



210 N. Park Ave.  
P.O. Drawer 200  
Winter Park, FL  
32790-0200

Tel: 407-740-8575  
Fax: 407-740-0613

REC'D - TN  
RECEIVED BY AUTH.  
97 JAN 15 AM 8 56

January 13, 1997

Transmittal: ~~ALL~~ <sup>ALL</sup> ~~TN97000~~ <sup>TN97000</sup>  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37219-0412  
(615) 741-3939

# 125253  
# 97-00094

RE: Application of American Long Lines, Inc. for a  
Certificate to Resell Interexchange  
Telecommunications Services in Tennessee

Dear Sir or Madame:

Enclosed for filing is the above-referenced application of  
American Long Lines, Inc. ("ALL"). ALL initially proposes  
to provide service in Tennessee at the rates listed in the  
attached rate sheet. Updated rates will be provided to the  
Commission upon request.

Also enclosed please find our check in the amount of \$50.00  
to cover the filing fee.

Please acknowledge receipt of this filing by returning,  
date-stamped, the extra copy of this cover letter in the  
self-addressed, stamped envelope enclosed for this purpose.

If any questions arise regarding this filing, please do not  
hesitate to call me at (407) 740-8575. Thank you for your  
assistance.

Sincerely,

Carey Roesel

cc: Howard Widra  
to file: ALL - TN

460 JAMES ROBERTSON PARKWAY  
NASHVILLE, TENNESSEE 37243-0505

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.

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

  X   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.

At this time, operator assisted calls are routed to the underlying carrier who brands and bills these calls at its tariffed rates.

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

Pennsylvania	Oregon	Massachusetts
New York	Utah	
Maryland	Virginia	
New Jersey	Michigan	
Rhode Island	Montana	
Delaware	Colorado	
Illinois	Iowa	
Ohio	Texas	

- H. List any states that you have been denied authority to provide service.

None

- I. Areas in Tennessee to be served.

Statewide, to customers served by equal access end offices.

- 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? ALL's CIC code is 241.

- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee?

The Company does not currently have or plan to have any such facilities. The Company's underlying carriers, in concert with ALL's switch in Pennsylvania, will provide all aspects of call completion, including switching, routing and termination.

- P. What facility-based network will the applicant be reselling?

ALL's underlying carriers include AT&T, Frontier, LDDS WorldCom, MFS, and Totaltel.

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct<sup>2</sup>?

All calls will be billed directly by American Long Lines, Inc.

- 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.

Marketing will be handled by in-house marketing staff and may include a variety of direct sales methods.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.

The company will adhere to prescribed FCC and Tennessee procedures for PIC changes. The typical customer will initiate service by signing an LOA.

---

<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.

ALL does not propose to offer operator services to aggregator locations at this time. In the event that ALL serves that market in the future, ALL will develop signage consistent with Tennessee and FCC rules and regulations governing service at aggregator locations.

---

<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

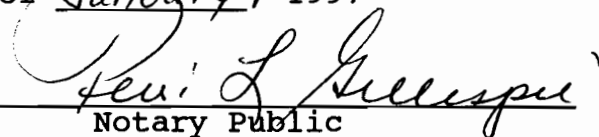
- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Public Service Commission's (TPSC) interexchange Reseller Rules and Regulations (Appendix III);
  - Understands the penalties for non-compliance, 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.

American Long Lines, Inc.

  
Rick Carbone, Business Manager and CFO

1-10-97  
Date

Subscribed and sworn  
before me this 10th day  
of January, 1997

  
Notary Public

NOTARIAL SEAL  
TERRI L. GILLESPIE, Notary Public  
Horsham Twp., Montgomery County  
My Commission Expires Sept. 27, 1997

Attachment 1

AMERICAN LONG LINES, INC.

Articles of Incorporation and Bylaws

Commonwealth of Pennsylvania  
Department of State

86571579



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth  
To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

AMERICAN LONG LINES, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.



