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Ms. Darlene K. Standley, Asst. Chief - Telecommunications
Tennessee Regulatory Authority
502 Deaderick Street
4th Floor
Nashville, TN 37243-0505

14-00098

RE: **Lattice Incorporated**
Application for Authority to Provide Customer-Owned Coin/Coinless Operated Telephone Service

Dear Ms. Standley:

Enclosed for filing please find the original and thirteen (13) copies of the Application for Authority to Provide Customer-Owned Coin Operated Telephone Service submitted on behalf of Lattice Incorporated.

A check in the amount of \$25.00 is enclosed to cover the filing fee.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3005 or via email to swarren@tminc.com. Thank you for your assistance in this matter.

Sincerely,

Sharon R. Warren
Consultant to Lattice Incorporated

cc: Terry Whiteside - Lattice
file: Lattice - Tennessee - Private Line
tms: TNc1400

Enclosures
RN/sw



TENNESSEE REGULATORY AUTHORITY

502 Deaderick Street, 4th Floor Nashville,
Tennessee 37243

Telephone (615) 770-6886, Toll Free 1-800-342-8359
Facsimile (615) 741-2336

APPLICATION FOR AUTHORITY TO PROVIDE CUSTOMER-OWNED COIN (OR COINLESS) OPERATED TELEPHONE SERVICE IN TENNESSEE (TRA Rule 1220-04-02-.43 TO .54)

Company ID Number _____ Docket Number _____
(To Be filled out by the TRA)

Part I - General Information

Name of Applicant
Lattice, Incorporated

Address
7150 N. Park Drive, Suite 500 Pennsauken

State NJ Zip Code 08109 Phone No. (856) 910-1166
Fax No. (856) 910-1811

Name and telephone number of contact person authorized to respond to Authority
inquiries Monday through Friday.

Terry Whiteside, Chief Operating Officer 856-910-1166 ext. 2112
Name Telephone

7150 N. Park Drive, Suite 500 Pennsauken NJ 08109
Address City State Zip

Mail the completed application and a check for \$25.00 to:

Tennessee Regulatory Authority
502 Deaderick Street, 4th Floor
Nashville, TN 37243-0505.

Should you have any questions please call Lisa Foust at (615) 770-6886.

Part II - Organization Structure

A. Type of Organization

☐ Individual

☒ Corporation

☐ Partnership

☐ Other (Explain on separate sheet)

B. If Partnership and/or Non-resident:

- (1) Attach a copy of Articles of Incorporation and current by-laws.
- (2) Attach copy of Certification of Authority issued by the Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.
- (3) All others must have current business license.

Part III - Financial Information

Attach a current financial statement showing in detail corporation's financial condition for the previous year. If individual, send copy of latest IRS Income Tax Filing.

Part IV - Repair and Maintenance Information

A. Describe the Pay Phone instrument to be installed.

Wintel

7010 SS

1DATE05BITC-254,

IC: 3267A-ITC254

Manufacturer

Model Number

FCC Number

1051 Bennett Dr. Suite 101

Longwood

Florida

Manufacturer's Address

City

State

Manufacturer

Model Number

FCC Number

Manufacturer's Address

City

State

B. Maintenance of COCOT

(1) How do you intend to service and maintain COCOTS

- ☐ Personally
- ☒ Full time Technician
- ☐ Part Time Technician
- ☐ Service/repair contract with 3rd party

(2) Identify names and qualifications of the party/parties responsible for service and repair.

The company plans to contract with a third party vendor for repairs and maintenance prior to installation at a TN correctional facility.

Part V - Display Card

- A. Attach a copy of the display card to be posted on the pay telephone. This card must contain all required information listed in the attached TRA Rule 1220-04-02-.49(f).
- B. Long Distance Carrier, Address, and 800 Number must be on the card.
- C. Company Name, Address & Phone Number with a place for your TRA ID Number.
- D. Information for using Long Distance, (0+Area Code + Number – within this Area Code and outside this Area Code).
- E. Information for Collect Calls, Person-To-Person Calls & Station-To-Station Calls.
- F. Directory Assistance (Local Calling Area) Outside Calling Area (411 or 1+411).
- G. Emergency Help (Dial)
- H. Dial _____ for Refund (Or how you handle refunds).
- I. Free Calls – Toll Free numbers, Repair Service. (This Instrument is serviced by: Name & Address and telephone number of Service Technician).

