

**AMENDED**

**EXHIBIT B**

**Impact Telecom, Inc.**

**Nevada Articles of Incorporation**

**Illinois Certificate of Authority**

11/20/09  
ILLINOIS  
COMMERCE COMMISSION  
2009 DEC -3 P 2:18  
CHIEF CLERK'S OFFICE

**OFFICIAL FILE**

I.C.C. DOCKET NO. 09-0561

Exhibit No. B

Witness App.

Date 12-2-09 Reporter T.G.

STATE OF NEVADA

ROSS MILLER  
Secretary of State



SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

Certified Copy

May 20, 2009

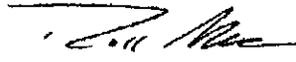
Job Number: C20090515-2129  
Reference Number: 00002291904-07  
Expedite:  
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20050195168-47	Articles of Organization	1 Pages/1 Copies



Respectfully,

  
ROSS MILLER  
Secretary of State

Certified By: Chris Thomann  
Certificate Number: C20090515-2129  
You may verify this certificate  
online at <http://www.nvsos.gov/>

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138





ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Ste 1  
 Carson City, Nevada 89701-4299  
 (775) 684 5768  
 Website: www.nvssos.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number
	20090242578-99
	Filing Date and Time
	03/12/2009 1:00 PM
	Entity Number
	E0324282005-2

**Articles of Conversion**  
 (PURSUANT TO NRS 92A.205)  
**Page 1**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Articles of Conversion**  
 (Pursuant to NRS 92A.205)

**1. Name and jurisdiction of organization of constituent entity and resulting entity:**

Impact Telecom, LLC	
Name of constituent entity	
Nevada	Limited Liability Company
Jurisdiction	Entity type *
and,	
Impact Telecom, Inc.	
Name of resulting entity	
Nevada	Corporation
Jurisdiction	Entity type *

**2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.**

**3. Location of plan of conversion: (check one)**

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 69.336.

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 1  
 Revised: 7-1-08

nv92a - 03/10/2009 C T System Update



**ROSS MILLER**  
 Secretary of State  
 204 North Carson Street, Ste 1  
 Carson City, Nevada 89701-4200  
 (775) 684 5708  
 Website: www.nvsoa.gov

**Articles of Conversion**  
 (PURSUANT TO NRS 92A.205)  
**Page 2**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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**4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):**

Attn: Mr. Robert Beatty

c/o:

9250 E. Costilla Avenue, Ste. 400, Greenwood Village, CO 80

**5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240) \* :**

**6. Signatures - must be signed by:**

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 67).

2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

\_\_\_\_\_

Name of constituent entity

*Robert Beatty*  
 Signature

President  
 Title

3-10-09  
 Date

\* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

**FILING FEE: \$350.00**

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 2  
 Revised: 7-1-08



ROSS MILLER  
 Secretary of State  
 206 North Carson Street  
 Carson City, Nevada 89701-4290  
 (775) 684 5706  
 Website: www.nvsos.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20090242579-00</b>
	Filing Date and Time <b>03/12/2009 1:00 PM</b>
	Entity Number <b>E0324282005-2</b>

