

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of Bright Long Distance, Ltd.)
to Provide Notice of a Change in Ownership.)

TRF Document No. 90-_____

Case No. 11 - 4379 - **TP** - CIO

NOTE: Unless you have reserved a Case #, leave the "Case No" fields
BLANK.

Name of Registrant(s) Bright Long Distance, Ltd.

DBA(s) of Registrant(s) _____

Address of Registrant(s) 13888 County Road 25A, Wapakoneta, OH 45905

Company Web Address www.bld.net

Regulatory Contact Person(s) Carolyn S. Flahive, Esq. Phone 614-469-3294 Fax 614-469-3361

Regulatory Contact Person's Email Address Carolyn.Flahive@ThompsonHine.com

Contact Person for Annual Report Tim Berelsman Phone 614-739-3151

Address (if different from above) _____

Consumer Contact Information Tim Berelsman Phone 614-739-3151

Address (if different from above) _____

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Notes :

Section I and II are Pursuant to Chapter 4901:1-6 OAC

Section III – Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.

Section IV – Attestation

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA <u>1-6-14(F)</u> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF <u>1-6-14(F)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(F)(4)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(G)</u> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <u>1-6-14(C)(1)(c)</u> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <u>1-6-08(G)(0 day)</u>
BLES withdrawal			<input type="checkbox"/> ZTA <u>1-6-25(B)</u> (0 day Notice)
Other* (explain) _____			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent:				

Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of Territory)	CLEC	Carrier's Not Offering BLES	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30- day)	<input type="checkbox"/> ACE <u>1-6-08</u> *(Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-08</u> *(Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-10</u> (Auto 30 day)	<input type="checkbox"/> UNC <u>1-6-09</u> *(Non-Auto)

*Supplemental Certification forms can be found on the Commission Web Page.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Carrier's Not Offering BLES
Abandon all Services		<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)	<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)

* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <u>1-7-04 or 05</u> (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way.	<input type="checkbox"/> UNC <u>1-7-23(B)</u> (Non-Auto)	
Wireless Providers See 4901:1-6-24	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT
Compliance with Commission Rules

I am an officer/agent of the applicant corporation, _____, and am authorized to make this statement on its behalf.

(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date)

at (Location)

*(Signature and Title)

(Date)

- *This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, Carolyn S. Flahive verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title) /s/ Carolyn S. Flahive, Esq. (Date) July 19, 2011

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793**

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

EXHIBIT A:
DESCRIPTION OF TRANSACTION, RATIONALE

EXHIBIT A

This Application notifies the Public Utilities Commission of Ohio of a change in ownership of Bright Long Distance, Ltd. ("BLD").

BLD was formerly composed of the following 23 members: The Arthur Mutual Telephone Company, The Ayersville Telephone Company, Bascom Long Distance, Inc., The Benton Ridge Telephone Company, The Buckland Telephone Company, Com Net, Inc., Conneaut Telephone Company, Consolidated Electric Cooperative, Inc., Doylestown Telephone Company, The Farmers Mutual Telephone Company, The Fort Jennings Telephone Company, Glandorf Telephone Company, Inc., The Kalida Telephone Company, The McClure Telephone Company, The Middle Point Home Telephone Company, The New Knoxville Telephone Company, The Ottoville Mutual Telephone Company, The Ridgeville Telephone Company, Sherwood Mutual Telephone Association, Inc., Sycamore Telephone Company, Telephone Service Company, The Vaughnsville Telephone Company, and Wabash Mutual Telephone Company (with the exception of Com Net, Inc., "Transferors"). Prior to the execution of the transaction giving rise to this Application, Com Net, Inc. owned an 18.5 percent interest in BLD, and each of the Transferors owned a 3.7 percent interest in BLD. In the course of the transaction, each of the 22 Transferors sold its 3.7 percent ownership interest in BLD to Com Net, Inc. ("Com Net" or "Transferee") on July 19, 2011. As a result of this transaction, Com Net is the sole member of BLD.

