

**TENNESSEE REGULATORY AUTHORITY**

460 JAMES ROBERTSON PARKWAY  
NASHVILLE, TENNESSEE 37243-0505

H. LYNN GREER, JR., CHAIRMAN  
SARA KYLE, DIRECTOR  
MELVIN J. MALONE, DIRECTOR



DAVID WADDELL, EXECUTIVE SECRETARY

Company ID: 00124752  
All American Telephone, Inc.  
2020 W. Northwest Hwy., No 107  
Grapevine, TX 76051

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee March 18, 1997

IN RE: CASE NUMBER: 96-01555




Application for Authority to Provide Operator Services and/or Resell  
Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

--ORDER--

This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller of telecommunications / operator service provider in Tennessee. The TRA considered this application at a Conference held on March 4, 1997 and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.

  
Chairman  
  
Director  
  
Director

ATTEST:

  
Executive Secretary

# 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

## 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 All American Telephone, Inc.  
Address 2020 W. Northwest Hwy., No. 107, Grapevine  
State Texas Zip Code 76051 Phone No. (817) 251-0954

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Clay Garey	2020 W. Northwest Hwy., Suite 107	Grapevine	TX	76051

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.  
Pat Thompson (888) 428-5569 (817) 251-0796  
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. (888) 428-5569

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, Virginia & Montana

(To be filled out by PSC)  
Company ID Number 96-1555  
Date Approved 12/15/02  
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
- 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? 10070
- 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? U.S. Long Distance
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct<sup>2</sup>? LEC billing via third party biller
- 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 X 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 X No \_\_\_\_\_

## Part II: Organization Structure

### A. Type of Organization

\_\_\_\_\_ Individual      X 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.

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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.

All American Telephone, Inc 10/24/96  
Company Name Date

[Signature] President  
Company Official Title

Subscribed and sworn  
before me this 24<sup>th</sup> day  
of October, 19 96

Leigh Ann Thompson  
Notary Public



# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 10/02/96

REQUEST NUMBER: 3221-0840

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 09/24/96 1207

EFFECTIVE DATE/TIME: 09/24/96 1207

CONTROL NUMBER: 0318601

TO:  
PCS  
1425 GREENWAY DR  
SUITE 210  
IRVING, TX 75038

RE:  
ALL AMERICAN TELEPHONE, 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: 09/25/96

FROM:  
PREFERRED CARRIER SERVICE, INC.  
2009 KYLE CT.

COLLEYVILLE, TX 76034-0000

RECEIVED: FEES \$300.00 \$300.00

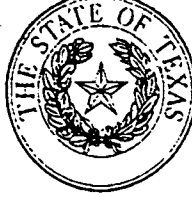
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002013333  
ACCOUNT NUMBER: 00221938



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE



# The State of Texas

## Secretary of State

AUG. 19, 1996

DIANE G. HARDEN  
800 WEST AIRPORT FRWY. STE. 314 LB 6046  
IRVING ,TX 75062

RE:  
ALL AMERICAN TELEPHONE, INC.  
CHARTER NUMBER 01411647-00

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,

A handwritten signature in dark ink, appearing to read "A. Garza, Jr.", written over a horizontal line.

Antonio O. Garza, Jr., Secretary of State



**The State of Texas**  
**Secretary of State**

**CERTIFICATE OF INCORPORATION**  
**OF**

**ALL AMERICAN TELEPHONE, INC.**  
**CHARTER NUMBER 01411647**

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,  
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE  
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE  
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE  
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS  
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE  
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF  
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,  
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED AUG. 16, 1996

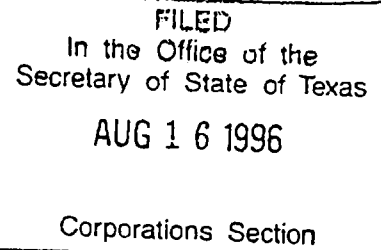
EFFECTIVE AUG. 16, 1996

A handwritten signature in black ink, appearing to read "A. Garza, Jr.", written over a horizontal line.

Antonio O. Garza, Jr., Secretary of State



**ARTICLES OF INCORPORATION  
OF  
ALL AMERICAN TELEPHONE, INC.**



I, the undersigned, being a natural person of the age of twenty-one (21) years or more and a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is ALL AMERICAN TELEPHONE, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose of purposes for which the corporation is organized are as follows:  
For any lawful purpose.

To do everything necessary, proper, advisable or convenient for the accomplishment or furtherance of such purpose or purposes, provided the same be not prohibited by the laws of the State of Texas.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is 100,000 at no par value. Each share of stock shall have identical rights and privileges in every respect.

ARTICLE V

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor performed or property actually received.

ARTICLE VI

No shareholder of the corporation shall be entitled to any preemptive or preferential rights to subscribe for and purchase a proportionate part of additional shares issued by the Corporation.

