

# 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: 00116842  
American Telco, Inc.  
100 Waugh Dr. Ste. 200  
Houston, TX 77007

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION  
Nashville, Tennessee November 10, 1995

IN RE: CASE NUMBER: 95-03395

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.

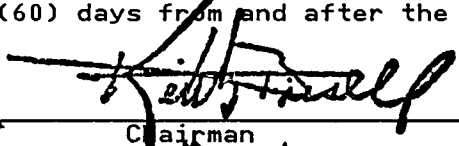

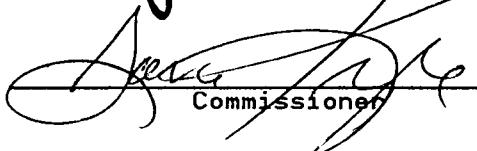
---ORDER---

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 November 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  
Office

  
Chairman  
  
Commissioner  
  
Commissioner

# TENNESSEE PUBLIC SERVICE COMMISSION

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PAUL ALLEN, EXECUTIVE DIRECTOR



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

### SECTION A

#### Part 1: General Information

A. Name of Applicant American Telco, Inc.  
Address 100 Waugh Drive, Suite 200, Houston  
State TX Zip Code 77007 Phone No. (713) 862-2000

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Ronald W. Henriksen	100 Waugh Dr. Ste. 200	Houston	TX	77007

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.

*ASmith*  
Alan Smith (214) 753-1378 (214) 756-6015  
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. 1-800-444-0253

E. Check the type of telecommunication 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.

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

(To be filled out by PSC)  
Company ID Number 116042/953395  
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.  
None
- I. Areas in Tennessee to be served.  
Entire State of Tennessee
- J. What type of customers will the company serve?  
 a. Business X  
 b. Residential X  
 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 X 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<sup>1</sup>.
- N. What is the applicant's 10XXX or 800 access code? 10366
- O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No
- P. What facility-based network will the applicant be reselling? Allnet
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct<sup>2</sup>? Both
- 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.  
In-house and Independent Sales Agents
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Customer signs letter of agency,  
then company orders change through Local Exchange  
Carrier.

<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.

<sup>2</sup>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 ☐
- 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 ☐

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

## 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.

## 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)<sup>3</sup>, which includes a toll-free number consumers can call for service problems and refunds.

N/A

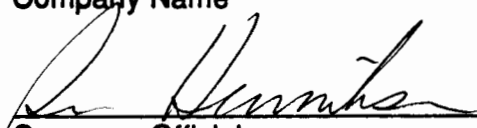
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<sup>3</sup>It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

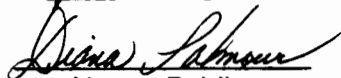
**Part V: Rule Compliance Agreement**

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.

<u>American Telco., Inc.</u>	<u>9/11/95</u>
Company Name	Date
	
Company Official	Title

Subscribed and sworn  
before me this 11<sup>th</sup> day  
of September, 1995

  
Notary Public

seal



# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, **HEREBY CERTIFIES** that the attached is a true and correct copy of the following described instruments on file in this office:

AMERICAN TELECO, INC.  
CHARTER NO. 654571-00

RESTATED ARTICLES OF INCORPORATION

JANUARY 09, 1989



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on August 9, 1995.*

Antonio O. Garza, Jr.  
Secretary of State

MAC

FILED  
In the Office of the  
Secretary of State of Texas

RESTATED ARTICLES OF INCORPORATION  
OF  
AMERICAN TELCO, INC.

JAN 09 1989

SECTION 1.

Corporations Section

AMERICAN TELCO, INC., pursuant to the provisions of Articles 4.07 and 12.21 of the Texas Business Corporation Act, adopts these restated Articles of Incorporation, which accurately copy the Articles of Incorporation and all amendments in effect to date. The Articles of Incorporation, as restated and amended by these restated Articles of Incorporation, are set forth below and contain no other changes in any provisions.

SECTION 2.

