

**RESOLUTION  
OF THE MEMBERS  
OF  
MARYLAND BROADBAND COOPERATIVE, INC.  
AMENDING THE  
ARTICLES OF INCOPROTATION**

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**08-16**

WHEREAS, the Articles of Incorporation of Maryland Broadband Cooperative, Inc. (Cooperative) were accepted for filing with the Maryland Department of Assessments and Taxation Corporate Charter Division on May 15, 2006; and

WHEREAS, the Cooperative has made an application with the Internal Revenue Service (IRS) for IRS recognition of Federal tax exemption under Section 501(c)(12) of the Internal Revenue Code; and

WHEREAS, the IRS has indicated that before such tax exemption approval can be granted, it is required that the Cooperative amend its Articles of Incorporation as follows:

**Article VIII is amended by deleting the following sentence, “Upon a dissolution of the cooperative, the assets of the cooperative shall be distributed in accordance with the provisions of the Maryland Consumer Cooperative Act, and any surplus remaining shall be distributed to the then members, which are cooperatives or nonprofit tax exempt enterprises, in equal shares” and replacing it with the following sentence, “In the event of dissolution of the cooperative, each member, including former members, shall receive his proportionate share of the cooperative’s property and assets based on patronage, insofar as possible, after paying or providing for the payment of all debts of the cooperative.”**

WHEREAS, the Maryland Consumer Cooperative Act, under which the Cooperative is incorporated, requires the approval of the members of the Cooperative in order to amend the Article of Incorporation; and

WHEREAS, the Board of Directors of the Cooperative has recommended that the members of the Cooperative approve the aforesaid amendment to the Article of Incorporation of the Cooperative, and adopt the resolutions hereinafter set forth.

NOW THEREFORE BE IT:

RESOLVED, that the members of the Cooperative, acting by unanimous written consent under Section 3.09 of the Cooperative Bylaws, hereby approve and adopt the aforesaid amendment to the Articles of Incorporation of the Cooperative; and be it further

RESOLVED, that the officers of the Cooperative are hereby authorized and directed to execute and file such form or forms as recommended by counsel to implement the aforesaid amendment to the Articles of Incorporation of the Cooperative; and be it further

RESOLVED, that the Board of Directors and officers of the Cooperative are hereby authorized to do and take any and all such other actions as may be necessary or convenient to implement the aforesaid amendment to the Articles of Incorporation; and be it further

RESOLVED, that this Resolution and consent may be signed by the members in separate counterparts, and that the Secretary shall file this Resolution and consent of the members with the minutes of the proceedings of the Cooperative members.

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We, the undersigned duly authorize voting delegates of the members of Maryland Broadband Cooperative, Inc., do hereby consent to the above member action without a meeting, and adopt the forgoing Resolutions:

**Atlantech Online, Inc**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

**Atlantic Technology Services, Inc**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

**Bay Country Communications, Inc**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

**Board of Commissioners of Carroll County**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

**Commissioners of Caroline County**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

**Dorchester County Government**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

**Easton Utilities**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

**Lower Shore Broadband Cooperative**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

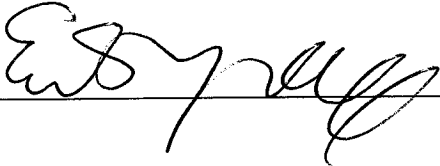
**METRO CAST Communications**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

**Mid-Shore Regional Council**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

**Queen Anne's County Government**

By:  \_\_\_\_\_ Dated: 8/5/08, 2008

**State Highway Administration**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

**Tri-County Council for the Lower Eastern Shore of Maryland**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

**Tri-County Council for Southern Maryland**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

**Tri-County Council for Western Maryland, Inc.**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

**Upper Shore Regional Council**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008

**Worcester County Government**

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2008