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August 6, 2009

Mariruth Wright  
Public Utilities Commission of Ohio  
Docketing Division  
180 East Broad Street  
Columbus, Ohio 43215

09-708-TP-ABN  
90-6357-CT-TRF

RE: Ohio Public Utilities Commission Notice

Mrs. Wright,

Light Tower Wireless, LLC. Is now owned and operated by SBA Advanced Wireless Networks LLC, ("SBA AWN") per the attached Secretary of States' certificate. At this time SBA AWN will no longer be pursuing or renewing our CLEC status in Ohio. We do not currently operate any wireless telecommunications sites in Ohio and have no immediate plans to do so. Please feel free to contact me if you have any questions or concerns.

Thank you,

*C. A. Cowher*

Carly Cowher  
Manager, Rights and Permitting  
SBA Advanced Wireless Networks LLC  
One Research Drive Suite 200C  
Westborough, MA 01581  
Office: 508.799.2460 Ext. 307  
Fax: 508.471.1399  
Cell: 774.230.3288  
ccowher@sbsite.com

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.  
Technician TM Date Processed 8/10/2009

**SECRETARY'S CERTIFICATE  
WITH RESPECT TO  
SBA ADVANCED WIRELESS NETWORKS, LLC (THE "COMPANY")**

I, Thomas P. Hunt, holding the office or position indicated below, hereby certify that I have reviewed the books and records of the Company, and that:

1. On August 28, 2002, Articles of Organization (Exhibit A attached hereto) for National Grid Communications, Inc. were filed with the Massachusetts Secretary of the Commonwealth.
2. On November 2, 2006, Articles of Merger (Exhibit B attached hereto) merging Clearshot Communications, LLC (DE) with and into National Grid Communications, Inc. were filed with the Massachusetts Secretary of the Commonwealth, with National Grid Communications, Inc. being the surviving entity.
3. On November 29, 2006, Articles of Merger (Exhibit C attached hereto) merging Global Tower Partners, LLC (DE) with and into National Grid Communications, Inc. were filed with the Massachusetts Secretary of the Commonwealth, with National Grid Communications, Inc. being the surviving entity.
4. On August 14, 2007, Articles of Merger (Exhibit D attached hereto) merging Silver Bow Communications II, Inc. with and into National Grid Communications, Inc. were filed with the Massachusetts Secretary of the Commonwealth, with National Grid Communications, Inc. being the surviving entity.
5. On August 14, 2007, a Certificate of Conversion (Exhibit E attached hereto) converting National Grid Communications, Inc. from a Massachusetts corporation to a Delaware limited liability company and changing its name from National Grid Communications, Inc. to Light Tower Wireless LLC was filed with the Delaware Secretary of State.
6. On August 14, 2007, a Certificate of Formation (Exhibit F attached hereto) for Light Tower Wireless LLC was filed with the Delaware Secretary of State.
7. On October 20, 2008, an Amended and Restated Certificate of Formation (Exhibit G attached hereto) for Light Tower Wireless LLC changing its name to SBA Advanced Wireless Networks, LLC was filed with the Delaware Secretary of State.

WITNESS my hand as of the 21<sup>st</sup> day of October, 2008.



Name: Thomas P. Hunt

Title: General Counsel and Secretary

I, Brendan Cavanagh, holding the office or position indicated below, hereby certify that I have reviewed the books and records of the Company, and that Thomas P. Hunt has been duly elected and has been qualified to hold the office of Secretary and continues to serve as such through and including the date hereof.


WITNESS my hand as of the 21<sup>st</sup> day of October, 2008.

  
Name: Brendan Cavanagh  
Title: Assistant Secretary

State of Florida  
County of Palm Beach

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of October, 2008, by Thomas P. Hunt and Brendan Cavanagh, the Secretary and Assistant Secretary of SBA Infrastructure Holdings I, Inc., a Delaware corporation, on behalf of the corporation. They are personally known to me.



