

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
March 26, 2002 Nashville, Tennessee

In Re: Convergent Communications Services, Inc.  
for Cancellation of Authority to Provide ) Docket No. 99-00426  
Resold Telecommunication ) Co. ID: 128379  
Services In Tennessee

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ORDER GRANTING CANCELLATION OF  
AUTHORITY TO PROVIDE RESOLD TELECOMMUNICATION SERVICES

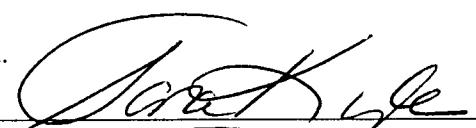
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This matter is before the Tennessee Regulatory Authority upon the request of Convergent Communications Services, Inc. to cancel their authority to provide Telecommunications Services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on March 26, 2002.

WHEREFORE, having considered the request of **Convergent Communications Services, Inc.** to cancel their authority, the Authority finds that such a cancellation should be granted.

IT IS THEREFORE ORDERED:


- 1) That the request of Convergent Communications Services Inc. to cancel their authority to provide Resold Telecommunications services in Tennessee, Docket No. 99-00426, is hereby granted; and,
- 2) That this docket is herewith closed.

  
Chairman Sara Kyle

  
Director Lynn Greer

  
Director Melvin Malone

ATTEST:

  
K. David Waddell

Company ID: 00128379

Convergent Communications Services, Inc.  
400 Inverness Drive S, Suite 400  
Englewood, CO 80112

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN

August 24, 1999

IN RE: CASE NUMBER: 99-00426

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 August 24, 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 Melvin Malone

  
Director Sara Kyle

  
Director Lynn Greer

ATTEST:

  
Executive Secretary

**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 Convergent Communications Services, Inc.  
Address 400 Inverness Drive S, Suite 400 City Englewood  
State Colorado Zip Code 80112 Phone No. 303-749-3000

B. Owner, Partners, or **Corporate Officers**

NAME	ADDRESS	CITY	STATE	ZIP CODE
John R. Evans	400 Inverness Drive S Ste 400	Englewood	CO	80112
Keith V. Burge	400 Inverness Drive S Ste 400	Englewood	CO	80112
Philip G. Allen	400 Inverness Drive S Ste 400	Englewood	CO	80112
Michael Dykstra	400 Inverness Drive S Ste 400	Englewood	CO	80112
Martin E. Freidel	400 Inverness Drive S Ste 400	Englewood	CO	80112
D. Randall Hake	400 Inverness Drive S Ste 400	Englewood	CO	80112
Brian J. McManus	400 Inverness Drive S Ste 400	Englewood	CO	80112
John J. Phibbs	400 Inverness Drive S Ste 400	Englewood	CO	80112
Karen Bedell	400 Inverness Drive S Ste 400	Englewood	CO	80112

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

Karen Bedell (303) 749-3000 (303) 749-3111  
Name Phone No. Fax No.

128379

99-00426

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 800-335-3811

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

  X   Resell Interexchange long distance services

       Operator Services

       Other (describe below) \_\_\_\_\_

\_\_\_\_\_  
(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.

- 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. AZ, AR, CA, CO, CT, FL, GA, ID, IL, IN IA, KN, MD, MA, MI, MN, MO, MT, NJ, NC, NE, NV, NJ, NM, NY, OH, OR, PA, TX, UT, VA, WA, WI.
- H. List any states that you have been denied authority to provide service. None
- I. Areas in Tennessee to be served.  
The entire state of Tennessee.
- 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 101XXXX or 800 access code? None
- 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?  
Applicant intends to resell MCI WorldCom
- Q. Will the applicant be utilizing the local telephone company's billing system or bill customers direct<sup>2</sup>? Applicant intends to bill customer 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 intends to market primarily to small to mid-sized businesses using employees of the company.
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- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Applicant will attempt to get a letter of agency from all customers.
- 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 (limited liability company)
- 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.

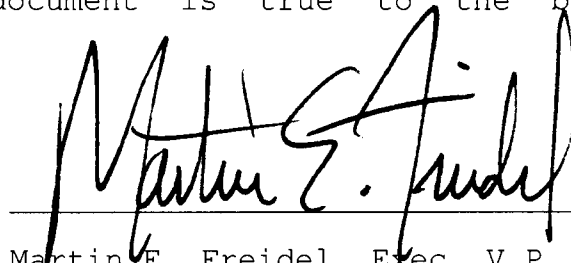
**THE COMPANY HAS HAD NO COMPLAINTS FILED AGAINST IT IN ANY JURISDICTION.**

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<sup>3</sup>It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

Part V: Rule Compliance Agreement

A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:

- \* Has received, read, and understands the Tennessee Public Service Commission's (TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)
- \* Understands the penalties for non-compliance, and all associated fees to provide such service.
- \* Will comply with the TPSC Interexchange Reseller Rules and all other applicable Commission Rules and state laws, including T.C.A. Section 65-5-206 (Appendix IV),
- \* That all information provided in the attached registration document is true to the best of my knowledge.



