

Company ID: 128203

PRIMECALL, INC.

1520 Eastlake Avenue East, Second Floor
Seattle, WA 98102

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Nashville, TN

February 16, 1999

IN RE: CASE NUMBER: 98-00531


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 February 16, 1999 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

ATTEST:


Executive Secretary


Director

TENNESSEE REGULATORY AUTHORITY
460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

LYNN GREER, CHAIRMAN
SARA KYLE, DIRECTOR
MELVIN MALONE, 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** PRIMECALL, INC.
Address 1520 Eastlake Avenue East, Second Floor
City Seattle
State WA **Zip Code** 98102 **Phone No.** (800) 607-0486
- B. Owner, Partners, or Corporate Officers:**
- Ronald B. Fox - President
Ronald P. Erickson - Secretary/Treasurer
- C. Name and telephone number of Tennessee Contact Person authorized to respond to Commission inquiries Monday through Friday.**
- Patrick D. Crocker
EARLY, LENNON, PETERS & CROCKER, P.C.
900 Comerica Building
Kalamazoo, MI 49007-4752
Telephone: (616) 381-8844
Fax: (616) 349-8525
- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments.**

(800) 607-0486

(To be filled out by TRA)

Company ID Number _____

Date Approved _____

Evaluator _____

128203

98-00531

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

☒ Resell Interexchange long distance services

☐ Resell Local Exchange 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.

Not Applicable

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

Please see Exhibit A.

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

Applicant has not been denied authority to operate in any state.

I. Areas in Tennessee to be served.

Applicant will provide service in all equal access areas within Tennessee.

J. What type of customers will the company serve?

a. Business ☒

b. Residential ☐

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.

Not Applicable

L. Are your prices for intrastate services plus and PIF equal to or less than the dominant carriers price for similar services?

Not Applicable

M. Describe the type of services and prices that the Applicant will be offering in Tennessee on the Informational Tariff Form.

Please see Exhibit B.

- N. What is the applicant's 10XXX or 800 access code?**
- 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 direct?**
- Applicant will utilize the local telephone company's billing system.
- 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.**
- Applicant will market service in Tennessee using independent agents.
Applicant has no independent agents in Tennessee at this time.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.**
- Written Letter of Agency
- T. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company?**
- ☒ Yes ☐ No
- U. Applicant gives permission to the local telephone company to provide the Commission a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates.**
- ☒ Yes ☐ No

PART II: Organization Structure

A. Type of Organization

Individual _____ Corporation ☒

Partnership _____ Other (Explain on separate sheet) _____

- B. (1) Attach a copy of Articles of Incorporation and current by-laws.

Attached as Exhibit C

- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

Attached as Exhibit D

PART III: Financial Information

Applicant attaches a copy of its most recent financial statements as Exhibit E.

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

Not Applicable

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.

PRIMECALL, INC.

Company Name

12-19-97
Date

Ronald B. Fox
Ronald B. Fox

President
Title

Subscribed and sworn before me this 23rd day of December, 1997

Mary H. Felsing

Mary H. Felsing
Notary Public

County of King
State of Washington
Commission Expires 7.29.01



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

PRIMECALL, INC.

a Washington Profit corporation. Articles of incorporation were filed for record in this office on the date indicated below.

U.B.I. Number: 601 671 768

Date: November 20, 1995



Given under my hand and Seal of the State of Washington at Olympia, the State Capital.

Ralph Munro
RALPH MUNRO

Ralph Munro, Secretary of State

2-522702-6

601 671 768

FILED
STATE OF WASHINGTON
NOV 20 1995
RALPH MUNN
SECRETARY OF STATE

Articles of Incorporation
of
PrimeCall, Inc.

ARTICLE I.

NAME

The name of this corporation is PrimeCall, Inc.

ARTICLE II.

PURPOSES

This corporation is organized to engage in any business, trade or activity which may be conducted lawfully by a corporation organized under the Washington Business Corporation Act.

ARTICLE III.

SHARES

This corporation is authorized to issue 1,000,000 shares of common stock and each share shall have a par value of \$.01.

