

Attachment B - Certificate of Incorporation and Certificate of Authority

See Attached

*State of Delaware*  
*Office of the Secretary of State*

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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 RESTATED CERTIFICATE OF "TELICOR INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

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*Edward J. Freel, Secretary of State*

3137222 8100

AUTHENTICATION: 0657538

001447452

DATE: 09-05-00

**FIRST AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
Telicor Inc.**

Telicor Inc. filed its initial certificate of incorporation with the Delaware Secretary of State on December 7, 1999. This Amended and Restated Certificate of Incorporation of Telicor Inc. was duly adopted in accordance with Delaware General Corporation Law Section 241, and 245, and the company has not received payment for any of its stock.

**FIRST**

The name of the corporation remains Telicor Inc.

**SECOND**

The address of the registered office of the Corporation in the State of Delaware is 25 Greystone Manor, Lewes, Delaware 19958-9776, County of Sussex. The name of its registered agent at such address is Harvard Business Services, Inc.

**THIRD**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH**

The total number of shares of all classes of capital stock which the corporation shall have authority to issue is 40,000,000 shares, comprised of 20,000,000 shares of Common Stock with a par value of \$.001 per share (the "Common Stock") and 20,000,000 shares of Preferred Stock with a par value of \$.001 per share (the "Preferred Stock").

A description of the respective classes of stock and a statement of the designations, preferences, voting powers (or no voting powers), relative, participating, optional or other special rights and privileges and the qualifications, limitations and restrictions of the Preferred Stock and Common Stock are as follows:

## **A. PREFERRED STOCK**

The Preferred Stock may be issued in one or more series at such time or times and for such consideration or considerations as the board of directors may determine. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. Except as may be expressly provided in this Certificate of Incorporation, including any certificate of designations for a series of Preferred Stock, different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes.

The board of directors is expressly authorized, subject to the limitations prescribed by law and the provisions of this Certificate of Incorporation, to provide for the issuance of all or any shares of the Preferred Stock in one or more series, each with such designations, preferences, voting powers (or no voting powers), relative, participating, optional or other special rights and privileges and such qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions adopted by the board of directors to create such series, and a certificate of designations setting forth a copy of said resolution or resolutions shall be filed in accordance with the General Corporation Law of the State of Delaware. The authority of the board of directors with respect to each such series shall include without limitation of the foregoing the right to specify the number of shares of each such series and to authorize an increase or decrease in such number of shares and the right to provide that the shares of each such series may be: (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the corporation; (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock of the corporation at such price or prices or at such rates of exchange and with such adjustments, if any; (v) entitled to the benefit of such limitations, if any, on the issuance of additional shares of such series or shares of any other series of Preferred Stock; or (vi) entitled to such other preferences, powers, qualifications, rights and privileges, all as the board of directors may deem advisable and as are not inconsistent with law and the provisions of this Certificate of Incorporation.

## **B. COMMON STOCK**

1. **Relative Rights of Preferred Stock and Common Stock.** All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions of the Common Stock are

expressly made subject and subordinate to those that may be fixed with respect to any shares of the Preferred Stock.

2. **Voting Rights.** Except as otherwise required by law or this Certificate of Incorporation, including any certificate of designations for a series of Preferred Stock, each holder of Common Stock shall have one vote in respect of each share of stock held by him of record on the books of the corporation for the election of directors and on all matters submitted to a vote of stockholders of the corporation.

3. **Dividends.** Subject to the preferential rights of the Preferred Stock, the holders of shares of Common Stock shall be entitled to receive, when and if declared by the board of directors, out of the assets of the corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

4. **Dissolution, Liquidation or Winding Up.** In the event of any dissolution, liquidation or winding up of the affairs of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of the Preferred Stock, holders of Common Stock shall be entitled, unless otherwise provided by law or this Certificate of Incorporation, including any certificate of designations for a series of Preferred Stock, to receive all of the remaining assets of the corporation of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

#### FIFTH

The corporation is to have perpetual existence.