## ARTICLE VII

Section 7.1 The corporation shall indemnify, to the extent provided in Section 7.2, 7.4 and 7.6:

1. Any person who is or was a director, officer, agent or employee of the corporation, and
2. Any person who serves or served at the corporation's request as a director, officer, agent, employee, partner or trustee of another corporation or of a partnership, joint venture, trust or other enterprise.

Section 7.2 In case of a suit by or in the right of the corporation against a person named in Section 7.1, by reason of his or her holding a position named in Section 7.1, the Corporation shall indemnify such person, provided that the standard in Section 7.3 is satisfied, for expenses (including actually and reasonably incurred by such person in connection with the defense or settlement of the suit.

Section 7.3 In case of a suit by or in the right of the corporation, a person named in Section 7.1 shall be indemnified only if such person:

1. Is successful on the merits or otherwise, or
2. Acted in good faith in the transaction which is subject of the suit, and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation. However, such person shall not be indemnified in respect to any claim, issue or matter as to which he or she has been adjudged liable for negligence or misconduct in the performance of a duty to the corporation unless (and only to the extent that) the court in which the suit was brought shall determine, upon application, that, despite the adjudication but in view of all the circumstances, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 7.4 In case of a suit, action or proceeding whether civil, criminal, administrative, or investigative, other than a suit by or in the right of the corporation, together hereafter referred to as a nonderivative suit, against a person named in Section 7.1, the corporation shall indemnify such person, provided that the standard in Section 7.5 is satisfied, for the amount actually and reasonably incurred in connection with the defense or settlement or the nonderivative suit as:

1. Expenses (including attorney's fees);
2. Amounts paid in settlement;
3. Judgment, and
4. Fines.

Section 7.5 In case of a nonderivative suit, a person named in Section 7.1 shall be indemnified only if he or she:

1. Is successful on the merits or otherwise, or
2. Acted in good faith in the transaction which is the subject of the nonderivative suit, and in a manner reasonably believed by such person to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reason to believe his conduct was unlawful. The termination of a nonderivative suit by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to satisfy the standard of this Section 7.5.2

Section 7.6 A determination that the standard of Section 7.3 of 7.5 has been satisfied may be made by a Court, or, except as stated in Section 7.5., (second sentence) the determination may be made by:

1. A majority of the directors of the corporation (whether or not a quorum) who were not parties to the action, suit or proceeding;
2. Independent legal counsel in a written opinion; or
3. The shareholders of the corporation.

Section 7.7 Anyone making a determination under Section 7.6 may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

Section 7.8 The corporation may pay in advance any expenses (including attorney's fees) which may become subject to indemnification under Section 7.1 through 7.8 if:

1. The Board of Directors authorized the specific payment, and
2. The person receiving the payment undertakes in writing to repay the amount so advanced in full unless it is ultimately determined that he is entitled to indemnification by the corporation under Section 7.1 through Section 7.8.

Section 7.9 The indemnification provided by Section 7.1 through Section 7.8 shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

Section 7.10 The indemnification and advance payment provided by Section 7.1 through Section 7.8 shall continue as to a person who has ceased to hold a position named in Section 7.1 and shall inure to his or her heirs, executors and administrators.

Section 7.11 The corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in Section 7.1, against any liability incurred in any such position or arising out of his or her status as such, whether or not the corporation would have power to indemnify such person against such liability under Section 7.1 through 7.8.

Section 7.12 Indemnification payments, advance payments and insurance payments made under Section 7.1 through Section 7.11 shall be reported in writing to the shareholders of the corporation with the next notice of annual meeting or within six (6) months, whichever is sooner.

#### ARTICLE VIII

Except to the extent the power to amend created herein may be modified or divested by an action of the shareholders representing the majority of the issued and outstanding shares of the capital stock of the corporation taken at any regular or special meeting of the shareholders, the power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

#### ARTICLE IX

Cumulative voting is expressly prohibited.

#### ARTICLE X

The office address of the initial registered office of the corporation is 800 West Airport Freeway, Suite 314, Irving, Texas 75062, and the name of its initial registered agent at such address is W. Steven Walker.

#### ARTICLE XI

The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person(s) who is/are to serve as director(s) until the first meeting of the shareholders, or until their successors are elected and qualified, is/are:

NAME	ADDRESS
Clay Garey	2020 W. Northwest Highway, No. 107 Grapevine, Texas 76051

ARTICLE XII

The name and address of the incorporator is:

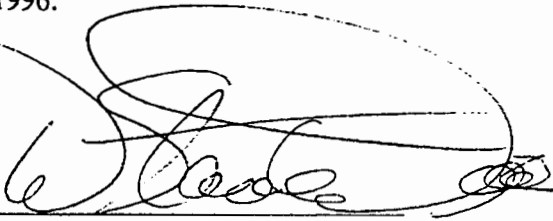
NAME

ADDRESS

W. Steven Walker

First Interstate Bank Building  
800 West Airport Freeway  
Suite 314, LB 6046  
Irving, Texas 75062

IN WITNESS WHEREOF, I have hereunto set my hand this 13 day of August, 1996.



W. Steven Walker