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The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 164, s. 47C)
Chapter 164, s. 6

ARTICLE I

The exact name of the corporation is:

WiredWest Communications Cooperative Corporation

ARTICLE II

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

See Attachment A

Examiner

Name
Approved

- C
- P
- M
- R.A.

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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.

ATTACHMENT A

The Cooperative shall have, but not be limited to, the following powers:

- A. To participate with others in any partnership, joint venture, or other association, transaction, or arrangement of any kind;
- B. To have perpetual succession by its corporate name unless a limited period of duration is stated in the articles of incorporation;
- C. To sue and be sued, complain, and defend its corporate name;
- D. To have and use a corporate seal;
- E. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and deal in and with real or personal property or any interest therein, wherever situated;
- F. To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;
- G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, use, and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality, or any instrumentality thereof;
- H. To make contracts and incur liabilities, borrow money at rates of interest as the Cooperative may determine, issue notes, bonds, certificates of indebtedness and other obligations, receive funds from members and pay interest thereon, issue capital stock and certificates representing equity interests in assets, allocate earnings and losses and in the manner the bylaws or other contract specify, create book credits, capital funds, and reserves, and secure obligations by mortgage or pledge of any of the Cooperative's property, franchises, and income;
- I. To lend money for the Cooperative's purposes, invest and reinvest funds, and take and hold real and personal property as security for the payment of funds loaned or invested;
- J. To conduct business, carry on operations, have offices, and exercise its powers granted by statute within or without the Commonwealth;
- K. To elect or appoint officers and agents, define their duties, and fix their compensation;
- L. To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of this Commonwealth of Massachusetts, for the administration and regulation of the affairs of the Cooperative;
- M. To make donations for the public welfare or for charitable, scientific or educational purposes;
- N. To pay pensions and establish pension plans, pension trusts, profit-sharing plans and other incentive plans for any of its officers and employees;
- O. To be a partner, member, associate, or manager of any partnership, joint venture, trust, or other enterprise;

- P. To cease corporate activities and surrender its corporate franchise;
- Q. To purchase, acquire, distribute, sell, resell, supply, and dispose of energy in any form or other services;
- R. To purchase, acquire, distribute, sell, resell, supply and provide any energy or energy-related services to wholesale or retail customers within or without the Commonwealth;
- S. To have access on comparable terms to energy transportation systems for delivery of energy to its members and other customers;
- T. To sell electricity to any consumer, including, but not limited to, a consumer that receives electric distribution, transmission, or other services from an entity other than the cooperative, other than consumers served by municipal light plants which are not members of the cooperative, provided however that the cooperative shall not sell electricity to consumers served by a municipal light plant which is a member of the cooperative without the express advance written agreement of the municipal light plant member;
- U. To sell cable television or other telecommunications services subject to the same federal and state laws and regulations applicable to municipal lighting plants or other public entities that provide those services;
- V. To contract with natural persons, firms, corporations, business trusts, partnerships, public and private agencies, non-profit organizations and corporations, other cooperatives, and local municipalities to accomplish any purposes of the Cooperative;
- W. To have and exercise all powers necessary or convenient to effect its purposes;
- X. To exercise and perform all or part of its power and functions through one or more wholly-owned or partly-owned corporations or other business entities; and
- Y. To exercise all other powers not inconsistent with the Massachusetts State Constitution or the United States Constitution which may be reasonably necessary or appropriate for or incidental to the effectuation of the Cooperative's authority, purposes or the exercise of any of the foregoing powers or the exercise in connection with its properties and affairs, and in connection with property within its control, any and all powers which might be exercised by a natural person or private corporation in connection with similar property and affairs.

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 PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	None	Common:	None	
Preferred:	None	Preferred:	None	

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.

N/A

ARTICLE V

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

N/A

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:

None

***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.

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:
Old Courthouse, 99 Main Street, Northampton, MA 01060

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: Menica Webb	185 Beartown Mountain Road Monterey, MA 01245	P.O. Box 385 Monterey, MA 01245
Treasurer: James Drawe	28 Wilder Road Cummington, MA 01026	
Clerk: Jean Atwater-Williams	182 Cold Spring Road Sandisfield, MA 01255	P.O. Box 770 Otis, MA 01253
Directors: See attached'		

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

d. The name and business address of the resident agent, if any, of the corporation is:

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 24th day of September, 2011.

Menica Webb
Monica Webb, President

James Drawe
James Drawe, Treasurer

Jean Atwater-Williams
Jean Atwater-Williams, Clerk

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.

ARTICLE VIII b. - Directors

Ashfield

David Kulp
183 Phillips Road
Shelburne Falls, MA 01370

Charlemont

Robert E. Handsaker
464 Mountain Road
Charlemont, MA 01339

Chester

Michael W. Crochiere, CPA
279 Goss Hill Road
Huntington, MA 01050

Conway

Bob Armstrong
25 Thompson Road
Conway, MA 01341

Cummington

Jim Drawe
28 Wilder Road
Cummington, MA 01026

Egremont

Jonathan Taylor
Street: 60 Boice Road
North Egremont, MA 01230
Mail: 223 Egremont Plain Rd. # 148
North Egremont, MA 01230

Great Barrington

Kevin O'Donnell
334 Main Street
Great Barrington, MA 01230

Heath

Al Canali
Street: 228 Rte. 8A South
Heath, MA 01346
Mail: P.O. Box 134
Charlemont, MA 01339

Middlefield

Leanne Every
222 Skyline Trail
Middlefield, MA 01243

Monterey

Monica Webb
Street: 185 Beartown Mountain Road
Monterey, MA 01245
Mail: P.O. Box 385
Monterey, MA, 01245

New Marlborough

Tim Newman
Street: 161 Norfolk Road
Southfield, MA 01259
Mail: P.O. Box 218
Southfield, MA 01259

New Salem

MaryEllen Kennedy
Street: 189 Moosehorn Road
New Salem MA 01355
Mail: P.O. Box 36
New Salem MA 01355

Otis

Robert Rocke
15 Old State Road
Otis, MA 01253

Peru

Kevin Cahill
99 Middlefield Road
Peru, MA 01235

Plainfield

Brian Holt Hawthorne
43 Old South Street
Cummington, MA 01026

Rowe

Noel Abbott
112 Ford Hill Road
Rowe, MA 01367

Sandisfield

Jean Atwater-Williams
Street: 182 Cold Spring Road
Sandisfield, MA 01255
Mail: P.O. Box 770
Otis Ma 01253

Shutesbury

Marie L. (Weezie) Houle
40 W. Pelham Road
Shutesbury, MA 01072

Warwick

Reva Reck
555 Northfield Road
Warwick, Ma 01378

Washington

Steve Nelson
325 Cross Place Road
Washington, MA 01223

Wendell

Robbie Leppzer
Street: 38 Rush Road
Wendell, MA 01379
Mail: P.O. Box 864
Wendell, MA 01379

West Stockbridge

Patricia Soldati
124 West Center Road
West Stockbridge MA 01266

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 164, s. 47C)
Chapter 164, s. 6

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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 14 day of Dec 20 11.

Effective date: December 14 2011



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$275.00. 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

Contact information:

Jean Atwater-Williams, Clerk
WiredWest Communications Cooperative Corporation
Old Courthouse, 99 Main Street
Northampton, MA 01060

Telephone: 860-604-4323

Email: atwaterwilliams@gmail.com

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

SECRETARY OF THE COMMONWEALTH
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CORPORATION DIVISION