#### SIXTH

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The board of directors of the corporation is expressly authorized:

- (i) To make, alter or repeal the bylaws of the corporation.
- (ii) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.
- (iii) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

(iv) By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member of any committee. The bylaws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the bylaws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation (except that a committee may, to the extent authorized in the resolution or resolutions providing for the issuance of shares of stock adopted by the board of directors as provided in Section 151(a) of the General Corporation Law of the State of Delaware, fix any of the preferences or rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of the corporation or the conversion into, or the exchange of such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the corporation), adopting an agreement of merger or consolidation under Sections 251 or 252 of the General Corporation Law of the State of Delaware, recommending to the stockholders the sale, lease or exchange, of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the bylaws of the corporation; and, unless the resolution or bylaws expressly so provide, no such committee shall have the power or authority to declare a dividend, to authorize the issuance of stock, or to adopt a certificate of ownership and merger pursuant to Section 253 of the General Corporation Law of the State of Delaware.

(v) When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

B. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

C. The books of the corporation may be kept at such place within or without the State of Delaware as the bylaws of the corporation may provide or as may be designated from time to time by the board of directors of the corporation.

## SEVENTH

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

## EIGHTH

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## NINTH

### A. RIGHT TO INDEMNIFICATION

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative, is or was a director or officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director or officer, employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended, (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said Law permitted the Corporation to provide prior to such amendment) against all expenses, liability and loss including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) was authorized by the board of directors of the Corporation. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer of the Corporation in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Section or otherwise.

## **B. RIGHT OF CLAIMANT TO BRING SUIT**

If a claim under Paragraph A of Article NINTH is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to this Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

## **C. NON-EXCLUSIVITY OF RIGHTS**

The rights conferred on any person by Paragraphs A and B of Article NINTH shall not be exclusive of any other right which such persons may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

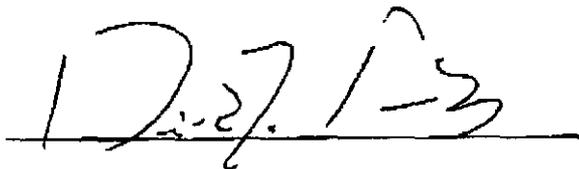
## **D. INSURANCE**

The Corporation may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

## **TENTH**

The corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.

I, the undersigned, being the President of Telicor Inc., for the purpose of filing this Amended and Restated Certificate of Incorporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein are true, and accordingly have hereunto set my hand this 3rd day of March, 2000.

A handwritten signature in black ink, appearing to read "D. J. Porte", is written over a horizontal line.

David J. Porte  
President

*State of Delaware*  
*Office of the Secretary of State*

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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 "TELICOR INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3137222 8100

AUTHENTICATION: 0657531

001447452

DATE: 09-05-00

**CERTIFICATE OF INCORPORATION**  
**OF**  
**Telicor Inc.**

**FIRST:** The name of the corporation is: **Telicor Inc.**

**SECOND:** Its registered office in the State of Delaware is located at 25 Greystone Manor, Lewes, Delaware 19958-9776, County of Sussex. The registered agent in charge thereof is *Harvard Business Services, Inc.*

**THIRD:** The purpose of the corporation is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total number of shares of stock which the corporation is authorized to issue is 1,500 shares having a par value of \$ 0.00 per share.

**FIFTH:** The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

**SIXTH:** This corporation shall be perpetual unless otherwise decided by a majority of the Board of Directors.

**SEVENTH:** In furtherance and not in limitation of the powers conferred by the laws of Delaware, the board of directors is authorized to amend or repeal the bylaws.

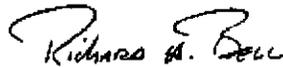
**EIGHTH:** The corporation reserves the right to amend or repeal any provision in this Certificate of Incorporation in the manner prescribed by the laws of Delaware.