Given under my Hand and the Great Seal of the Commonwealth,  
at the City of Harrisburg, this 30th day  
of September in the year of our  
Lord one thousand nine hundred and eighty-six  
and of the Commonwealth the two hundred eleventh

*Robert C. Schorr*

Secretary of the Commonwealth

0941631

WOLF BLOCK SCHORR & SOLIS COHEN  
ATTN FRANCES GAMBLE  
12TH FL PACKARD BLDG  
15TH & CHESTNUT STS  
PHILADELPHIA, PA 19102



BY-LAWS OF  
AMERICAN LONG LINES, INC.

ARTICLE I - OFFICES

Section 1-1. Registered Office. The registered office of the corporation shall be located within the Commonwealth of Pennsylvania, at such place as the Board of Directors shall, from time to time, determine.

Section 1-2. Other Offices. The corporation may also have offices at such other places, within or without the Commonwealth of Pennsylvania, as the Board of Directors may, from time to time, determine.

ARTICLE II - SHAREHOLDERS' MEETINGS

Section 2-1. Place of Shareholders' Meetings. Meetings of shareholders shall be held at such places, within or without the Commonwealth of Pennsylvania, as may be fixed from time to time by the Board of Directors. If no such place is fixed by the Board of Directors, meetings of the shareholders shall be held at the registered office of the corporation.

Section 2-2. Annual Meeting. A meeting of the shareholders of the corporation shall be held in each calendar year, commencing with the year 1987, on such date and at such time as the Board of Directors may determine, or if the Board of Directors fails to set a date and time, on the 30th day of September at 10:00 o'clock a.m., if not a legal holiday, and if such day is a legal holiday, then such meeting shall be held on the next business day.

At such annual meeting, there shall be held an election of Directors.

Unless the Board of Directors shall deem it advisable, financial reports of the corporation's business need not be sent to the shareholders and need not be presented at the annual meeting. If any report is deemed advisable by the Board of Directors, such report may contain such information as the Board of Directors shall determine and need not be certified by a Certified Public Accountant unless the Board of Directors shall so direct.

Section 2-3. Special Meetings. Special meetings of the shareholders may be called at any time:

- (a) By the President of the corporation; or
- (b) By a majority of the Board of Directors; or
- (c) By shareholders entitled to cast at least one-fifth of the votes which all shareholders are entitled to cast at the meeting.

Upon the written request of any person or persons entitled to call a special meeting, which request shall set forth the purpose for which the meeting is desired, it shall be the duty of the Secretary to fix the date of such meeting to be held at such time, not less than five (5) nor more than sixty (60) days after the receipt of such request, as the Secretary may determine, and to give due notice thereof. If the Secretary shall neglect or refuse to fix the date of such meeting and to give notice thereof within five (5) days after

receipt of such request, the person or persons calling the meeting may do so.

Section 2-4. Notices of Shareholders' Meetings.

Written notice stating the date, place and hour and, if required by law or these By-laws, the purpose, of any meeting of the shareholders, shall be given to each shareholder of record entitled to vote at the meeting at least five (5) days prior to the day named for the meeting, unless otherwise required by law. Such notices may be given at the discretion of, or in the name of, the Board of Directors, President, Vice President, Secretary or Assistant Secretary. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 2-5. Quorum of and Action by Shareholders.

Unless otherwise provided in the Articles of Incorporation or in a By-law adopted by the Board of Directors (or the Incorporators if no first Directors were named in the Articles of Incorporation) at its organization meeting following the filing of the Articles of Incorporation, the presence, in person or by proxy, of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast on the particular matter shall constitute a quorum for the purpose of considering such matter, and, unless otherwise specifically provided by law, the acts, at a duly organized meeting of the shareholders present, in person or by proxy, entitled to cast at least a majority of the votes which all

shareholders present are entitled to cast, shall be the acts of the shareholders.

The shareholders present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by law, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of Directors, those shareholders who attend the second of such adjourned meetings, although less than a quorum as fixed in this section or in the Articles of Incorporation, shall nevertheless constitute a quorum for the purpose of electing Directors.

