

BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION
NASHVILLE, TENNESSEE

RECEIVED

AUG 31 2018

TN PUBLIC UTILITY COMMISSION
DOCKET OFFICE

IN RE:

PETITION OF 1TENNESSEE BROADBAND,
TV AND TELEPHONE COOPERATIVE, INC.
FOR ESTABLISHMENT OF TERRITORIAL
BOUNDARIES

DOCKET NO. 18-00096

**PETITION OF 1TENNESSEE BROADBAND, TV AND TELEPHONE
COOPERATIVE, INC. FOR ESTABLISHMENT OF TERRITORIAL BOUNDARIES**

1Tennessee Broadband, TV and Telephone Cooperative, Inc. ("Petitioner" or "1Tennessee") formerly known as InfoStructure, Inc. d/b/a Click1.net ("InfoStructure"), by and through its counsel petitions the Tennessee Public Utility Commission ("the Commission or "TPUC") pursuant to Tenn. Code Ann. § 65-29-130 and respectfully requests that the Commission establish and define 1Tennessee's territorial boundaries.

In support of this Petition, Petitioner provides the following information:

1. DESCRIPTION OF THE PETITIONER AND RELEVANT ENTITIES

InfoStructure is a family-owned business which has provided telecommunication services for nearly fifty (50) years. InfoStructure has been involved in their local community since its inception and continually strives to improve its business model to ensure the best services and products for its customers in its service area in West Tennessee. InfoStructure has decided to expand its mission to provide reliable and affordable access to telecommunications to now include an ownership interest in the business for its customers, now members.

Therefore, pursuant to Tenn. Code Ann. § 65-29-101 et seq., InfoStructure was converted from a Tennessee for-profit corporation to 1Tennessee, a Tennessee non-profit corporation, specifically a telephone cooperative, effective July 3, 2018. The Articles of Nonprofit Conversion (“the Conversion”) are attached hereto as **Exhibit A**. Pursuant to Tenn. Code Ann. § 65-29-117(a), any corporation converted into a telephone cooperative is subject to state law as if originally organized as a telephone cooperative.

Petitioner, 1Tennessee, is incorporated under the laws of the State of Tennessee. Its principal address is 314 N. 22nd Avenue, Humboldt, Tennessee, 38343. 1Tennessee is a non-profit corporation, specifically a telephone cooperative, pursuant to the laws of the State of Tennessee.

The establishment of territorial boundaries for telephone cooperatives fall within the jurisdiction of the Commission. 1Tennessee, formerly known as InfoStructure, has existing facilities and customers within an identifiable area in which it provides telephone services. The existing boundaries of InfoStructure are defined with particularity on the map attached hereto as **Exhibit B**. This footprint includes areas within Gibson and Madison counties in Tennessee.

Therefore, Petitioner would respectfully request the Commission define with particularity the territorial boundaries of 1Tennessee as demonstrated in **Exhibit B** in which boundaries the Petitioner provides state of the art services.

2. DESIGNATED CONTACTS

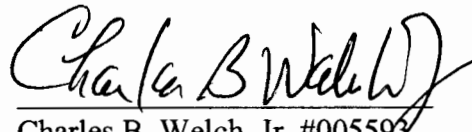
All correspondence and communications with respect to this Petition should be sent to the following:

Charles B. Welch, Jr.
Farris Bobango PLC
414 Union Street
Suite 1105
Nashville, TN 37219
615-726-1200
cwelch@farris-law.com

WHEREFORE, Petitioner respectfully requests the Commission to:

1. Establish Petitioner's territorial boundaries;
2. Grant any and all other relief as the Commission may deem just and proper.

Respectfully submitted,



Charles B. Welch, Jr. #005593

Brittany L. Davis #035425

Farris Bobango PLC

414 Union St., Suite 1105

Nashville, TN 37219

615-726-1200

cwelch@farris-law.com

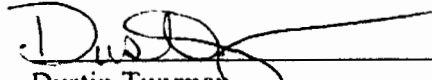
bdavis@farris-law.com

VERIFICATION

STATE OF TENNESSEE

COUNTY OF GIBSON

I, Dustin Twyman, am the secretary of ITennessee Broadband, TV and Telephone Cooperative, Inc., I have read the foregoing Petition and contents thereof, and that the contents thereof are true to the best of my knowledge, information and belief.


Dustin Twyman

Sworn and subscribed before me this 31st day of August, 2018.



Notary Public

My commission expires: 11/8/2021



MY COMMISSION EXPIRES:
NOVEMBER 8, 2021

PETITION FOR ESTABLISHMENT OF TERRITORIAL BOUNDARIES
LIST OF EXHIBITS

- A. Articles of Nonprofit Conversion.
- B. Existing boundary map of InfoStructure.



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

1Tennessee Broadband, TV and Telephone Cooperative, Inc.
314 N 22ND AVE
HUMBOLDT, TN 38343-3010

July 3, 2018

Control # 7582

Effective Date: 07/03/2018

Document Receipt

Receipt #: 4171602

Filing Fee: \$200.00

Payment-Check/MO - BRITTANY L. DAVIS, NASHVILLE, TN

\$200.00

ACKNOWLEDGMENT OF CONVERSION

INFOSTRUCTURE, INC. converted from a **TENNESSEE For-profit Corporation** to
1Tennessee Broadband, TV and Telephone Cooperative, Inc.
a TENNESSEE Nonprofit Corporation

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

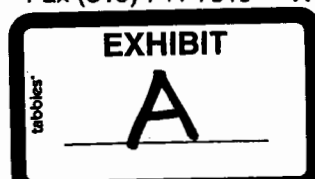
When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.