**Articles of Incorporation**  
 (PURSUANT TO NRS CHAPTER 78)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

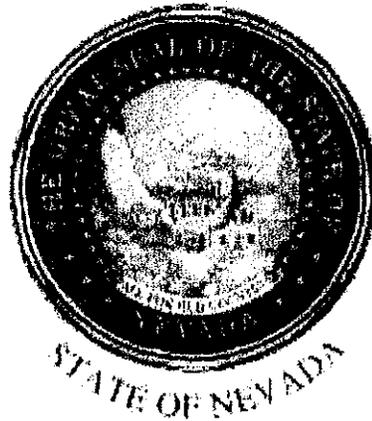
ABOVE SPACE IS FOR OFFICE USE ONLY

<b>1. Name of Corporation:</b>	Impact Telecom, Inc.		
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: <u>The Corporation Trust Company of Nevada</u> Name		
	<input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below)		
	Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity		
	<u>6100 Neil Road, Suite 500</u> Street Address	<u>reno</u> City	<u>Nevada</u> <u>89511</u> State Zip Code
	<u></u> Mailing Address (if different from street address)	<u></u> City	<u></u> State Zip Code
<b>3. Authorized Stock:</b> (number of shares corporation is authorized to issue)	Number of shares with par value: <u></u>	Par value per share: \$ <u></u>	Number of shares without par value: <u>1000</u>
<b>4. Names and Addresses of the Board of Directors/Trustees:</b> (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) <u>Bob Beatty</u> Name		
	<u>365 Thorn Apple Way</u> Street Address	<u>Castle Rock</u> City	<u>CO</u> <u>80108</u> State Zip Code
	2) <u></u> Name		
	<u></u> Street Address	<u></u> City	<u></u> <u></u> State Zip Code
<b>5. Purpose:</b> (optional; see instructions)	<u>The purpose of the corporation shall be:</u> <u>Telecommunications</u>		
<b>6. Name, Address and Signature of Incorporator:</b> (attach additional page if more than one incorporator)	<u>Bob Beatty</u> Name	 Incorporator Signature	
	<u>365 Thorn Apple Way</u> Address	<u>Castle Rock</u> City	<u>CO</u> <u>80108</u> State Zip Code
<b>7. Certificate of Acceptance of Appointment of Registered Agent:</b>	<u>I hereby accept appointment as Registered Agent for the above named Entity.</u>		
	 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity	<u>Jonathan L. Miles, Asst. Sec.</u> Date	<u>3-11-09</u>

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles  
 Revised on 7-1-08

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **IMPACT TELECOM, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 25, 2005, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on May 20, 2009.

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER  
Secretary of State



Certified By: Chris Thomann  
Certificate Number: C20090515-2129  
You may verify this certificate  
online at <http://www.nvsos.gov/>



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

NOVEMBER 3, 2009

6676-465-6

C T CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD, IL 62704

RE IMPACT TELECOM, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

FORM **BCA 13.15** (rev. Dec. 2003)  
**APPLICATION FOR AUTHORITY TO  
 TRANSMIT BUSINESS IN ILLINOIS**  
 Business Corporation Act

**FILED**

**NOV 03 2009**

Jesse White, Secretary of State  
 Department of Business Services  
 Springfield, IL 62756  
 Telephone (217) 782-1834  
 www.cyberdriveillinois.com

JESSE WHITE  
 SECRETARY OF STATE

Remit payment in the form of a cashier's  
 check, certified check, money order  
 or an Illinois attorney's or CPA's check  
 payable to the Secretary of State.  
**SEE NOTE 1 CONCERNING PAYMENT!**

File # 66676-4656

Filing Fee \$ 150.00 Franchise Tax \$ 93.41 Penalty/Interest \$ 0 Total \$ 243.41 Approved: JK  
 Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: Impact Telecom, 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. State or Country of Incorporation Nevada; Date of Incorporation 05/25/2005; Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: 9250 E Costilla Ave., Ste. 400, Greenwood Village, CO 80112  
 (b) Address of principal office in Illinois: None  
 (If none, so state)

4. Name and address of the registered agent and registered office in Illinois.  
 Registered Agent: C T CORPORATION SYSTEM  
 Registered Office: 208 S. LaSalle Street, Suite 814  

First Name	Middle Initial	Last name
<u>Chicago</u>	<u>60604</u>	<u>Cook</u>
Number	Street	Suite #
<u>Chicago</u>	<u>60604</u>	<u>Chicago</u>
City	ZIP Code	County

(A P.O. Box alone is not acceptable.)

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
CO, NY, CA, NM,

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President	Bob Beaty, 9250 E Costilla Ave., Ste. 400, Greenwood Village, CO 80112			
Secretary				
Director				
Director				
Director	Bob Beaty, 9250 E Costilla Ave., Ste. 400, Greenwood Village, CO 80112			

C-171.15 SEE ATTACHMENT

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

SEE ATTACHMENT

8. Authorized and issued shares:

A	Class	Series Common	Par Value NPV	Number of Shares	Number of Shares
				Authorized 1,000,000	Issued 1,000
(If more, attach list)					

9. Paid-in Capital: \$ 373,273.02  
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

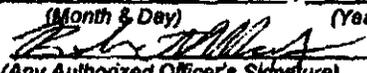
10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 61,345.76
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 3,231,077.04
- (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: \$ 549,285.00

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

- (a) Is the corporation transacting business in this state at this time? No
- (b) If the answer to item 11(a) 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 application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated 10-20 . 09  
 (Month & Day) (Year)  
  
 (Any Authorized Officer's Signature)  
Bob Beatty, President  
 (Print Name and Title)

Impact Telecom, Inc.  
 (Exact Name of Corporation)

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

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

**Attachment to Illinois  
Purposes**

Telecommunications Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the Nevada Business Corporation Law and permitted under the Illinois Business Corporation Act.

**Officers & Directors**

1	Full Name:	Bob Beaty
	Officer/Director:	Officer
	Officer's Title:	President
	Business Address:	9250 E Costilla Ave., Ste. 400
	City:	Greenwood Village
	State:	CO
	ZIP Code:	80112