

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

(As amended by membership vote on September 11, 2003)

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 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
Ron Mallard	Cable Administrator Fairfax County 12000 Government Center Parkway, Suite 127 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.