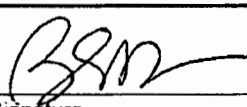
Tre Hargett
Secretary of State

Processed By: Carol Dickerson

Phone (615) 741-2286 * Fax (615) 741-7310 * Website: <http://tnbear.tn.gov/>



B0537-6978 07/03/2018 12:52 PM Received by Tennessee Secretary of State Tre Hargett

ARTICLES OF NONPROFIT CONVERSION (ss-4614)		Page 1 of 1
	Business Services Division Tre Hargett, Secretary of State State of Tennessee 312 Rosa L. Parks AVE., 6th Fl. Nashville, TN 37243 1102 (615) 741-2286 Filing Fee: \$100.00	For Office Use Only FILED
	Pursuant to the provisions of T.C.A. §48-21-118 of the Tennessee Business Corporation Act, the undersigned hereby submits these articles of nonprofit conversion:	
1. Name of the corporation immediately before the filing of the articles of nonprofit conversion: <u>InfoStructure, Inc., d/b/a Click1.net</u>		
Secretary of State Control Number: _____		
Name of corporation after conversion: <u>1 Tennessee Broadband, TV and Telephone Cooperative d/b/a 1 Tennessee</u>		
2. The plan of nonprofit conversion was duly approved by the shareholders in the manner required by this chapter and the charter.		
3. Attached is the charter, except that provisions that would not be required to be included in a charter of a domestic nonprofit corporation may be omitted.		
4. 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 days) Effective Date: _____ Time: _____ <small>Month Day Year</small>		
*Note: Pursuant to T.C.A. §10-7-503 all information on this form is public record.		
<u>7/3/18</u> Signature Date	 Signature	
<u>Attorney for InfoStructure</u> Signer's Capacity	<u>Brittany L. Davis</u> Name (printed or typed)	

Submitter Information: Name: _____ Phone #: (____) _____

B0537-6379 07/03/2018 12:52 PM Received by Tennessee Secretary of State Tre Hargett

ARTICLES OF CONVERSION

Pursuant to T.C.A. §65-29-101 et seq., the undersigned adopts and files the following articles of conversion.

1. The Tennessee corporation of InfoStructure, Inc., d/b/a Click1.net is hereby converted to a telephone cooperative as provided in T.C.A. §65-29-101 et seq.
2. The name and principal business address of the corporation is:

InfoStructure, Inc.
314 N. 22nd Avenue
Humboldt, TN 38343-3010

3. The articles of incorporation for InfoStructure, Inc. were filed with the office of the Tennessee Secretary of State on February 18, 1964.
4. InfoStructure, Inc. was organized in 1964 under federal and Tennessee state laws governing the formation of private corporations. Furthermore, the entity was granted certain cable TV franchises pursuant to T.C.A. §7-59-301 et seq.
5. InfoStructure, Inc. hereby elects to become a cooperative, nonprofit, membership corporation.
6. The names of each shareholder are as follows:

John Franklin Warmath, Sr.

7. The terms and conditions of the conversion have been approved by the unanimous vote of the shareholders.
8. The name of the telephone cooperative will be 1Tennessee Broadband, TV and Telephone Cooperative, Inc. (d/b/a 1Tennessee).
9. The existing corporation, InfoStructure, Inc., shall redeem all of the outstanding shares from the current shareholder(s) for fair market value. The shares of stock of such corporation shall be converted into membership in the converted corporation. Upon conversion, 1Tennessee Broadband, TV and Telephone Cooperative, Inc. (d/b/a 1Tennessee) shall distribute 1 share of voting stock to each existing customer (member-owner) for par value. Should the customer terminate service, and thus membership, the company shall redeem that share for like amount. *The Corporation shall be a public benefit Corporation*

B053/-B980 07/03/2018 12:52 PM Received by Tennessee Secretary of State Tre Hargett

10. The address of the of the initial registered office of the telephone cooperative will be:

314 N. 22nd Avenue
Humboldt, Tennessee 38343-3010

11. The name of the telephone cooperative's initial registered agent at that office will be John F. Warmath, Jr.

12. These articles of conversion shall be effective upon filing.

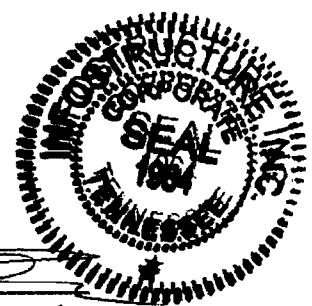
Dated this 3rd day of July, 2018.

InfoStructure, Inc. d/b/a Click1.net

By: [Signature]

Its: John W. Warmath, Jr.
PRESIDENT

Witnessed and attested by: [Signature]
Dustin Twyman, Secretary




AFFIDAVIT

I JOHN WARMATH hereby affirm there has been compliance with the provisions of T.C.A. §65-29-101 et seq. with respect to the approval of its trustees or directors and its members or stockholders, of the proposition for the conversion of such corporation into a cooperative and such articles of conversion.

Dated this 3rd day of July, 2018.

InfoStructure, Inc. d/b/a Click1.net

By: 

Its: JOHN WARMATH, PRESIDENT