  
Print Name: Stacey N. Lane  
Commission Expires: June 15, 2010

**EXHIBIT A**

**ARTICLES OF ORGANIZATION FOR NATIONAL GRID COMMUNICATIONS, INC.**

D

BT  
Examiner

X  
Name  
Approved

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF ORGANIZATION (General Laws, Chapter 156B)

### ARTICLE I

The exact name of the corporation is:

National Grid Communications, Inc.

### ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To provide telecommunications services, information services, other services or products subject to the jurisdiction of the Federal Communications Commission, or products or services that are related or incidental thereto.

To have as additional purposes all powers granted to corporations by the laws of The Commonwealth of Massachusetts, provided that no such purpose shall include any activity inconsistent with law.

- C ☐
- P ☒
- M ☐
- RA. ☐

9  
P.C.

*Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.*

### ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PARVALUE		WITH PARVALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	1,000	\$1.00
Preferred:		Preferred:		

### ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

None.

### ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

None.

### ARTICLE VI

\*\*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See attached.

*\*\*If there are no provisions state "None".*

*Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.*

## OTHER PROVISIONS

### ARTICLE VI

- A. Meetings of the stockholders of the corporation may be held anywhere in the United States.
- B. The corporation may carry out any or all of the purposes referred to in Article II in whole or in part through one or more subsidiaries.
- C. The corporation may carry out any actions referred to in Article II to the same extent as might an individual, whether as principal, agent, contractor, or otherwise, and either alone or in conjunction or as a joint venture or other arrangement with any corporation, association, trust, firm, or individual.
- D. The corporation may participate with others, as a general or limited partner, in any business enterprise for any of the purposes which the corporation would have the power to conduct by itself.
- E. No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability, except with respect to any matter as to which such liability shall have been imposed (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section sixty-one or sixty-two of chapter one hundred and fifty-six B of the General Laws of Massachusetts, or (iv) for any transaction for which the director derived an improper personal benefit.

The corporation shall indemnify each of its directors and officers against any loss, liability or expense, including amounts paid in satisfaction or judgments, in compromise or as fines and penalties, and counsel fees, imposed upon or reasonably incurred by him in connection with the defense or disposition of any action, suite or other proceeding, whether civil or criminal, including but not limited to derivative suits (to the extent permitted by law), in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been an director or officer, except with respect to any matter as to which he shall have been adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation, or, to the extent that such matter relates to service with respect to any employee benefit plan, as in the best interests of the participants or beneficiaries of such plan. As to any matter disposed of by a compromise payment by a director or officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, if no change in control has occurred (a) by a disinterested majority of the directors then in office, (b) by a majority of the disinterested directors then in office, provided that there has been

obtained an opinion in writing of independent legal counsel to the effect that such director or officer appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation, or (c) by the vote, at a meeting duly called and held, of the holders of a majority of the shares outstanding and entitled to vote thereon, exclusive of any shares owned by any interested director or officer or, if a change in control shall have occurred, by an opinion in writing of independent legal counsel to the effect that such director or officer appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation.

In discharging his duties any such director or officer, when acting in good faith, shall be fully protected in relying upon the books of account of the corporation or of another organization in which he serves as contemplated by this Article, reports made to the corporation or to such other organization by any of its officers or employees or by counsel, accountants, appraisers or other experts or consultants selected with reasonable care by the board of directors of the corporation or similar governing body of such other organization, or upon other records of the corporation or of such other organization.

No director or officer shall be liable for any act, omission, step or conduct taken or had in good faith, which (whether by condition or otherwise) is required, authorized or approved by any order or orders issued pursuant to the Public Utility Holding Company Act of 1935, the Telecommunications Act of 1996, the Communications Act of 1934, or any other Federal statute or any state statute regulating the corporation or a subsidiary, if any, by reason of their being subsidiaries of public utility companies or public utility holding companies or by reason of their activities as such, or any amendments to any thereof. In any action, suit or proceeding based on any act, omission, step or conduct, as in this paragraph described, the provisions hereof shall be brought to the attention of the court. In the event that the foregoing provisions of this paragraph are found by the court not to constitute a valid defense on the grounds of not being applicable to the particular class of plaintiff, each such director and officer shall be reimbursed for, or indemnified against, all loss, liability and expense incurred by him or imposed on him, in connection with, or arising out of, any such action, suite or proceeding based on any act, omission, step or conduct taken or had in good faith as in this Article described; provided, however, that as to any matter disposed of by a compromise payment by such director or officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interest of the corporation as heretofore provided in this Article. Such loss, liability and expense shall include, but shall not be limited to, judgments, court costs and attorneys' fees.

