

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER



PAUL ALLEN, EXECUTIVE DIRECTOR

Company ID: 00113606
Bottom Line Telecommunications, Inc.
610 Esther St.
Ste. #1000
Vancouver, WA 98660

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee September 12, 1995

IN RE: CASE NUMBER: 95-02905

Application for Authority for Operator Services and/or Resell Interexchange (Long Distance) Telecommunications Service and/or Telecommunications Operator Services in Tennessee Pursuant to Rule 1220-4-2-.57.

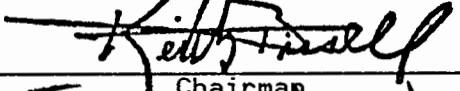
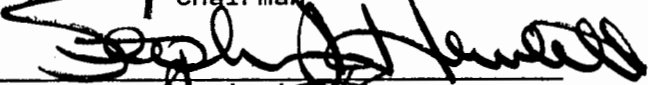
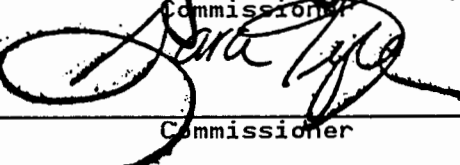
---ORDER---

This matter is before the Tennessee Public Service Commission upon the application of the above-mentioned company for certification as a long distance/interexchange reseller or telecommunication operator service provider in Tennessee. The Commission considered this application at its regularly scheduled Commission Conference held on September 7, 1995 and concluded that the applicant has met all the requirements for certification and should be authorized to provide the resell of interexchange telecommunications service and/or an operator service on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an interexchange telecommunications reseller and/or an operator service provider for state-wide service in Tennessee as specified in its application on file with the Commission.
2. That said company shall comply with all applicable Commission rules and regulations.
3. That this order shall be retained as proof of certification with this Commission, and may be used to obtain appropriately tariffed access service and billing arrangements from Commission authorized telecommunications service providers.
4. That any party aggrieved with the Commission's decision in this matter may file a Petition for Reconsideration with the Commission within ten (10) days from and after the date of this Order.
5. That any Party aggrieved with the Commission's decision in this matter has the right of judicial review by filing a petition with the Tennessee Court of Appeals, Middle Section within sixty (60) days from and after the date of this Order.


Executive Director


Chairman

Commissioner

Commissioner

TENNESSEE PUBLIC SERVICE COMMISSION

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NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER

PAUL ALLEN, EXECUTIVE DIRECTOR

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL INTEREXCHANGE
TELECOMMUNICATION SERVICES IN TENNESSEE
[RULE 1220-4-2-57]**

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SECTION A

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Part 1: General Information

A. Name of Applicant Bottom Line Telecommunications, Inc. TN PUBLIC SERVICE COMM.
Address 610 Esther Street, Suite 1000, Vancouver
State Washington Zip Code 98660 Phone No. (360) 695 - 7000

B. Owner, Partners, or Corporate Officer

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP CODE</u>
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Please see Exhibit 1

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquires Monday through Friday.
Karen Markle (800) 336 - 0434 (360) 737 - 6322
Name Tennessee Phone No. Fax No.

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 800-354-2708

E. Check the type of telecommunications services you plan to provide in Tennessee.

☒ Resell Interexchange long distance services

☐ Operator Services

☐ Other (describe below) _____

F. 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. N/A

G. List the state(s) you are authorized to operate in at this time.

Please see EXHIBIT 2

95-2905
(To be filled out by PSC)
Company ID Number 113606
Date Approved _____
Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. Box 3412, Nashville, TN 37219-0412. Should you have any questions, call (615)741-3939.

- H. List any states that you have been denied authority to provide service.
BLT has not been denied authority to provide service in any state.
- I. Areas in Tennessee to be served.
Entire state.
- J. What type of customers will the company serve?
a. Business ✓
b. Residential ✓
c. Aggregators _____
(e.g. Hotels, Payphones)
d. Other (specify) _____
- K. Do you allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over your network? If yes, specify amount. No
- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes ✓ No _____
- M. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II.^{1/}
- N. What is the applicant's 10XXX or 800 access code? **BLT does not currently utilize a 10XXX code**
- O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? **Not at this time.**
- P. What facility-based network will the applicant be reselling? **MCI**
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?^{2/} **BLT will bill its customers directly for its post-paid travel card services only.**
- R. Describe briefly how the applicant plans to market their services in Tennessee? If an independent telemarketer is going to be used, state company name and address.
Pre-paid cards are sold via retailers and vending machines.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. **BLT does not serve as the primary interexchange carrier for any customer.**

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^{1/} 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.

