

APPLICATION FOR CERTIFICATE  
TO PROVIDE OPERATOR SERVICES AND/OR  
RESELL  
TELECOMMUNICATION SERVICES IN TENNESSEE  
SECTION A

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220 -4-2-.57 to provide telecommunications services in the State of Tennessee.

Part I: General Information

A. Name of Applicant Advantage Cellular Systems, Inc.

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

Legal name of applicant, if different from above.

P.O. Box 457 Alexandria, TN 37012

Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0235609

Federal Taxpayer ID Number 62-1459553

Social Security Number for Applicants

Applying as Individuals

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Address Attached City

State Zip Code Phone No. ( )

(Use additional pages if necessary)

**\*\*\*IMPORTANT INFORMATION\*\*\***

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade

name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY

Docket Number

Company ID Number

Date Approved

Evaluator

128698 01-00173

**APPLICATION FOR CERTIFICATE  
TO PROVIDE OPERATOR SERVICES AND/OR  
RESELL  
TELECOMMUNICATION SERVICES IN TENNESSEE  
SECTION A**

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2-.57 to provide telecommunications services for the State of Tennessee.

**Part I: General Information**

A. Name of Applicant DeKalb Telephone Cooperative, Inc.

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

Legal name of applicant, if different from above.

P.O. BOX 237 Alexandria, TN 37012

Address

City

State

Zip

Tenn. Secretary of State Certificate of Authority ID \_\_\_\_\_

Federal Taxpayer ID Number 62-1459553

Social Security Number for Applicants

Applying as Individuals \_\_\_\_\_

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Address 111 High Street City Alexandria

State TN Zip Code 37012 Phone No. (615) 529-2151

(Use additional pages if necessary)

**\*\*\*IMPORTANT INFORMATION\*\*\***

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade

name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

**THIS SECTION FOR TRA USE ONLY**

Docket Number \_\_\_\_\_

Company ID Number \_\_\_\_\_

Date Approved \_\_\_\_\_

Evaluator \_\_\_\_\_

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address: \_\_\_\_\_

Cellular, Paging, Internet, Local

- C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME	TITLE	See attached as requested.	SOCIAL SECURITY NUMBER
BUSINESS ADDRESS			PHONE No.
HOME ADDRESS			PHONE No.
EMPLOYMENT HISTORY			

Provide the above requested information on separate attachments.

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?  
 Yes ☐ No ☒ If yes, please explain fully.

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?  
 Yes ☐ No ☒ If yes, please explain fully.

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business? Yes ☐ No ☒ If yes, please explain fully

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. (Use additional pages if necessary)  
 No

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. (Use additional pages if necessary) No

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

\_\_\_\_ YES X \_\_\_\_ NO If yes, please explain fully.

- II. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Ricky Gibbs \_\_\_\_\_ (615) 529-2151 \_\_\_\_\_ (615) 529-2194  
Name Phone No. Fax No.

(800) 367-4274 \_\_\_\_\_ e-mail Address rlgibbs@dtccom.net \_\_\_\_\_

- (1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Ricky Gibbs \_\_\_\_\_ (615) 529-2151 \_\_\_\_\_ (615) 529-2194  
Name Phone No. Fax No.

(800) 367-4274 \_\_\_\_\_ e-mail Address rlgibbs@dtccom.net \_\_\_\_\_

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

1-800-367-4274 \_\_\_\_\_ 615-529-2151 \_\_\_\_\_  
PHONE NUMBER ALTERNATE PHONE NUMBER

P.O. Box 457 Alexandria, TN 37012 \_\_\_\_\_  
ADDRESS CITY ST ZIPCODE

- (J) Provide the name and address of the registered agent for service of process:

Keith Blair Mink & Blair 219 2nd Ave N Suite 400 P.O. 190584

Nashville, TN 37219-0584 \_\_\_\_\_

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary)

Part II.

- A. Check the type of telecommunication services you plan to provide in Tennessee.

X \_\_\_\_\_ Resell Interexchange long distance services  
X \_\_\_\_\_ Operator Services  
\_\_\_\_ Resell local services

\_\_\_\_ Other (describe) \_\_\_\_\_

- B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix I. To be provided by contract. Provider not determined at present.
- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)

Advantage: Cellular / Tennessee  
DeKalb: Local / Tennessee

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary.

