

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

PUBLIC SAFETY SPECTRUM TRUST CORPORATION

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **6th** day of **June, 2007**.

LINDA K. ARGO
Interim Director

Business and Professional Licensing Administration

A handwritten signature in cursive script, appearing to read "Patricia E. Grays", written over a horizontal line.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

**ARTICLES OF INCORPORATION
OF
PUBLIC SAFETY SPECTRUM TRUST CORPORATION**

JUN - 6 2007
FILE

**TO:
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS & PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION
941 NORTH CAPITOL STREET, NE
WASHINGTON, D.C. 2002**

We, the undersigned natural persons of the age of eighteen years or more, acting as Incorporators of a corporation under the NON-PROFIT CORPORATION ACT (D.C. Code, 2001 edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is Public Safety Spectrum Trust Corporation ("Corporation").

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized and for which it shall at all times be operated exclusively are

(1) to apply for, acquire and hold a license, licenses or other authorizations issued by the Federal Communications Commission ("FCC") for spectrum in the 700 Megahertz (MHz) band for a national public safety communications network;

(2) to enter into agreements with an entity or entities for the purpose of constructing, maintaining, and operating a national public safety communications network, consistent with rules and policies of the FCC;

(3) to manage the spectrum licensed to the Corporation, including authorizing use of the spectrum by local, state, tribal, and federal public safety agencies, consistent with FCC rules and other provisions of law governing such spectrum ;

(4) to enter into agreements with commercial licensees of other 700 MHz band spectrum for the purpose of allowing use of such commercially-licensed spectrum for public safety communications;

(5) to enter into agreements with a commercial entity or entities allowing such entity or entities to utilize spectrum licensed to the Corporation, subject to limitations and conditions ensuring that public safety entities retain priority use of spectrum licensed to the Corporation, consistent with rules and policies of the FCC, and other provisions of law;

- (6) to establish and collect fees for the use of spectrum licensed to the Corporation;
- (7) to raise and expend funds to provide the Corporation with such financing as it requires to carry out its purposes and activities;
- (8) to enter into such definitive agreements, contracts and other legal commitments and documents as may be necessary, appropriate or advisable in connection with any of the purposes of the Corporation set forth or referenced herein; and
- (9) to do all other lawful acts consistent with these purposes, and with any different or additional purposes; with all of the foregoing, however, to be implemented in a manner consistent with the intended status of the Corporation as a non-profit corporation under and in accordance with the applicable laws of the District of Columbia as in effect from time to time.

FOURTH: The Corporation shall have no members.

FIFTH: The officers and directors of the Corporation shall be elected and removed in the manner provided for from time to time in the Corporation's bylaws.

SIXTH: Provisions for the regulation of the internal affairs of the Corporation shall be provided in the bylaws. 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(s) deemed tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine, and in no event shall any of the assets and property of the Corporation vest in or be distributed to any private individual. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: The Corporation shall be a non-profit corporation and shall not have the authority to issue capital stock. The Corporation shall be operated and maintained by such support as may be stated in the bylaws or as the Board of Directors shall determine to be necessary or acceptable for the proper functioning of the Corporation. Under no circumstances shall any of the net earnings or assets of the Corporation inure to the benefit of, or be distributable to, any director or officer of the Corporation, 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 Third hereof.

EIGHTH: The address, including street number of the initial registered office of the Corporation is 1090 Vermont Avenue, N.W., Washington, D.C. 20005, and the initial registered agent at such registered address is Corporation Service Company.