Section 2-6. Voting. At least five (5) days before any meeting of shareholders, the officer or agent having charge of the transfer books of the corporation shall make a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of shares held by each, which list shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting.

At all shareholders' meetings, shareholders entitled to vote may attend and vote either in person or by proxy. All proxies shall be in writing, executed by the shareholder or by his duly authorized attorney-in-fact, and shall be filed with the Secretary of the corporation. A proxy, unless coupled with an interest, shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until the notice thereof has been given to the Secretary of the corporation. No unrevoked proxy shall be valid after eleven (11) months from the date of execution, unless a longer time is expressly provided therein; but in no event shall a proxy, unless coupled with an interest, be voted on after three (3) years from the date of its execution.

Except as otherwise specifically provided by law, all matters coming before the meeting shall be determined by a vote of shares. Such vote shall be taken by voice unless a shareholder demands before the election begins that it be taken by ballot, in which event the vote shall be taken by written ballot, and the Judge or Judges of Election or, if none, the Secretary of the meeting, shall tabulate and certify the results of such vote.

Section 2-7. Participation in Meetings by Conference Telephone. Any shareholder who is otherwise entitled to participate in any meeting of the shareholders may attend, be counted for the purposes of determining a quorum and exercise

all rights and privileges to which he might be entitled were he personally in attendance, including the right to vote, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 2-8. Action by Unanimous Consent of Shareholders. Any action which may be taken at a meeting of the shareholders or a class of shareholders may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the shareholders who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the corporation. Insertion in the minute book of the corporation shall be deemed filing with the Secretary regardless of whether the Secretary or some other authorized person has actual possession of the minute book. Written consents by all of the shareholders executed pursuant to this section may be executed in any number of counterparts and shall be deemed effective as of the date set forth therein.

Section 2-9. Action by Less than Unanimous Consent of Shareholders. Only if the Articles of Incorporation so provide, any action which may be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting, if a consent or consents in writing to such action, setting forth the action so taken, shall be (a) signed by shareholders entitled to cast not less than the larger of (i)

two-thirds of the total number of votes which all shareholders of the corporation or of a class of shareholders would be entitled by the Articles of Incorporation to cast upon such action or (ii) the minimum percentage of the vote required by law, if any, for the proposed action, and (b) shall be filed with the Secretary of the corporation. Insertion in the minute book of the corporation shall be deemed filing with the Secretary regardless of whether the Secretary or some other authorized person has actual possession of the minute book. Written consents executed pursuant to this section may be executed in any number of counterparts. Such action shall not become effective until after at least ten (10) days' written notice of such action shall have been given to each shareholder of record entitled to vote thereon. This paragraph shall not be applicable to any action with respect to any plan or amendment of the Articles of Incorporation to which Section 515 of the Pennsylvania Business Corporation Law, concerning dissenters rights, is applicable.

#### ARTICLE III - BOARD OF DIRECTORS

Section 3-1. Number. The Board of Directors shall consist of \_\_\_\_\_ (\_\_\_) members. Once elected, Directors shall serve until the next annual meeting of shareholders and until their successors are duly elected and qualified or until their earlier resignation or removal.

Section 3-2. Place of Meeting. Meetings of the Board of Directors may be held at such place within the Commonwealth

of Pennsylvania or elsewhere as a majority of the Directors may from time to time appoint or as may be designated in the notice calling the meeting.

Section 3-3. Regular Meetings. A regular meeting of the Board of Directors shall be held annually, immediately following the annual meeting of shareholders, at the place where such meeting of the shareholders is held or at such other place, date and hour as a majority of the newly elected Directors may designate. At such meeting, the Board of Directors shall elect officers of the Corporation. In addition to such regular meeting, the Board of Directors shall have the power to fix by resolution the place, date and hour of other regular meetings of the Board.

Section 3-4. Special Meetings. Special meetings of the Board of Directors shall be held whenever ordered by the President, by a majority of the executive committee, if any, or by a majority of the Directors in office.