No Known.

- If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.

- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)

N/A

- E Areas in Tennessee to be served.

A11 615/931

- F What type of customers will the applicant serve?

a. Business X  
b. Residential X  
c. Aggregators X  
(e.g. Hotels, Payphones)  
d. Other (specify) \_\_\_\_\_

- G Does the applicant allow a properly imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount. NO

- H Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes \_\_\_\_\_ No X

- I Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II<sup>1</sup>. Tariff Attached

- J What is the applicant's 10XXX or 800 access code, if applicable? 6189

<sup>1</sup>Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

- K Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? Yes
- L Whose facility-based network(s) will the applicant be reselling? MCI
- M Will the applicant be utilizing the local telephone company's billing system or billing customers directly? Local Telephone Billing System
- N Describe briefly how the applicant plans to market their services in Tennessee?  
Direct Mail, Radio, Newspaper
- O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.  
N/A
- | COMPANY NAME | CONTACT | ADDRESS | CITY | ST | ZIP | PHONE |
|--------------|---------|---------|------|----|-----|-------|
|              |         |         |      |    |     |       |
|              |         |         |      |    |     |       |
|              |         |         |      |    |     |       |
|              |         |         |      |    |     |       |
- P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.  
Will use LOA's to local company.  
Will be listed in local companies business office procedures.
- Q Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes x No

<sup>2</sup>A copy of a bill is required if the applicant is going to bill the customer directly.

- R Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes ☒ No ☐

**Part III: Organization Structure**

**A Applicant's organizational structure**

☒ Corporation

☐ Publicly Traded Corporation

☐ Subsidiary of a Publicly Traded Corporation

☐ Limited Liability Corporation Attach a copy of the articles of organization and operating agreement along with amendments.

☒ Other Form of Corporation

☐ List type Subsidiary of Cooperative (Example S Corporation)

Attach a copy of the charter, bylaws and/or certificate of incorporation.

☐ Association

Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

☐ Joint Stock Association

Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State.

☐ Trust

Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.

☐ Individual

Attach a copy of the Letter of Authorization from Tennessee Secretary of State

**SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust**

(a) The date and state of formation/incorporation: 1/28/1991

(1) Parent Company, if applicable DeKalb Telephone Cooperative, Inc.

(b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed.

(1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

(d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange. Parent: As noted above. Not publicly traded.

(e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application. No known.

(f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

B.          Proprietorship

         Partnership

         General Attach a copy of the partnership agreement along with any amendments.

         Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.

         Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

(a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.

(b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:  
**ATTACH ADDITIONAL PAGES AS NECESSARY**

C. Number of employees: 100

Employer Identification Number (E.I.N.) 62-0513986

Part IV: Financial Information

A. Address where business records are kept: 111 High Street

<u>Alexandria</u>	<u>TN</u>	<u>37012</u>	<u>615-529-2151</u>
CITY	STATE	ZIP CODE	PHONE NUMBER

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

(1) Fiscal year end: Month 12 Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:  
12-31-1999

(3) If applicable, name and address of independent certified public accountant:

Authur Anderson Suite 1000 424 Church Street  
Nashville, TN 37219-3302



(4) Period covered by financial statement attached: 1999

C. Does the applicant currently have an internal auditor and/or internal audit program? No.

If so, Name of Internal auditor \_\_\_\_\_

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.

Part VI: Rule Compliance Agreement

A. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tri> electronic fileroom in its entirety?  
X Yes \_\_\_\_\_ No

B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? X Yes \_\_\_\_\_ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tri> electronic fileroom under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partners:

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME
_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations  
and Other OrganizationsAdvantage Cellular Systems, Inc.  
(NAME OF CORPORATION)

BY:

Denise J. Brown  
SIGNATUREDenise J. Brown  
PRINTED NAMEController  
Title

ATTEST:

Rick Lills  
TitleToll & Settlements Supervisor  
TitleOn this the 7th day of February before me, a Notary Public

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

Donna James  
Notary Public  
Comm Expires  
6/26/2001

**Appendix I**

<u>Reseller Name</u>	<u>Address</u>	<u>Contact Person</u>	<u>Phone Number</u>
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**Appendix II  
Informational Tariff Sheet**

<u>Description of Service</u>	<u>Applicant proposed Price change to consumer</u>	<u>Dominant Carriers<sup>3</sup> Price for similar service</u>
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1.