Granting this Application will serve the public interest, convenience, and necessity, as the transaction described herein will ensure the continued availability of quality telecommunications services at affordable rates for BLD's customers. The change in ownership is transparent to BLD's customers, as BLD will continue to provide the same services at the same rates, terms, and conditions as it has in the recent past.

EXHIBIT B:
NOTICE TO CUSTOMERS

EXHIBIT B

As mentioned in Exhibit A, the change in ownership resulting from the noticed transaction is transparent to BLD's customers, as BLD will continue to provide the same services at the same rates, terms, and conditions as it has in the recent past. Because the change in ownership is transparent to BLD's customers, customer notification pursuant to O.A.C. 4901:1-6-29(D) is not applicable.

EXHIBIT C:
LIST OF NAMES, ADDRESSES, AND PHONE NUMBERS
FOR OFFICERS AND DIRECTORS

EXHIBIT C

The names, addresses, and telephone numbers of Bright Long Distance, Ltd.'s officers and directors are as follows:

Bright Long Distance, Ltd.
13888 County Road 25A
Wapakoneta, OH 45895
Telephone: (419) 739-3100

Officers:

Tim Berelsman, Chief Executive Officer
Lonnie Pedersen, President
Preston Meyer, Vice President
Donald Hoersten, Secretary
Eric Damman, Treasurer

Board of Directors/Management Committee:

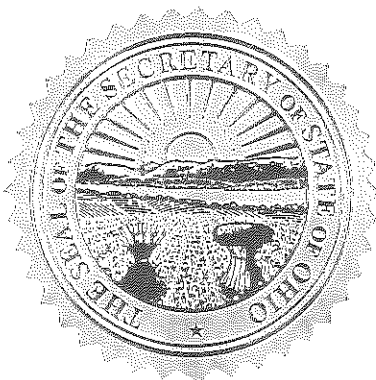
Lonnie Pedersen, Telephone Service Company
Preston Meyer, New Knoxville Telephone Company
Donald Hoersten, Ottoville Mutual Telephone Company
Eric Damman, Farmers Mutual Telephone Company
Ken Miller, Ridgeville Telephone Company
Phil Maag, Ayersville Telephone Company
Chris Phillips, Kalida Telephone Company

EXHIBIT D:

**OHIO SECRETARY OF STATE CERTIFICATIONS AND
CERTIFICATES OF GOOD STANDING**

**UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show BRIGHT LONG DISTANCE LTD., an Ohio Limited Liability Company, Registration No. 993281, was organized within the State of Ohio on October 06, 1997, is currently in FULL FORCE AND EFFECT upon the records of this office.



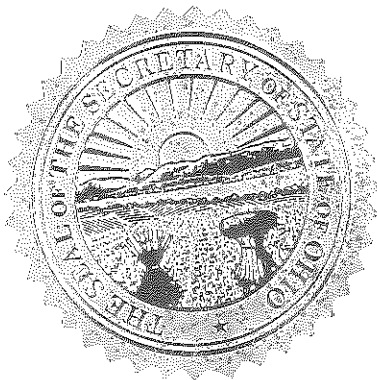
Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 24th day of January, A.D. 2011.

Jon Husted

Ohio Secretary of State

**UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show COM NET, INC., an Ohio Corporation, Charter No. 856667, having its principal location in Wapakoneta, County of Auglaize, was incorporated on November 04, 1993, and is currently in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 24th day of January, A.D. 2011.

A handwritten signature in black ink that reads "Jon Husted".

Ohio Secretary of State

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
10/07/97

CHARTER NUMBER: 993281
ROLL AND FRAME: 6021-1218

06021-1218

CORPORATION:

BRIGHT LONG DISTANCE LTD.

DOCUMENT NUMBER	CODE	FEE
97100607301	LCA	85.00
97100607301	MIS	10.00

034990

RETURN TO: BETTS, MILLER & RUSSO
ATTN R L MILLER
101 W SANDUSKY ST
FINDLAY OH 45840

TOTAL : - 95.00
0763

06021-1219



The State of Ohio

Bob Taft

Secretary of State

993281

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: LCA MIS

of:

BRIGHT LONG DISTANCE LTD.