Section 3-5. Participation in Meetings by Conference Telephone. Any Director may participate in any meeting of the Board of Directors or of any committee (provided he is otherwise entitled to participate), be counted for the purpose of determining a quorum thereof and exercise all rights and privileges to which he might be entitled were he personally in attendance, including the right to vote, by means of conference telephone or other similar communications equipment by means of which all persons on the meeting can hear each other.



Section 3-6. Notices of Meeting of Board of Directors.

(a) Regular Meetings. No notice shall be required to be given of any regular meeting, unless the same is held at other than the time or place for holding such meetings as fixed in accordance with Section 3-3 of these By-laws, in which event one (1) day's notice shall be given of the time and place of such meeting.

(b) Special Meetings. Written notice stating the date, place and hour of any special meeting of the Board of Directors shall be given at least one (1) day prior to the date named for the meeting.

Section 3-7. Quorum. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be considered as the acts of the Board of Directors. If there is no quorum present at a duly convened meeting of the Board of Directors, the majority of those present may adjourn the meeting from time to time and place to place.

Section 3-8. Informal Action by the Board of Directors. Any action which may be taken at a meeting of the Directors, or of the members of any committee of the Board of Directors, may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Directors, or members of the committee,

as the case may be, and shall be filed with the Secretary of the corporation. Insertion in the minute book of the corporation shall be deemed filing with the Secretary regardless of whether the Secretary or some other authorized person has actual possession of the minute book. Written consents by all of the Directors or the members of any committee of the Board of Directors executed pursuant to this section may be executed in any number of counterparts and shall be deemed effective as of the date set forth therein.

Section 3-9. Powers.

(a) General Powers. The Board of Directors shall have all the power and authority granted by law to the Board, including all powers necessary or appropriate to the management of the business and affairs of the corporation.

(b) Specific Powers. Without limiting the general powers conferred by the last preceding clause and the powers conferred by the Articles and these By-laws of the corporation, it is hereby expressly declared that the Board of Directors shall have the following powers:

(i) To confer upon any officer or officers of the corporation the power to choose, remove or suspend assistant officers, agents or servants.

(ii) To appoint any person, firm or corporation to accept and hold in trust for the corporation any property belonging to the corporation or in which it is interested, and to authorize any such person, firm or

corporation to execute any documents and perform any duties that may be requisite in relation to any such trust.

(iii) To appoint a person or persons to vote shares of another corporation held and owned by the corporation.

(iv) By resolution adopted by a majority of the whole Board of Directors, to designate one (1) or more committees, each committee to consist of two (2) or more of the Directors of the corporation. To the extent provided in any such resolution, and to the extent permitted by law, a committee so designated shall have and may exercise the authority of the Board of Directors in the management of the business and affairs of the corporation. The Board of Directors may designate one (1) or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. If specifically granted this power by the Board in its resolution establishing the committee, in the absence or disqualification of any member and all designated alternates of such committee or committees or if the whole Board of Directors has failed to designate alternate members, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member.

(v) To fix the place, time and purpose of meetings of shareholders.

(vi) To fix the compensation of Directors and officers for their services.

Section 3-10. Removal of Directors by Shareholders.

The entire Board of Directors or a class of the Board of Directors, where the Board of Directors is classified with respect to the power to elect Directors, or any individual Director may be removed from office without assigning any cause by the vote of shareholders entitled to cast at least a majority of the votes which all shareholders would be entitled to cast at any annual election of Directors or such class of Directors. In case the Board of Directors or such class of the Board of Directors or any one or more Directors is so removed, new Directors may be elected at the same time. If the shareholders are entitled to vote cumulatively for the Board of Directors or a class of the Board of Directors, no individual Director shall be removed unless the entire Board of Directors or class of the Board of Directors is removed in case the votes of a sufficient number of shares are cast against the resolution for his removal which, if cumulatively voted at an annual election of Directors would be sufficient to elect one (1) or more Directors to the Board of Directors or to the class.

Section 3-11. Vacancies. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, may be filled by a majority of the remaining members of the Board of Directors though less than a quorum, and each person so elected shall be a Director until

his successor is duly elected by the shareholders, who may make such election at the next annual meeting of the shareholders or at any special meeting duly called for that purpose and held prior thereto, or until his earlier resignation or removal.

#### ARTICLE IV - OFFICERS

Section 4-1. Election and Office. The corporation shall have a President, a Secretary and a Treasurer who shall be elected by the Board of Directors. The Board of Directors may elect as additional officers a Chairman of the Board of Directors, one (1) or more Vice Presidents, and one (1) or more other officers or assistant officers. Any number of offices may be held by the same person.

Section 4-2. Term. The officers and assistant officers shall each serve at the pleasure of the Board of Directors and until the annual meeting of the Board of Directors following the next annual meeting of shareholders unless removed from office by the Board of Directors during their respective tenures.

Section 4-3. Powers and Duties of the President. Unless otherwise determined by the Board of Directors, the President shall have the usual duties of an executive officer with general supervision over and direction of the affairs of the corporation. In the exercise of these duties and subject to the limitations of the laws of the Commonwealth of Pennsylvania, these By-laws, and the actions of the Board of Directors, he may appoint, suspend, and discharge employees.

agents and assistant officers, fix the compensation of all officers and assistant officers, shall preside at all meetings of the shareholders at which he shall be present, and, unless there is a Chairman of the Board of Directors, shall preside at all meetings of the Board of Directors. He shall also do and perform such other duties as from time to time may be assigned to him by the Board of Directors.

Unless otherwise determined by the Board of Directors, the President shall have full power and authority on behalf of the corporation to attend and to act and to vote at any meeting of the shareholders of any corporation in which the corporation may hold stock, and, at any such meeting, shall possess and may exercise any and all the rights and powers incident to the ownership of such stock and which, as the owner thereof, the corporation might have possessed and exercised.

Section 4-4. Powers and Duties of the Secretary.

Unless otherwise determined by the Board of Directors, the Secretary shall be responsible for the keeping of the minutes of all meetings of the Board of Directors, shareholders and all committees, in books provided for that purpose, and for the giving and serving of all notices for the corporation. He shall have charge of the corporate seal, the certificate books, transfer books and stock ledgers, and such other books and papers as the Board of Directors may direct. He shall perform all other duties ordinarily incident to the office of Secretary and shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors.

Section 4-5. Powers and Duties of the Treasurer.

Unless otherwise determined by the Board of Directors, the Treasurer shall have charge of all the funds and securities of the corporation which may come into his hands. When necessary or proper, unless otherwise determined by the Board of Directors, he shall endorse for collection on behalf of the corporation checks, notes, and other obligations, and shall deposit the same to the credit of the corporation in such banks or depositories as the Board of Directors may designate and shall sign all receipts and vouchers for payments made to the corporation. He shall sign all checks made by the corporation, except when the Board of Directors shall otherwise direct. He shall be responsible for the regular entry in books of the corporation to be kept for such purpose, full and accurate account of all funds and securities received and paid by him on account of the corporation. Whenever required by the Board of Directors, he shall render a statement of the financial condition of the corporation. He shall have such other powers and shall perform such other duties as may be assigned to him from time to time by the Board of Directors. He shall give such bond, if any, for the faithful performance of his duties as shall be required by the Board of Directors and any such bond shall remain in the custody of the President.

Section 4-6. Powers and Duties of the Chairman of the Board of Directors. Unless otherwise determined by the Board of Directors, the Chairman of the Board of Directors, if any,

shall preside at all meetings of Directors. He shall have such other powers and perform such further duties as may be assigned to him by the Board of Directors.