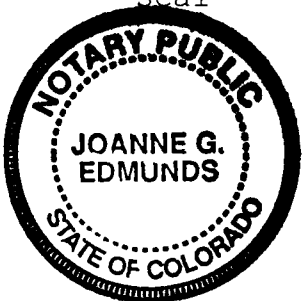
Martin E. Freidel, Exec. V.P., General  
Counsel, and Secretary  
Convergent Communications Services, Inc.

March 29, 1999  
Date

Subscribed and sworn  
before me this 29th day  
of March, 1999.

  
Notary Public

seal



CHANGE OF  
R.O.R.A.

STOCK CHANGE

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
CONVERGENT COMMUNICATIONS SERVICES, INC.

DPO 19981157375 NCF

Pursuant to Section 7-110-107 of the Colorado Business Corporation Act, Convergent Communications Services, Inc. hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I.

Name

The name of the corporation is CONVERGENT COMMUNICATIONS SERVICES, INC.

19981026176 C  
\$ 50.00  
SECRETARY OF STATE  
02-10-98 12:16:48

ARTICLE II.

Authorized Capital

The aggregate number of shares of stock the corporation is authorized to issue is 11,000,000 shares, of which 10,000,000 shares shall be designated as common stock, par value \$0.01 per share, and 1,000,000 shares shall be designated as preferred stock, par value \$0.01 per share. The relative rights of the shares of the preferred stock and common stock shall be as follows:

1. Preferred Stock. The corporation may divide and issue the preferred stock in series. Preferred shares of each series when issued shall be designated to distinguish them from the shares of all other series. The Board of Directors hereby is expressly vested with authority to divide the class of preferred stock into series and to fix and determine the relative rights, limitations and preferences of the shares of any such series so established to the full extent permitted by these Articles of Incorporation and the laws of the state of Colorado in respect of the following:

- a. The number of shares to constitute such series, and the distinctive designations thereof;
- b. The rate and preference of any dividends and the time of payment of any dividends, whether dividends are cumulative and the date from which any dividends shall accrue;
- c. Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- d. The amount payable upon shares in event of involuntary liquidation;
- e. The amount payable upon shares in event of voluntary liquidation;

1



- f. Sinking fund or other provisions, if any, for the redemption or purchase of shares;
- g. The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion;
- h. Voting rights, if any; and
- i. Any other relative rights and preferences of shares of such series, including without limitation any restriction on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights or powers to which shares of any future series shall be subject.

2. Common Stock.

a. The holders of common stock shall have and possess all rights as shareholders of the corporation except as such rights may be limited by the preferences, privileges and voting powers, and the restrictions and limitations of the outstanding preferred stock. All common stock, when duly issued, shall be fully paid and nonassessable. The holders of common stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

b. Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors each shareholder of common stock shall have as many votes for each share held by him as there are directors to be elected by the common shareholders and for whose election the shareholder has a right to vote. Cumulative voting shall not be permitted in the election of directors or otherwise.

c. The holders of the shares of common stock shall be entitled to receive the net assets of the Corporation upon dissolution or liquidation, subject to the payment of any preferences thereto applicable to outstanding preferred stock.

3. Preemptive Rights.

No shareholder shall have preemptive rights.

ARTICLE III.

Officers And Registered Agent

1. The street address of the registered office of the corporation is 67 Inverness Drive East, Suite 110, Englewood, Colorado 80112, and the name of the registered agent at that address Martin E. Freidel. The written consent of the registered agent to the appointment as such is stated below.

2. The address of the corporation's principal office is 67 Inverness Drive East, Suite 110, Englewood, Colorado 80112.

## ARTICLE IV.

### Purposes

The corporation shall have and any exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Colorado. In addition, the corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes. The corporation may conduct part of all of its business in any part of Colorado, the United States or the world and may hold, purchase, mortgage, lease and convey real and personal property in any of such places.

## ARTICLE V.

### Board of Directors

1. The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors.
2. The number of directors of the corporation shall be fixed by resolution adopted from time to time by the Board of Directors.

## ARTICLE VI.

### Limitation on Director Liability

A director of the corporation shall not be personally liable to the corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the corporation or to its shareholders for monetary damages otherwise existing for (i) any breach of the director's duty of loyalty to the corporation or to its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in Section 7-108-403 of the Colorado Business Corporation Act, as it may be amended from time to time; or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit. If the Colorado Business Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Colorado Business Corporation Act as so amended. Any repeal or modification of this Article VI shall not adversely affect any right or protection of a director of the corporation under this Article VI, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article VI, prior to such repeal or modification. Nothing contained herein will be construed to deprive any director of his right to all defenses ordinarily available to a director nor will anything herein be construed to deprive any director of any he may have for contribution from any other director or other person.

