

CERTIFICATE OF INCORPORATION

of

SOUTHERN TIER NETWORK, INC.

Under Sections 402 and 1411 of the Not-for-Profit Corporation Law

The undersigned does hereby certify:

1. The name of the corporation is SOUTHERN TIER NETWORK, INC.
2. The corporation shall be a corporation, as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

3. The purposes for which the corporation is formed are aiding a community or geographical area by attracting industry to the community or area or by encouraging the development of, or retention of an industry in the community or area; to relieve and reduce unemployment, to promote and to provide for additional and maximum employment, to better and to maintain job opportunities encouraging the development of, or retention of, an industry in the community or area and lessening the burdens of government and to act in the public interest by providing a telecommunications infrastructure which will assist economic development by attracting new business, improving communications in medicine and among health care providers, and supporting individual county emergency services E-911 communications systems. The geographical area served will be the counties of Steuben, Schuyler and Chemung.

The public objective of the corporation will be to lessen the burdens of government and to act in the public interest by performing the foregoing purposes.

In furtherance of the aforesaid purposes, the corporation shall have all the powers conferred by paragraph (c) of Section 1411 of the Not-for-Profit Corporation Law.

The corporation may do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Articles 5 and 14 of the Not-for-Profit Corporation Law and Article 8 of the Public Authorities Law.

4. This local development corporation is a Type C corporation under Section 201 of the Not-for-Profit Corporation Law.

5. All income and earnings of the corporation shall be used exclusively for its corporate purposes or accrue and be paid to the New York Job Development Authority.

6. No part of the income or earnings of the corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to any member or private person, corporate, or individual, or any other private interest, except for the repayment of loans.

7. Upon the dissolution of the corporation, no member or private person, corporate or individual, or other private interest, shall be entitled to any distribution or division of its remaining funds and other property and rights and interests in property, and the balance thereof, after the payment of all debts and liabilities of the corporation of whatsoever kind and nature, including the payment of loans and contributions, shall be distributed to one or more counties, cities, towns or villages within the territory designated in its certificate of incorporation, for furtherance of the purposes of the corporation, or to the New York job development authority, as shall be provided by said corporation or by order of the supreme court of the state of New York pursuant to section 1008 of the Not-for-Profit Corporation Law.

8. The office of the corporation is to be located in Steuben County, New York.

9. The number of directors of the corporation shall be between seven and fifteen as determined by the board in accordance with its by-laws.

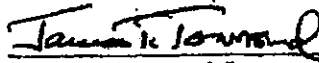
10. The names and addresses of the directors until the first annual meeting are:

Names	Addresses
Mark Alger	3 East Pulteney Square Bath, NY 14810
David Hopkins	6979 Rumsey Street Extension Bath, NY 14810
Steven Manning	459 Philo Road Elmira, NY 14903
Timothy O'Hearn	105 Ninth Street, Unit 37 Watkins Glen, NY 14891
Mark Rogus	1 Riverfront Plaza Corning, NY 14831
Thomas Santulli	203-205 Lake Street Elmira, NY 14902
Marcia Weber	8 Denison Parkway East, Ste 310 Corning, NY 14830

11. The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any notice required by law is c/o Remington, Gifford, Williams & Colicchio, LLP, 183 East Main St., Suite 1400, Rochester, NY, Attn: James T. Townsend, Esq.

12. Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by the General Business Law § 340 or any other anti-monopoly statute of the State of New York.

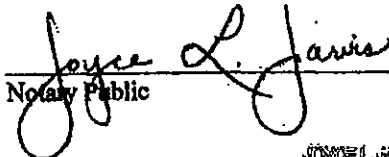
IN WITNESS WHEREOF, this certificate has been signed by the subscriber this 7th day of January, 2011.



James T. Townsend, Incorporator
183 East Main Street, Suite 1400
Rochester, NY 14604

STATE OF NEW YORK)
COUNTY OF MONROE) ss:

On this 7th day of January, 2011, before me personally came James T. Townsend, to me known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation and he duly acknowledged to me that he severally and independently executed the same.



Notary Public

JOYCE L. JARVIS
Notary Public, State of New York
No. 01130000000000000000000000000000
Qualified in Monroe County
Commission Expires Oct. 26, 2011

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CERTIFICATE OF INCORPORATION

OF

SOUTHERN TIER NETWORK, INC.

FILED
2011 JAN 10 PM 4:18

RECEIVED

2011 JAN 10 AM 9:03

Under Section 402 of the Not-for-Profit Corporation Law

Filed

Remington, Gifford, Williams & Colicchio, LLP

DRAWDOWN

183 East Main Street, Suite 1400
Rochester, New York 14604

Contract # South 25460

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 10 2011

TAXS

BY: *DM*

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STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on January 11, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

FILING RECEIPT

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ENTITY NAME: SOUTHERN TIER NETWORK, INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: C COUNTY: STEU

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FILED:01/10/2011 DURATION:PERPETUAL CASH#:110110001052 FILM #:110110000970

FILER:

EXIST DATE

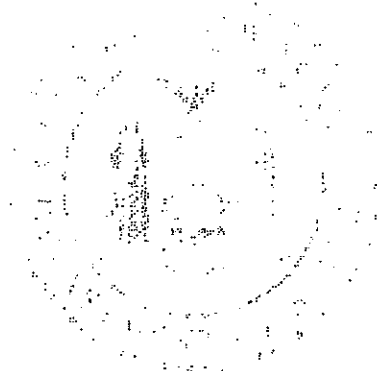
REMINGTON GIFFORD WILLIAMS &
COLICCHIO, LLP
183 EAST MAIN STREET, SUITE 1400
ROCHESTER, NY 14604

01/10/2011

ADDRESS FOR PROCESS:

C/O REMINGTON, GIFFORD, WILLIAMS & COLICCHIO, LLP
ATTN: JAMES T. TOWNSEND, ESQ. 183 EAST MAIN ST., MAIN 1400
ROCHESTER, NY 00000

REGISTERED AGENT:



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SERVICE COMPANY: UNITED CORPORATE SERVICES - 37

SERVICE CODE: 37

FEEES 135.00

FILING 75.00
TAX 0.00
CERT 0.00
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HANDLING 50.00

PAYMENTS 135.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 135.00
OPAL 0.00
REFUND 0.00

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SOUTH25460

DOS-1025 (04/2007)