

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.DOS.STATE.PA.US/CORPS

PENNSYLVANIA WIRELESS ASSOCIATION, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

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ENTITY NUMBER: 576558

HOURLIGAN KLUGER & QUINN
600 THIRD AVENUE,
KINGSTON, PA 187045815

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Entity Number

Articles of Incorporation-NonProfit
(15 Pa.C.S.)

Domestic Nonprofit Corporation (§ 5306)
 Nonprofit Cooperative Corporation (§ 7102B)

Name RICHARD M. WILLIAMS, ESQ.
HOURIGAN, KLUGER & QUINN, P.C.

Address

600 THIRD AVENUE

City

KINGSTON

State

PA

Zip Code

18704

Document will be returned to
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Fee: \$125

Filed in the Department of State on _____

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperation corporation, hereby state(s) that:

1. The name of the corporation is:
PENNSYLVANIA WIRELESS ASSOCIATION, INC.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
516 Industrial Drive	Lewisberry	PA	17339	YORK

(b) Name of Commercial Registered Office Provider	County

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.

Business league for the wireless telecommunications industry whose purpose is to promote positive industry awareness, improve industry conditions, cultivate relationships and enable the professional development of its members.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

Commonwealth of Pennsylvania
ARTICLES OF INCORPORATION-NON-PROFIT 4 Page(s)

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PA DEPT. OF STATE

JAN 31 2006



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5. Check one of the following:

The corporation is organized on a non-stock basis.

Option for Nonprofit Cooperation Corporation Only: The corporation is organized on a stock share basis.

6. For Nonprofit Corporation Only:

(Strike out if inapplicable): The corporation shall have no members.

(Strike out if inapplicable): The incorporators constitute a majority of the members of the committee authorized to incorporate. _____ by the requisite vote required by the organic law of the association for the amendment of such organic law.

7. For Nonprofit Cooperative Corporation Only: N/A

Complete and strike out the inapplicable term: The corporation is a cooperative corporation and the common bond of membership among its (members) (shareholders) is: _____.

8. The name(s) and address(es) of each incorporator(s) is (are) *(all incorporators must sign below):*

Name(s)	Address(es)
TODD A. STILES	516 INDUSTRIAL DRIVE, LEWISBERRY, PA 17339
NANCY CHRISMAN	516 INDUSTRIAL DRIVE, LEWISBERRY, PA 17339
CONNIE DURCSAK	500 MONTGOMERY ST., STE. 700, ALEXANDRIA VA 23314

9. The specified effective date, if any, is:

application pending

month	day	year	hour, if any
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10. Additional provisions of the articles, if any, attach an 8½ x 11 sheet.
See Exhibit "A"

IN TESTIMONY WHEREOF, the incorporator(s) has/have signed these Articles of Incorporation this

4th day of January, 2006.

Todd A. Stiles

TODD A. STILES

Nancy H. Chrisman

NANCY CHRISMAN

Connie Durcak

CONNIE DURCSAK

EXHIBIT "A"

SECTION 3. Continued

1. To have and exercise all of the rights and powers conferred on non-profit corporations under the Pennsylvania Non Profit Corporation Law of 1988, as it is now in effect or may at any time be amended, including, without limiting the foregoing generality, the power to (1) maintain and acquire by purchase, gift, devise or otherwise, contract, rent, lease by or sell personal or real property; (2) receive and administer funds and gifts in kind of all things by accepting, holding, investing, reinvesting, administering, and curating, where appropriate, any gift, grant, bequest, devise, benefit of trust (but not to act as trustee of any trust), and property of any sort, tangible or intangible, real, personal or mixed, or any undivided interest therein, either absolutely or jointly with the other person, persons or corporation, without limitation as to amount or value, and to use, disburse, give, transfer, convey, assign or donate such property, the income or principal thereof; (3) to solicit and accept funds, donations, gifts, grants, contributions and endowments from individuals, trusts, associations, organizations and governmental agencies, in trust or upon such other conditions as may be imposed by the donors, contributor or grantor; provided, however, that 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 as set forth herein;

2. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

3. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or a successor statute of similar import.

4. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers or other private persons.

SECTION 10. CONTINUED

In the event of the entire or partial termination, dissolution or winding up of the corporation in any manner for any reason whatsoever, the assets of the corporation which remain after payment, or making provision for payment, all of liabilities of the corporations shall be distributed to, and only to, one or more organizations exempt from Federal income tax under Section 501(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws. Any such assets not so disposed of shall be distributed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, or as otherwise provided by law, exclusively to such exempt organizations as the Court shall determine.

General

1. The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

4. The corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

5. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.