## ARTICLE VII.

### Conflicting Interest Transactions and Indemnification

The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law.

1. Conflicting Interest Transactions. Are used in this paragraph, "conflicting interest transaction" means any of the following: (i) a loan or other assistance by the corporation to a director of the corporation or to an entity in which a director or the corporation is a director or officer or has a financial interest; (ii) a guaranty by the corporation of an obligation of a director of the corporation or of an obligation of an entity in which a director or the corporation is a director or officer or has a financial interest; or (iii) a contract or transaction between the corporation and a director of the corporation or between the corporation and an entity in which a director of the corporation is a director or officer or has a financial interest. No conflicting interest transaction shall be void or violable, be enjoined, be set aside, or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the corporation, solely because the conflicting interest transaction involves a director of the corporation or any entity in which a director of the corporation is a director or officer or has a financial interest, or solely because the director is present at or participates in the meeting of the corporation's Board of Directors or of the committee of the Board of Directors which authorizes, approves or ratifies a conflicting interest transaction, or solely because the director's vote is counted for such purpose if: (A) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or he committee, and the Board of Directors or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quarter; or (B) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the shareholders entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved or ratified in good faith by a vote of the shareholders; or (C) the conflicting interest transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized, approves or ratifies the conflicting interest transaction.

2. Indemnification. The corporation shall, to the fullest extent permitted by the Colorado Business Corporation Act, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. Expenses (including attorneys' fees) incurred by an officer or director of the corporation or any of its direct or indirect wholly-owned subsidiaries in defending any civil, criminal, administrative or investigative action, suit or proceeding, shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized above. In the event that an officer or director incurs expenses (including attorneys'

fees) in connection with a successful action to enforce the above indemnification rights, such officer or director shall be entitled to indemnification for such expenses. The foregoing right of indemnification shall inure to each such director and officer, whether or not he or she is such director or officer at the time such cost or expenses are imposed or incurred, and whether or not the claim asserted against him or her is based on matters which antedate the adoption of these revised articles, and in the event of his or her death shall extend to his legal representatives. such right of indemnification shall not be exclusive of any other rights to which such director or officer may be entitled to as a matter of law. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The corporation shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.

3. Advancement of Expenses. The corporation shall, to the fullest extent permitted by the Colorado Business Corporation Act, as amended from time to time, advance indemnification expenses to all persons whom it may indemnify pursuant thereto.

## ARTICLE VIII.

### Bylaws

The Board of Directors authorized to make, alter or repeal the Bylaws of the corporation. Election of directors need not be by ballot.

## ARTICLE IX.

### Existence

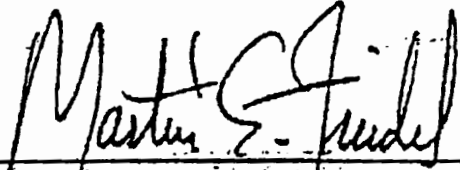
The corporation, if not dissolved, shall have perpetual existence.

*[attestation follows]*

IN WITNESS WHEREOF, the undersigned Assistant Secretary of the corporation has caused these Amended and Restated Articles of Incorporation to be executed this 10th day of February, 1998, and hereby certifies that the foregoing Articles have been approved by the affirmative vote of shareholders holding 100% of the authorized and outstanding voting stock of the corporation.

  
Martin E. Freidel, Assistant Secretary

Martin E. Freidel hereby affirms his consent to the appointment as the registered agent for Convergent Communications Services Inc.

  
Martin E. Freidel

EA980400.048/3+

## Bylaws

# Secretary of State

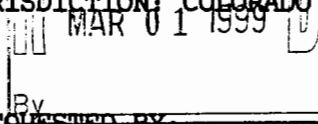
## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 02/24/1999  
REQUEST NUMBER: 99055033  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 05/05/1998  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0350297  
JURISDICTION: COLORADO



TO:  
THE SEARCH ISON  
PO BOX 120598

NASHVILLE, TN 37212

REQUESTED BY:  
THE SEARCH ISON  
PO BOX 120598

NASHVILLE, TN 37212

### CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"CONVERGENT COMMUNICATIONS SERVICES, INC.",

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO  
TRANSACT BUSINESS IN THIS STATE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;  
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED  
WITH THIS OFFICE; AND  
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 02/24/99

FROM:  
TSIO (BOX 120598)  
P. O. BOX 120598

NASHVILLE, TN 37212-0000

RECEIVED: FEES \$180.00 \$0.00

TOTAL PAYMENT RECEIVED: \$180.00

RECEIPT NUMBER: 00002441045  
ACCOUNT NUMBER: 00000499



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE