

WINDSTREAM CORPORATION

4001 Rodney Parham Road
Little Rock, Arkansas 72212

Cesar Caballero
Senior Regulatory Counsel

501.748.7142
cesar.caballero@windstream.com



May 15, 2015

Ms. Sharla Dillon
Dockets and Records Manager
Tennessee Regulatory Authority
502 Deaderick Street, 4th Floor
Nashville, TN 37243
Sharla.Dillon@tn.gov

Re: Notice of Entity Conversions

Dear Ms. Dillon:

Network Telephone Corporation, PAETEC Communications, Inc., The Other Phone Company, Windstream Communications, Inc., Windstream KDL, Inc., Windstream Norlight, Inc., Windstream NTI, Inc., and Windstream NuVox, Inc. hereby notify the Tennessee Regulatory Authority ("Commission") of the following name changes.

Network Telephone Corporation, authorized to provide local exchange telecommunications services pursuant to authority issued in Docket No.128160 on May 20, 1998, hereby notifies the Commission of its conversion to a limited liability company and its name change to Network Telephone, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

PAETEC Communications, Inc., authorized to provide resold interexchange telecommunications services pursuant to authority issued in Docket No.128247 on December 1, 1998, hereby notifies the Commission of its conversion to a limited liability company and its name change to PAETEC Communications, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

The Other Phone Company, authorized to provide local exchange and resold local exchange telecommunications services pursuant to authority issued in Docket No.128161 on May 20, 1998, hereby notifies the Commission of its conversion to a limited liability company and its name change to The Other Phone Company, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

Windstream Communications, Inc., authorized to provide resold interexchange telecommunications services pursuant to authority issued in Docket No.128979 on September

21, 1999, hereby notifies the Commission of its conversion to a limited liability company and its name change to Windstream Communications, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

Windstream KDL, Inc., authorized to provide local exchange and resold interexchange telecommunications services pursuant to authority issued in Docket No.128367 on June 9, 1999, hereby notifies the Commission of its conversion to a limited liability company and its name change to Windstream KDL, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

Windstream Norlight, Inc., authorized to provide local exchange telecommunications services, operator services, and resold interexchange telecommunications services pursuant to authority issued in Docket No.115897 on September 12, 2005, hereby notifies the Commission of its conversion to a limited liability company and its name change to Windstream Norlight, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

Windstream NTI, Inc., authorized to provide resold interexchange telecommunications services pursuant to authority issued in Docket No.121900 on August 31, 1996, hereby notifies the Commission of its conversion to a limited liability company and its name change to Windstream NTI, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

Windstream NuVox, Inc., authorized to provide local exchange and resold local and interexchange telecommunications services pursuant to authority issued in Docket No.111500 on June 16, 1995, hereby notifies the Commission of its conversion to a limited liability company and its name change to Windstream NuVox, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

Each entity will file an amended tariff to reflect this change in name upon receipt of the Commission's approval.

An original and four (4) copies of this letter are enclosed for filing. Please date stamp the enclosed extra copy and return it in the self-addressed stamped envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact me.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Cesar Caballero", with a stylized flourish at the end.

Cesar Caballero

Exhibits

The Other Phone Company



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

The Other Phone Company, LLC
SANDRA BLADE
4001 N RODNEY PARHAM RD
LITTLE ROCK, AR 72212-2459

April 23, 2015

Control # 348830

Effective Date: 04/23/2015

Document Receipt

Receipt #: 2025041

Filing Fee: \$300.00

Payment-Account - #23391 CFS-1, NASHVILLE, TN

\$300.00

ACKNOWLEDGMENT OF CONVERSION

THE OTHER PHONE COMPANY, INC. converted from a **FLORIDA For-profit Corporation** to
The Other Phone Company, LLC
a **FLORIDA Limited Liability Company**

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett
Secretary of State

Processed By: Cynthia Dunn

State of Florida



Department of State

FILED

I certify the attached is a true and correct copy of Articles of Organization of THE OTHER PHONE COMPANY, LLC, a limited liability company, organized under the laws of the State of Florida, filed on December 19, 2014, effective April 22, 1996, as shown by the records of this office.

The document number of this company is L14000193768.



Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Ninth day of April, 2015



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

The Other Phone Company, LLC

(Must end with the words "Limited Liability Company, "LLC," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

4001 Rodney Parham Road
Little Rock, AR 72212

Mailing Address:

4001 Rodney Parham Road
Little Rock, AR 72212

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

CT Corporation System

Name

1200 South Pine Island Road

Florida street address (P.O. Box NOT acceptable)

Plantation,

FL 33324

City

Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S.

C T Corporation System



Registered Agent's Signature (REQUIRED)

Katherine Lackey - Asst. Sec.

(CONTINUED)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC 19 PM 1:41

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Anthony W. Thomas
4001 Rodney Parham Road
Little Rock, AR 72212

MGR


John P. Fletcher
4001 Rodney Parham Road
Little Rock, AR 72212

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: 1/1/15 (OPTIONAL)
 (If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member of an authorized representative of a member.
 (In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

John P. Fletcher

Typed or printed name of signee

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 14 DEC 19 PM 1:41

Effective Date 1/1/15

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

The Articles of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
The Other Phone Company, Inc. P96000034696
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida
on April 22, 1996
(date of organization, formation or incorporation) (Enter state, or if a non-U.S. entity, the name of the country)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:
The Other Phone Company, LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 1/1/15
(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

5. The plan of conversion has been approved in accordance with all applicable statutes.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC 19 PM 1:41

Signed this 17th day of December 2014.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____

Printed Name: John P. Fletcher

Title: Manager

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____

Printed Name: John P. Fletcher

Title: EVP, Sec. & G.C.

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

Page 1 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

For Office Use Only

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

To The Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned 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 Limited Liability Company is: The Other Phone Company, LLC

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 Limited Liability Company if its name does not comply with the requirements of T.C.A. §48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. §48-249-106(d).

2. The state or country under whose law it is formed is: Florida

and the date of its formation is: 12 / 19 / 2014 and the date it commenced doing business in Tennessee is: 1 / 1 / 2015
Month Day Year Month Day Year

NOTE: Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. §48-249-913(d) and T.C.A. §48-249-905(c)

3. This company has the additional designation of: _____

4. The name and complete address of its registered agent and office located in the state of Tennessee is:

Name: C T Corporation System

Address: 800 S. Gay Street, Suite 2021,

City: Knoxville State: TN Zip Code: 37929 County: Knox

5. Fiscal Year Close Month: 12/31

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Effective Date: _____ / _____ / _____ Time: _____
Month Day Year

7. The LLC will be: ☐ Member Managed ☒ Manager Managed ☐ Director Managed ☐ Board Managed ☐ Other

8. Number of Members at the date of filing: 1

9. Period of Duration: ☒ Perpetual ☐ Other _____ / _____ / _____
Month Day Year

10. The complete address of its principal executive office is:

Address: 4001 Rodney Parham Road

City: Little Rock State: AR Zip Code: 72212

APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

Page 2 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

The name of the Limited Liability Company is: The Other Phone Company, LLC

11. The complete mailing address of the entity (If different from the principal office) is:

Address: _____

City: _____ State: _____ Zip Code: _____

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

- ☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.
☐ I certify that this entity meets the requirement of T.C.A. §48-249-1123(b)(3)

Licensed Profession: _____

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

- ☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(i)

If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

- ☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: _____
Month Day Year

- ☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES FOR THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions: _____

April 17, 2015

Signature Date

Manager

Signer's Capacity (If other than individual capacity)

Signature

John P. Fletcher

Name (printed or typed)

State of Florida

Department of State

I certify from the records of this office that THE OTHER PHONE COMPANY, LLC is a limited liability company organized under the laws of the State of Florida, filed on December 19, 2014, effective April 22, 1996.

The document number of this limited liability company is L14000193768.

I further certify that said limited liability company has paid all fees due this office through December 31, 2014 and that its status is active.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Eighth day of April, 2015*



Ken Detmer
Secretary of State

Tracking Number: CU2778490255

To authenticate this certificate, visit the following site, enter this number, and then follow the instructions displayed.

<https://services.sunbiz.org/Filings/CertificateOfStatus/CertificateAuthentication>