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**\*\* FLORIDA PUBLIC SERVICE COMMISSION \*\***

**DIVISION OF TELECOMMUNICATIONS**  
**BUREAU OF CERTIFICATION AND SERVICE EVALUATION**

**APPLICATION FORM**  
**for**  
**AUTHORITY TO PROVIDE**  
**ALTERNATIVE LOCAL EXCHANGE SERVICE**  
**WITHIN THE STATE OF FLORIDA**

991439-X

DEPOSIT DATE  
D197 SEP 23 1999

Instructions

- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Appendix A).
- ◆ Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of **\$250.00** to:

**Florida Public Service Commission**  
***Division of Records and Reporting***  
**2540 Shumard Oak Blvd.**  
**Tallahassee, Florida 32399-0850**  
**(850) 413-6770**

- ◆ If you have questions about completing the form, contact:

**Florida Public Service Commission**  
**Division of Telecommunications**  
**Bureau of Certification and Service Evaluation**  
**2540 Shumard Oak Blvd.**  
**Tallahassee, Florida 32399-0850**  
**(850) 413-6600**

DOCUMENT NUMBER-DATE  
11493 SEP 23 99

APPLICATION

1. This is an application for  (check one):

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

Southern ReConnect, Inc.

3. Name under which the applicant will do business (fictitious name, etc.):

Southern ReConnect, Inc.

4. Official mailing address (including street name & number, post office box, city, state, zip code):

3223 Springhill Av.

Mobile, AL 36607

5. Florida address (including street name & number, post office box, city, state, zip code):

TBA

6. Structure of organization:

- ( ) Individual ( ) Corporation  
( ) Foreign Corporation ( ) Foreign Partnership  
( ) General Partnership ( ) Limited Partnership  
( ) Other S-Corps

7. **If individual**, provide:

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Telephone No.: \_\_\_\_\_ Fax No.: \_\_\_\_\_

Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

8. **If incorporated in Florida**, provide proof of authority to operate in Florida:

- (a) **The Florida Secretary of State corporate registration number:**

N/A

9. **If foreign corporation**, provide proof of authority to operate in Florida:

- (a) **The Florida Secretary of State corporate registration number:**

N/A

10. **If using fictitious name-d/b/a**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:

- (a) **The Florida Secretary of State fictitious name registration number:**

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11. **If a limited liability partnership**, provide proof of registration to operate in Florida:

(a) The Florida Secretary of State registration number:

N/A

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Telephone No.: \_\_\_\_\_ Fax No.: \_\_\_\_\_

Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

13. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) The Florida registration number: \_\_\_\_\_

14. Provide **F.E.I. Number**(if applicable): \_\_\_\_\_

15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

(b) an officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

16. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: GREG N. Smith, Jr.  
Title: Vice President / Controller  
Address: 3223 Springhill Av.  
City/State/Zip: Mobile, AL 36607  
Telephone No.: (334) 479-1216 Fax No.: (334) 470-0563  
Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

(b) Official point of contact for the ongoing operations of the company:

Name: Tyner S. Reeves  
Title: Regional mgr.  
Address: 3223 Springhill Av  
City/State/Zip: Mobile, AL 36607  
Telephone No.: (334) 479-1216 Fax No.: (334) 470-0563  
Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

(c) Complaints/Inquiries from customers:

Name: Brent M. Smith

Title: District Mgr.

Address: 3223 Springhill AV

City/State/Zip: Mobile, AL 36607

Telephone No.: (334) 478-RING Fax No.: (334) 470-0385

Internet E-Mail Address: B5SMITH2347@AOL.COM

Internet Website Address: \_\_\_\_\_

17. List the states in which the applicant:

(a) has operated as an alternative local exchange company.

Alabama

(b) has applications pending to be certificated as an alternative local exchange company.

Mississippi

(c) is certificated to operate as an alternative local exchange company.

\_\_\_\_\_

(d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

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(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

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(f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

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18. Submit the following:

A. Financial capability.

The application **should contain** the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer **affirming that the financial statements are true and correct** and should include:

1. the balance sheet:
2. income statement: and
3. statement of retained earnings.

**NOTE:** *This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.*

Further, the following (which includes supporting documentation) should be provided:

1. **written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
  2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
  3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.
- B. **Managerial capability:** give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.
- C. **Technical capability:** give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.