The shareholders of the corporation, as of July 1, 1988, approved a resolution to terminate the status of the corporation as a close corporation. The following amendments to the Articles of Incorporation were adopted by the shareholders of the corporation as of July 1, 1988:

A. Article VI of the original Articles of Incorporation is amended to read as follows:

"ARTICLE VI.

INTERESTED DIRECTORS, OFFICERS AND SHAREHOLDERS

- A. VALIDITY: If Paragraph B below is satisfied, no contract or other transaction between the corporation and any of its directors, officers, or shareholders (or any corporation or firm in which any of them are directly or indirectly interested) shall be invalid solely because of this relationship or because of the presence of such director, officer or shareholder at the meeting authorizing such contract or transaction, or his participation in such meeting or authorization.

B. DISCLOSURE, APPROVAL, FAIRNESS: Paragraph A shall apply only if:

1. The material facts of the relationship or interest of each such director, officer or shareholder are known or disclosed:

a. To the Board of Directors, and such Board nevertheless authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or

b. To the Shareholders and they nevertheless authorize or ratify the contract or transaction by a majority of the shares present, each such interested person to be counted for a quorum and voting purposes; or

2. The contract or transaction is fair to the corporation as of the time it is authorized or ratified by the Board of Directors, a committee of the Board, or the Shareholders.

C. NON-EXCLUSIVE: This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision."

B. Article VII of the original Articles of Incorporation is amended to read as follows:

"ARTICLE VII.  
REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 100 Waugh Drive, Suite 310, Houston, Texas 77007; the name of its registered agent at such address is RONALD W. HENRIKSEN."

C. Article VIII of the original Articles of Incorporation is deleted in its entirety, and is replaced by the following new Article VIII:



1 0 1 0 1 3 0 1 0 2 1

"ARTICLE VIII.  
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is THREE (3), and the names and addresses of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

Vernon R. Henriksen      100 Waugh Drive, Suite 310  
Houston, Texas 77007

Betty C. Henriksen      100 Waugh Drive, Suite 310  
Houston, Texas 77007

Ronald W. Henriksen      100 Waugh Drive, Suite 310  
Houston, Texas 77007"

SECTION 3.

Each statement made by these restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act. These restated Articles of Incorporation and each amendment made by these restated Articles of Incorporation were adopted by the shareholders of the corporation as of July 1, 1988.

SECTION 4.

The number of shares of the corporation outstanding at the time of the adoption was 100,000; and the number of shares entitled to vote on the amendments was 100,000.

SECTION 5.

The holders of all of the shares outstanding and entitled to vote on the amendments have signed a consent in writing adopting the amendments.

SECTION 6.

The Articles of Incorporation and all amendments and supplements to them are superseded by the following restated

Articles of Incorporation, which accurately copy the entire text as well as incorporate the amendments set forth above:

ARTICLE I.

NAME

The name of the corporation is AMERICAN TELCO, INC.

ARTICLE II.

DURATION

The period of duration is perpetual.

ARTICLE III.

PURPOSES

The purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE IV.

SHARES

The aggregate number of shares for which the corporation shall be authorized to issue is ONE-HUNDRED THOUSAND (100,000) of the par value of Ten Cents (\$.10) each. The shares shall be designated as Common Stock and shall have identical rights and privileges in every respect.

ARTICLE V.

COMMENCEMENT OF BUSINESS

The corporation will not commence or transact any or incur any indebtedness except such as shall be incidental to its organization business until it has received for the issuance of

its shares consideration of the value of ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00) consisting of money, labor done, or property actually received.

ARTICLE VI.

INTERESTED DIRECTORS, OFFICERS AND SHAREHOLDERS

A. VALIDITY: If Paragraph B below is satisfied, no contract or other transaction between the corporation and any of its directors, officers, or shareholders (or any corporation or firm in which any of them are directly or indirectly interested) shall be invalid solely because of this relationship or because of the presence of such director, officer or shareholder at the meeting authorizing such contract or transaction, or his participation in such meeting or authorization.