**NINTH:** The incorporator is Harvard Business Services, Inc., whose mailing address is 25 Greystone Manor, Lewes, DE 19958-9776. The powers of the incorporator are to file this certificate of incorporation, approve the by-laws of the corporation and elect the initial directors.

**TENTH:** To the fullest extent permitted by the Delaware General Corporation Law a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

I, Richard H. Bell, for the purpose of forming a corporation under the laws of the State of Delaware do make and file this certificate, and do certify that the facts herein stated are true; and have accordingly signed below, this 7th day of December, 1999.

Signed and Attested to by:



Richard H. Bell, President & Secretary  
HARVARD BUSINESS SERVICES, INC.

State of Illinois  
Office of  
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF TELICOR INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of  
Illinois, by virtue of the powers vested in me by law, do hereby issue  
this certificate and attach hereto a copy of the Application of the  
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 30TH  
day of OCTOBER A.D. 2000 and of  
the Independence of the United States the two  
hundred and 25TH .



*Jesse White*

Secretary of State

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834

This space for use by Secretary of State

**FILED**

OCT 30 2000

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 10/30/00  
License Fee \$ \_\_\_\_\_  
Franchise Tax \$ 372.81  
Filing Fee \$ 75.00  
Penalties \$ \_\_\_\_\_  
Approved: [Signature] 452.81

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: TELICOR INC. ✓

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware ✓

(b) Date of Incorporation: 12/7/99 12-7-99

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: ✓ (b) Address of principal office in Illinois: ✓

100 West Harrison Ste. S200  
Seattle WA 98119-4191

None (If none, so state)

4. Name and address of the registered agent and registered office in Illinois. ✓

Registered Agent TCS Corporate Services, Inc.  
First Name Middle Name Last Name

Registered Office One West Old State Capital Plaza Ste. 805  
Number Street Suite #

Springfield 62701  
City Zip Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation) ✓

Delaware

6. Names and residential addresses of officers and directors: ✓

Name	No. & Street	City	State	Zip
President	<u>See Attached</u>			
Secretary	_____			
Director	_____			
Director	_____			
Director	_____			

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
 (If not sufficient space to cover this point, add one or more sheets of this size.)

48

**Provide Telecommunication Services**

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common		.001	20,000,000	12,720,000
preferred		.001	14,558,384	9,609,232
preferred	A	.001	5,441,616	

9. Paid-in Capital: \$ 7,556,000 .033334  
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 500,000.00
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000.00

11. Interrogatories: (Important – this section must be completed.)

**100 West Harrison; Ste. S200, Seattle, WA 98119-4191**

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:  
 (b) Number of shares of all classes owned by residents of Illinois: **0**  
 (c) Number of shares of all classes owned by non-residents of Illinois: **12,720,000**  
 (d) Is the corporation transacting business in this state at this time? **No**  
 (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated 8/30/00, 2000 TELICOR INC.  
 (Exact Name of Corporation)

attested by James E. Dunlop, II by Gray Sigler  
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

JAMES E. DUNLOP, II Gray Sigler VP Bus. Dev.  
 (Type or Print Name and Title) (Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

**LIST OF OFFICERS & DIRECTORS OF**  
**TELICOR INC.**

**Officers**

**Residential Addresses:**

David Porte, CEO & Chairman	1621 Fort Ward Hill Road, BI, WA 98110
James Dunlap, COO & Secretary	11194 Blue Pond Pl, BI, WA 98110
John A. Fleming, CTO	23925 101 <sup>st</sup> Pl W. Edmonds, WA 98020
Gray Sigler, VP Business Development	1248 Pleasantview Dr., Gardnerville, NV 89410
Kerri Bumgardner VP Customer Network Operations	23600 Woodway Park Rd., Woodway, WA 98020

**Directors**

David Porte  
James Dunlap

All the above referenced Officers & Directors can be reached at:  
100 West Harrison, Ste. S200, Seattle, WA 98119-4191