

**EXHIBIT A**

**Docket No. 20-2621-01**

**FORMATION DOCUMENTS**

FILED

AUG 31 2018

STATE TREASURER

400230408

SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
HUDSON FIBER NETWORK INC

Pursuant to N.J.S.A. 14A:9-5

Dated: August 31, 2018

Pursuant to the provisions of Section 14A:9-5, Corporations, General, of the New Jersey Statutes, the undersigned:

ARTICLE I

The name of the Corporation is Hudson Fiber Network Inc (the "Corporation").

ARTICLE II

The purpose for which this corporation is organized is to engage in any activity within the purposes for which corporations may be organized under NJSA 14A:1-1 et seq., including operating as a data transport and IP service provider, and offering services in the areas of purpose built networks, low latency networks, direct Internet access, private lines, wireless solutions, management, gigabit Ethernet, optical wave solutions, and IP connectivity aspects.

ARTICLE III

The aggregate number of shares of stock which the Corporation shall have authority to issue is one (1) share of Common Stock. All shares shall be Common Stock with a par value of \$0.0001 per share.

ARTICLE IV

The address of the Corporation's current registered office of the Corporation in the State of New Jersey is Princeton South Corporate Center, Suite 160, 100 Charles Ewing Blvd., Ewing, NJ 08628. The name of the Corporation's current registered agent at that address is Corporation Service Company.

ARTICLE V

The duration of the Corporation is perpetual.

ARTICLE VI

This Second Amended and Restated Certificate of Incorporation of the Corporation shall become effective at 11:59 p.m. on Friday, August 31, 2018.

**ARTICLE VII**

The total number of directors constituting the current Board of Directors of the Corporation is three (3). The names and addresses of the directors are as follows:

| <u>Name</u>    | <u>Address</u>   |
|----------------|--|
| Marc Ganzl     | 3030 Warrenville Road Suite 340<br>Lisle, Illinois 60532 |
| Brian McMullen | 3030 Warrenville Road Suite 340<br>Lisle, Illinois 60532 |
| Ross W. Manire | 3030 Warrenville Road Suite 340<br>Lisle, Illinois 60532 |

**ARTICLE VIII**

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, the number of members of which shall be set forth in the Bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

**ARTICLE IX**

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors is expressly authorized to make, adopt, alter, amend and repeal, from time to time, the Bylaws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal Bylaws made by the directors.

**ARTICLE X**

**Personal Liability of Directors**

1. To the fullest extent that the laws of the State of Delaware, as the same exist or may hereafter be amended, permit elimination of the personal liability of directors, no director of this Corporation shall be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

2. The provisions of this Article X shall be deemed to be a contract with each director of this Corporation who serves as such at any time while this Article X is in effect, and each such director shall be deemed to be serving as such in reliance on the provisions of this Article X. Any amendment or repeal of this Article X or adoption of any Bylaw of this Corporation or other provision of the Second Amended and Restated Certificate of Incorporation of this Corporation (this "Certificate of Incorporation") which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any

failure to act, by a director of this Corporation prior to such amendment, repeal, Bylaw or other provision becoming effective.

#### ARTICLE XI

The Corporation shall have the right, subject to any express provisions or restrictions contained in this Certificate of Incorporation or the Bylaws of the Corporation, from time to time, to amend, alter or repeal any provision of this Certificate of Incorporation in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by this Certificate of Incorporation or any amendment thereof are conferred subject to such right.

#### ARTICLE XII

The Corporation shall indemnify directors and officers of the Corporation to the fullest extent permitted by law.

[SIGNATURE PAGE TO FOLLOW]

**IN WITNESS WHEREOF**, the undersigned corporation has caused this Second Amended and Restated Certificate of Incorporation to be executed on its behalf by its duly authorized officer as of the date first written above.

**HUDSON FIBER NETWORK INC**

By:   
Name: Daniel L. Timm  
Title: Vice President

**CERTIFICATE REQUIRED TO BE FILED WITH THE  
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF  
HUDSON FIBER NETWORK INC**

**Pursuant to N.J.S.A. 14A:9-5(5)**

**Dated: August 31, 2018**


The undersigned corporation does hereby certify as follows:

1. The name of the Corporation is Hudson Fiber Network Inc (the "Corporation"). Its New Jersey Identification Number is 0400230408.
2. Attached hereto is the Second Amended and Restated Certificate of Incorporation of the Corporation, which was adopted on August 31, 2018 by the sole shareholder of the Corporation.
3. 100 shares of the Corporation's common stock were entitled to vote with respect to the adoption of the Second Amended and Restated Certificate of Incorporation.
4. 100 shares of the Corporation's common stock were voted in favor of the adoption of the Second Amended and Restated Certificate of Incorporation and no shares were voted against.
5. Shareholder approval of the Second Amended and Restated Certificate of Incorporation was given without a meeting by unanimous written consent of the shareholders pursuant to N.J.S.A. 14A:5-6(5). 100 shares of the Corporation's common stock were represented by such written consent.
6. The Second Amended and Restated Certificate of Incorporation restates and further amends the Amended and Restated Certificate of Incorporation of this Corporation filed on December 18, 2014 with the State of New Jersey to (i) decrease the number of Board of Directors to three, (ii) reduce the aggregate number of shares of stock which the Corporation shall have authority to issue to one (1) share of Common Stock with a par value of \$0.0001 per share, and (iii) change the registered agent and registered office of the Corporation to Corporation Service Company and the address of the registered office of the Corporation in the State of New Jersey to Princeton South Corporate Center, Suite 160, 100 Charles Ewing Blvd., Ewing, NJ 08628.

**[SIGNATURE PAGE TO FOLLOW]**

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed on its behalf by its duly authorized officer as of the date first written above.

HUDSON FIBER NETWORK INC

By:   
Name: Daniel L. Timm  
Title: Vice President

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)  
0400230408

HUDSON FIBER NETWORK INC

I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate of Amended and Restated Incorporation  
filed in this office  
August 31, 2018  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.



Certificate Number: 140805336

Verify this certificate online at

[https://www1.state.nj.us/TYTR\\_StandingCert/JSP/Verify\\_Cert.jsp](https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp)

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed  
my Official Seal at Trenton, this  
31st day of August, 2018

A handwritten signature in black ink, appearing to read 'Elizabeth Maher Muoio'.

Elizabeth Maher Muoio  
State Treasurer