B. DISCLOSURE, APPROVAL, FAIRNESS: Paragraph A shall apply only if:

1. The material facts of the relationship or interest of each such director, officer or shareholder are known or disclosed:
  - a. To the Board of Directors, and such Board nevertheless authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority a quorum is present but not in calculating the majority necessary to carry the vote; or
  - b. To the Shareholders and they nevertheless authorize or ratify the contract or transaction by a majority of the shares present, each such interested person to be counted for a quorum and voting purposes; or

2. The contract or transaction is fair to the corporation as of the time it is authorized or ratified by the Board of Directors, a committee of the Board, or the Shareholders.

C. NON-EXCLUSIVE: This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision.

#### ARTICLE VII.

##### REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 100 Waugh Drive, Suite 310, Houston, Texas 77007; the name of its registered agent at such address is RONALD W. HENRIKSEN.

#### ARTICLE VIII.

##### INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is THREE (3), and the names and addresses of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

Vernon R. Henriksen	100 Waugh Drive, Suite 310 Houston, Texas 77007
Betty C. Henriksen	100 Waugh Drive, Suite 310 Houston, Texas 77007
Ronald W. Henriksen	100 Waugh Drive, Suite 310 Houston, Texas 77007

#### ARTICLE IX INCORPORATORS

The names and addresses of the incorporators are:

Ron Henriksen 2311 Gray Falls Houston, Texas 77077	Vernon Henriksen 310 Glenwood Houston, Texas 77007
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The incorporator includes all of the initial subscribers, if any, to the corporation's shares and securities evidencing the right to acquire its shares.

AMERICAN TELCO, INC.

By: Ronald W. Henriksen  
RONALD W. HENRIKSEN, President



# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, **HEREBY CERTIFIES** that the attached is a true and correct copy of the following described instruments on file in this office:

AMERICAN TELCO, INC.

ARTICLES OF INCORPORATION

MAY 12, 1983

*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on July 24, 1995.*



Antonio O. Garza, Jr.  
Secretary of State

DEM

FILED  
In the Office of the  
Secretary of State of Texas

NOV 12 1983

ARTICLES OF INCORPORATION

OF

AMERICAN TELCO, INC.

I, the undersigned natural person of the age of (18) eighteen years or more, acting as incorporator of a corporation under the Texas Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

I.

NAME

The name of the corporation is AMERICAN TELCO, INC.

II.

DURATION

The period of duration is perpetual.

III.

PURPOSES

The purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

IV.

SHARES

The aggregate number of shares for which the corporation shall be authorized to issue is ONE-HUNDRED THOUSAND (100,000) of the par value of Ten Cents (\$.10) each. The shares shall be designated as Common Stock and shall have identical rights and privileges in every respect.

V.

COMMENCEMENT OF BUSINESS

The corporation will not commence or transact any or incur any

VI.

INTERESTED DIRECTORS, OFFICERS AND SHAREHOLDERS

A. VALIDITY: If Paragraph B below is satisfied, no contract or other transaction between the corporation and any of its directors, if any, officers, or shareholders (or any corporation or firm which any of them are directly or indirectly interested) shall be invalid solely because of this relationship or because of the presence of such director, if any, officer or shareholder at the meeting authorizing such contract or transaction, or his participation in such meeting or authorization.

B. DISCLOSURE, APPROVAL, FAIRNESS: Paragraph A shall apply only if:

1. The material facts of the relationship or interest of each such director, if any, officer or shareholder are known or disclosed:
  - a. To the Board of Directors if the corporation ceases to qualify as a close corporation, and such Board nevertheless authorizes or ratifies the contract or transaction by a majority of the directors, present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or
  - b. To the Shareholders and they nevertheless authorize or ratify the contract or transaction by a majority of the shares present, each such interested person to be counted for a quorum and voting purposes; or
2. The contract or transaction is fair to the corporation as of the time it is authorized or ratified by the Board of Directors, a committee of the Board, or the Shareholders.

C. NON-EXCLUSIVE: This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision.

VII.

REGISTERED OFFICE AND AGENT



VIII.