Expenses incurred with respect to the defense or disposition of any action, suite or proceeding heretofore referred to in this Article shall be advanced by the corporation prior to the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the recipient to repay such amount if it is ultimately determined that he is not entitled to indemnification, which undertaking shall be accepted without reference to the financial ability of the recipient to make such repayment. If in an action, suit or proceeding brought by or in right of the corporation, a director is held not liable, whether because



relieved of liability under the first paragraph of this Article or otherwise, he shall be deemed to have been entitled to indemnification for expenses incurred in defense of said action, suit or proceeding.

As used in this Article:

(i) The term "officer" includes (a) persons who serve at the request of the corporation as directors, officers, or trustees of another organization and (b) employees of the corporation and its affiliates who serve in any capacity with respect to benefit plans for the corporation's employees.

(ii) An "interested" director or officer is one against who in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

(iii) A "change in control" occurs when: (a) any individual, corporation, association, partnership, joint venture, trust or other entity or association thereof acting in concert (excluding any employee benefit plan, dividend reinvestment plan or similar plan of the corporation, or any trustee thereof acting in such capacity) acquires more than 20% of the corporation's outstanding stock having general voting rights or more than 20% of the common shares of any entity owning more than 50% of the corporation's outstanding stock having general voting rights, whether in whole or in part, by means of an offer made publicly to the holders of all or substantially all of such outstanding stock or shares to acquire stock or shares for cash, other property, or a combination thereof or by any other means, unless the transaction is consented to by vote of a majority of the continuing directors; or (b) continuing directors cease to constitute a majority of the board.

(iv) The term "continuing director" shall mean any director of the corporation who (a) was a member of the initial board of directors of the corporation as voted by the incorporators of the corporation, or (b) was recommended for his initial term of office by a majority of continuing directors in office at the time of such recommendation.

Nothing contained in this Article shall (i) limit the power of the corporation to indemnify employees and agents of the corporation or its subsidiaries other than directors and officers on any terms it deems appropriate not prohibited by law, (ii) limit the power of the corporation to indemnify directors and officers for expenses incurred in suits, actions, or other proceedings initiated by such director or officer or (iii) affect any rights to indemnification to which corporation personnel other than directors and officers may be entitled by contract or otherwise. The rights provided in this Article shall not be exclusive of or affect any other right to which any director or officer may be entitled and such rights shall inure to the benefit of its or his successors, heirs, executors, administrators and other legal representatives. Such other rights shall include all powers, immunities and rights of reimbursement allowable under the laws of The Commonwealth of Massachusetts.

No amendment to or repeal of this Article shall apply to or have any effect upon the liability, exoneration or indemnification of any director or officer for or with respect to any acts or

omissions of the director or officer occurring prior to such amendment or repeal.

- F. The by-laws may be amended, altered or repealed at any meeting of the stockholders (or, prior to the issue of the initial capital stock, at any meeting of the incorporators), provided notice of the proposed amendment, alteration or repeal is given in the notice of said meeting. They may also be altered, amended or repealed by vote of a majority of the directors then in office, except that the directors shall not take any action which provides for indemnification of directors nor any action to amend Article IX of the by-laws, and except that the directors shall not take any action unless permitted by law.

Any by-law so altered, amended or repealed by the directors may be further altered or amended or reinstated by the stockholders in the above manner.

#### ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

#### ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in *Massachusetts* is:

25 Research Drive, Westborough, MA 01582

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	See attached,		
Treasurer:			
Clerk:			
Directors:			

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: *March*

d. The name and business address of the resident agent, if any, of the corporation is: *None.*

#### ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 29<sup>th</sup> day of August, 20 02.

  
Kirk L. Ramsauer

  
Michael Middleton

25 Research Drive

25 Research Drive

Westborough, MA 01582

Westborough, MA 01582

*Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.*

## **OFFICERS AND DIRECTORS**

### **ARTICLE VIII**

#### **OFFICERS**

	<u>Name</u>	<u>Residential</u>	<u>Business</u>
President	Doug Wiest	441 Bedford Street Concord, MA 01742	25 Research Drive Westborough, MA 01582
Treasurer	Michael J. Kelleher	290 Stevens Road Freeville, NY 13068	25 Research Drive Westborough, MA 01582
Clerk	Gregory A. Hale	45 Wells Park Road Sturbridge, MA 01566	25 Research Drive Westborough, MA 01582

#### **DIRECTORS**

Edward Astle	Little Waltham, Chelmsford Essex, England CM3 3LE	15 Marylebone Road London, England NW1 5JD
John G. Cochrane	8 Captain Thomson Lane Hingham, MA 02043	25 Research Drive Westborough, MA 01582
Stephen Harris	Chapel Street, Bishops Itchington Warwickshire, England CV47 2RB	15 Marylebone Road London, England NW1 5JD
Richard P. Sergel	34 Brook Street Wellesley, MA 02482	25 Research Drive Westborough, MA 01582
Doug Wiest	441 Bedford Street Concord, MA 01742	25 Research Drive Westborough, MA 01582

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105164248

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 275 having been paid, said articles are deemed to have been filed with me this 28<sup>th</sup> day of August 20 02.

Effective date: \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

**FILING FEE:** One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Sandra J. Brochu, Senior Paralegal  
National Grid USA Service Company, Inc.  
25 Research Drive  
Nestborough, MA 01582

Telephone: (508) 369-2816

TOP THE  
LEAD  
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CORPORATION DIVISION

**EXHIBIT B**

**ARTICLES OF MERGER BETWEEN CLEARSHOT COMMUNICATIONS, LLC AND NATIONAL GRID  
COMMUNICATIONS, INC.**

DF  
PC

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

## Articles of Merger Involving Domestic Corporations, Foreign Corporations or Foreign Other Entities (General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

FORM MUST BE TYPED

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
National Grid Communications, Inc.	Massachusetts	August 28, 2002
Clearshot Communications, LLC	Delaware	May 14, 2001

(3) The foreign corporation or other entity ☒ is / ☐ is not\* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: National Grid Communications, Inc.

(5) Jurisdiction under the laws of which the surviving entity will be organized: Massachusetts

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: \_\_\_\_\_

(7-8) For each domestic corporation that is a party to the merger:\*\*

(check appropriate box)

☐ The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

☒ The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

\* Check appropriate box

\*\* Provide this information for each domestic corporation separately

(10) Attach any amendments to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 930 CMR 119.16.

(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: \_\_\_\_\_

(number, street, city or town, state, zip code)



Signed by:

  
Douglas C. Wiest

(signature of authorized individual)

☐ Chairman of the board of directors,

☒ President,

☐ Other officer,

☐ Court-appointed fiduciary,

on this 31<sup>st</sup> day of October, 2006.

Signed by:

  
Gregory A. Hale

(signature of authorized individual)

☐ Chairman of the board of directors,

☐ President,

☒ Other officer,

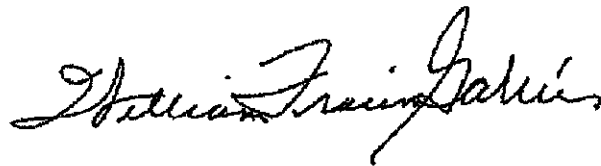
☐ Court-appointed fiduciary,

on this 31<sup>st</sup> day of October, 2006.

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:  
November 02, 2006 9:29 AM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized "G" at the end.

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

**EXHIBIT C**

**ARTICLES OF MERGER BETWEEN GLOBAL TOWER PARTNERS, LLC AND NATIONAL GRID  
COMMUNICATIONS, INC.**

**D:F  
PC**

**William Francis Galvin**  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

**FORM MUST BE TYPED**

**Involving Domestic Corporations,  
Foreign Corporations or Foreign Other Entities**  
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
National Grid Communications, Inc.	Massachusetts	August 28, 2002
Global Tower Partners, LLC	Delaware	November 13, 2006


<sup>11</sup> Provide this information for each domestic corporation separately.

