

ATTACHMENT

Conversion Documents and Authority to Transact Business



Francine Gianì
Executive Director
Department of Commerce

Gary Herbert
Governor
State of Utah

Kathy Berg
Director
Division of Corporations
& Commercial Code

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS & COMMERCIAL CODE
CERTIFICATE OF REGISTRATION

C T CORPORATION SYSTEM
CROWN CASTLE NG WEST LLC
1108 E SOUTH UNION AVE
MIDVALE UT 84047

Access Code
Code: 5196683



State of Utah
Department of Commerce
Division of Corporations & Commercial Code

CERTIFICATE OF REGISTRATION

LLC - Foreign

This certifies that **CROWN CASTLE NG WEST LLC** has been filed and approved on **October 05, 2004** and has been issued the registration number **5744374-0161** in the office of the Division and hereby issues this Certification thereof.

KATHY BERG
Division Director

*The Access Code is used for Online Applications used by this Division only.



State of Utah
 Department of Commerce
 Division of Corporations & Commercial Code
 Application for Authority to Transact Business for a Foreign Limited Liability Company

CONVERSION

A Certificate of Good Standing/Existence from the state of organization dated no earlier than ninety (90) days prior to filing with the Division is attached.

Non-Refundable Processing Fee: <input checked="" type="checkbox"/> Foreign LLC \$70.00 [] Series LLC \$70.00 [] Tribal LLC \$70.00					
1. Exact Name of Foreign Limited Liability Company:		Crown Castle NG West LLC			
2. This limited liability company of the state/country/tribal nation of:		Delaware			
3. Date of formation/organization in home state:		08/19/2002	4. Duration:		Perpetual (Expected Duration)
5. Who/What is the name of the Registered Agent (Individual or Business Entity or Commercial Registered Agent)? C T Corporation System ID# 7140008-0250					
The address must be listed if you have a non-commercial registered agent. What is a commercial registered agent? Address of the Registered Agent: Utah Street Address Required, PO Boxes can be listed after the Street Address City: State UT Zip:					
6. Principal place of business:		1220 Augusta Drive, Suite 600 Street Address City: Houston State: TX Zip: 77057			
7. The nature of the business or purpose(s) to be conducted or promoted in Utah:		wireless infrastructure			
8. The limited liability company shall use as its name in Utah: (The limited liability company shall use its name as set forth at the top of this form unless the name is not available for use in Utah.)					
9. Clear indication of who is managing the company is required.					
10a. Is this foreign limited liability company manager-managed? <input checked="" type="checkbox"/> Yes, <input type="checkbox"/> No SEE ATTACHMENT If YES, you must list the name and business or residence street address of each manager.					
10b. Is this foreign limited liability company member-managed? <input type="checkbox"/> Yes, <input checked="" type="checkbox"/> No If YES, you must list the name and business or residence street address of each member.					
Position	Name	Address		City	State Zip
MANAGER:	E. Blake Hawk,	1220 Augusta Drive, Suite 600,		Houston,	TX 77057
MANAGER:	W. Benjamin Moreland,	1220 Augusta Drive, Suite 600,		Houston,	TX 77057
MEMBER:					
MEMBER:					
Please list additional managers/members (if any) on an attachment Under penalties of perjury, I declare as a manager or member with management authority of this limited liability company having authority to sign hereto, that this application for authority to transact business has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Authorized Signer Signature: <i>W. Benjamin Moreland</i> Name & Title: W. Benjamin Moreland, Manager					
11. If a foreign entity is a member or manager, you must list the home state where the entity is registered:					
12. The date the limited liability company intends to first transact business in Utah:		Upon Qualification			
Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.					
Optional Inclusion of Ownership Information: This information is not required.					
Is this a female owned business? <input type="radio"/> Yes <input type="radio"/> No					
Is this a minority owned business? <input type="radio"/> Yes <input type="radio"/> No If yes, please specify:					

Filing/Faxing Information: www.corporations.utah.gov/contactus.html Division's Website: www.corporations.utah.gov

State of Utah
 Department of Commerce
 Division of Corporations and Commercial Code
 I hereby certify that the foregoing has been filed
 and approved on this 13 day of Jan 20 14
 in the office of this Division and hereby issued
 This Certificate thereof.

Examiner *h*

Date 1-14-14



Kathy Berg
 Kathy Berg
 Division Director

**Attachment to Utah
Member / Manager Information**

1	Full Name:	Jay A. Brown
	Member/Manager:	Manager
	Business Address:	1220 Augusta Drive, Suite 600
	City:	Houston
	State:	TX
	ZIP Code:	77057

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CROWN CASTLE NG WEST INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CROWN CASTLE NG WEST INC." TO "CROWN CASTLE NG WEST LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2013, AT 1:43 O'CLOCK P.M.

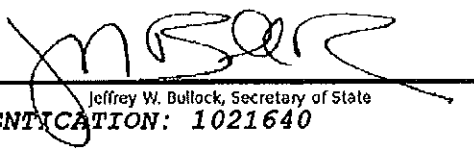
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.

3560238 8100V

131473426

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1021640

DATE: 12-30-13

Certificate of Conversion
of
Crown Castle NG West Inc.
to
Crown Castle NG West LLC

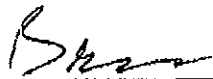
Pursuant to Section 18-214 of the Limited Liability Company Act

Crown Castle NG West Inc., a Delaware corporation ("Company"), does hereby certify that:

1. **Name of Corporation to be Converted.** The name of the Company immediately prior to conversion is Crown Castle NG West Inc., and the name under which the Company was originally formed was NextQ Networks of California, Inc.
2. **Original Date and Jurisdiction of Incorporation.** The original certificate of incorporation of the Company was filed on August 19, 2002 with the Secretary of State of the State of Delaware.
3. **Name of Limited Liability Company.** The name of the limited liability company into which the Company will be converted is Crown Castle NG West LLC.
4. **Approval of Conversion.** This conversion has been approved by the board of directors and sole stockholder of the Company.
5. **Effective Time.** The conversion of the Company to a limited liability company shall be effective at 11:59 p.m. on December 31, 2013.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of December 19, 2013.

Crown Castle NG West Inc.

By: 
E. Blake Hawk
Executive Vice President

19 Dec 2013

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "CROWN CASTLE NG WEST LLC" FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2013, AT 1:43 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.



3560238 8100V

131473426

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1021640

DATE: 12-30-13

Certificate of Formation

of

Crown Castle NG West LLC

This Certificate of Formation of Crown Castle NG West LLC ("LLC"), dated as of December 19, 2013, has been duly executed and is being filed by E. Blake Hawk, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.)

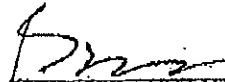
1. The name of the limited liability company is Crown Castle NG West LLC.

2. The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle.

3. The name and address of the registered agent for service of process of the LLC in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware.

4. This Certificate of Formation shall be effective at 11:59 p.m. on December 31, 2013.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Crown Castle NG West LLC as of the date first written above.


E. Blake Hawk, Authorized Person
19 Dec 2013

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CROWN CASTLE NG WEST LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JANUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

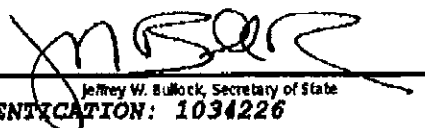
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3560238 8300

140012606

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1034226

DATE: 01-06-14