CLOSE CORPORATION

Subject to the corporation remaining a close corporation as defined in the Texas Business Corporation Act, this corporation is a "Close Corporation" and therefore there are no initial directors. The Corporation shall be managed by its shareholders. The initial subscribers to the corporation's shares and securities evidencing the right to acquire its shares who will perform the functions of the initial Board of Directors are:

RON HENRIKSEN  
VERNON HENRIKSEN

The corporation shall be managed by its shareholders. The initial subscribers set out above will perform the functions of the initial board.

IX.

INCORPORATORS

The names and addresses of the incorporators are:

Ron Henriksen  
2311 Gray Falls  
Houston, TX 77077

Vernon Henriksen  
310 Glenwood  
Houston, TX 77007

The incorporator includes all of the initial subscribers, if any, to the corporation's shares and securities evidencing the right to acquire its shares.

X.

GENERAL

The following provisions are subject to the corporation's remaining a close corporation as defined by the Texas Business Corporation Act:

The Corporation is a close corporation; no shares and no securities evidencing the right to acquire shares shall be issued by means

right to acquire shares of the corporation shall be held of record by no more than thirty-five (35) persons in the aggregate.

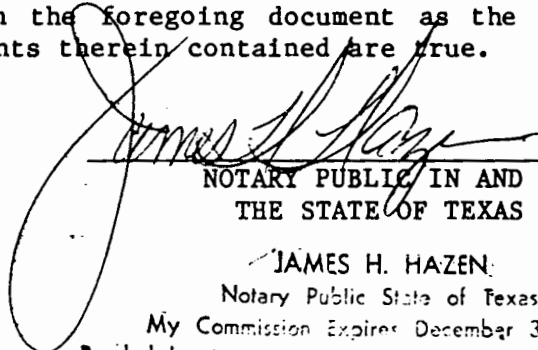
IN WITNESS WHEREOF, I have hereunto set my hand on this 29<sup>th</sup> day of April, 1983.

  
\_\_\_\_\_  
RON HENRIKSEN

  
\_\_\_\_\_  
VERNON HENRIKSEN

THE STATE OF TEXAS     §  
                                     §  
COUNTY OF HARRIS     §

I, JAMES H HAZEN, the undersigned Notary Public in and for Harris County, Texas, do hereby certify that on this 29<sup>th</sup> day of April, 1983, personally appeared before me, RON HENRIKSEN, who after being duly sworn by me declared that he is the person whose signature appears on the foregoing document as the incorporator, and that the statements therein contained are true.

  
\_\_\_\_\_  
NOTARY PUBLIC IN AND FOR  
THE STATE OF TEXAS

MY COMMISSION EXPIRES:

JAMES H. HAZEN  
Notary Public State of Texas  
My Commission Expires December 3 1984  
Bonded by L. Alexander Lovett, Lawyers Surety Corp.

THE STATE OF TEXAS     §  
                                     §  
COUNTY OF HARRIS     §

I, JAMES H HAZEN, the undersigned Notary Public in and for Harris County, Texas, do hereby certify that on this 29<sup>th</sup> day of April, 1983, personally appeared before me, VERNON HENRIKSON, who after being duly sworn by me declared that he is the person whose signature appears on the foregoing document as the incorporator, and that the statements therein contained are true.

# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 08/02/95  
REQUEST NUMBER: 3038-0150  
TELEPHONE CONTACT: (615) 741-0537  
FILE DATE/TIME: 08/02/95 0919  
EFFECTIVE DATE/TIME: 08/02/95 0919  
CONTROL NUMBER: 0298317

TO:  
PCS (% ALAN SMITH)  
SUITE 210  
1425 GREENWAY DRIVE  
IRVING, TX 75038

RE:  
AMERICAN TELCO, 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: 08/02/95

FROM:  
AMERICAN TELCO, INC.  
PO BOX 3687

HOUSTON, TX 77253-3687

RECEIVED: FEES \$300.00 \$300.00  
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00001833898  
ACCOUNT NUMBER: 00220776

*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