United States of America
State of Ohio
Office of the Secretary of State



Recorded on Roll 6021 at Frame 1220 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 6TH day of OCT ,

A.D. 19 97 .

Bob Taft
Bob Taft
Secretary of State

06021-1220

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14 Floor
Columbus, Ohio 43266-0418
Form LCA (July 1994)

Approved JK
Date 10/6/97
Fee \$85.00
97800607301

ARTICLES OF ORGANIZATION
(Under Section 1705.04 of the Ohio Revised Code)
Limited Liability Company

The undersigned, desiring to form a limited liability company, under Chapter 1705 of the Ohio Revised Code, do hereby state the following:

FIRST: The name of said limited liability company shall be: Bright Long Distance Ltd.

SECOND: This limited liability company shall exist for a period of twenty-five (25) years from the date these Articles are accepted by the Ohio Secretary of State.

THIRD: The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is:

522 Clinton Street
Defiance, Ohio 43512

☐ Please check this box if additional provisions are attached hereto

Provisions attached hereto are incorporated herein and made a part of these articles of organization.

FOURTH: Purpose (optional)

The purposes for which this limited liability company is formed are to engage in any business or activity for which limited liability companies may be formed under Sections 1705.01 to 1705.58, inclusive, of the Ohio Revised Code

IN WITNESS WHEREOF, we have hereunto subscribed our names this 1st day of October, 1997.

Com Net Inc.,
an Ohio corporation

By: Mark J. Rekers
Mark J. Rekers
Its: Chief Executive Officer

Arthur Mutual Telephone Company,
an Ohio corporation

By: Janet E. Sholl
Janet E. Sholl
Its: President

INSTRUCTIONS

1. The fee for filing Articles of Organization for a limited liability company is \$85.00.
2. Articles will be returned unless accompanied by a written appointment of agent signed by all or a majority of the members of the limited liability company which must include a written acceptance of the appointment by the named agent.
3. A limited liability company must be formed by a minimum of two persons.
4. Any other provisions that are from the operating agreement or that are not inconsistent with applicable Ohio law and that the members elect to set out in the Articles for the regulation of the affairs of the limited liability company may be attached.

06021-1221

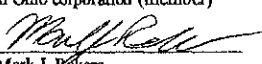
Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14 Floor
Columbus, Ohio 43266-0418
Form LCO (July 1994)

ORIGINAL APPOINTMENT OF AGENT
(for limited liability company)

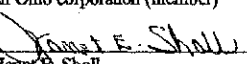
The undersigned, being at least a majority of the members of BRIGHT LONG DISTANCE LTD., hereby appoint MARK J. REKERS to be the agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The complete address of the agent is:

Mark J. Rekers
522 Clinton Street
Defiance, Ohio 43512

ComNet Inc.,
an Ohio corporation (member)

By: 
Mark J. Rekers
Its: Chief Executive Officer

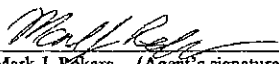
Arthur Mutual Telephone Company,
an Ohio corporation (member)

By: 
Janet E. Sholl
Its: President

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for Bright Long Distance Ltd., hereby acknowledges and accepts the foregoing appointment as the original statutory agent for said limited liability company.

Date: 10-1-97


Mark J. Rekers (Agent's signature)

Instructions

1. Articles of organization must be accompanied by an original appointment of agent. R.C. 1705.06(B).
2. The agent for a limited liability company must be an individual who is a resident of Ohio, an Ohio corporation, or a foreign corporation holding an Ohio license as a foreign corporation. R.C. 1705.06 (A).
3. An original appointment of agent form must be signed by at least a majority of the members of the limited liability company. R.C. 1705.06(B).

REG 995281

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 4 pages, as taken from the original record now in my official custody as Secretary of State.



