

60000096015

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 10/11

Corporation(s) Name 600003421616--2
-10/11/00--01022--024
*****70.00 *****70.00

Tess Communication of Florida, Inc.

☒ Profit Articles
☐ Nonprofit

☐ Amendment

☐ Merger

☐ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark
600003421616--2
-10/11/00--01022--025
*****8.75 *****8.75

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

***Special Instructions**

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☐ arts/ameds/mergers ☐ Other-See Above

☐ Photocopies

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
TESS COMMUNICATIONS OF FLORIDA, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be Tess Communications of FLORIDA, Inc.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation in the State of FLORIDA is Tess Communications of Florida, Inc. IN CARE OF CT Corporation System, Inc, 1200 South Pine Island Road, City of Plantation, Florida. The registered agent in the State of FLORIDA is The CT Corporation System which is at the same address.

ARTICLE III

DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV

PURPOSES

The purpose for which this corporation is organized is to transact the provision of telecommunications services and any lawful business or businesses, subject to limitations, if any, for which corporations may be incorporated pursuant to the Florida Business Corporations Act.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of four Directors, and the names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Stephan Andrade	12050 Pecos Street Westminster, CO 80234
James Cook	12050 Pecos Street Westminster, CO 80234
Thomas Southwick	12050 Pecos Street Westminster, CO 80234
Larry Lepard	12050 Pecos Street Westminster, CO 80234

ARTICLE VI

CAPITAL STOCK

(a) The total number of shares which this corporation is authorized to issue is 1,500,000 shares of common stock of (\$.0001) par value.

(b) DIVIDENDS.

Dividends are payable on the Common Stock, when and as declared, out of the unreserved earned surplus remaining. Dividends on the Common Stock may be in the form of cash, property, or shares of the Common Stock.

(c) **VOTING RIGHTS OF STOCKHOLDERS.** Each holder of the Common Stock shall be entitled to one vote for each share of stock standing in his name on the books of the corporation. At each election of directors, each holder of the common stock shall have as many votes as the number of share of common stock owned by him multiplied by the number of directors to be divided among the total number of directors to be elected by the holders of common stock or distributed among any lesser number in such proportion as the holder may desire.

(d) **PREEMPTIVE RIGHTS.** Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the corporation shall have any pre-emptive right to purchase,

subscribe for or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII

POWERS OF THE CORPORATION

The corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the Florida Business Corporation Act under which this corporation is formed. In addition, the corporation shall have the following specific powers:

- (a) To sue and be sued;
- (b) To have a corporate seal;
- (c) To make and alter bylaws;
- (d) To elect or appoint officers and agents of the corporation and to fix their compensation;
- (e) To conduct its business and carry on its operations in or out of the state of incorporation;
- (f) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (g) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (h) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation, but such shares may only be purchased directly or indirectly, out of earned surplus;
- (i) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.
- (j) To purchase, take, receive, lease, acquire, own, hold, improve, use, and otherwise deal in real and personal property;
- (k) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of any part of the corporate property and assets. In some states, corporate conveyances will be limited to corporate purposes;
- (l) To lend money, invest, and reinvest funds, and to take and hold real and personal property as security for the payment of funds. the power to lend money may be restricted, however. In some states, loans may not be made to shareholders. In other states, loans may not be made to officers and directors. The authority for a corporation to lend money to its employees, officers,

- etc., may be important if and when the corporation wants to initiate a program aiding relocated employees with home acquisitions, etc.;
- (m) To cease activities and surrender its corporate franchise.

ARTICLE VIII

INDEMNIFICATION

The corporation may:

(a) Indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

(b) The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person

has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(c) To the extent that a director, officer, employee, fiduciary or agent of a corporation has been successful on the merits in defense of any action, suit, or proceeding referred to in (A) or (B) of this Article VIII or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under (A) or (B) of this Article VIII (unless ordered by a court) and as distinguished from (C) of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in (A) or (B) above. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

(e) Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized in (c) or (d) of this Article VIII upon receipt of an undertaking by or on behalf of the director, officer, employee, fiduciary or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

(f) The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

(g) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the corporation or who is or was serving at

the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under provisions of this Article VIII.

ARTICLE IX

MANAGEMENT

For the management of the business, and for the conduct of the affairs of the corporation, and for the further definition limitation, and regulation of the powers of the corporation and its directors and stockholders, it is further provided:

Section (a). **Size of Board.** The number of directors shall be as specified in the By-Laws of the corporation, except as provided in Article VI, of these Articles, and such number may from time to time be increased or decreased in such manner as prescribed by the By-Laws. In no event shall the number of directors be less than two (2) Directors need not be stockholders.

Section (b). **Powers of Board.** In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered:

(1) To make, alter, amend, and repeal the By-Laws, subject to the power of the Stockholders to alter or repeal the By-Laws made by the Board of Directors:

(2) Subject to the applicable provisions of the By-Laws then in effect, to determine, from time to time, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to stockholder inspection. No stockholder shall have any right to inspect any of the accounts, books or documents of the Corporation, except as permitted by law, unless and until the stockholder makes a demand to inspect, giving at least five days' written notice to the Board.

(3) To authorize and issue, without stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the Corporation, including after-acquired property;

(4) To determine whether any and, if so, what part, of the earned surplus of the corporation shall be paid in dividends to the

stockholders, and to direct and determine other use and disposition of any such earned surplus;

(5) To fix, from time to time, the amount of the profits of the corporation to be reserved as working capital or for any other lawful purposes;

(6) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participation;

(7) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more directors, which, to the extent permitted by law and authorized by the resolution of the By-Laws, shall have any may exercise the powers of the Board.

(8) To provide for the reasonable compensation of its own members by Bylaw, and to fix the terms and conditions upon which such compensation will be paid;

(9) In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Arizona, of these Articles of Incorporation, and of the By-Laws of the Corporation.

Section (c). **Interested directors.** No contract or transaction between this corporation and any of its directors, or between this corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract of transaction shall with disclosure of the director's or directors' interest, be submitted for the approval or ratification "of" the stockholders.

ARTICLE X

LIMITATION OF LIABILITY

No Director of the corporation shall 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 shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Florida Business Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit.

ARTICLES XI

AMENDMENT OF ARTICLES

AMENDMENT OF ARTICLES. The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Florida, And additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directs, officers and stockholders agree granted subject to this reservation.

ARTICLE XII

INCORPORATION

The name, address and telephone number of the incorporator is as follows:

M. Andrew Andrade
5261 S. Quebec Street, Suite 150
Greenwood Village, CO 80111-1805
303-779-4800


I the undersigned incorporator certify that I am authorized to sign these articles and that the information in these articles is true and correct. I also understand that if any of this information is intentionally or knowingly misstated that criminal penalties will apply as if I had signed these articles under oath.

ARTICLE XIII

EFFECTIVE DATE

The effective date for these Articles of Incorporation is hereby requested and specified as being October 10, 2000.

IN WITNESS THEREOF, the above named incorporator signed these Articles of incorporation on October 10, 2000.

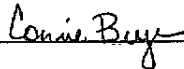


Andrew Andrade Incorporator

C T CORPORATION SYSTEM is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

CT CORPORATION SYSTEM

BY



CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

DATE

10/11/00

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00 OCT 11 PM 2:48
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TALLAHASSEE, FLORIDA