

Mar-30-05 - 12:16pm From-Cozen O'Connor

215-666-2019

T-908 P.006/008 F-419

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Entity Number 3295426

Peck C. Santos
Secretary of the Commonwealth

ARTICLES OF INCORPORATION-DOMESTIC NONPROFIT CORPORATION

DFCB:15-3306 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5306 (relating to articles of incorporation), the undersigned, desiring to incorporate a nonprofit corporation, hereby states that:

1. The name of the corporation is: Wireless Philadelphia

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

(a) 1234 Market Street, Suite 1850 Philadelphia PA 19107 Philadelphia
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

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

The Corporation is formed exclusively for charitable, scientific, religious or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and any subsequent amendments thereto (the "Code"), organized and operated for the benefit of, to perform the functions of, or to carry out the purposes of (within the meaning of section 509(a)(3) of the Code) the City of Philadelphia, and particularly:

- a) To lessen the burdens of government by developing, implementing and operating a network to provide wireless internet access throughout the City of Philadelphia; by providing low-cost high-speed internet access to households, businesses and outdoor areas in the City of Philadelphia; by providing wireless Internet services to the City of Philadelphia; by providing schools, nonprofit organizations and other community organizations with internet access; and by increasing economic development in the City of Philadelphia through availability of wireless internet access.
- b) To enter into and perform mutual and other agreements, leases, guarantees or other arrangements as its Board of Directors may deem proper for the exercise of any of the foregoing powers.
- c) To borrow money from time to time for any of its purposes and secure the same by pledge or mortgage and expend from time to time such part of its funds and investments not expressly restricted to other purposes as the Board of Directors may deem proper for any such purpose.
- d) To pursue any other lawful purpose other than for pecuniary profit.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any contributor, director, officer or other private individual or person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered; no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code; the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and upon any dissolution or winding-up of the Corporation, its assets remaining after all debts and expenses have been paid or provided for shall be distributed by the Board of Directors to the City of Philadelphia, a political subdivision of the Commonwealth of Pennsylvania. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is described in Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(a)(2) of the Code.

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- 5. The corporation is organized upon a nonstock basis.
- 6. The corporation shall have no members.
- 7. The name and address, including street and number, if any, of each incorporator is:

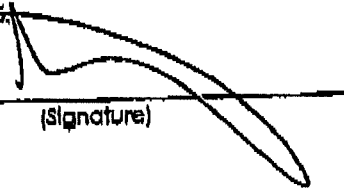
Name	Address
John F. Street	Room 215, City Hall, Philadelphia, PA 19107

8. The specified effective date, if any, is: None
 month day year hour, if any

9. The term for which the corporation is to exist is perpetual.

10. Additional provisions of the articles, if any, attach on 8 1/2 x 11 sheet: None

IN TESTIMONY WHEREOF, the Incorporator has signed these Articles of Incorporation this 29th day of 2005
 March, 2005.



 (Signature)