WITNESS my hand and official seal at
Columbus, Ohio, this 7TH day of
MARCH A.D. 2011

Jon Husted

JON HUSTED
Secretary Of State

By: *[Signature]*

NOTICE: This is an official certification only when reproduced in red ink

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
11/05/93

CHARTER NUMBER: 856667
ROLL AND FRAME: 9303-0937

09303 0937

CORPORATION:

DOCUMENT NUMBER

CODE

FEE

COM NET, INC.

93110408401

ARF

103.50

93110408401

MIS

10.00

037741

RETURN TO: WEANER, ZIMMERMAN, BACON, YODER ET AL
ATTN: R V BACON
401 WAYNE AVE
DEFIANCE OH 43512-2682

0316

The State of Ohio

Bob Taft

Secretary of State

856667

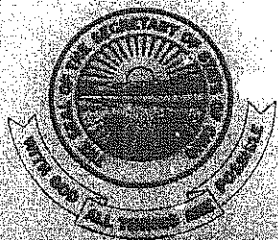
Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARF MIS

of:

COM NET, INC.


United States of America
State of Ohio
Office of the Secretary of State



Recorded on Roll 9303 at Frame 0939 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 4TH day of NOV

A.D. 1993


Bob Taft
Secretary of State

09303 0939

APPROVED

ARTICLES OF INCORPORATION
OF
COM NET, INC

Ab
11/4/92
103.50
93110408401

The undersigned, desiring to form a corporation, for profit, under Section 1701.01, et seq., of the Revised Code of Ohio, do hereby certify:

FIRST. The Name of the Corporation shall be COM NET, INC.

SECOND. The place in Ohio where its principal office is to be located is Wapakoneta, Auglaize County, Ohio. The mailing address is 2 Willipie Street, Wapakoneta, OH 45895.

THIRD. The purpose for which the Corporation is formed is to engage any lawful act or activity for which Corporations may be formed under Section 1701.01 to 1701.98, inclusive, of the Revised Code of Ohio.

FOURTH. 4.01. The aggregate number of shares that the Corporation is authorized to issue 1,035 shares, divided into two classes. The first class consists of 35, Series I Common Shares without par value.

4.02. The initial issue of 1,000 shares of Preferred Stock shall be offered equally to owners of Common Shares for the amount \$1,000.00 per Preferred Share. Owners of Common Shares are not required to purchase Preferred Stock. The Corporation's directors may issue additional Preferred Shares to such owners of Common Shares and upon such terms as they deem prudent.

(a) If any owner of a Common Share does not purchase all of the Preferred Shares to which it is entitled, the Preferred Shares it could have purchased, but did not purchase, may be offered to the other owners of Common Shares which did purchase all of the Preferred Shares to which it was entitled, pro rata, based upon the number of Preferred Shares previously purchased.

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(b) Preferred Shares may be redeemed by the Corporation at any time after November 1, 1996. The redemption price shall be 110% of the original issue price of the Preferred Shares being redeemed, plus 30% accrued but unpaid dividends.

(c) In the event of the liquidation of the Corporation, the owners of Preferred Shares shall, to the extent of Corporation assets, be paid the amount of 100% of the original issue price of the Preferred Shares owned, plus any accrued but unpaid dividends. On any partial redemption, the Preferred Shares to be redeemed may be selected by lot, or pro rata from all preferred shareholders or from one or more shareholders, even though less than all, designated by the Board of Directors, or in any other manner the Board of Directors may determine, provided however, that no redemption of a part only of any shareholder's shares shall be made unless it shall consent to a partial redemption. Notice of any redemption of this type shall be given by registered or certified mail not less than ten nor more than ninety days prior to the date fixed for redemption, to each shareholder whose shares are to be redeemed, at its address appearing on the corporate records. The notice shall state the number of the shareholder's shares that are to be redeemed, the time and place of redemption, and the redemption price. Except with reference to a partial redemption of a shareholder's shares to which it has not consented, all rights of the shareholders to whom notice shall be given that arise from ownership of the shares to be redeemed, except the right to receive the redemption price, shall cease and terminate on the date fixed for redemption, notwithstanding that any certificate for preferred shares so called for redemption shall not have been surrendered for cancellation.