**\*\* APPLICANT ACKNOWLEDGMENT STATEMENT \*\***

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

**UTILITY OFFICIAL:**

<u><i>Jaymes S. Reem</i></u>	<u>9/16/99</u>
Signature	Date
<u><i>Regional Mgr.</i></u>	<u>(334) 479-1216 Ext 1</u>
Title	Telephone No.
Address: <u>3223 Springhill Av.</u>	<u>(334) 470-0563</u>
<u>Mobile AL 36607</u>	Fax No.

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**ATTACHMENTS:**

- A - CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B - INTRASTATE NETWORK
- C - AFFIDAVIT

**CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT**

I, (Name) \_\_\_\_\_,

(Title) \_\_\_\_\_ of (Name of Company) \_\_\_\_\_

and current holder of Florida Public Service Commission Certificate Number # \_\_\_\_\_, have reviewed this application and join in the petitioner's request for a:

- ( ) sale
- ( ) transfer
- ( ) assignment

of the above-mentioned certificate.

**UTILITY OFFICIAL:**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Title

\_\_\_\_\_  
Telephone No.

Address: \_\_\_\_\_

\_\_\_\_\_  
Fax No.

**INTRASTATE NETWORK (if available)**

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

**1. POP: Addresses where located, and indicate if owned or leased.**

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

**2. SWITCHES: Address where located, by type of switch, and indicate if owned or leased.**

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

**3. TRANSMISSION FACILITIES: POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.**

<u>POP-to-POP</u>	<u>OWNERSHIP</u>
1) _____	_____
2) _____	_____
3) _____	_____
4) _____	_____

**AFFIDAVIT**

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

**Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."**

**UTILITY OFFICIAL:**

<u><i>Dyann S Reen</i></u>	<u>9/16/99</u>
Signature	Date
<u><i>Regional Mgr.</i></u>	<u>(334) 479-1216 Ext 1</u>
Title	Telephone No.
Address: <u><i>Southern ReConnect</i></u>	<u>(334) 479-0563</u>
<u><i>3223 Springhill Av.</i></u>	Fax No.
<u><i>Mobile, AL 36607</i></u>	

UNANIMOUS WRITTEN CONSENT  
OF  
INITIAL DIRECTORS  
OF  
SOUTHERN RECONNECT, INC.

The undersigned, being the initial directors of SOUTHERN RECONNECT, INC., acting pursuant to the Alabama Business Corporation Act, hereby take the following action by written consent:

RESOLVED, that the following persons be, and hereby are, unanimously elected to the offices set opposite their respective name:

<u>OFFICE</u>	<u>NAME</u>
President	Greg N. Smith, Sr.
Vice-President, Controller and Treasurer	Greg N. Smith, Jr.
Secretary	Brent M. Smith

RESOLVED FURTHER, that the Bylaws appended hereto and marked as Exhibit "A" be, and hereby are, adopted as the Bylaws of the Corporation.

RESOLVED FURTHER, that the Corporate Seal impressed on the margin of this unanimous written consent be, and hereby is, approved and adopted as the Corporate Seal of the Corporation.

RESOLVED FURTHER, that the form of Stock Certificate to represent the Common Stock of the Corporation appended hereto as Exhibit "B" be, and hereby is, adopted as the form of certificate to represent such shares.

RESOLVED FURTHER, that, in consideration of the payment, in cash, to the Corporation of the amount of money specified below opposite to the respective names also indicated below, the sufficiency and adequacy of which are hereby expressly acknowledged by the Board of Directors of the Corporation, the President and Secretary of the Corporation are hereby authorized and directed upon receipt by the Corporation of such amount of money from the purchasers specified below, to issue to such purchasers a certificate or certificates representing the ownership thereby of the number of such fully paid and non-assessable Common Shares of the Corporation as are also set forth below opposite to such respective names:

<u>NAME</u>	<u># OF SHARES</u>	<u>CLASS</u>	<u>TOTAL PRICE</u>
Greg N. Smith, Sr.	60	Common	\$60.00
Greg N. Smith, Jr.	15	Common	\$15.00
Brent M. Smith	15	Common	\$15.00
Tyner S. Reeves	10	Common	\$10.00

RESOLVED FURTHER, that the Corporation hereby elects to be treated as a small business corporation for income tax purposes, subject to receipt of written consent to such election by all of the shareholders. Upon receipt of said written consent by the shareholders, the President of the Corporation is hereby authorized and directed to take any and all action necessary of desirable to comply with all requirements of the Internal Revenue Service for making said election.