NINTH: The number of Board of Directors for the Corporation shall be provided for in the bylaws. The names and addresses, including street and number of the persons who are to serve as the three (3) initial directors until the first annual meeting or until their successors are elected are:

- Alan Caldwell 4025 Fair Ridge Drive, Suite 300, Fairfax, VA 22033
- Robert Gurss 1725 Desales Street, NW, Suite 808 , Washington, DC 20036
- Harlin McEwen 422 Winthrop Dr., Ithaca, NY 14850-1739

TENTH: The names and address, including street and number of each incorporator are:

- Douglas M. Aiken 9 Bentley Road, Moultonborough, NH 03254
- Ken LaSala 4025 Fair Ridge Drive, Suite 300, Fairfax, VA 22033
- Robert Gurss 1725 Desales Street, NW, Suite 808, Washington, DC 20036

Douglas M. Aiken

Date: 30 MAY 2007

Douglas M. Aiken

Robert Gurss

Date: May 31 2007

Robert Gurss

Ken LaSala

Date: May 31 2007

Ken LaSala

I, Richard Heinis A Notary Public, hereby certify that on the 30 day of May 2007, Douglas M. Aiken appeared before me and signed the foregoing document as an incorporator, and has averred that the statements therein contained are true. (NOTARY SEAL)

RICHARD C. HEINIS, Notary Public
My Commission Expires September 4, 2007

Robert Gurss

I, Paul Geoffrey Weiss, A Notary Public, hereby certify that on the 31st day of May 2007, Ken LaSala appeared before me and signed the foregoing document as an incorporator, and has averred that the statements therein contained are true. (NOTARY SEAL)

Paul Geoffrey Weiss
Notary Public, District of Columbia
My Commission Expires 03-14-2008

Paul Geoffrey Weiss

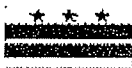
I, Paul Geoffrey Weiss, A Notary Public, hereby certify that on the 31st day of May 2007, Robert Gurss appeared before me and signed the foregoing document as an incorporator, and has averred that the statements therein contained are true. (NOTARY SEAL)

Paul Geoffrey Weiss
Notary Public, District of Columbia
My Commission Expires 03-14-2008

Paul Geoffrey Weiss

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS AND PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION

DCRA
Corporations Division
P.O. Box 92300
WASHINGTON, D.C. 20090



WRITTEN CONSENT TO ACT AS REGISTERED AGENT

TO:
The Superintendent of Corporations
Department of Consumer and Regulatory Affairs
Business and Professional Licensing Administration

(A) BY A DISTRICT OF COLUMBIA RESIDENT
PURSUANT TO D.C. CODE TITLE 29, and TITLE 41

I,

A Bona fide Resident of the District of Columbia Herein Consent to Act as a Registered

Agent For:

(Name of Business)

SIGNATURE OF REGISTERED AGENT

DATE: _____

(B) BY A LEGALLY AUTHORIZED CORPORATION

THE CORPORATION HEREIN NAMED IS:

Corporation Service Company

An Authorized Corporate Registered Agent in the District of Columbia, per Signatures of its President/Vice-President and Secretary/Assistant Secretary, Herein Consents to Act as Registered Agent

For:
Public Safety Spectrum Trust Corporation

(Name of Company)

SIGNATURE: Reve Rice OF ~~PRESIDENT~~ OR VICE PRESIDENT

ATTEST: _____ OF SECRETARY OR ASSISTANT SECRETARY

DATE: 5/31/07

Date: October 15, 2007

**Department of Consumer and Regulatory Affairs
Business Regulation Administration Corporations Division
Corporation Abstract Print Out**

Corporation Detail

File No: **271474** Inc Date: **06/06/2007** Type Code: **DNP** Country: **UNITED STATES**
State: **DC** Status: **AC** Status Date: Fee: **70.00** Bundle No: **D-416**
Name: **PUBLIC SAFETY SPECTRUM TRUST CORPORATION**

Agent: **CORPORATION SERVICE COMPANY**

Address: **1090 VERMONT AVE., N.W.**

Zip Code: **20005** Zip 4:

Stock: Dollar Value:

Retire Date: Retired Box: Liber No: Folio No:

Perpetual: **Y** Duration: Goodstandings:

Special Note:

Miscellaneous:	File No	Filed Date	Type	Description	Fee Paid	Bundle No
	271474	10/15/2007	GCHD	AMENDMENT	65.00	A0981

