, operations and omissions of said chapter.

## **ARTICLE VII: DISTRIBUTION OF EARNINGS**

No part of the net earnings of NATOA shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that NATOA shall be authorized and empowered to pay reasonable compensation for services rendered and

to make payments and distributions, including honoraria, in furtherance of the purposes set forth in these Articles. Notwithstanding any other provision of these Articles, NATOA 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)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE VIII: REGISTERED ADDRESS AND AGENT**

The Board of Directors shall designate the registered agent. The initial registered office address of NATOA shall be The Prentice-Hall Corporation System, 1090 Vermont Avenue, NW, Washington, D.C. 20005, and The Prentice-Hall Corporation System is hereby appointed the initial registered agent of NATOA.

#### **ARTICLE IX: DISSOLUTION**

Upon dissolution of NATOA, the Board of Directors shall, after paying or making provision for the payment of all just debts and liabilities of NATOA, dispose of the assets of NATOA in such manner, or to such organization or organizations as shall be at the time organized and operated for the purposes set forth in Article III and which qualify as exempt organization or organizations under Section 501(c)(4) or 501(c)(3) of the Internal Revenue Code and the duly promulgated regulations thereto, or corresponding provisions of any successor statutes thereto or any future United States Internal Revenue law, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Courts of the District of Columbia exclusively for the purposes or to such organizations as are organized and operated for such purposes, as said Courts shall determine.

#### **ARTICLE X: AMENDMENTS**

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the voting members of NATOA present at any regularly-scheduled business meeting of NATOA or by two-thirds (2/3) vote of the ballots cast by voting members in the event of a mailed ballot between regularly-scheduled business meetings. Any proposed amendments to these Articles must be provided in written form to voting members at least twenty-five (25) days in advance of the business meeting or ballot deadline, and the proposals must have been included in the published agenda for any business meeting at which such a vote is taken.

#### **ARTICLE XI: ADOPTION OF BYLAWS**

Bylaws of NATOA must be adopted by the voting members of NATOA and may be amended as provided therein.

#### **ARTICLE XII: INCORPORATORS**

The name and address, including street number and zip code, of each incorporator are:

NAME

ADDRESS

Susan S. Littlefield

Cable Regulatory Administrator  
City of St. Louis  
4971 Oakland Avenue  
St. Louis, Missouri 63110

Mike Reardon

Cable Coordinator  
Burnsville/Eagan Cable Communications  
Commission  
100 Civic Center Parkway  
Burnsville, Minnesota 55337

Byron West

Director of Television Services  
City and County of Denver  
1330 Fox Street, #206  
Denver, Colorado 80204

Norman B. Beecher

Counsel  
Greater Metro Cable Consortium  
1470 S. Havana Street, Suite No. 820  
Aurora, Colorado 80012-4090

IN WITNESS WHEREOF, for the purpose of forming this corporation, under the laws of the District of Columbia, we, the undersigned, being the incorporators of NATOA, heretofore an unincorporated Association, have executed these Articles of Incorporation, this 20 day of July, 1995.

-S-

\_\_\_\_\_  
Susan S. LITTLEFIELD  
4971 Oakland Avenue  
St. Louis, Missouri 63112

STATE OF MISSOURI            )  
CITY OF ST. LOUIS            )ss.  
COUNTY                        )

The foregoing Articles of Incorporation were subscribed and sworn to before me this 20<sup>th</sup> day of July 1995, by Susan S. Littlefield in the CITY OF ST. LOUIS, COUNTY OF ST. LOUIS, STATE OF MISSOURI.

Witness my hand and official seal.

-S-

\_\_\_\_\_  
Notary Public

Address of notary: 415 DeBaliviere  
St. Louis, MO 63112

My Commission expires: Jan. 27, 1996

-S-  
\_\_\_\_\_  
MIKE REARDON  
100 Civic Center Parkway  
Burnsville, Minnesota 55337

STATE OF MINNESOTA     )  
                                  )ss.  
CITY OF EAGAN            )

The foregoing Articles of Incorporation were subscribed and sworn to before me this 13<sup>th</sup> day of July, 1995, by Mike Reardon in the CITY OF EAGAN, STATE OF MINNESOTA.

Witness my hand and official seal.

-S-  
\_\_\_\_\_  
Notary Public

Address of notary: 2504 Dana Drive  
Burnsville, MN 55337

My Commission expires: January 31, 2000

-S-  
\_\_\_\_\_  
BYRON WEST  
1330 Fox Street, #206  
Denver, Colorado 80204

STATE OF COLORADO     )  
CITY AND                    )ss.  
COUNTY OF DENVER    )

The foregoing Articles of Incorporation were subscribed and sworn to before me this 12<sup>th</sup> day of July, 1995, by Byron West, in the CITY AND COUNTY OF DENVER, STATE OF COLORADO.

Witness my hand and official seal.

\_\_\_\_\_  
-S-  
Notary Public

Address of notary: 1330 Fox Street 2<sup>nd</sup> Floor  
Denver, CO 80204

My Commission expires: October 24, 1995

STATE OF COLORADO        )  
  )ss.  
CITY OF AURORA             )

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-S-  
NORMAN B. BEECHER  
1470 S. Havana, #820  
Aurora, Colorado 80012

The foregoing Articles of Incorporation were subscribed and sworn to before me this 12<sup>th</sup> day of July, 1995, by Norman B. Beecher, in the CITY OF AURORA, STATE OF COLORADO.

Witness my hand and official seal.

\_\_\_\_\_  
-S-  
Notary Public

Address of notary: 1470 S. Havana  
Aurora, CO 80012

My Commission expires: 3-14-98