Attach a copy of the Display Card in space below.

For security reasons, display cards are not posted on phones available for use by inmates. The facility personnel have the necessary contact information for maintenance and repair.

Part VI - Registration Fee

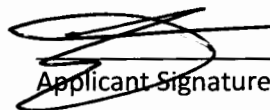
- A. The initial fee for COCOT registration will consist of the following:
*A one-time processing fee of \$25.00 per company (T.C.A. § 65-2-103)
- B. After the initial COCOT registration, the Tennessee Regulatory Authority must be notified by the 10th of the month, of all new COCOT additions. The fee for each new addition is \$10.00 (T.C.A. § 65-4-301). This fee will pay for processing the order. Attached is a copy of the required monthly report form.
- C. Failure to pay the required fees will result in the revocation of your COCOT Authorization. (TRA Rule 1220-04-02-.47)
- D. All correspondence must be mailed to:

Tennessee Regulatory Authority
502 Deaderick Street, 4th Floor
Nashville, TN 37243

Part VII - Rule Compliance Agreement

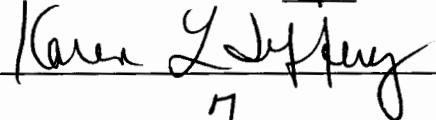
The customer Owned Coin or Coinless Operated Telephone (COCOT) authorization applicant, hereby, affirms the following:

- Has received, read and understands TRA Rule 1220-04-02-.43 to .54.
- Understands the penalties for non-compliance, and all associated fees to provide COCOT service.
- Will comply with TRA Rule 1220-04-02-.43 to .54 and all applicable state laws.
- Will submit to the TRA monthly reports indicating any COCOT additions accompanied with the proper fee.
- That all information provided in the attached COCOT registration document is true to the best of applicant's knowledge.


Applicant Signature

9-22-2014
Date

Subscribed and sworn before me this 9th Month, 22nd day, of _____ Year 2014

Notary Public 

My Commission expires the 7 Month, 12th Day, of _____ Year 2016

[SEAL]

KAREN L JEFFERY
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES JULY 12, 2016

Lattice Incorporated

Attachment A

Articles of Incorporation and TN Certificate of Authority

**RESTATED CERTIFICATE OF INCORPORATION
OF
SCIENCE DYNAMICS CORPORATION**

Science Dynamics Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. The Certificate of Incorporation of the Corporation was filed with the Secretary of State on May 24, 1973.

2. The Certificate of Incorporation of the Corporation is hereby amended and restated to read as follows:

FIRST: The name of the Corporation is Lattice Incorporated. (the "Corporation").

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400 Wilmington, Delaware, 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: (a) The total number of shares of capital stock which this Corporation is authorized to issue is two hundred ten million (210,000,000) shares, of which:

(i) ten million (10,000,000) shares shall be designated as Preferred Stock, and shall have a par value of \$.01 per share;

(ii) one hundred million (200,000,000) shares shall be designated as Common Stock, and shall have a par value of \$.01 per share; and

(b) The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers and with such designations, preferences and relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not stated and expressed in this Certificate of Incorporation, or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

(i) the designation of such series;

(ii) the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or of any other series of capital stock, whether such dividends shall be cumulative or noncumulative, and whether such dividends may be paid in shares of any class or series of capital stock or other securities of the Corporation;

(iii) whether the shares of such series shall be subject to redemption by the Corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

(iv) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;

(v) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or series of capital stock or other securities of the Corporation, and, if

provision be made for conversion or exchange, the times, prices, rates, adjustment and other terms and conditions of such conversion or exchange;

(vi) the extent, if any, to which the holders of the shares of such series shall be entitled to vote, as a class or otherwise, with respect to the election of the directors or otherwise, and the number of votes to which the holder of each share of such series shall be entitled;

(vii) the restrictions, if any, on the issue or reissue of any additional shares or series of Preferred Stock; and

(viii) the rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of, the Corporation.

