



Baker&Hostetler LLP

Key Tower
127 Public Square, Suite 2000
Cleveland, OH 44114-1214

T 216.621.0200
F 216.696.0740
www.bakerlaw.com

David F. Proaño
direct dial: 216.861.7834
dproano@bakerlaw.com

November 22, 2022

Tanowa Troupe
Public Utilities Commission of Ohio
180 East Broad Street, 11th Floor
Columbus, Ohio 43215-3793

Re: Notice of Material Change – Telco Pros, Inc. – Case Nos. 14-0946-GA-AGG, 14-0947-EL-AGG

Dear Ms. Troupe:

My client Telco Pros, Inc. hereby notifies the Public Utilities Commission of Ohio of material changes to the information in the above-referenced license applications.

On October 28, 2022, Telco Pros Inc. was converted from an Ohio corporation into an Ohio limited liability company under the name “Telco Pros LLC” (the “Company”) within the records of the Ohio Secretary of State in accordance with the requirements of the Ohio Revised Code. A copy of those records is attached. Please update your license records for the applicable certificates listed above to reflect this name change. The Company further discloses that on October 31, 2022, pursuant to a Membership Interest Purchase Agreement, (i) TPI Efficiency Holdings, Inc. acquired the majority of the issued and outstanding equity interests of the Company, (ii) RSZ Enterprise, Inc. retained a portion of the issued and outstanding equity interests of the Company and (iii) the ultimate beneficial owner of RSZ Enterprise, Inc. was granted equity in the Company and became a minority member thereof.

Sincerely,

/s/ David F. Proaño

David F. Proaño



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
10/28/2022	202230102810	Conversion Within SOS Records (CVS)	99.00	300.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

BAKER & HOSTETLER LLP
200 CIVIC CENTER DRIVE, SUITE 1200
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
1866715

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
TELCO PROS LLC

and, that said business records show the filing and recording of:

Document(s)

Conversion Within SOS Records

CHANGE BUSINESS TYPE OH LLC

Document No(s):

202230102810

Effective Date: 10/28/2022



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

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
28th day of October, A.D. 2022.

Ohio Secretary of State

Form 700 Prescribed by:



Telephone: 877.767.3453

OhioSoS.gov | business@OhioSoS.govFile online or for more information: OhioBusinessCentral.gov

Certificate for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State

Filing Fee: \$99**Form Must Be Typed****(CHECK ONLY ONE (1) BOX)**

(1) ☒ **Converting Within The Records of the Ohio
Secretary of State**

(2) ☐ **Converting Off The Records of the Ohio
Secretary of State (187-VXX)**

Name of the converting entity

TELCO PROS INC.

Jurisdiction of Formation

Charter/Registration Number

1866715

The converting entity is a:
(Check Only (1) One Box)

☐ Domestic Nonprofit Corporation

☒ Domestic For-Profit Corporation

☐ Foreign Nonprofit Corporation

☐ Foreign For-Profit Corporation

☐ Domestic Limited Liability Company

☐ Foreign Limited Liability Company

☐ Partnership

☐ Domestic Limited Partnership

☐ Foreign Limited Partnership

☐ Domestic Limited Liability Partnership

☐ Foreign Limited Liability Partnership

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists and that those laws permit the conversion.

Name of the converted entity

Telco Pros, LLC

Jurisdiction of Formation

Ohio

The converted entity is a:

(Check Only (1) One Box)☐ Domestic For-Profit Corporation☐ Domestic Professional AssociationIf Domestic For-Profit Corporation **OR** Domestic Professional Association, please indicate total number of shares☐ Foreign Nonprofit Corporation☐ Foreign For-Profit Corporation☒ Domestic Limited Liability Company☐ Foreign Limited Liability Company☐ Partnership☐ Domestic Limited Partnership☐ Foreign Limited Partnership☐ Domestic Limited Liability Partnership☐ Foreign Limited Liability PartnershipEffective Date
(Optional)

10/28/2022

(The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)

Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.

Sonia Lowe

Name

200 Civic Center Drive, Suite 1200

Mailing Address

Columbus

City

Ohio

State

43215

Zip Code

Required information that must accompany conversion certificate if box 2 is checked

If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City

OH

State

ZIP Code

See instructions for additional filing requirements if**(1) the conversion creates a new domestic entity,****(2) the converted entity is a foreign entity that desires to transact business in Ohio; or****(3) if a domestic corporation or foreign corporation licensed in Ohio is the converting entity.**

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required
Must be signed by an
authorized representative.

/s/ Roger Zona

Signature

By (if applicable)

Roger Zona

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

Telco Pros Inc.