(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

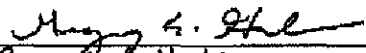
(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: \_\_\_\_\_

*(number, street, city or town, state, zip code)*

Signed by:  \_\_\_\_\_  
 Douglas C. Wiest (signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this 29 day of November, 2006.

Signed by:  \_\_\_\_\_  
 Gregory A. Hale (signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☐ President,
- ☒ Other officer,
- ☐ Court-appointed fiduciary,

on this 29 day of November, 2006.

NB!TPD!!!!Gjoh!Ovn cf s|311771732: 91!!!!Ebf ;!228: 8117!22;34!BN

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

|||||Opw n cf s3: -1317122;34!BN

William Francis Gahie

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

**EXHIBIT D**

**ARTICLES OF MERGER BETWEEN SILVER BOW COMMUNICATIONS II, LLC AND NATIONAL GRID  
COMMUNICATIONS, INC.**



DF  
PC

The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

*W*

FORM MUST BE TYPED

Articles of Merger

FORM MUST BE TYPED

Involving Domestic Corporations,  
Foreign Corporations or Foreign Other Entities  
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
<u>National Grid Communications, Inc.</u>	<u>010746 575</u>	<u>Massachusetts 8/28/02</u>
<u>Silver Bow Communications II, Inc.</u>	<u>Delaware</u>	<u>2/26/98</u>

(3) The foreign corporation or other entity ☐ is /☒ is not\* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: National Grid Communications, Inc.

(5) Jurisdiction under the laws of which the surviving entity will be organized: Massachusetts

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: \_\_\_\_\_

(7-8) For each domestic corporation that is a party to the merger\*\*

(check appropriate box)

☒ The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

☐ The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

\* Check appropriate box

\*\* Provide this information for each domestic corporation separately

*4*  
P.C.

01562b110002011237 01/00/06

(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: 80 Central Street, Roxborough, MA 01719  
(number, street, city or town, state, zip code)

Signed by: National Grid Communications, Inc. Gregory A. Hall  
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☐ President,
- ☒ Other officer,
- ☐ Court-appointed fiduciary,

on this 13<sup>th</sup> day of August, 2007.

Signed by: Star Line Communications II, Inc. Gregory A. Hall  
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☐ President,
- ☒ Other officer,
- ☐ Court-appointed fiduciary,

on this 13<sup>th</sup> day of August, 2007.

05/01/85025

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Merger Involving Domestic Corporations,  
Foreign Corporations or Foreign Other Entities  
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

I hereby certify that upon examination of these articles of merger, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 260 having been paid, said articles are deemed to have been filed with me this 19 day of Aug 20 07 at 2:33 P.M.

Effective date: \_\_\_\_\_  
(must be within 90 days of date submitted)

1027570

18  
Examiner  
Name approval

*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION  
Contact Information:

Curriculum Vitae  
#A.R. 14  
2007/US 14  
2007/US 14  
2007/US 14

National Grid Communications, Inc.

c/o Gregory A. Hale, Secretary

25 Research Drive, Westborough, MA 01582

Telephone: 1.508.389.3187

Email: gregory.hale@us.ngrid.com

Upon filing, a copy of this filing will be available at [www.sec.state.ma.us/cor](http://www.sec.state.ma.us/cor). If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

**EXHIBIT E**

**CERTIFICATE OF CONVERSION OF NATIONAL GRID COMMUNICATIONS, INC.**

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A MASSACHUSETTS CORPORATION UNDER THE NAME OF "NATIONAL GRID COMMUNICATIONS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NATIONAL GRID COMMUNICATIONS, INC." TO "LIGHT TOWER WIRELESS LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF AUGUST, A.D. 2007, AT 1:32 O'CLOCK P.M.