^{2/} A copy of a bill is required if the applicant is going to bill the customer direct.

- T. 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____ No____ N/A
- U. Applicant gives permission to the local telephone company to provide the Commission 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____ N/A

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. **Please see EXHIBIT 3**
- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. **Please see EXHIBIT 4.**

Part III: Financial Information

- A. Attach a current financial statement showing 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. **Please see Exhibit 5.**

Part IV: Display Card

Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-57,B)^{2/}, which includes a toll-free number consumers can call for service problems and refunds.

Not Applicable.

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^{2/} It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

Part V: Rule Compliance Agreement

- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Public Service Commission's (TPSC) Interexchange Reseller Rules and Regulations, (Appendix III).
 - Understands the penalties for non-compliance, and all associated fees to provide such service.
 - Will comply with the TPSC Interexchange Reseller Rules and all other applicable Commission Rules and state laws, including T.C.A. Section 65-5-206 (Appendix IV).
 - That all information provided in the attached registration document is true to the best of my knowledge.

Bottom Line Telecommunications, Inc.

Company Name

8/1/95
Date

Robert Sternberg

Company Official

President

Title

Subscribed and sworn
before me this 1st day
of Aug, 19 95

Karen M. Markle
Notary Public

KAREN M. MARKLE
NOTARY PUBLIC
STATE OF WASHINGTON
COMMISSION EXPIRES
OCTOBER 19, 1998

seal

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**ARTICLES OF INCORPORATION
OF
BOTTOM LINE TELECOMMUNICATIONS, INC.**

We, the undersigned persons of the age of eighteen years or more, as incorporator of a Corporation under the Washington Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE 1. NAME

The name of this Corporation is: **BOTTOM LINE
TELECOMMUNICATIONS, INC.**

ARTICLE 2. DURATION

The period of its duration is perpetual.

ARTICLE 3. PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Title 23-A of the Revised Code of Washington, as amended.

ARTICLE 4. SHARES

This Corporation shall have authority to issue 500,000 shares of common stock, and each share shall have a par value of \$1.00.

ARTICLE 5. STOCK TRANSFER RESTRICTION & PURCHASE AGREEMENT

The shares of stock of BOTTOM LINE TELECOMMUNICATIONS, INC. are subject to a Stock Transfer Restriction & Purchase Agreement, the terms of which are set out fully in said Agreement and incorporated herein by this reference and hereby made a part of these Articles.

ARTICLE 6. CONTRACTS IN WHICH DIRECTORS HAVE INTEREST

Any contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any corporation, firm, association, or other entity of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, by voting or otherwise, even though his or their presence or vote, or both, might have been necessary to obligate this Corporation upon such contract or transaction; provided that the fact of such interest shall be disclosed to or known by the Directors acting on such contract or transaction.

ARTICLE 7. DIRECTORS

The number of directors of this Corporation shall be fixed by the By-Laws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall consist of two (2) directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders and until successors are elected and qualify unless they resigns or are removed are:

Name:

Address:

Rick L. Willard

3990 S.W. Collins Way
Suite 102
Lake Oswego, OR 97035

Michael J. Wynne

15911 N.W. 41st Avenue
Ridgefield, WA 98642

ARTICLE 8. BY-LAWS

The Board of Directors shall have the power to adopt, amend, or repeal the By-Laws for this Corporation, subject to the power of the shareholders to amend or repeal such By-Laws.

ARTICLE 9. REGISTERED OFFICE--AGENT

The address of the registered office of this Corporation is: 15911 N.W. 41st Avenue; Ridgefield, WA 98642, and the name of the registered agent at such address is: *Michael J. Wynne*.

ARTICLE 10. PREEMPTIVE RIGHTS

Preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this Corporation.

ARTICLES 11. CUMULATIVE VOTING

The right to accumulate votes in the election of directors shall exist with respect to shares of stock of this Corporation.