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency	Date Notified (MM/DD/YYYY)	Agency	Date Notified (MM/DD/YYYY)
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215	10/28/2022	Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319	10/28/2022
* Only required for domestic for-profit corporations		Overnight Address: P.O. Box 182413 Columbus, OH 43218-2413	Regular Address: P.O. Box 182413 Columbus, OH 43218-2413

Agency	Date Notified (MM/DD/YYYY)
Ohio Department of Taxation Taxpayer Services/Tax Release Unit P.O. Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us	10/06/2022

* Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation.
 * Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

☐ The corporation is not required to pay or the department of taxation has not assessed any personal property tax.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature

Title

President

Roger Zona

Name

2019 Center Street, Suite 502

Mailing Address

Cleveland

City

Ohio

State

44113

ZIP Code

Seal

Sworn to and subscribed in my presence on this date (MM/DD/YYYY)

10/28/2022



KAREN BURNS
 Notary Public, State of Ohio
 My Commission Expires:
 December 7, 2025

Karen Burns
 Notary Public

Date Commission Expires (MM/DD/YYYY)

12/7/2025

AFFIDAVIT OF PERSONAL PROPERTYState of County of
Name of Officer
Title of Officer

of

Name of Corporationand that this affidavit is made in compliance with Ohio Revised Code Section

That above-named corporation: (Check one (1) of the following)

☐ Has no personal property in any county in Ohio☐ Is the type required to pay personal property taxes to state authorities only☒ Has personal property in the following county (ies)
County
County
County

Signature

Title

Sworn to and subscribed in my presence on this date (MM/DD/YYYY)

Seal



KAREN BURNS
Notary Public, State of Ohio
My Commission Expires:
December 7, 2025

Notary Public

Date Commission Expires (MM/DD/YYYY)

Form 610 Prescribed by:



Toll Free: 877.767.3453

Central Ohio: 614.466.3910

OhioSoS.govbusiness@OhioSoS.govFile online or for more information: OhioBusinessCentral.gov

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216Expedite Filing (Two business day processing time.
Requires an additional \$100.00)P.O. Box 1390
Columbus, OH 43216[For screen readers, follow instructions located at this path.](#)

Articles of Organization for a Domestic Limited Liability Company

Filing Fee: \$99**Form Must Be Typed****115-LCA**Name of Limited Liability Company (Name must include one of the following words or abbreviations:
"limited liability company", "limited", "LLC", "L.L.C.", "Ltd.", or "Ltd".)**Optional:**Effective Date (MM/DD/YYYY) Effective Time

Pursuant to Ohio Revised Code Section 1706.16(D), a limited liability company is formed when the articles of organization are filed by the secretary of state or at any later date or time specified in the articles of organization. Pursuant to Ohio Revised Code Section 1706.172(D), articles of organization delivered to the Ohio Secretary of State for filing may specify an effective time and a delayed effective date of not more than ninety days following the date of receipt by the Secretary of State. Articles of organization are effective as provided in Ohio Revised Code Section 1706.172(D).

Optional:

Purpose

Original Appointment of Statutory Agent

The undersigned authorized member(s), manager(s) or representative(s) of

TELCO PROS LLC

(Name of Limited Liability Company)

hereby appoint the following to be Statutory 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:

Roger Zona

(Name of Statutory Agent)

205 Lakehurst Drive

(Mailing Address)

Bratenahl

(Mailing City)

Ohio

(Mailing State)

44108

(Mailing ZIP Code)

Acceptance of Appointment

The Undersigned,

Roger Zona

(Name of Statutory Agent)

, named herein as the

Statutory agent for

TELCO PROS LLC

(Name of Limited Liability Company)

hereby acknowledges and accepts the appointment of statutory agent for said limited liability company.

Statutory Agent Signature

Roger Zona

(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

If applicable, attach a statement as provided in division (B)(3) of section 1706.761 of the Ohio Revised Code to state that the LLC may have one or more series of assets subject to limitations.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles of Organization shall be signed by at least one person.

If the person is an individual, then he or she must sign on the "signature" line and print his or her name in the "Print Name" Box.

If the person is a business entity, please print the name of the entity in the "Signature" box and an authorized representative of the business must sign in the "By" box and print his or her name and title or authority in the "Print Name Box."

/s/ Roger Zona

Signature

By (if applicable)

Roger Zona

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name



PO Box 182382
Columbus, OH 43218-2382
tax.ohio.gov



SONIA K LOWE
BAKER & HOSTETLER LLP
200 CIVIC CENTER DR STE 1200
COLUMBUS, OH 43215
USA

October 06, 2022
Contact ID: 6168400635

RE: Certificate of Tax Clearance
Entity Name: Telco Pros Inc
Ohio Charter #: 1866715
Certificate Issue Date: 10/06/2022

Up to and including the certificate issue date, all taxes administered by the Tax Commissioner have been filed and paid in full.

This certificate does not preclude the Department from issuing a bill and/or assessment, for any tax returns and/or tax liabilities and fees becoming due, after the certificate issue date. Also, this certificate does not preclude the Department from examining or auditing any period.

This Certificate of Tax Clearance is valid for thirty (30) days after issuance. The Ohio Secretary of State requires it to be submitted with their prescribed forms.

A handwritten signature in black ink, reading "Jeffrey A. McClain".

Jeffrey A. McClain
Tax Commissioner

If responding to this notice, please use one of the following options:

- **Electronically:** Online Notice Response Service (ONRS) at gateway.ohio.gov or tax.ohio.gov/ONRS
- **Email:** Dissolution@tax.state.oh.us
- **eFax:** 1-206-984-0378
- **Mail:** Ohio Department of Taxation, PO Box 182382, Columbus, OH 43218-2382

Please contact the Department with any questions.

Tax Release Unit
Phone: 1-855-995-4422
TTY/TDD: 1-800-750-0750

**This foregoing document was electronically filed with the Public Utilities
Commission of Ohio Docketing Information System on**

11/22/2022 3:52:10 PM

in

Case No(s). 14-0946-GA-AGG, 14-0947-EL-AGG

Summary: Notice Notice of Material Change electronically filed by Mr. David F.
Proano on behalf of Telco Pros LLC