4.03. The declaration and payment of dividends on Shares shall be subject to the following provisions:

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(a) Preferred Shares will be given preference in annual dividends of 6% per Preferred Share ("Preferred Dividend"). To the extent the Preferred Dividends have not been paid to the owner thereof, such Unpaid Preferred Dividend shall be cumulative. The time of payment of such dividends shall be at the discretion of the Board of Directors.

(b) No dividends on Common Shares shall be paid unless and until all dividends to which the owners of Preferred Shares are entitled have been paid in full.

(c) Dividends shall be declared and payable to the owners of Common Shares, subject to the preceding and as may be determined from time to time, by the Directors of the Corporation.

4.04. The consolidation or merger of the corporation at any time, or from time to time, with any other corporation or corporations, or a sale of all or substantially all of the assets of the corporation, shall not be construed as a dissolution, liquidation, or winding up of the corporation within the meaning of these Articles.

After payment of the full preferential amounts mentioned above, the holders of preferred shares shall not be entitled to any further participation in any distribution of the assets or funds of the corporation, and the remaining assets and funds of the corporation shall be divided and distributed among the holders of the Common Shares then outstanding according to their respective interests.

4.05. Payment of the redemption price of preferred stock as provided in Paragraph 4.04 shall be payable in cash within 60 days of the notice of the date of redemption.

09303 0942

4.06. Except as may be otherwise required by law, the holders of the preferred shares shall not be entitled to vote on those shares at meetings of the shareholders of the corporation, nor to receive notice of these meetings.

4.07. The holders of common shares of the corporation may cumulate its voting power.

FIFTH. The Corporation is authorized to purchase and redeem, hold, sell and transfer shares of its own capital stock from time to time to such extent and in such extent and in such manner and upon such terms as the Board of Directors may determine, and to use the funds of the Corporation for such purpose, provided that the Corporation shall not use any of its funds or property for the purchase of its own capital stock when there are reasonable grounds for believing that the Corporation is unable, or by such purchase may be rendered unable, to satisfy its obligations and liabilities; and provided further, that shares of its own capital stock belonging to the Corporation shall not be voted directly or indirectly by it.

SIXTH. Whenever the vote, consent, waiver or release of the shareholders may be required under the General Corporation Law of Ohio, as the same may be amended from time to time, there shall be required only an affirmative or negative vote as the case may be, of the holders of majority of the shares entitled to vote on the particular vote, consent, waiver or release to become effective.

SEVENTH. Directors, officers and other persons specified in Section 1701.13(E) of the Ohio Revised Code shall be indemnified to the full extent and in the manner specified in said Section 1701.13(E).

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EIGHTH. The amount of stated capital with which the Corporation will begin business is \$18,000.00.

NINTH. The number of directors to be elected at the first meeting of the shareholders is five (5).

TENTH. Shareholders shall not have preemptive rights with respect to additional shares or any obligations convertible into shares to be allotted or issued by the Corporation except in accordance with the Bylaws and any buy-sell agreement between the shareholders and the Corporation. The management of the internal affairs of the Corporation and the election and removal of directors shall also be provided for the Bylaws.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 3rd day of November, 1993.

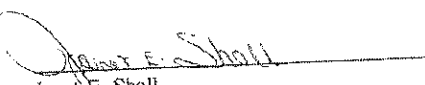

Janet E. Sholl

09303 0944

ORIGINAL APPOINTMENT OF PROCESS AGENT

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, JANET E. SHOLL, whose address is 14487 State Route 60, Oakwood, OH 45873, a natural person and resident of the State of Ohio, being which the principal office of COM NET, INC. is located, is hereby appointed as the person upon whom, tax notices and demands against COM NET, INC. may be served.

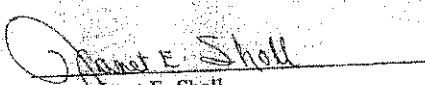
Incorporator


Janet E. Sholl

Com Net, Inc.
2 Willipic Street
Wapakoneta, OH 45895

Gentlemen:

I hereby accept the appointment as the representative of your Corporation upon whom process, tax notices or demands may be served.