RESOLVED FURTHER, that any acts of the officers of the Corporation and of any person or persons designated and authorized to act by any officer of the Corporation, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts in the name and on behalf of the Corporation.

RESOLVED FURTHER, that the fiscal year of the Corporation shall end on December 31 of each year.

Done this 20<sup>th</sup> day of August, 1998.

Gregory N. Smith  
Greg N. Smith, Sr., Director

Greg N. Smith, Jr.  
Greg N. Smith, Jr., Director

Brent Smith  
Brent M. Smith, Director

**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTHERN RECONNECT, INC.**

The undersigned, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME**

The name of the corporation is Southern Reconnect, Inc. (the "Corporation").

**ARTICLE II**

**DURATION**

The period of duration of the Corporation shall be perpetual, unless hereafter lawfully dissolved.

**ARTICLE III**

**PURPOSE AND POWERS**

The purposes for which the Corporation is organized, and the powers which it shall have, are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Alabama, including, but not limited to, the resale of local telecommunications services.



**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares of common stock, \$.01 par value.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The location and mailing address of the initial registered office of the Corporation is 3051 Springhill Avenue, Mobile, Alabama 36607 and the name of the initial registered agent at such address is Greg N. Smith, Jr.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is three. The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Greg N. Smith, Sr.	3051 Springhill Avenue Mobile, Alabama 36607
Greg N. Smith, Jr.	3051 Springhill Avenue Mobile, Alabama 36607
Brent M. Smith	3051 Springhill Avenue Mobile, Alabama 36607

RP 4613PG0888

ARTICLE VII

NO PREEMPTIVE RIGHTS

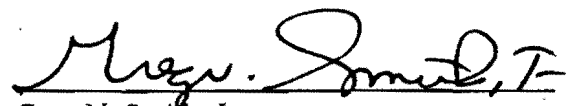
No shareholder of the Corporation shall have preemptive rights.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is Greg N. Smith, Jr., 3051 Springhill Avenue, Mobile, Alabama 36607.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand on this the 10 day of August, 1998.

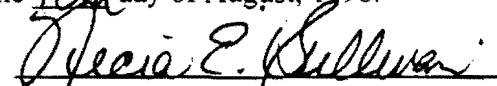
  
Greg N. Smith, Jr.

STATE OF ALABAMA §

COUNTY OF MOBILE §

I, the undersigned authority in and for said County in said State, hereby certify that Greg N. Smith, Jr., whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, he executed the same voluntarily on the date the same bears date.

Given under my hand and seal this the 10th day of August, 1998.

  
NOTARY PUBLIC

[AFFIX NOTARIAL SEAL]

My Commission Expires: 1-29-01

This Instrument Prepared By:  
James F. Watkins  
ARMBRECHT, JACKSON, DeMOUY,  
CROWE, HOLMES & REEVES, L.L.C.  
Post Office Box 290  
Mobile, Alabama 36601

RP4613PGN889

State of Alabama - Mobile County  
I certify this instrument was filed on:  
Aug 11 1998 4:52:58 pm

SR Fee	\$2.00
Recording	\$36.00
Total	\$38.00

L. W. NOONAN, Judge of Probate

98058950



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(850) 413-6770**

**SOUTHERN RECONNECT, INC.**  
3223 SPRINGHILL AVE.  
MOBILE, AL 36607  
(334) 470-0684

**SOUTHTRUST BANK**  
BIRMINGHAM, AL  
61-8-620

1001

1001

Two Hundred Fifty & No/100 Dollars

DATE

AMOUNT

09/17/99

\$250.00

**PAY**  
TO THE ORDER OF Florida Public Service Commission  
Division of Records  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0580

DOCUMENT NUMBER - DATE

11493 SEP 23 99

*Megan Smith, Jr.*

Security features included. Details on back.