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Expires 06/30/99  
OMB 0651-0027



U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

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3-29-01

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

#### Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly  76174400

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
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- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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Mail documents to be recorded with required cover sheet(s) information to:  
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**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Stephen P. Demm

March 27, 2001

Name of Person Signing

Signature

Date Signed

# Commonwealth OF Virginia

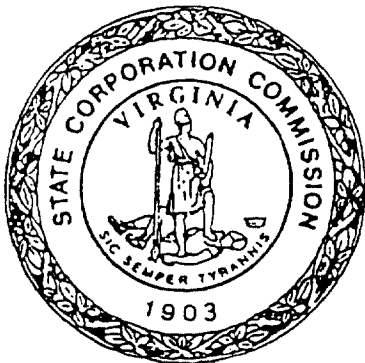


## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of all documents constituting the charter of NTELOS Inc..

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
December 14, 2000*

*Joel H. Peck*

*Joel H. Peck, Clerk of the Commission*

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

December 4, 2000

The State Corporation Commission has found the accompanying articles submitted on behalf of NTELOS Inc.-(formerly CFW COMMUNICATIONS COMPANY ) to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

**CERTIFICATE OF AMENDMENT AND RESTATEMENT**

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective December 4, 2000, at 02:06 PM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

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ARTICLES OF RESTATEMENT  
OF  
CFW COMMUNICATIONS COMPANY

1. The name of the Corporation is CFW Communications Company.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is set forth as Exhibit A hereto (the "Amended and Restated Articles").
  - (a) Pursuant to §13.1-711(A) of the Virginia Stock Corporation Act (the "Virginia Code"), shareholder action was not required to restate the Corporation's Articles of Incorporation.
  - (b) Shareholder approval was required to approve the following amendments (the "Amendments") to the Corporation's Articles of Incorporation:
    - (i) Changing the name of the Corporation ("Amendment 1") by deleting Article I in its entirety and replacing it with the following:

"The name of the Corporation is NTELOS Inc."
    - (ii) Increasing the number of authorized shares of Common Stock from 20,000,000 shares to 75,000,000 shares ("Amendment 2") by amending the first sentence of the first paragraph and the first sentence of the fourth paragraph of Article II to provide that:

"The Corporation shall have the authority to issue 75,000,000 shares of Common Stock, without par value and 1,000,000 shares of Preferred Stock, without par value."
3. The Amended and Restated Articles were proposed by the Corporation's Board of Directors, which found the restatement and the Amendments to be in the Corporation's best interest.
4. The Corporation's Board of Directors, which found the Amendments to be in the Corporation's best interest, directed that the Amendments be submitted to a vote at a meeting of the Corporation's shareholders on December 4, 2000.
5. On October 30, 2000, notice of the meeting, accompanied by a copy of the Amendments to be made to the Articles of Incorporation, was given in the manner provided in the Virginia Code to each of the Corporation's shareholders of record.

6. Holders of shares of Common Stock, Cumulative Convertible Preferred Stock, Series B ("Series B Preferred Stock"), and Cumulative Convertible Preferred Stock, Series C ("Series C Preferred Stock"), voting as a single class, were eligible to vote on the Amendments to the Articles of Incorporation.

At the close of business on October 20, 2000, the date fixed by the Corporation's Board of Directors as the record date for the meeting of the shareholders, 13,129,653 shares of Common Stock and 4,146,228 shares of Series B Preferred Stock (on as converted basis) and Series C Preferred Stock (on as converted basis) were outstanding and entitled to vote, for an aggregate total of 17,275,881 shares.