Janet E. Sholl

CH 856667

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 5 pages, as taken from the original record now in my official custody as Secretary of State.



WITNESS my hand and official seal at
Columbus, Ohio, this 7TH day of
MARCH A.D. 2011

Jon Husted

JON HUSTED
Secretary Of State

By:

NOTICE: This is an official certification only when reproduced in red ink

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
05/03/95

CHARTER NUMBER: 856667
ROLL AND FRAME: 5129-0948

~~05129-0948~~

CORPORATION:

DOCUMENT NUMBER

CODE

FEE

CGM NET, INC.

95040791401

AMD

35.00

105836

RETURN TO: FROST & DANCHAK
ATTN E R FROST
50 W BROAD ST #430
COLUMBUS OH 43215

TOTAL : 35.00

0365

051294-0948



The State of Ohio

Bob Taft

Secretary of State

856667

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: AMD

of:

COM NET, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5129 at Frame 0950 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 14TH day of APRIL ,

A.D. 19 95 .



Bob Taft
Bob Taft
Secretary of State



Prescribed by
BOB TAFT, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43268-0418
Form SH-AMD (January 1991)

05129-0948

Charter No. 8560607
Approved CR
Date 4-14-95
Fee 35.00

95040791401 KB

CERTIFICATE OF AMENDMENT

by Shareholders to the Articles of Incorporation of

COM NET, INC.
(Name of Corporation)

Janet E. Sholl, who is:

☐ Chairman of the Board ☒ President ☐ Vice President (check one)

and

Tami J. Pontius, who is: ☒ Secretary ☐ Assistant Secretary (check one)

of the above named Ohio corporation for profit do hereby certify that: (check the appropriate box and complete the appropriate statements)

☒ a meeting of the shareholders was duly called for the purpose of adopting an amendment and held on May 12, 1994 at which meeting a quorum of the shareholders was present in person or by proxy, and by the affirmative vote of the holders of shares entitling them to exercise 66.67 % of the voting power of the corporation.

☐ In a writing signed by all of the shareholders who would be entitled to notice of a meeting held for that purpose, the following resolution to amend the articles was adopted: Article 4.07

RESOLVED, that the Articles of Incorporation be amended to, (a) provide that a holder of Common Shares has one vote, regardless of the number of Common shares owned by said holder and to delete the existing provision ^{(in the} that the holder of each outstanding Common Share is entitled to one vote in each matter submitted to the Common Shareholders; (b) ^{Article 2} provide that the principal office of the Company shall be located in Wapakoneta, Auglaize County, Ohio; (c) ^{Article 10} redesignate the Preferred Shares of the Company as Cumulative Preferred Shares; (d) ^{Article 4.07} provide that Common and Preferred Shareholders shall not have preemptive rights; and (e) ^{Article 4.07} provide that the initial issue of 1,000 Preferred Shares need not be offered equally to the owners of Common Shares.

IN WITNESS WHEREOF, the above named officers, acting for and on the behalf of the corporation, have hereto subscribed their names this 5th day of April, 1995.

RECEIVED
APR 7 1995
BOB TAFT
SECRETARY OF STATE

RECEIVED
APR 14 1995
BOB TAFT
SECRETARY OF STATE

By Janet E. Sholl
(Chairman, President, Vice President)


Tami J. Pontius
(Secretary, Assistant Secretary)

NOTE: Ohio law does not permit one officer to sign in two capacities. Two separate signatures are required, even if this necessitates the election of a second officer before the filing can be made.

CH 856467 UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 3 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at
Columbus, Ohio, this 2TH day of
MARCH A.D. 2011

 Jon Husted
JON HUSTED
Secretary Of State

By: all

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Commission of Ohio Docketing Information System on

7/19/2011 3:09:09 PM

in

Case No(s). 11-4379-TP-CIO

Summary: Application to Provide Notice of Change in Ownership electronically filed by Carolyn S Flahive on behalf of Bright Long Distance, Ltd.