

Company ID: 126116
Association Administrators, Inc.
180 East Main St.
Smithtown, NY 11787

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

July 9, 1997

IN RE: CASE NUMBER: 97-0909


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

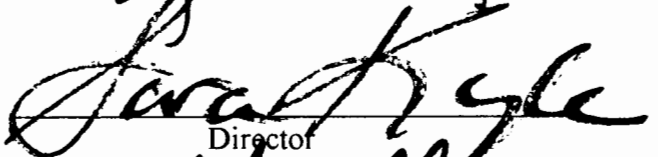
---ORDER---


This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on 7/1/97, 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:

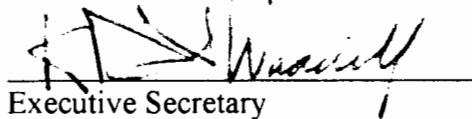
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with 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

WILLIAM B. BISSELL, CHAIRMAN

JOHN E. HEWLETT, COMMISSIONER

DAVID A. 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 Association Administrators, Inc.

Address 180 E. Main Street, Smithtown

State New York Zip Code 11787 Phone No. (516) 724-9600

B. Owner, Partners, or Corporate Officer

| NAME | ADDRESS | CITY | STATE | ZIP CODE |
|-------------------|---------------------------|-----------|-------|----------|
| Kevin M. Klepper | 180 E. Main St. | Smithtown | NY | 11787 |
| Kathleen Connolly | 180 E. Main St./Smithtown | | NY | 11787 |
| | | | | |
| | | | | |

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

Kathleen Connolly (516) 724-9600 (516) 724-7916
Name Tennessee Phone No. Fax No.

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 800-804-2100

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. _____

CO, IA, MI, NJ, TX, UT, VA and WY

(To be filled out by PSC)

Company ID Number _____

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.
Statewide
- J. What type of customers will the company serve?
a. Business XX
b. Residential XX
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 XX 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 II¹.
- N. What is the applicant's 10XXX or 800 access code? NA
- 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? Sprint
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Applicant will bill customers direct.
- 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.
Applicant will market its services in Tennessee through its sales department. Applicant will not operate a sales office in the state.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. All orders require a written letter of agency.

¹Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

²A 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 XX 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 XX No

Part II: Organization Structure

A. Type of Organization

 Individual XX 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)³, which includes a toll-free number consumers can call for service problems and refunds.

³It 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.

Association Administrators, Inc. 4/4/97
Company Name Date

[Signature] President
Company Official Title

Subscribed and sworn
before me this 26 day
of Feb, 1997

[Signature]
Notary Public

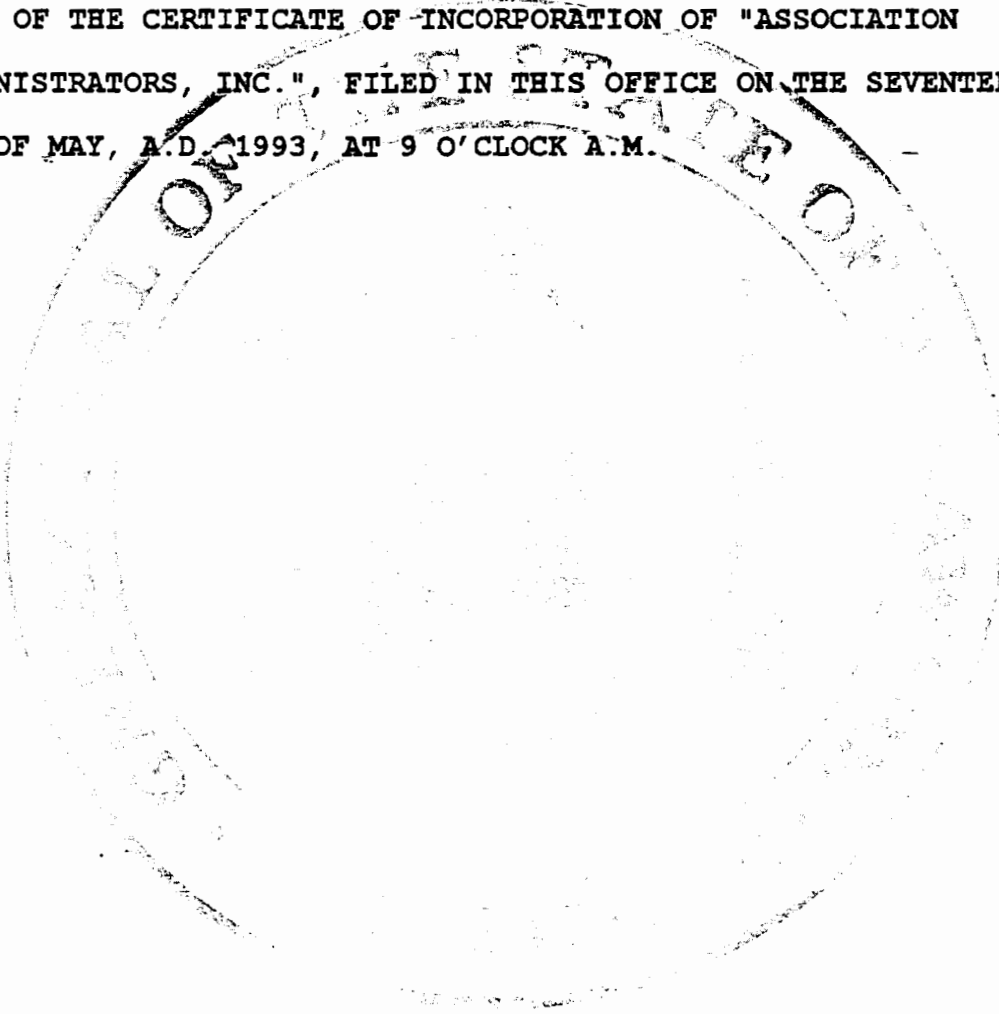
DOROTHY R. SHANNON
NOTARY PUBLIC, State of New York
No. 01SH5045561
Qualified in Suffolk County
Commission Expires June 19, 1997