2.

3.

<sup>3</sup>Dominant Carrier (South Central Bell or AT&T, whichever is appropriate). A copy of these companies' rates are found on Appendix V

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CHARTER  
OF  
ADVANTAGE CELLULAR SYSTEMS, INC.

The undersigned, being qualified to act as incorporators under the Tennessee Business Corporation Act, adopt the following charter for the purpose of organizing a corporation under the Act:

1. The name of the corporation is ADVANTAGE CELLULAR  
SYSTEMS, INC.
2. The maximum number of shares that the corporation is authorized to issue is 10,000 shares of common stock with no par value.
3. The initial registered office of the corporation is 200 South Third Street, Smithville, Tennessee 37166, which is located in DeKalb County, Tennessee. The name and address of the initial registered agent address of the corporation are: W. Michael Corley, 200 South Third Street, Smithville, Tennessee 37166.
4. The name and address of each incorporator of the corporation is as follows:

Dr. Joe Crosby  
Sparta Highway  
Smithville, TN 37166

Ms. Viva Vickers  
West Main Street  
Liberty, Tennessee 37095

Mr. Royce Martin  
Route 2, Box 200  
Liberty, TN 37095

Mr. Eddie Thomas  
Route 1, Box 6  
Hickman, TN 38567

Mr. Roy Nelson Pugh  
Route 1  
Auburntown, TN 37016

Mr. James Hale  
Lower Helton Road  
P. O. Box 343  
Route 1  
Alexandria, TN 37012

Mr. Billy Chumbley

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STATE

5. The street address of the principal office of the corporation is 111 High Street, Alexandria, Tennessee 37012.

6. The corporation shall have one class of common stock with unlimited voting rights that is entitled to receive the net assets of the corporation upon dissolution.

7. The corporation is for profit.

8. The initial directors for the corporation shall be as follows:

Dr. Joe Crosby  
Sparta Highway  
Smithville, TN 37166

Ms. Viva Vickers  
West Main Street  
Liberty, Tennessee 37095

Mr. Royce Martin  
Route 2, Box 200  
Liberty, TN 37095

Mr. Eddie Thomas  
Route 1, Box 6  
Hickman, TN 38567

Mr. Roy Nelson Pugh  
Route 1  
Auburntown, TN 37016

Mr. James Hale  
Lower Helton Road  
P. O. Box 343  
Route 1  
Alexandria, TN 37012

Mr. Billy Chumbley  
Route 2, Box 80  
Woodbury, TN 37190

Mr. David Parker  
Ivy Bluff Road  
Route 1  
Bradyville, TN 37026

Mr. Dwight Vinson  
Route 1, Box 119  
Milton, TN 37118

Mr. Bobby Parton  
Route 6, Box 430  
Lebanon, TN 37087

9. The corporation is organized for the purpose of operating and

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11. The corporate shares shall have no par value.
12. A board member shall have no liability to the corporation or its shareholders for monetary damages for breach of fiduciary duties as a director; however, the liability is not eliminated for breach of the duty of loyalty to the corporation, or its shareholders, or acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law or for unlawful distributions described in Tennessee Code Annotated, § 48-18-304.
13. The corporation shall have all corporate powers allowed by law.

D A T E D: December 17, 1990.

Joseph L. Goshy  
James C. Hale  
Bobby Patten  
David L. Parker  
Roy N. Pugh  
Willa Vickens  
Billy Chambers  
Royce Martin  
Eddie Thomas  
Charles H. Vinson  
INCORPORATORS

STATE OF TENNESSEE, DEKALB COUNTY

The foregoing instrument and certificate were noted in  
Note Book 0, Page 597 At 09:30 o'clock M 12-24-1990  
and recorded in Record Book 13, Series 158 Page 154  
State Tax Paid \$      Fee      Recording Fee 5.00 Total \$ 5.00  
Witness My hand. 12-24-90  
Receipt No. 11406

36023

Jeffrey L. McAdoo  
Register

FILED

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ARTICLES OF AMENDMENT TO THE CHARTER

CORPORATE CONTROL NUMBER (IF KNOWN)

0235609

PURSUANT TO THE PROVISIONS OF SECTION 48—20—106 OF THE *TENNESSEE BUSINESS CORPORATION ACT*, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS CHARTER:

PLEASE MARK THE BLOCK THAT APPLIES:

☒ AMENDMENT IS TO BE EFFECTIVE WHEN FILED BY THE SECRETARY OF STATE.