(c) No holder of any stock of the Corporation of any class or series now or hereafter authorized, shall, as such holder, be entitled as of right to purchase or subscribe for any shares of stock of the Corporation of any class or any series now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants, options, rights or other instruments evidencing rights to subscribe for, or purchase, any such shares, whether such shares, securities, warrants, options, rights or other instruments be unissued or issued and thereafter acquired by the Corporation.

FIFTH: Election of directors need not be by ballot unless the By-laws of the Corporation shall so provide.

SIXTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

SEVENTH: (a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Paragraph (b) of this Article SEVENTH, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article SEVENTH shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer

(and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article SEVENTH or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) Right of Claimant to Bring Suit. If a claim under Paragraph (a) of this Article SEVENTH is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article SEVENTH shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

(d) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

EIGHTH: The terms and conditions of any rights, options and warrants approved by the Board of Directors may provide that any or all of such terms and conditions may not be waived or amended or may be waived or amended only with the consent of the holders of a designated percentage of a designated class or classes of capital stock of the Corporation (or a designated group or groups of holders within such class or classes, including but not limited to disinterested holders), and the applicable terms and conditions of any such rights, options or warrants so conditioned may not be waived or amended or may not be waived or amended absent such consent.

NINTH: In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend or repeal from time to time By-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal By-laws made by the Board of Directors and subject to the provisions of any By-law limiting the right of the Board of Directors to make certain modifications to the By-laws.

TENTH: Upon the filing of this Restated Certificate of Incorporation, without any action on the part of the holder thereof, each of the presently outstanding shares of Common Stock, par value \$.01 per share, shall become and converted into, one-tenth of a share of Common Stock, par value \$.01 per share. No fractional share will be issued. Any fractional shares resulting from the reverse split will be rounded up to the nearest whole number.

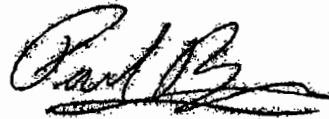
ELEVENTH: This Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of Delaware.

TWELFTH: The capital of the Corporation will not be reduced under or by reason of any amendment herein certified.

THIRTEENTH: The Statements of Designation of the rights, preferences, privileges and limitations of the Series A Convertible Preferred Stock are set forth in Exhibit A to this Restated Certificate of Incorporation. The Statements of Designation of the rights, preferences, privileges and limitations of the Series B Convertible Redeemable Preferred Stock are set forth in Exhibit B to this Restated Certificate of Incorporation.

FOURTEENTH: The effective date of this Restated Certificate of Incorporation shall be February 2, 2007, at 11:59 p.m.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its chief executive officer this 22nd day of December, 2006.

A handwritten signature in black ink, appearing to read "Paul Burgess", with a stylized flourish at the end.

Paul Burgess,
Chief Executive Officer



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Lattice Incorporated
STE 500
7150 N PARK DR
PENNSAUKEN, NJ 08109-4203

August 28, 2014

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

SOS Control # :	769076	Formation Locale:	DELAWARE
Filing Type:	Corporation For-Profit - Foreign	Date Formed:	05/24/1973
Filing Date:	08/28/2014 1:03 PM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2015
Duration Term:	Perpetual	Image # :	7377-0089

Document Receipt

Receipt # :	1625597	Filing Fee:	\$600.00
Payment-Check/MO -	TECHNOLOGIES MANAGEMENT, INC, WINTER PARK, FL		\$600.00

Registered Agent Address:
NATIONAL REGISTERED AGENTS, INC.
STE 2021
800 S GAY ST
KNOXVILLE, TN 37929-9710

Principal Address:
STE 500
7150 N PARK DR
PENNSAUKEN, NJ 08109-4203

Congratulations on the successful filing of your **Application for Certificate of Authority** for **Lattice Incorporated** in the State of Tennessee which is effective on the date shown above. Visit the TN Department of Revenue website (apps.tn.gov/bizreg) to determine your online tax registration requirements.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.


Tre Hargett
Secretary of State

Processed By: Meg Sheridan

Lattice Incorporated

Attachment B

Financial Information

Following is the Edgar link to Applicant's SEC Form 10K:

<http://app.quotemedia.com/quotetools/showFilingOutline.go?webmasterId=89940&symbol=LTTC&cp=on&name=LATTICEINC:10-K&link=http%3A//quotemedia.10kwizard.com/contents.xml%3Fipage%3D9500498&xbrl=false>