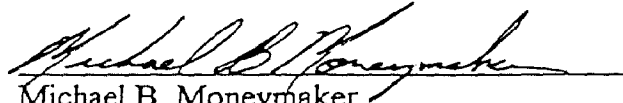
7. (a) On December 4, 2000, Amendment 1 to the Articles of Incorporation was approved by the holders of Common Stock, Series B Preferred Stock and Series C Preferred Stock, voting as a single class, as follows:
- (i) 8,614,041 shares of Common Stock and 3,964,667 shares of Series B Preferred Stock and Series C Preferred Stock, for an aggregate total of 12,578,708 shares, voted for Amendment 1;
  - (ii) 1,189,884 shares of Common Stock and 33,130 shares of Series B Preferred Stock and Series C Preferred Stock, for an aggregate total of 1,223,014 shares, voted against Amendment 1; and
  - (iii) 258,215 shares of Common Stock and 7,288 shares of Series B Preferred Stock and Series C Preferred Stock, for an aggregate total of 265,503 shares, abstained from voting on Amendment 1 at the meeting of the shareholders.
7. (b) On December 4, 2000, Amendment 2 to the Articles of Incorporation was approved by the holders of Common Stock, Series B Preferred Stock and Series C Preferred Stock, voting as a single class, as follows:
- (i) 7,887,375 shares of Common Stock and 3,944,159 shares of Series B Preferred Stock and Series C Preferred Stock, for an aggregate total of 11,831,534 shares, voted for Amendment 2;
  - (ii) 2,123,879 shares of Common Stock and 59,490 shares of Series B Preferred Stock and Series C Preferred Stock, for an aggregate total of 2,183,369 shares, voted against Amendment 2; and
  - (iii) 50,887 shares of Common Stock and 1,436 shares of Series B Preferred Stock and Series C Preferred Stock, for an aggregate total of 52,323 shares, abstained from voting on Amendment 2 at the meeting of the shareholders.

The number of shares of Common Stock, Series B Preferred Stock and Series C Preferred Stock voted for the Amendments was sufficient to approve the Amendments.

8. The undersigned declares that the facts herein stated are true as of December 4, 2000.

CFW COMMUNICATIONS COMPANY

By:



Michael B. Moneymaker  
Senior Vice President and Chief Financial  
Officer, Treasurer and Secretary

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CFW COMMUNICATIONS COMPANY

ARTICLE I.

The name of the Corporation is NTELOS Inc.

ARTICLE II.

The Corporation shall have authority to issue 75,000,000 shares of Common Stock, without par value, and 1,000,000 shares of Preferred Stock, without par value. No holder of shares of any class of the Corporation shall have any preemptive or preferential right to purchase or subscribe to (i) any shares of any class of the Corporation, whether now or hereafter authorized; (ii) any warrants, rights or options to purchase any such shares; or (iii) any securities or obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

**Preferred Stock.** The Board of Directors may determine the preferences, limitations and relative rights, to the extent permitted to the Virginia Stock Corporation Act, of any class of shares of Preferred Stock before the issuance of any shares of such class, or of one or more series within a class of Preferred Stock before the issuance of any shares of such series. Each such class or series shall be appropriately designated by a distinguishing designation prior to the issuance of any shares thereof. The Preferred Stock of all series shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of share of other series of the same class.

Prior to the issuance of any shares of a class or series of Preferred Stock (1) the Board of Directors shall establish such class or series by adopting a resolution and by filing with the State Corporation Commission of Virginia articles of amendment setting forth the designation and number of shares of the class or series and the relative rights and preferences thereof, and (2) the State Corporation Commission of Virginia shall have issued a certificate of amendment.

The Board of Directors has established (i) Junior Participating Cumulative Preferred Stock, Series A, (ii) Senior Cumulative Convertible Preferred Stock, Series B and (iii) Senior Cumulative Convertible Preferred Stock, Series C, the preferences, limitations and relative rights of which are set forth in Appendix I, Appendix II and Appendix III, respectively.

**Common Stock.** The holders of Common Stock shall, to the exclusion of the holders of any other class of stock of the Corporation, have the sole and full power to vote for the election of directors and for all other purposes without limitation except only (i) as otherwise provided in the articles of amendment for a particular class or series of Preferred Stock, and (ii) as otherwise

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expressly provided by the then existing statutes of the Commonwealth of Virginia. The holders of Common Stock shall have one vote for each share of Common Stock held by them.

Subject to the provisions of any articles of amendment for a class or series of Preferred Stock, the holders of Common Stock shall be entitled to receive dividends if, when and as declared by the Board of Directors out of funds legally available therefor and to the net assets remaining after payment of all liabilities upon voluntary or involuntary liquidation of the Corporation.