ARTICLE 12. INCORPORATORS

The names and addresses of the incorporators are:

Name:

Address:

Rick L. Willard

3990 S.W. Collins Way
Suite 102
Lake Oswego, OR 97035

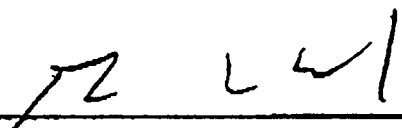
Michael J. Wynne

15911 N.W. 41st Avenue
Ridgefield, WA 98642

ARTICLE 13. AMENDMENTS OF ARTICLES OF INCORPORATION

This Corporation reserves the right to amend, alter, change, or repeal any of the provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and rights and powers conferred herein on shareholders and directors of this Corporation are subject to this reserved power.

IN WITNESS WHEREOF, we have set our hands this 16th day of May, 1989.



Rick L. Willard



Michael J. Wynne

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 08/05/94

REQUEST NUMBER: 2876-1689

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 08/05/94 1022

EFFECTIVE DATE/TIME: 08/05/94 1022

CONTROL NUMBER: 0282308

TO:
TSIO

P.O. BOX 120598

NASHVILLE, TN 37212

RE:

BOTTOM LINE TELECOMMUNICATIONS, INC.
APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 08/05/94

FROM:
HIO CORPORATE SERVICES
307 DOLPHINE STREET

BALTIMORE, MD 21217-0000

RECEIVED: FEES \$300.00 \$300.

TOTAL PAYMENT RECEIVED: \$600.

RECEIPT NUMBER: 00001684
ACCOUNT NUMBER: 00137567



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

RECEIVED
CONSUMER SERVICES DIV.

BOTTOM LINE TELECOMMUNICATIONS, INC.

To the Secretary of State of the State of Tennessee:

AUG 09 1995

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is BOTTOM LINE TELECOMMUNICATIONS, INC.

If different, the name under which the certificate of authority is to be obtained is _____

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

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

3. The date of its incorporation is JUNE 8, 1989, and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is _____

610 Esther Street, Suite 1000, VANCOUVER WASHINGTON 98660

5. The complete street address (including zip code) of its registered office in this state and the name of its registered agent at that office is HIQ CORPORATE SERVICES, INC.

c/o HIQ CORPORATE SERVICES, INC. 1912 HAYES STREET, NASHVILLE TN 37203

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

See Attached

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

See Attached

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____, 19____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) 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 incorporated. The certificate shall not bear a date of more than one (1) month prior to the date the application is filed in this state.]

JULY 28, 1994

Signature Date

PRESIDENT

Signer's Capacity

BOTTOM LINE TELECOMMUNICATIONS, INC.

Name of Corporation

Signature

ROBERT A. STERNBERG

04 AUG -5 AM 10:22

SECRETARY OF STATE



STATE of WASHINGTON SECRETARY of STATE

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

BOTTOM LINE TELECOMMUNICATIONS, INC.

I, RALPH MUNRO, Secretary of State of the State of Washington, hereby certify that I am the custodian of the corporation records of this state.

I FURTHER CERTIFY that the records on file in this office show that the above - named profit corporation was incorporated under the laws of the State of Washington and was issued a certificate of incorporation in Washington on June 8, 1989

I FURTHER CERTIFY that as of the date of this certificate no Articles of Dissolution or Certificate of Withdrawal have been filed, that the conditions of the Revised Code of Washington, Title 23B.01.280(2) (a) through (d) have been met, and the corporation is duly authorized to transact business in the corporate form in the State of Washington.

Date August 1, 1994

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

L. Cramer

TENNESSEE DEPARTMENT OF REVENUE
SALES AND USE TAX



CERTIFICATE OF REGISTRATION

THIS CERTIFICATE MUST BE PUBLICLY DISPLAYED

OWNERS:

BOTTOM LINE TELECOMMUNICATIONS, INC

EFFECTIVE DATE

09/26/94

TAXPAYER ACCOUNT NUMBER

2-911450204-001-9

PIA = 4810

BOTTOM LINE TELECOMMUNICATIONS,
INC.
610 ESTHER ST STE 1000
VANCOUVER WA 98660


COMMISSIONER OF REVENUE

SEE REVERSE SIDE FOR CHANGE OR CANCELLATION INSTRUCTIONS