☐ AMENDMENT IS TO BE EFFECTIVE, \_\_\_\_\_  
MONTH DAY YEAR

(NOT TO BE LATER THAN THE 90TH DAY AFTER THE DATE THIS DOCUMENT IS FILED.) IF NEITHER BLOCK IS CHECKED, THE AMENDMENT WILL BE EFFECTIVE AT THE TIME OF FILING.

1. PLEASE INSERT THE NAME OF THE CORPORATION AS IT APPEARS ON RECORD: \_\_\_\_\_  
IF CHANGING THE NAME, INSERT THE NEW NAME ON THE LINE BELOW:  
Advantage Cellular Systems, Inc.

2. PLEASE INSERT ANY CHANGES THAT APPLY:

A. PRINCIPAL ADDRESS: \_\_\_\_\_  
STREET ADDRESS

CITY STATE ZIP CODE

B. REGISTERED AGENT: \_\_\_\_\_

C. REGISTERED ADDRESS: \_\_\_\_\_  
STREET ADDRESS

CITY STATE ZIP CODE

D. OTHER CHANGES: Amendment to increase maximum number of shares of common stock with no par value that the corporation is authorized to issue from 10,000 to 20,000.

3. THE CORPORATION IS FOR PROFIT.

4. THE MANNER (IF NOT SET FORTH IN THE AMENDMENT) FOR IMPLEMENTATION OF ANY EXCHANGE, RECLASSIFICATION, OR CANCELLATION OF ISSUED SHARES IS AS FOLLOWS:

5. THE AMENDMENT WAS DULY ADOPTED ON March 16 1998 BY:  
MONTH DAY YEAR

(NOTE: PLEASE MARK THE BLOCK THAT APPLIES)

☐ THE INCORPORATORS.

☒ THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER APPROVAL, AS SUCH IS NOT REQUIRED.

☐ THE SHAREHOLDERS.



## ARTIC

CORPORATE CONTROL NUMBER (IF KNOWN) 0235609

PURSUANT TO THE PROVISIONS OF SECTION 48—20—106 OF THE *TENNESSEE BUSINESS CORPORATION ACT*, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS CHARTER:

PLEASE MARK THE BLOCK THAT APPLIES:

~~XX~~ AMENDMENT IS TO BE EFFECTIVE WHEN FILED BY THE SECRETARY OF STATE.

☐ AMENDMENT IS TO BE EFFECTIVE, \_\_\_\_\_  
MONTH DAY YEAR

(NOT TO BE LATER THAN THE 90TH DAY AFTER THE DATE THIS DOCUMENT IS FILED.) IF NEITHER BLOCK IS CHECKED, THE AMENDMENT WILL BE EFFECTIVE AT THE TIME OF FILING.

1. PLEASE INSERT THE NAME OF THE CORPORATION AS IT APPEARS ON RECORD: \_\_\_\_\_

Advantage Cellular Systems, Inc.

IF CHANGING THE NAME, INSERT THE NEW NAME ON THE LINE BELOW:

2. PLEASE INSERT ANY CHANGES THAT APPLY:

A. PRINCIPAL ADDRESS: (street) \_\_\_\_\_

(city) (state) (zip code)

B. REGISTERED AGENT: \_\_\_\_\_

C. REGISTERED ADDRESS: (street) \_\_\_\_\_

	TN		
(city)	(state)	(zip code)	(county)

D. OTHER CHANGES: Amendment to change language of paragraph 9 of Charter to read as follows: The corporation is organized for the purpose of operating and managing cellular telephone services in the area designated by the F.C.C. as Tenn. RSA-2, including, but not limited to, paging, wireless communications, etc.