### ARTICLE III.

(1) Number, Election and Term of Directors. The number of Directors constituting the Board of Directors shall be fixed by the by-laws, or in the absence of a by-law fixing the number, the number shall be eleven; provided that the number of directors of the Corporation set forth in the by-laws cannot be increased by more than two during any twelve-month period except by the affirmative vote of the holders of more than 66 2/3% of the outstanding Voting Shares. Commencing with the 1988 annual meeting of shareholders, the Board of Directors shall be divided into three classes, Class I, Class II and Class III, which shall be as nearly equal in number as possible. The Directors of the first class (Class I) shall hold office for a term expiring at the 1989 Annual Meeting of Shareholders; the Directors of the second class (Class II) shall hold office for a term expiring at the 1990 Annual Meeting of Shareholders; and the Directors of the third class (Class III) shall hold office for a term expiring at the 1991 Annual Meeting of Shareholders. At each annual meeting of shareholders thereafter the successors to the class of Directors whose term shall then expire shall be identified as being of the same class as the Directors they succeed and elected to hold office for a term expiring at the third succeeding annual meeting of shareholders. Whenever the number of Directors is changed, any newly-created directorship or any decrease in directorships shall be so apportioned among the classes by the Board of Directors so as to make all classes as nearly equal in number as possible.

(2) Newly-Created Directorships and Vacancies. Subject to the rights of the holders of any Preferred Stock then outstanding, any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase by not more than two in the number of directors, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, and the Directors so chosen shall hold office for a term expiring at the annual meeting of shareholders at which the term of the class to which they have been elected expires. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(3) Removal of Directors. In addition to any other vote that may be required by statute, these Articles of Incorporation or any amendment thereto, or the By-laws of the Corporation, any Director may be removed only by the affirmative vote of more than 66 2/3% of the outstanding Voting Shares.

(4) Amendment or Repeal. In addition to any other vote that may be required by statute, these Articles of Incorporation or any amendment thereto, or the By-laws of the Corporation, the provisions of this Article shall not be amended or repealed, nor shall any

provision of these Articles of Incorporation be adopted that is inconsistent with this Articles, unless such action shall have been approved by the affirmative vote of either:

(a) the holders of more than  $66 \frac{2}{3}$  of the outstanding Voting Shares (notwithstanding anything to the contrary in Article IV); or

(b) a majority of those Directors who are Continuing Directors and the holders of the requisite number of shares specified by the Board of Directors pursuant to Article IV for the amendment of these Articles of Incorporation.

(5) Certain Definitions. For purposes of this Article.

(a) "Continuing Director" means any member of the Board of Director who:

(i) was elected to the Board of Directors of the Corporation at the Corporation's organizational meeting on January 25, 1988; or

(ii) was recommended for election by, or as elected to fill a vacancy and received the affirmative vote of, a majority of the Continuing Directors then on the Board.

(b) "Voting Shares" shall mean the outstanding shares of all classes or series of the Corporation's stock entitled to vote generally in the election of Directors.

#### ARTICLE IV.

Unless the Board of Directors conditions its submission of a proposed extraordinary corporate event (as defined below) on a receipt of a greater vote, any extraordinary corporate event that requires shareholder approval under the Code of Virginia, 1950, as amended (the "Virginia Code"), shall be approved by not less than a majority of the votes cast on the proposed event by each class or series of stock entitled to vote on such event at a meeting at which a quorum of each such class or series exists. For purpose of this Article IV, "extraordinary corporate event" means any amendment to the Articles of Incorporation pursuant to Virginia Code § 13.1-707, any merger pursuant to Virginia Code § 13.1-717, any sale of all or substantially all of the assets of the Corporation pursuant to Virginia Code § 13.1-724 or any dissolution of the Corporation pursuant to Virginia Code § 13.1-742. The provisions of this Article IV shall not be deemed to affect any shareholder vote required by Article 14 of the Virginia Stock Corporation Act.

#### ARTICLE V.

(1) In this Article:

"applicant" means the person seeking indemnification pursuant to this Article.

"expenses" includes counsel fees.

“liability” means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

“party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

“proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

(2) In any proceeding brought by or in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, no Director or officer of the Corporation shall be liable to the Corporation or its shareholders for monetary damages in excess of \$0.00 with respect to any transaction, occurrence, or course of conduct, whether prior or subsequent to the effective date of these Articles, except for liability resulting from such person’s having engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities law.