4407047 81007

070917979



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5924803

DATE: 08-14-07

**CERTIFICATE OF CONVERSION  
FROM A CORPORATION  
TO LIMITED LIABILITY COMPANY**

Pursuant to Sections 18-204 and 18-214 of the  
Delaware Limited Liability Company Act

National Grid Communications, Inc., a Massachusetts corporation (the "Corporation"), does hereby certify to the following facts relating to the conversion of the Corporation into a Delaware limited liability company (the "Conversion") under the name "Light Tower Wireless LLC":

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is National Grid Communications, Inc. The name under which the Corporation was originally incorporated is National Grid Communications, Inc.
2. The Corporation was originally incorporated on the 28th day of August, 2002 under the laws of the Commonwealth of Massachusetts. The Corporation's jurisdiction of incorporation immediately prior to the filing of this Certificate of Conversion is the Commonwealth of Massachusetts.
3. The name of the limited liability company into which the Corporation shall be converted, as set forth in its Certificate of Formation, is Light Tower Wireless LLC.

**[SIGNATURE PAGE FOLLOWS]**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:32 PM 08/14/2007  
FILED 01:32 PM 08/14/2007  
SEW 070917979 - 4407067 FILE

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Conversion to be executed in its name this 14 day of August, 2007.

NATIONAL GRID COMMUNICATIONS, INC.

By: Gregory A. Hale  
Name: Gregory A. Hale  
Title: Secretary



**EXHIBIT F**

**CERTIFICATE OF FORMATION OF LIGHT TOWER WIRELESS LLC**

# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND  
CORRECT COPY OF CERTIFICATE OF FORMATION OF "LIGHT TOWER  
WIRELESS LLC" FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF  
AUGUST, A.D. 2007, AT 1:32 O'CLOCK P.M.

4407047 8100V

070917979



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5924803

DATE: 08-14-07

**CERTIFICATE OF FORMATION  
OF  
Light Tower Wireless LLC**

1. The name of the limited liability company is Light Tower Wireless LLC.
2. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**[SIGNATURE PAGE FOLLOWS]**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:52 PM 08/14/2007  
FILED 01:52 PM 08/14/2007  
SSS 070917879 - 4407047 FILE

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of  
Light Tower Wireless LLC on this 14<sup>th</sup> day of August, 2007.

Light Tower Wireless LLC

By: George A. Hale  
Name: George A. Hale  
Title: Authorized Person

**EXHIBIT G**

**AMENDED AND RESTATED CERTIFICATE OF FORMATION  
OF LIGHT TOWER WIRELESS LLC**

**AMENDED AND RESTATED CERTIFICATE OF FORMATION****OF****LIGHT TOWER WIRELESS LLC**

Light Tower Wireless LLC (the "Company") a Limited Liability Company company organized and existing under the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101, et seq., does hereby certify as follows:

1. The Company filed its original Certificate of Formation with the Secretary of the State of Delaware on August 14, 2007 under the name Light Tower Wireless LLC;
2. The Company desires to changes its name to SBA Advanced Wireless Networks, LLC; and
3. This Amended and Restated Certificate of Formation set forth below has been duly executed and is being filed in accordance with the applicable provisions of Section 18-208 of the Delaware Limited Liability Company Act.

The duly adopted Amended and Restated Certificate of Formation of the Company reads in its entirety as follows:

**FIRST:** The name of the Limited Liability Company is SBA Advanced Wireless Networks, LLC.

**SECOND:** The address of its registered office in the State of Delaware is 3411 Silverside Road, Rodney Building, Suite 104, New Castle County, Wilmington, Delaware 19810. The name of its registered office is Corporate Creations Network, Inc.

**THIRD:** The address of its registered agent in the State of Delaware is 3411 Silverside Road, Rodney Building, Suite 104, New Castle County, Wilmington, Delaware 19810. The name of its registered agent is Corporate Creations Network, Inc.

IN WITNESS WHEREOF, I have signed my named to this Amended and Restated Certificate of Formation as of the 20th day of October, 2008.

**LIGHT TOWER WIRELESS LLC****By: SBA TOWERS II LLC, its sole member**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:25 PM 10/20/2008  
FILED 01:25 PM 10/20/2008  
SRV 081030033 - 4407047 FILE

By: Thomas P. Hunt  
Senior Vice President, General Counsel and  
Secretary

TOTAL P.02