ARTICLE IV.

NO PREEMPTIVE RIGHTS

Except as may otherwise be provided by the Board of Directors, no preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

ARTICLE V.

NO CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election has the right to vote in person or by proxy the number of shares held by such shareholder for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

ARTICLE VI.

BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the Bylaws.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation and the address of its initial registered office are as follows:

Kinne F. Hawes
701 Fifth Avenue, Suite 3200
Seattle, WA 98104-7026

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator are as follows:


<u>Name</u>	<u>Address</u>
Kinne F. Hawes	701 Fifth Avenue, Suite 3200 Seattle, WA 98104-7026

ARTICLE IX.

The number of Directors of this corporation shall be determined in the manner set forth in the Bylaws and may be increased or decreased from time to time in the manner provided therein.

The undersigned person, of the age of eighteen years or more, as incorporator of this corporation under the Washington Business Corporation Act, adopts these Articles of Incorporation.

Dated: November 17, 1995



Kinne F. Hawes, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

I, Kinne F. Hawes, hereby consent to serve as Registered Agent in the State of Washington for PrimeCall, Inc. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Dated: November 17, 1995



Kinne F. Hawes
Registered Agent

701 Fifth Avenue, Suite 3200
Seattle, WA 98104-7026
Registered Office Address

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STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF REINSTATEMENT

to

PRIMECALL, INC.

a Washington Profit corporation.

An Application for Reinstatement was approved and filed for record in this office as of the date indicated below.

UBI Number: 601 671 768

Date: June 24, 1996



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital


RALPH MUNRO

Ralph Munro, Secretary of State
2-522702-6

PC

STATE of WASHINGTON



SECRETARY of STATE

RECEIVED-SEA

JUN 27 1996

VANDEBERG, JOHNSON & GANDARA

FILED
STATE OF WASHINGTON

JUN 24 1996

RALPH MUNRO
SECRETARY OF STATE

APPLICATION FOR REINSTATEMENT
OF A
DOMESTIC (WASHINGTON) CORPORATION
RCW 23B.14.220

Pursuant to RCW 23B.14.220 of the Washington Business Corporation Act, the undersigned corporation applies for reinstatement and state the following:

- 1) The corporate name on the date of administrative dissolution was:
PRIMECALL, INC.
- 2) The date of administrative dissolution was: June 10, 1996
- 3) The corporate name listed above meets the requirements of RCW 23B.04010. If the corporate name no longer meets these requirements, articles of amendment are included with the reinstatement application.
- 4) The following is an explanation to show that the grounds for administrative dissolution either did not exist or has been eliminated. (Check one or more of the following statements):

- ☒ The license fees are hereby tendered.
- ☒ The annual report (list of officers/directors) has been completed and is hereby submitted for filing.
- ☐ There registered agent and/or registered office address in Washington has been designated on the corporate reinstatement report. (If the registered agent is other than the agent at the time of dissolution, the written consent of the new registered agent must appear in the space provided.)

X
Signature of Officer or Chairman of Board of Directors

X 6/21/96
Date

X ALAN CHAN SECRETARY
Type or Print Name and Title

JUL -31' 98(FRI) 10:35 GLOBALTEL INC.

TEL: 206-720-7257

P. 005

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

PRIMECALL, INC.

RECEIVED

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 PRIMECALL, 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 WASHINGTON3. The date of its incorporation is 11/20/95 (must be month, day, and year), and the period of duration, if other than perpetual, is PERPETUAL4. The complete street address (including zip code) of its principal office is 1520 EASTLAKE AVENUE, EAST, 2ND FL., SEATTLE, WA 98102

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

230 FOURTH AVENUE NORTH, 3RD FL., NASHVILLE, TN 37219

Street	City/State	County	Zip Code

The name of its registered agent at that office is

JOSEPH MARTIN, JR.

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

SEE ATTACHED SHEET

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

SEE ATTACHED SHEET

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.]

Signature Date

12-16-97
Pres

Signer's Capacity

Name of Corporation PRIMECALL, INC.

Signature

Ken B. For
Name (typed or printed)