Section 4-7. Powers and Duties of Vice Presidents and Assistant Officers. Unless otherwise determined by the Board of Directors, each Vice President and each assistant officer shall have the powers and perform the duties of his respective superior officer. Vice Presidents and assistant officers shall have such rank as may be designated by the Board of Directors. Vice Presidents may be designated as having responsibility for a specific area of the corporation's affairs, in which event such Vice President shall be superior to the other Vice Presidents in relation to matters within his area. The President shall be the superior officer of the Vice Presidents. The Treasurer and Secretary shall be the superior officers of the Assistant Treasurers and Assistant Secretaries, respectively.

Section 4-8. Delegation of Office. The Board of Directors may delegate the powers or duties of any officer of the corporation to any other person from time to time.

Section 4-9. Vacancies. The Board of Directors shall have the power to fill any vacancies in any office occurring from whatever reason.

#### ARTICLE V - CAPITAL STOCK

Section 5-1. Share Certificates. Every share certificate shall be signed by the Chairman of the Board or the



President or Vice President and by the Treasurer, Assistant Treasurer, Secretary or Assistant Secretary and sealed with the corporate seal, which may be a facsimile, engraved or printed, but where such certificate is signed by a transfer agent or a registrar, the signature of any corporate officer upon such certificate may be a facsimile, engraved or printed.

Section 5-2. Transfer of Shares. Transfer of shares shall be made on the books of the corporation only upon surrender of the share certificate, duly endorsed or with duly executed stock powers attached and otherwise in proper form for transfer, which certificate shall be cancelled at the time of the transfer.

Section 5-3. Determination of Shareholders of Record and Closing Transfer Books. The Board of Directors may fix a time, not more than fifty (50) days prior to the date of any meeting of shareholders, or the date fixed for the payment of any dividend or distribution, or the date for the allotment of rights, or the date when any change or conversion or exchange of shares will be made or go into effect, as a record date for the determination of the shareholders entitled to notice of or to vote at any such meeting, or entitled to receive payment of any such dividend or distribution, or to receive any such allotment of rights, or to exercise the rights in respect to any such change, conversion or exchange of shares or otherwise. In such case, only such shareholders as shall be shareholders of record on the date so fixed shall be entitled

to notice of or to vote at such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any shares on the books of the corporation after any record date fixed as aforesaid. The Board of Directors may close the books of the corporation against transfers of shares during the whole or any part of such period, and, in such case, written or printed notice thereof shall be mailed at least ten (10) days before the closing thereof to each shareholder of record at the address appearing on the records of the corporation or supplied by him to the corporation for the purpose of notice. While the stock transfer books of the corporation are closed, no transfer of shares shall be made thereon. Unless a record date is fixed by the Board of Directors for the determination of shareholders entitled to receive notice of, or vote at, a shareholders' meeting, transferees of shares which are transferred on the books of the corporation within ten (10) days next preceding the date of such meeting shall not be entitled to notice of or to vote at such meeting. The corporation may treat the registered owner of each share of stock as the person exclusively entitled to vote, to receive notifications and otherwise to exercise all the rights and powers of the owner thereof.

Section 5-4. Lost Share Certificates. Unless waived in whole or in part by the Board of Directors, any person requesting the issuance of a new certificate in lieu of an

alleged lost, destroyed, mislaid or wrongfully taken certificate, shall (a) give to the corporation his bond of indemnity with an acceptable surety; and (b) satisfy such other reasonable requirements as may be imposed by the corporation. Thereupon, a new share certificate shall be issued to the registered owner or his assigns in lieu of the alleged lost, destroyed, mislaid or wrongfully taken certificate, provided that the request therefor and issuance thereof have been made before the corporation has notice that such shares have been acquired by a bona fide purchaser.

#### ARTICLE VI - NOTICES; COMPUTING TIME PERIODS

Section 6-1. Contents of Notice. Whenever any notice of a meeting is required to be given pursuant to these By-laws or the Articles of Incorporation or otherwise, the notice shall specify the place, day and hour of the meeting and, in the case of a special meeting of shareholders or where otherwise required by law, the general nature of the business to be transacted at such meeting.