Reports:

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

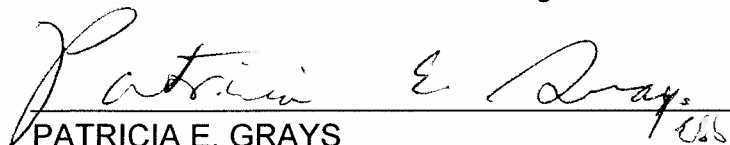
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF AMENDMENT** is hereby issued to:

PUBLIC SAFETY SPECTRUM TRUST CORPORATION

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **15th** day of **October, 2007**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration

A handwritten signature in cursive script, reading "Patricia E. Grays", written over a horizontal line. To the right of the signature, the initials "E.S." are written.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PUBLIC SAFETY SPECTRUM TRUST CORPORATION**

TO:
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS AND PROFESSIONAL LICENSING ADMINISTRATION
CORPORATION DIVISION
941 NORTH CAPITOL STREET, N.E.
WASHINGTON, D.C. 20002

Pursuant to the provisions of the District of Columbia non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is: Public Safety Spectrum Trust Corporation

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

1. Sections 1 and 2 of Article THIRD are hereby deleted in its entirety and the following inserted in lieu thereof:

(1) to apply for, acquire and hold a license, licenses or other authorizations issued by the Federal Communications Commission ("FCC") for spectrum in the 700 Megahertz (MHz) band for a national public safety communications network, and to represent the interests of all public safety entities to ensure that their broadband spectrum needs are met in a balanced, fair, and efficient manner, in the interests of best promoting the protection of life and property of the American public; all pursuant to the terms and conditions set forth in the FCC's Second Report and Order, FCC 07-132 (released August 10, 2007), and the FCC's Order on Reconsideration, FCC 07-171 (released September 24, 2007), each as may be amended, modified or supplemented from time to time (collectively "FCC Order") (hereinafter, references to "other provisions of law", "order of the FCC" and "rules and policies of the FCC" (or similar phrases) shall be include, by definition, the FCC Order; and hereinafter references to "FCC" shall also mean the Chief of the Public Safety and Homeland Security Bureau and the Chief of the Wireless Telecommunications Bureau (or their successors) where relevant authority has been delegated to them in the FCC Order;

(2) to enter into agreements with an entity or entities to ensure the construction, maintenance, and operation of a nationwide, interoperable public safety broadband network consistent with the Corporation's purpose;

2. Article FIFTH is hereby deleted in its entirety and the following inserted in lieu thereof:

FIFTH: The officers and directors of the Corporation shall be elected and removed in the manner provided for from time to time in the Corporation's bylaws; provided, however, that only those entities identified in the FCC Order for representation on the Corporation's Board of Directors shall be eligible for membership; and provided, further,

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however, that each such entity shall have only one representative on the Board of Directors.

3. New Article ELEVENTH is added as follows:

ELEVENTH: The Articles of Incorporation can only be amended, repealed or altered in whole or in part by a Supermajority Vote at any properly called meeting of the Board of Directors, so long as no such action conflicts with any of the requirements, prohibitions or provisions of the FCC Order. "Supermajority Vote" means the vote of two-thirds (2/3rds) of all of the directors then in office.

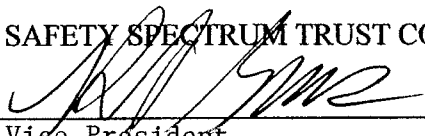
THIRD: The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the Board of Directors held on October 1, 2007, and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

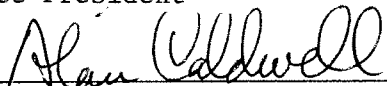
Date: October 11, 2007

PUBLIC SAFETY SPECTRUM TRUST CORPORATION

By


Its Vice President

ATTEST:


Its Secretary- Treasurer