3. THE CORPORATION IS FOR PROFIT. limited to, paging, wireless communications, etc.

4. THE MANNER (IF NOT SET FORTH IN THE AMENDMENT) FOR IMPLEMENTATION OF ANY EXCHANGE, RECLASSIFICATION, OR CANCELLATION OF ISSUED SHARES IS AS FOLLOWS:

5. THE AMENDMENT WAS DULY ADOPTED ON June 15 1998 BY:  
MONTH DAY YEAR

(NOTE: PLEASE MARK THE BLOCK THAT APPLIES)

☐ THE INCORPORATORS.

☒ THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER APPROVAL, AS SUCH WAS NOT

FILED

## ARTICLES OF AMENDMENT TO THE CHARTER

0235609

CORPORATE CONTROL NUMBER (IF KNOWN)

PURSUANT TO THE PROVISIONS OF SECTION 48—20—106 OF THE *TENNESSEE BUSINESS CORPORATION ACT*, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS CHARTER:

PLEASE MARK THE BLOCK THAT APPLIES:

☒ AMENDMENT IS TO BE EFFECTIVE WHEN FILED BY THE SECRETARY OF STATE.

☐ AMENDMENT IS TO BE EFFECTIVE, \_\_\_\_\_  
MONTH DAY YEAR

(NOT TO BE LATER THAN THE 90TH DAY AFTER THE DATE THIS DOCUMENT IS FILED.) IF NEITHER BLOCK IS CHECKED, THE AMENDMENT WILL BE EFFECTIVE AT THE TIME OF FILING.

1. PLEASE INSERT THE NAME OF THE CORPORATION AS IT APPEARS ON RECORD: \_\_\_\_\_  
Advantage Cellular Systems, Inc.

IF CHANGING THE NAME, INSERT THE NEW NAME ON THE LINE BELOW:  
\_\_\_\_\_

2. PLEASE INSERT ANY CHANGES THAT APPLY:

A. PRINCIPAL ADDRESS: (street) \_\_\_\_\_

\_\_\_\_\_  
(city) (state) (zip code)

B. REGISTERED AGENT: \_\_\_\_\_

C. REGISTERED ADDRESS: (street) \_\_\_\_\_

\_\_\_\_\_  
(city) TN (state) (zip code) (county)

D. OTHER CHANGES: Amendment to increase maximum number of shares of common stock with no par value that the corporation is authorized to issue from 20,000 to 100,000.

3. THE CORPORATION IS FOR PROFIT.

4. THE MANNER (IF NOT SET FORTH IN THE AMENDMENT) FOR IMPLEMENTATION OF ANY EXCHANGE, RECLASSIFICATION, OR CANCELLATION OF ISSUED SHARES IS AS FOLLOWS:

5. THE AMENDMENT WAS DULY ADOPTED ON May 4, 1999 BY:  
MONTH DAY YEAR

(NOTE: PLEASE MARK THE BLOCK THAT APPLIES)

☐ THE INCORPORATORS.

**Secretary of State**  
**Division of Business Services**  
**312 Eighth Avenue North**  
**6th Floor, William R. Snodgrass Tower**  
**Nashville, Tennessee 37243**

ISSUANCE DATE: 02/28/2001  
REQUEST NUMBER: 010592058

CHARTER/QUALIFICATION DATE: 12/20/1990  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0235609  
JURISDICTION: TENNESSEE

TO:  
MINK & BLAIR  
PO BOX 190584

NASHVILLE, TN 37219

REQUESTED BY:  
MINK & BLAIR  
PO BOX 190584

NASHVILLE, TN 37219

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"ADVANTAGE CELLULAR SYSTEMS, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE  
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE  
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
2017-1631	12/20/1990	CHART-PROFIT	NAM DUR STK PRN OFC AGT INC MAL FYC
3495-1899	04/13/1998	AMEND-CHARTER	X
3521-2681	06/17/1998	AMEND-CHARTER	
3681-1640	05/10/1999	AMEND-CHARTER	X

FOR: REQUEST FOR COPIES

ON DATE: 02/28/01

FEEES

FROM:  
THOMAS F. MINK, ATTORNEY  
PO BOX 190584

RECEIVED: \$40.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$40.00

NASHVILLE, TN 37219-0000

RECEIPT NUMBER: 00002820409  
ACCOUNT NUMBER: 00200594



SS-4458

*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE