

Company ID: 00126540  
Go-Tel, Inc.  
2307 Springlake Rd., Suite 512  
Dallas, TX 75234

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN

January 23, 1998

IN RE: CASE NUMBER: 97-01425

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 October 21, 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:

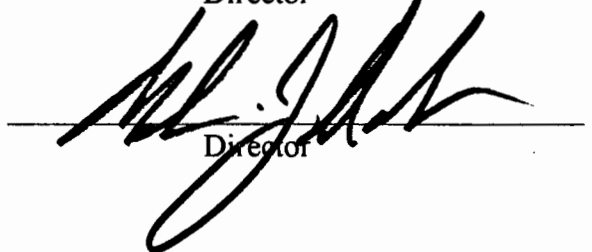
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with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

Lynn Greer, Chairman  
Sara Kyle, Director  
Melvin Malone, Director

460 James Robinson Parkway  
Nashville, Tennessee 37243-0505

RECEIVED BY AUTH.  
ST 105-29-TH 11 07  
THE  
EXECUTIVE SECRETARY

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

### SECTION A

#### **Part I: General Information**

- A. Name of Applicant: Go-Tel, Inc.  
Address: 2307 Springlake Road Ste 512  
Dallas, Texas 75234 (972) 484-4264
- B. Owner, Partners, or Corporate Officer  
Bob D. Crenshaw, Jr. - President Craig D. Hutson - Vice President  
2307 Springlake Road Ste 512 2307 Springlake Road Ste. 512  
Dallas, Texas 75234 Dallas, Texas 75234
- C. Name and telephone number of contact person authorized to respond to Authority inquiries Monday through Friday.  
Bob D. Crenshaw, Jr.  
2307 Springlake Road Ste 512  
Dallas, Texas 75234  
(972) 484-4264
- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments.  
1 800-569-2234
- E. Check the type of telecommunication services you plan to provide in Tennessee.  
Resell Interchange long distance services - No  
Resell Local Exchange services - Yes  
Operator Services - No
- 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.  
Go-Tel, Inc. does not intend to provide operator services.
- G. List the state(s) you are authorized to operate in at this time.  
None.

(To be filled out by TRA)  
Company ID Number \_\_\_\_\_  
Date Approved \_\_\_\_\_  
Evaluator \_\_\_\_\_

- H. List any states that you have been denied authority to provide service. None.
- I. Areas in Tennessee to be served. The entire state.
- J. What type of customers will the company serve?  
 a. a. Business - Yes  
 b. Residential - Yes  
 c. Aggregators - No
- K. Do you allow property imposed fee (PIF) to be added to the price of intrastate telephone calls over your network? No
- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? N/A Go-Tel, Inc. will only provide local access
- 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>.  
Go-Tel, Inc. will offer prepaid local access by reselling the Incumbent Local Exchange Carrier's network services. Go-Tel, Inc. will charge a forty dollar (\$40.00) activation fee and a prepaid forty-nine dollar (\$49.00) per month service charge.
- N. What is the applicant's 10XXX or 800 access code?  
As a Local Exchange Reseller only, Go-Tel, Inc.'s will not provide any 10xxx or 800 access codes.
- O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee?  
Go-Tel, Inc. does not currently have any telecommunication facilities and at this time it does not plan to have any facilities in the future.
- P. What facility-based network will the applicant be reselling?  
Go-Tel, Inc. currently plans to resell the network services of Bell South and Sprint/United. Go-Tel, Inc. will consider reselling the network services of other carriers as market and regulatory conditions allow.
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers directly<sup>2</sup>?  
Go-Tel, Inc. will bill its customer directly.
- R. Describe briefly how the applicant plans to market their service in Tennessee? If an independent telemarketer is going to be used, state company name and address.  
Go-Tel, Inc. will advertise in local news papers, radio stations and cable TV.
- S. Describe the procedures the applicant will use to switch a consumer's preferred inter-exchange service. As a reseller of local exchange services only, Go-Tel, Inc. will require a letter of authorization (LOA) from customers as well as a payment in advance from the customer before service is activated.

<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 described to with their local telephone company. Yes, as a reseller of service, Go-tel, Inc. will rely on the dominate carrier's ability to provide call blocking to the consumer.
- U. Applicant gives permission to the local telephones company to provide the Authority 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

## **Part II: Organization Structure**

- A. Type of organization: Corporation
- B. In 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.

**\* Please See "Tab 4" / Attachment D**

## **Part III: Financial Information**

- A. Attach a current financial statement showing in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

**\* Please See "Tab 5" / Attachment F**

## **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 Go-Tel, Inc. will not serve aggregators.

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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 Inter-exchange Reseller or Operator Service Provider applicant, hereby, affirms the following:

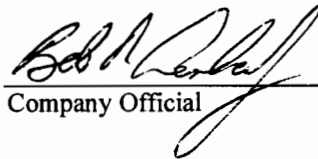
- Has received, read, and understands the Tennessee Regulatory Authority (TRA; formerly TPSC) Inter-exchange Reseller Rules and Regulations, (Appendix III)
- Understands the penalties for non-compliance, and all associated fees to provide such service.
- Will comply with the TRA Inter-exchange Reseller Rules and all other applicable Authority 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.

