

P28942

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

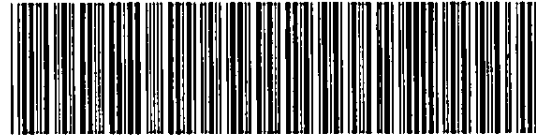
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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08/11/17--01019--026 \*\*35.00

FILED  
2017 AUG 11 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend/changing  
Jurisdiction

AUG 17 2017

I ALBRITTON

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Value-Added Communications, Inc.

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** P28942

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Angela Collins

\_\_\_\_\_  
Name of Contact Person

Cahill Gordon & Reindel LLP

\_\_\_\_\_  
Firm/Company

1990 K Street, NW, Suite 950

\_\_\_\_\_  
Address

Washington, DC 20006

\_\_\_\_\_  
City/State and Zip Code

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Angela Collins

\_\_\_\_\_  
Name of Contact Person

at ( 202 ) 862-8930 or acollins@cahill.com  
\_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

P28942

(Document number of corporation (if known))

1. Value-Added Communications, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 4-13-1990

(Date authorized to do business in Florida)

FILED  
2011 AUG 11 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? \_\_\_\_\_

5. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

\_\_\_\_\_  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

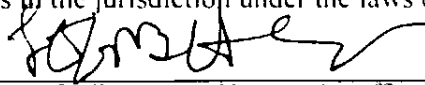
\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Idaho

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jeffrey B. Haidinger

\_\_\_\_\_  
(Typed or printed name of person signing)

President

\_\_\_\_\_  
(Title of person signing)

# Delaware


The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "VALUE-ADDED COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2015, AT 5:16 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE CORPORATION HAS FILED ALL DOCUMENTS AND PAID ALL FEES REQUIRED, AND THEREUPON THE CORPORATION SHALL CEASE TO EXIST AS A CORPORATION OF THE STATE OF DELAWARE.



  
Jeffrey W. Bullock, Secretary of State

2176341 0265C  
SR# 20175469886

Authentication: 202983701  
Date: 08-01-17

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF CONVERSION  
FROM A DELAWARE CORPORATION  
TO AN IDAHO CORPORATION  
PURSUANT TO SECTION 266 OF THE  
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE**

September 28, 2015

The undersigned, for the purpose of converting Value-Added Communications, Inc., a Delaware corporation (the "Corporation") to an Idaho corporation pursuant to Section 266 of the Delaware General Corporation Law, as amended (the "DGCL"), certifies that:

1. The name of the Corporation is Value-Added Communications, Inc. The name under which the Corporation was originally incorporated, was Value Added Communications Corporation.
2. The date of filing of its original certificate of incorporation with the Delaware Secretary of State is October 25, 1988.
3. The jurisdiction to which the Corporation shall convert to is the State of Idaho and the name under which the Corporation shall be known as is "Value-Added Communications, Inc."
4. The conversion has been approved in accordance with Section 266 of DGCL.
5. The Corporation hereby agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the Corporation arising while it was a corporation of the State of Delaware, and it irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such action, suit or proceeding.
6. The address to which a copy of the process shall be mailed to by the Delaware Secretary of State is Corporation Service Company, 12550 W. Explorer Drive, Suite 100, Boise, Idaho 83713.
7. This Certificate of Conversion is effective as of October 1, 2015, at 11:59 p.m.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned being duly authorized to sign on behalf of the Corporation, has executed this Certificate of Conversion as of the date first written above.

By: \_\_\_\_\_

Name: Teresa L. Ridgeway

Title: Secretary

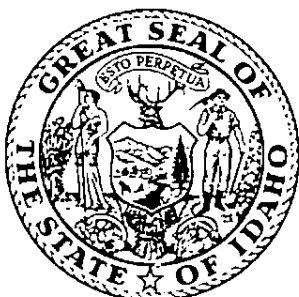
# State of Idaho

Office of the Secretary of State

I, LAWERENCE DENNEY, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation, limited liability company, limited partnership, limited liability partnership, and assumed business name records of this State.

I FURTHER CERTIFY That the annexed is a full, true and complete duplicate of statement of domestication, under file number C116297 from a foreign corporation, to a domestic corporation, received and filed on September 29, 2015, under file number C207291.