Section 6-2. Method of Notice. All notices shall be given to each person entitled thereto, either personally or by sending a copy thereof through the mail or by telegraph, charges prepaid, to his address appearing on the books of the corporation, or supplied by him to the corporation for the purpose of notice. If notice is sent by mail or telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States Mail or with the telegraph office for transmission.

Section 6-3. Computing Time Periods. In computing the number of days for purposes of these By-laws, all days shall be counted, including Saturdays, Sundays or holidays; provided, however, that if the final day of any time period falls on a Saturday, Sunday or holiday, then the final day shall be deemed to be the next day which is not a Saturday, Sunday or holiday. In computing the number of days for the purpose of giving notice of any meeting, the date upon which the notice is given shall be counted but the day set for the meeting shall not be counted. Notice given twenty-four (24) hours before the time set for a meeting shall be deemed one (1) day's notice.

ARTICLE VII - INDEMNIFICATION OF DIRECTORS AND  
OFFICERS AND OTHER PERSONS

Section 7-1. Indemnification. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually or

reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding 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 did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the corporation, and, with respect to any criminal action or proceeding, had reason to believe that his conduct was unlawful.

The corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the corporation, or is or was serving of the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the

corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court of common pleas of the county in which the registered office of the corporation is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of common pleas or such other court shall deem proper.

Section 7-2. Advances. The corporation may pay the expenses incurred by any person entitled to be indemnified by the corporation in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of such person, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized by law.

Section 7-3. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent, of the corporation or who is or was serving in any capacity in any other corporation or organization at the request of the corporation against any liability asserted against him or incurred by him in any such

capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under law.

#### ARTICLE VIII - FISCAL YEAR

The Board of Directors shall have the power by resolution to fix the fiscal year of the corporation. If the Board of Directors shall fail to do so, the President shall fix the fiscal year.

#### ARTICLE IX - AMENDMENTS

The shareholders entitled to vote thereon shall have the power to alter, amend, or repeal these By-laws, by the vote of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast thereon, at any regular or special meeting, duly convened after notice to the shareholders of such purpose. The Board of Directors, by a majority vote of those voting, shall have the power to alter, amend, and repeal these By-laws, at any regular or special meeting duly convened after notice of such purpose, subject always to the power of the shareholders to further alter, amend or repeal these By-laws.

#### ARTICLE X - INTERPRETATION OF BY-LAWS

All words, terms and provisions of these By-laws shall be interpreted and defined by and in accordance with the Pennsylvania Business Corporation Law, as amended, and as amended from time to time hereafter.

Attachment 2

AMERICAN LONG LINES, INC.

Tennessee Secretary of State Authority



## APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

RECEIVED  
SECRETARY OF STATE  
FILED

95 DEC 10 AM 11:38  
To the Secretary of State of the State of Tennessee:

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 American Long Lines, 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 Pennsylvania

3. The date of its incorporation is September 30, 1986 (must be month, day, and year), and the period of duration, if other than perpetual, is \_\_\_\_\_

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

<u>410 Horsham Rd.</u>	<u>Horsham</u>	<u>PA</u>	<u>19044</u>
Street	City	State/Country	Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is \_\_\_\_\_

<u>3rd Floor, 230 Fourth Ave. N.</u>	<u>NASHVILLE, TN</u>	<u>37219-0757</u>
Street	City/State	County Zip Code

The name of its registered agent at that office is \_\_\_\_\_

JOSEPH MARTIN, JR. ESQ.

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

<u>Alan Widca, President</u>	<u>410 Horsham Rd., Horsham, PA</u>	<u>19044</u>
<u>Rick Carbone, Secretary</u>	<u>410 Horsham Rd., Horsham, PA</u>	<u>19044</u>

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

<u>Alan Widca, Director</u>	<u>410 Horsham Rd., Horsham, PA</u>	<u>19044</u>
-----------------------------	-------------------------------------	--------------

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.]

12/9/96

Signature Date

Secretary

Signer's Capacity

AMERICAN LONG LINES, INC.

Name of Corporation

Signature

Name (typed or printed)