Go-Tel, Inc.

8-28-97

Company Name

Date



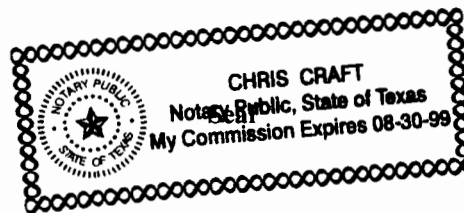
President

Company Official

Title

Subscribed and sworn  
Before me this 28 day  
of Aug, 1997

  
Notary Public



# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 08/27/97

REQUEST NUMBER: 3381-0743

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 08/27/97 1044

EFFECTIVE DATE/TIME: 08/27/97 1044

CONTROL NUMBER: 0336509

TO:  
TSIO  
P.O. BOX 120598

NASHVILLE, TN 37212

RE:  
GO-TEL, 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: 08/27/97

FROM:  
CAPITOL SERVICES, INC.-TEXAS  
P.O. BOX 1831

AUSTIN, TX 78767-0000

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

RECEIPT NUMBER: 00002175933  
ACCOUNT NUMBER: 00164323



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE



# The State of Texas

## Secretary of State

### CERTIFICATE OF INCORPORATION OF

GO-TEL, INC.  
CHARTER NUMBER 01455972

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. 12, 1997

EFFECTIVE AUG. 12, 1997



  
Antonio O. Garza, Jr., Secretary of State

## ARTICLES OF INCORPORATION

OF

GO-TEL, INC.

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

ARTICLE ONE  
NAME

The name of the corporation is **GO-TEL, INC.**

ARTICLE TWO  
DURATION

The period of duration of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

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

ARTICLE FOUR  
NUMBER OF SHARES

The aggregate number of shares which the corporation shall have the authority to issue is One Million (1,000,000) shares of common stock, each share having a par value of One Cent (\$.01). The shares are designated as common stock and have identical rights and privileges in every respect. The Board of Directors of the corporation may by resolution establish classes of shares of stock in the corporation or divide any class of shares of stock in the corporation into series of shares.

ARTICLE FIVE  
INITIAL CONSIDERATION

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One Thousand and No/100 Dollars (\$1,000.00),



consisting of any tangible or intangible benefit to the corporation, including cash, promissory notes, services performed, contracts for services to be performed or other securities of the corporation.

ARTICLE SIX  
REGISTERED AGENT

The street address of the initial registered office of the corporation is 2307 Springlake Road, Suite 512, Dallas, Texas 75234, and the name of the initial registered agent at such address is Bob D. Crenshaw, Jr.

ARTICLE SEVEN  
DIRECTORS

The number of directors constituting the initial board of directors is one (1), and the names and addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Bob D. Crenshaw, Jr.  
2307 Springlake Road, Suite 512  
Dallas, Texas 75234

ARTICLE EIGHT  
INCORPORATOR

The name and address of the incorporator is Kevin Cherry, 9400 N. Central Expressway, Suite 1616, Dallas, Texas 75231.

ARTICLE NINE  
VOTING

Directors shall be elected by majority vote. Cumulative voting is prohibited. Any action required to be taken at any annual or special meeting of shareholders or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE TEN  
PREEMPTIVE RIGHTS

All preemptive rights are denied.

ARTICLE ELEVEN  
INDEMNIFICATION

In accordance with Article 2.02-1 of the Texas Business Corporation Act, the corporation may indemnify to the full extent permitted by law 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, 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 and reasonably incurred by him in connection with such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or otherwise.


ARTICLE TWELVE  
RELATED PARTIES

The corporation may enter into contracts and transact business with one or more of its directors, officers, employees or shareholders, or with any firm of which any one or more of its directors, officers, employees or shareholders are members or with any corporation or association in which any one or more of its directors, officers, employees or shareholders are shareholders, directors, officers or employees; and any such contract or transaction shall not be invalidated or in any wise affected adversely by the fact that any such person has or may have interests therein which are or might be adverse to the interest of the corporation, even though the vote of any director having such adverse interest shall have been necessary to obligate the corporation upon any such contract or transaction; and no director, officer, employee or shareholder having such adverse interest shall be liable to the corporation or to any shareholder or creditor thereof, or to any other person, for any loss or liability incurred by reason of any such contract or transaction; nor shall any such director, officer, employee or shareholder be accountable to the corporation, or otherwise, for any gains or profits realized thereon; provided always that, any such contract or transaction shall not, at the time at which it was entered into, have been actually fraudulent as to the corporation and shall not have been upon terms at such time that were actually fraudulent on the corporation.

ARTICLE THIRTEEN  
BYLAWS

The initial bylaws of this corporation shall be adopted by the board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws is reserved to the directors.

IN WITNESS WHEREOF, I have hereunto set my hand this August 12, 1997.

  
\_\_\_\_\_  
KEVIN CHERRY,  
INCORPORATOR