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May 4, 2015

VIA OVERNIGHT DELIVERY

Attn: Sharla Dillon, Dockets
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-9021
(615) 741-3939



Re: Mitel NetSolutions, Inc.

Dear Ms. Dillon:

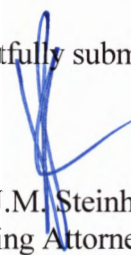
Mitel NetSolutions, Inc. is hereby seeking Commission approval to change the name on its operating authority to Mitel Cloud Services, Inc. Upon approval by the Commission, the company will file new tariff reflecting its name: Mitel Cloud Services, Inc.

Mitel NetSolutions, Inc. was granted authority to Operate as a Resale Carrier of Local Exchange Telecommunications Services within the State of Tennessee, Docket No. 05-00272 and was granted authority to Operate as a Resale Carrier of Interexchange Telecommunications Services within the State of Tennessee, Docket No. 95-03325.

Enclosed please find the Amended Certificate of Authority issued by the Secretary of State, along with a check in the amount of \$25.00 payable to the "Tennessee Regulatory Authority" for the filing fee. Also, enclosed please find original General Surety Rider and sample customer notice.

Please date stamp and return the extra copy of this letter in the enclosed postage prepaid envelope. If you have any questions or if we may provide you with additional information, please do not hesitate to contact Kali Reeves at kreeves@telecomcounsel.com or 770-232-9145.

Respectfully submitted,


Lance J.M. Steinhart, Esq.
Managing Attorney
Lance J.M. Steinhart, P.C.
*Attorneys for Mitel Cloud Services, Inc.
f/k/a Mitel NetSolutions, Inc.*

Enclosures



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

Mitel Cloud Services, Inc.
350 LEGGET DRIVE
KANATA ON K2K 2W7
CANADA

March 3, 2015

Filing Acknowledgment

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

Control # : 298871 Status: Active
Filing Type: For-profit Corporation - Foreign

Document Receipt

Receipt # : 001872233 Filing Fee: \$20.00
Payment-Check/MO - LANCE J. M. STEINHART PC, ALPHARETTA, GA \$20.00

Amendment Type: Articles of Amendment
Filed Date: 03/03/2015 11:55 AM

Image # : B0062-2126

This will acknowledge the filing of the attached articles of amendment with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number given above.


Tre Hargett
Secretary of State

Processed By: Carol Dickerson

| Field Name | Changed From | Changed To |
|-------------------------------------|--------------------------|----------------------------|
| Filing Name | MITEL NETSOLUTIONS, INC. | Mitel Cloud Services, Inc. |
| Commenced Doing Business in TN Date | No value | 08/14/1995 |



For Office Use Only

FILED

Pursuant to the provisions of T.C.A. § 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is: Mitel NetSolutions, Inc.
If different, the name under which the certificate of authority is to be obtained is: Mitel Cloud Services, Inc.

2. The state or country under whose law it is incorporated is: Texas

3. The date of its incorporation is 06 / 19 / 1990 and the period of duration, if other than perpetual, is / /
Month Day Year

- 4a. The complete street address of its principal office is: ☐ Change
Physical Street Address: 1146 N. Alma School Road
City: Mesa State: Arizona Zip Code: 85201

- 4b. The mailing address (if different from the physical street address) is:
- Mailing Street Address: _____
- City: _____ State: _____ Zip Code: _____

5. The name and complete address of the registered agent and office located in the state of Tennessee is: ☐ Change
Registered Agent name: THE PRENTICE-HALL CORPORATION SYSTEM, INC.
Address: 2908 Poston Ave
City: Nashville State: TN Zip Code: 37203 County: _____

6. List the names and complete business addresses of each of its current officers: (Attach separate sheet if necessary.)
- Name: Jon Brinton
Business Address: 1146 N. Alma School Road
City: Mesa State: Arizona Zip Code: 85201
- Name: Steve Spooner
Business Address: 1146 N. Alma School Road
City: Mesa State: Arizona Zip Code: 85201

7. List the names and complete business addresses of its current board of directors: (Attach separate sheet if necessary.)
- Name: (See Attached Sheet)
- Business Address: _____
- City: _____ State: _____ Zip Code: _____
- Name: _____
- Business Address: _____
- City: _____ State: _____ Zip Code: _____

8. If applicable, this corporation has the additional designation of:

9. The corporation is for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:
(Not to exceed 90 calendar days) Effective Date: / / Time:
Month Day Year

NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is formed. The certificate shall not bear a date of more than two (2) month prior to the date the application is successfully filed in Tennessee.

Signature Date 2/18/2015 Signature X [Signature]

| | |
|-------------------|-------------------------|
| President | Jon Brinton |
| Signer's Capacity | Name (printed or typed) |



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that on February 18, 2015, Mitel NetSolutions, Inc., a Domestic For-Profit Corporation (file number 115765700), changed its name to Mitel Cloud Services, Inc..


It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 23, 2015.



A handwritten signature in cursive script that reads "Coby Shorter III".

Coby Shorter, III
Deputy Secretary of State

| | | |
|--|--|---|
| Form 424 Secretary of State P.O. Box 13697 Austin, TX 78711-3697 FAX: 512/463-5709 Filing Fee: See instructions |  Certificate of Amendment | Filed in the Office of the Secretary of State of Texas Filing #: 115765700 02/18/2015 Document #: 591941510003 Image Generated Electronically for Web Filing |
| Entity Information | | |
| The filing entity is a: <u>Domestic For-Profit Corporation</u> | | |
| The name of the filing entity is: <u>Mitel NetSolutions, Inc.</u> | | |
| The file number issued to the filing entity by the secretary of state is: <u>115765700</u> | | |
| Amendment to Name | | |
| The amendment changes the formation document of the filing entity to change the article or provision that names the entity. The article or provision is amended to read as follows: | | |
| The name of the filing entity is: | | |
| <u>Mitel Cloud Services, Inc.</u> | | |
| A letter of consent, if applicable, is attached. | | |
| Statement of Approval | | |
| The amendment has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity. | | |
| Effectiveness of Filing | | |
| <input checked="" type="checkbox"/> A. This document becomes effective when the document is filed by the secretary of state. | | |
| <input type="checkbox"/> B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is: | | |
| Execution | | |
| The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and declares under penalty of perjury that the undersigned is authorized under the Texas Business Organizations Code to execute the filing instrument. | | |
| Date: <u>February 18, 2015</u> | | <u>Jon Brinton</u> Signature of authorized person |

FILING OFFICE COPY

_____, 2015

Dear Valued Customer,

On February 24, 2015, Mitel NetSolutions, Inc. changed its name to Mitel Cloud Services, Inc. All other company information remains the same.

As always, Mitel Cloud Services, Inc. f/k/a Mitel NetSolutions, Inc. appreciates your business and encourages you to contact our Customer Service Department at (800) 722-1301 with any questions.

Thank you,

Mitel Cloud Services, Inc. f/k/a Mitel NetSolutions, Inc.

GENERAL SURETY RIDER

To be attached and form a part of

Type of Bond: License & Permit

Bond No. : K08273030

Dated effective: 5/10/2009
(MONTH, DAY, YEAR)

executed by: Mitel NetSolutions, Inc., as Principal,
(PRINCIPAL)

and by: Westchester Fire Insurance Company, as Surety,
(SURETY)

and in favor of : State of Tennessee, Tennessee Regulatory Authority (TRA).
(OBLIGEE)

In consideration of the mutual agreements herein contained the Principal and the Surety hereby consent to changing

| INFORMATION | FROM | TO |
|----------------|--------------------------|----------------------------|
| Principal Name | Mitel NetSolutions, Inc. | Mitel Cloud Services, Inc. |

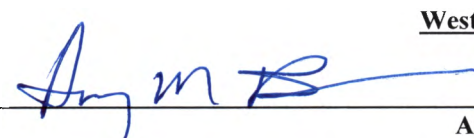
Nothing herein contained shall vary, alter or extend any provision or condition of this bond except as herein expressly stated.

This rider is effective 2/18/2015
(MONTH, DAY, YEAR)

Signed and Sealed 3/16/2015
(MONTH, DAY, YEAR)

BY: 

Mitel Cloud Services, Inc.
PRINCIPAL
Asst. Treasurer
TITLE

BY: 

Westchester Fire Insurance Company
SURETY
Amy M. Burns. ATTORNEY-IN-FACT

Power of Attorney

WESTCHESTER FIRE INSURANCE COMPANY

Know all men by these presents: That **WESTCHESTER FIRE INSURANCE COMPANY**, a corporation of the Commonwealth of Pennsylvania pursuant to the following Resolution, adopted by the Board of Directors of the said Company on December 11, 2006, to wit:

"RESOLVED, that the following authorizations relate to the execution, for and on behalf of the Company, of bonds, undertakings, recognizances, contracts and other written commitments of the Company entered into the ordinary course of business (each a "Written Commitment"):

- (1) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise.
- (2) Each duly appointed attorney-in-fact of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise, to the extent that such action is authorized by the grant of powers provided for in such persons written appointment as such attorney-in-fact.
- (3) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to appoint in writing any person the attorney-in-fact of the Company with full power and authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as may be specified in such written appointment, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (4) Each of the Chairman, the President and Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to delegate in writing any other officer of the Company the authority to execute, for and on behalf of the Company, under the Company's seal or otherwise, such Written Commitments of the Company as are specified in such written delegation, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (5) The signature of any officer or other person executing any Written Commitment or appointment or delegation pursuant to this Resolution, and the seal of the Company, may be affixed by facsimile on such Written Commitment or written appointment or delegation.

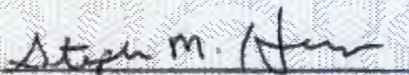
FURTHER RESOLVED, that the foregoing Resolution shall not be deemed to be an exclusive statement of the powers and authority of officers, employees and other persons to act for and on behalf of the Company, and such Resolution shall not limit or otherwise affect the exercise of any such power or authority otherwise validly granted or vested.

Does hereby nominate, constitute and appoint Amy Burns, Barb Raedeke, Daniel R Boerboom, Meagan Manthei, all of the City of BLOOMINGTON, Minnesota, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Five million dollars & zero cents (\$5,000,000.00) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office,

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the Corporate seal of the said **WESTCHESTER FIRE INSURANCE COMPANY** this 14 day of October 2014.

WESTCHESTER FIRE INSURANCE COMPANY

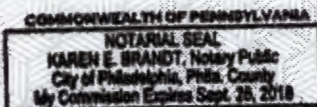



Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

On this 14 day of October, AD. 2014 before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the **WESTCHESTER FIRE INSURANCE COMPANY** to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company; that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.




Notary Public

I, the undersigned Assistant Secretary of the **WESTCHESTER FIRE INSURANCE COMPANY**, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Assistant Secretary, and affixed the corporate seal of the Corporation, this 16th day of March 2015




William L. Kelly, Assistant Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER October 14, 2016.