seal

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ASSOCIATION ADMINISTRATORS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 1993, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2336605 8100

971070158

AUTHENTICATION: 8363591

DATE: 03-07-97

CERTIFICATE OF INCORPORATION
OF
ASSOCIATION ADMINISTRATORS, INC.

FIRST. The name of this corporation shall be:

ASSOCIATION ADMINISTRATORS, INC.

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805, and its registered agent at such address is CORPORATE AGENTS, INC.

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

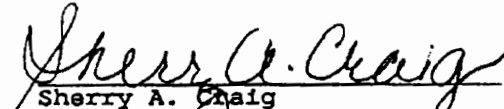
One Thousand Five Hundred (1,500) Shares Without Par Value.

FIFTH. The name and mailing address of the incorporator is as follows:

Sherry A. Craig
Corporate Agents, Inc.
1013 Centre Road
Wilmington, DE 19805

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

IN WITNESS WHEREOF, The undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this seventeenth day of May, A.D. 1993.


Sherry A. Craig
Incorporator

Secretary of State

Corporations Section

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

DATE: 02/27/97
REQUEST NUMBER: 3297-0674
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 02/27/97 1120
EFFECTIVE DATE/TIME: 02/27/97 1120
CONTROL NUMBER: 0326259

TO:
LANCE J.M. STEINHART
6455 EAST JOHNS
CROSSING
DULUTH, GA 30155

RE:
ASSOCIATION ADMINISTRATORS, INC.
APPLICATION FOR CERTIFICATE OF
AUTHORITY - NONPROFIT

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 - NONPROFIT

ON DATE: 02/25/97

FROM:
ASSOCIATION ADMINISTRATORS, INC.
SUITE 203
180 EAST MAIN STREET
SMITHTOWN, NY 11787-0000

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

RECEIPT NUMBER: 00002075494
ACCOUNT NUMBER: 00254415



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

3294 3220
APPLICATION FOR CERTIFICATE OF AUTHORITY FOR
3297 0674
Association Administrators, Inc.

RECEIVED
To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-65-103 of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business or conduct affairs in the State of Tennessee; and for that purpose sets forth:

1. The name of the corporation is Association Administrators, 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 nonprofit foreign corporation if its name does not comply with the requirements of Section 48-54-101 of the Tennessee Nonprofit Corporation Act. If obtaining a certificate of authority under an assumed name, this application must be accompanied by an application for registration of assumed corporate name filed pursuant to Section 48-54-101(d) and an additional \$10.00 fee.]

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

3. The date of its incorporation is May 17, 1993 (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 180 E. Main Street
Smithtown, New York 11787

5. The complete street address (including the county and zip code) of its registered office in Tennessee and the name of its registered agent at that office is

530 Gay Street, Knoxville, Tennessee 37902/C T Corporation System

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

Kevin M. Klepper 180 E. Main Street, Smithtown, New York 11787

Kathleen Connolly 180 E. Main Street, Smithtown, New York 11787

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

Kevin M. Klepper 180 E. Main Street, Smithtown, New York 11787

Kathleen Connolly 180 E. Main Street, Smithtown, New York 11787

8. ☒ The corporation has members.

☐ The corporation has no members.

[NOTE: Please mark the applicable statement.]

9. The corporation is a nonprofit corporation.

10. ☒ If the corporation had been incorporated in Tennessee, it would be a public benefit corporation.

☐ If the corporation had been incorporated in Tennessee, it would be a mutual benefit corporation.

[NOTE: Please mark the applicable statement.]

11. 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 successfully filed in Tennessee.]

January 20, 1997

Signature Date

President

Signer's Capacity

Association Administrators, Inc.

Name of Corporation

Signature

Kevin Klepper

Name (typed or printed)