Dated: July 31, 2017



*Lawrence Denney*  
SECRETARY OF STATE

By *Constance*

Filed at the Request of:

Claire C. Rosston  
HOLLAND & HART LLP  
P.O. Box 2527  
Boise, ID 83701-2527

**FILED EFFECTIVE**

2015 SEP 29 PM 3:43

SECRETARY OF STATE  
STATE OF IDAHO

STATE OF IDAHO  
STATEMENT OF DOMESTICATION  
FROM A FOREIGN CORPORATION  
TO A DOMESTIC CORPORATION  
PURSUANT TO PART 5 OF THE  
IDAHO MODEL ENTITY TRANSACTIONS ACT  
(IDAHO CODE §§ 30-22-501 THROUGH 30-22-506)

September 29, 2015

1. The domesticating entity is a corporation organized under the laws of the State of Delaware.
2. The name of the domesticating entity is: "Value-Added Communications, Inc."
3. The domesticated entity is a corporation organized under the laws of the State of Idaho.
4. The name of the domesticated entity is: "Value-Added Communications, Inc."
5. The domestication of the domesticating entity was approved in accordance with the laws of the State of Delaware.
6. The Amended and Restated Articles of Incorporation of the domesticated entity are attached hereto as Exhibit A.
7. This Statement of Domestication is effective as of October 1, 2015, at 11:59 p.m.

*[Signature Page Follows]*

IDAHO SECRETARY OF STATE

09/29/2015 05:00

CK:PREPAID CT:2105 BH:1494277

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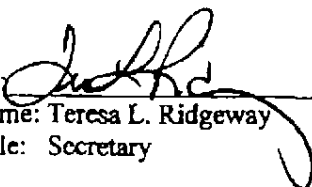
1@ 20.00 = 20.00 EXPEDITE C #3

C 116297



IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the domesticating entity, has executed this Statement of Domestication as of the date first above written.

VALUE-ADDED COMMUNICATIONS, INC.

By:   
Name: Teresa L. Ridgeway  
Title: Secretary

**FILED EFFECTIVE**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VALUE-ADDED COMMUNICATIONS, INC.**

2015 SEP 29 PM 3:43

SECRETARY OF STATE  
STATE OF IDAHO

ONE. The name of the corporation is Value-Added Communications, Inc. (the "Corporation").

TWO. The name of the Corporation's initial commercial registered agent is Corporation Service Company, with an address of 12550 W. Explorer Drive, Suite 100, Boise, Idaho 83713.

THREE. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the provisions of the Idaho Business Corporation Act Title 30, Chapter 29 of the Idaho Code.

FOUR. The total number of shares of stock which the Corporation shall have authority to issue is One Hundred Thousand (100,000), consisting of One Hundred Thousand (100,000) shares of common stock, \$0.01 par value per share.

FIVE. The Corporation is to have perpetual existence.

SIX. The number of directors which constitute the whole board of directors of the Corporation (the "Board of Directors") shall be as specified in the bylaws of the Corporation (the "Bylaws").

SEVEN. Meetings of stockholders may be held within or without the State of Idaho, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

EIGHT. Advance notice of new business and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

NINE. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TEN. To the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its shareholders, for money damages for any action taken, or any failure to take any action, as a director. No amendment to, modification of or repeal of this paragraph Ten shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

C 20729/

ELEVEN. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the board of directors of the Corporation. Any amendment, repeal or modification of this paragraph Eleven shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

TWELVE. These Articles of Incorporation are effective as of October 1, 2015,  
at 11:59 p.m.

IDAHO SECRETARY OF STATE  
09/29/2015 05:00  
CK:PREPAID CT:2105 BH:1494277  
1@ 100.00 = 100.00 CORP #6  
1@ 20.00 = 20.00 EXPEDITE C #7

# ***State of Idaho***

Office of the Secretary of State

## **CERTIFICATE OF EXISTENCE**

OF

**VALUE-ADDED COMMUNICATIONS, INC.**

File Number C-207291

I, LAWERENCE DENNEY, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation records of this State.

I FURTHER CERTIFY That the records of this office show that the above-named corporation was incorporated under the laws of Idaho on 9/29/2015.

I FURTHER CERTIFY That the corporation is in goodstanding on the records of this office.

Dated: 7/28/2017 8:44 AM



A handwritten signature in black ink, reading "Lawrence Denney". The signature is fluid and cursive, with a long, sweeping tail that extends downwards and to the right.

SECRETARY OF STATE

Authentic Access Idaho Document ( <http://www.accessidaho.org/public/portal/authenticate.html> )  
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