(3) The Corporation shall indemnify (a) any person who was or is a party to any proceeding, including a proceeding brought by a shareholder in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, by reason of the fact that he is or was a Director or officer of the Corporation, or (b) any Director or officer who is or was serving at the request of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability incurred by him in connection with such proceeding unless he engaged in willful misconduct or a knowing violation of the criminal law. A person is considered to be serving an employee benefit plan at the Corporation’s request if his duties to the Corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan. The Board of Directors is hereby empowered, by a majority vote of a quorum of disinterested Directors, to enter into a contract to indemnify any Director or officer in respect of any proceedings arising from any act or omission, whether occurring before or after the execution of such contract.

(4) The provisions of this Article shall be applicable to all proceedings commenced after the effectiveness of these Articles, arising from any act or omission, whether occurring before or after such effectiveness. No amendment or repeal of this Article shall have any effect on the rights provided under this Article with respect to any act or omission occurring prior to such amendment or repeal. The Corporation shall promptly take all such actions, and make all such determinations, as shall be necessary or appropriate to comply with its obligation to make any indemnity under this Article and shall promptly pay or reimburse all reasonable expenses, including attorneys’ fees, incurred by any such Director or officer in connection with such actions and determinations or proceedings of any kind arising therefrom.

(5) The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the applicant did not meet the standard of conduct described in Sections (2) or (3) of this Article.

(6) Any indemnification under Section (3) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the applicant is proper in the circumstances because he has met the applicable standard of conduct set forth in Section (3).

The determination shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding;

(b) If a quorum cannot be obtained under subsection (a) of this Section, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate), consisting solely of two or more Directors not at the time parties to the proceeding;

(c) By special legal counsel;

(i) Selected by the Board of Directors or its committee in the manner prescribed in subsection (a) or (b) of this Section; or

(ii) If a quorum of the Board of Directors cannot be obtained under subsection (a) of this Section and a committee cannot be designated under subsection (b) of this Section, selected by majority vote of the full Board of Directors, in which selected Directors who are parties may participate; or

(d) By the shareholders, but shares owned by or voted under the control of Directors who are at the time parties to the proceeding may not be voted on the determination.

Any evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is appropriate, except that if the determination is made by special legal counsel, such evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) of this Section (6) to select counsel.

Notwithstanding the foregoing, in the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to this Article shall be made by special legal counsel agreed upon by the Board of Directors and the applicant. If the Board of Directors and the applicant are unable to agree upon such special legal counsel the Board of Directors and the applicant each shall select a nominee, and the nominees shall select such special legal counsel.

(7) (a) The Corporation shall pay for or reimburse the reasonable expenses incurred by any applicant who is a party to a proceeding in advance of final disposition of the proceeding or the making of any determination under Section (3) if the applicant furnishes the Corporation:

(i) a written statement of his good faith belief that he has met the standard of conduct described in Section (3); and

(ii) a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet such standard of conduct.

(b) The undertaking required by paragraph (ii) of subsection (a) of this Section shall be an unlimited general obligation of the applicant but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Authorizations of payments under this Section shall be made by the persons specified in Section (6).

(8) The Board of Directors is hereby empowered, by majority vote of a quorum consisting of disinterested Directors, to cause the Corporation to indemnify or contract to indemnify any person not specified in Sections (2) or (3) of this Article who was, is or may become a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Section (3). The provisions of Sections (4) through (7) of this Article shall be applicable to any indemnification provided hereafter pursuant to this Section (8).

(9) The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by him in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article.

(10) Every reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power hereby conferred by this Article on the Board of Directors shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article. Such rights shall not prevent or restrict the power of the Corporation to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, by-laws, or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Board of Directors (whether or not any of the

Directors of the Corporation shall be a party to or beneficiary of any of such agreements, by-laws or arrangements); provided, however, that any provision of such agreements, by-laws or other arrangements shall not be effective if and to the extent that it is determined to be contrary to this Article or applicable laws of the Commonwealth of Virginia.

(11) Each provision of this Article shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision.