

**EXHIBIT A**  
**Articles of Incorporation**

Minutes of Special Meeting of YipTel, L.L.C.

A special meeting of the member of YipTel L.L.C. ("Company") was held at 9176 South 300 West, # 1 Sandy, Utah 84070 at 12 pm on January 2<sup>nd</sup> 2011. Brent G. Brown, Robert Brown, Kameron Olsen, and Jeffrey Limb attended the meeting.

Brent G. Brown conducted as acting Secretary.

By their presence the Members waived notice to the special meeting.

Brent Brown reported that the first item of business was the voluntary resignation as member of the company. Brent G. Brown stated that he was removing himself as member of the company and waiving any and all rights, title and interest he had in the company as of the date of this meeting.

Brent G. Brown then reported that he was resigning as general manager of the company. Upon motion duly made and seconded, the Members unanimously approved the resignation of Brent G Brown.

Next Robert Brown was elected to serve as General Manager and Registered Agent upon unanimous approval of the members.

Next Kameron Olsen was elected by unanimous approval to serve as a Member.

Next Jeffrey Limb was elected by unanimous approval to serve as Member.

Members agree that as of this date Robert Brown owns 100% of the company.

Next Robert approved the terms and conditions laid out in the agreements with Kameron Olsen and Jeffrey Limb for the purchase of YipTel Stock on said agreements.

No further business was conducted at this meeting and the meeting was adjourned.

  
Brent G Brown

  
Kameron Olsen

  
Robert Brown

  
Jeffrey Limb

ARTICLES OF AMENDMENT TO THE ARTICLES OF ORGANIZATION

Of

YipTel, L.L.C

Pursuant to the provisions of the Utah Revised Limited liability company Act, YipTel, L.L.C a Utah limited liability company(the "company") files these amended Articles of Organization.

First: The name and addresses of the founding members of the company are as follows.

Brent G. Brown 11585 N. 600 W. Highland Utah 84003

Second: Article V of the Articles of Organization of the company is hereby amended to remove Brent G. Brown as member of the company, and to read as follows:

The management of the LLC is reserved to the members of the LLC whose names are below

Robert B. Brown, 548 West 600 North, Alpine Utah 84004 – Managing Member

Kameron Olsen, 4072 Sandpiper Lane, Saratoga Springs Utah 84045 - Member

Jeffrey Limb, 6317 W Terrace Ridge Dr, West Valley City, UT 84128 - Member

Third: Article IV of the articles of Organization of the company is hereby amended to remove Brent G. Brown as the registered agent of the company and to read as follows:

The registered office of the L.L.C. shall be 9176 South 300 West #1, Sandy, Utah 84070. The registered office shall also serve as the L.L.C's designated office. The registered agent shall be Robert B. Brown, 548 West 600 North, Alpine Utah 84004. Consent to appointment signed on behalf of said registered agent is attached to these articles and filed herewith.

Fourth: Article VI of the Articles of Organization of the company is hereby amended to remove Brent G Brown as manager of the Company, and to read as follows:

The General Manager of the company is Robert B. Brown. The general manager has authority to sign agreements, borrow money, and make improvements, investments and other decisions necessary to the day-to-day operations of the company.

Fifth: The remainder of the articles of Organization of the company are not amended or changed in any way, except as designated above.

Sixth. The forgoing amendment was adopted by a majority of the members of the Company on the 1<sup>st</sup> day of January 2011

Appointment as registered Agent for the above limited liability company is hereby accepted


By 


Robert Brown

Dated: 1-2-11

YipTel, L.L.C.

  
Kameron Olsen – Member

  
Jeffrey Limb – Member

  
Brent G. Brown

## Utah Business Search - Details

### YIPTEL, L.L.C.

**Entity Number:** 7495438-0160

**Company Type:** LLC - Domestic

**Address:** 9176 SOUTH 300 WEST STE 1 SANDY, UT 84070

**State of Origin:**

**Registered Agent:** ROBERT B BROWN

**Registered Agent Address:**

9176 SOUTH 300 WEST STE 1

SANDY, UT 84070

**Status:** Active

**Status:** Active as of 04/05/2011

**Renew By:** 12/09/2013

**Status Description:** Good Standing

**Employment Verification:** Not Registered with Verify Utah

### History

**Registration Date:** 12/09/2009

**Last Renewed:** 10/09/2012

### Additional Information

**NAICS Code:** 5133 **NAICS Title:** 5133-Telecommunications

### Refine your search by:

- Search by:
- Business Name
- Number
- Executive Name
- Search Hints

Name:

RECEIVED

DEC 09 2009

ARTICLES OF ORGANIZATION  
FOR  
YIPTEL, L.L.C.

BB Utah Div. Of Corp. & Comm. Code

Pursuant to Utah code annotated 48-2B-101 et. Seq. (1953, as amended to date) the undersigned state as follows:

## ARTICLE I

The name of the Company shall be YIPTEL, L.L.C.

## ARTICLE II

The duration of the company not more than 99 (ninety nine) years.

## ARTICLE III

The purpose of the company shall be to engage in the business of buying, selling, distributing, managing, designing, advising, and consulting in the telecommunications business. To have and exercise all powers, and to perform all acts associated with the legal objectives of the company. And to engage in any other lawful activity for which limited liability companies may be organized pursuant to the Utah limited Liability Co. act.

## ARTICLE IV

The registered office and Agent: the street address of the LLC's registered office is 11129 South Woodfield Rd. South Jordan, Utah 84095. The registered agent is David John Brown.

## ARTICLE V

The management of the LLC is reserved to the members of the LLC: the management of the LLC is reserved to the members whose names are listed below:

David John Brown 11129 South Woodfield Rd. South Jordan, Utah 84095

Brent G. Brown 11585 N. 6000 W. Highland, Utah 84003

## ARTICLE VI

The general manager is David John Brown. The general manager has authority to sign agreements, borrow money and make improvements, investments and other decisions necessary to the day-to-day operations of the company.

PAGE 1 OF 2

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certify that the foregoing has been filed  
and approved on this 9th day of Dec. 2009  
In this office of this Division and hereby issue  
This Certificate (Direct)

Examiner

AG

Date 12/16/09



Kathy Berg  
Division Director

12-09-09P12:31 RCVD

DATE 12/09/2009  
Receipt Number 3065421  
Amount Paid \$70.00

7495438

## ARTICLE VII


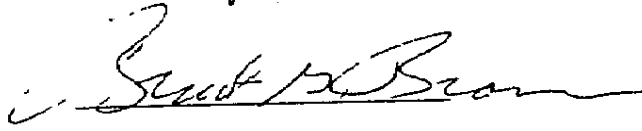
All members of this LLC are hereby released from any personal liability which otherwise may exist from any contract, act or transaction of the LLC with any person, firm, corporation, partnership or association.

## ARTICLE VIII

This LLC shall survive the death of either of its members. Upon the death of either of the members the surviving member can continue operations by adding and additional member or members as then deemed necessary.

Under penalties of perjury, the undersigned members hereby declare that these Articles of Organization are true and correct to the best of their knowledge and complete on or as December 9, 2009.

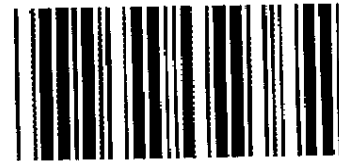
The undersigned hereby accepts responsibility as the registered agent for the above named Limited Liability Company.

  
David John Brown  
Brent G. Brown

**State of Utah****DEPARTMENT OF COMMERCE****Division of Corporations & Commercial Code**

This certifies that the Administrative Dissolution has been revoked and the reinstatement is effective and was approved on 04/05/2011 in the office of the Division and hereby issues this Certification thereof.

Kathy Berg  
Division Director

***Summary of Online Changes -  
REINSTATEMENT***

Business Name: YIPTEL, L.L.C.

Entity number: 7495438-0160

Date of Filing: 04/05/2011

**Registered Principals:**

New Information (added or updated)

**Name** ..... ROBERT B. BROWN  
**Position** ..... Manager  
**Address** ..... 9176 South 300 West #1  
Sandy, UT 84070

New Information (added or updated)

**Name** ..... DAVID JOHN BROWN  
**Position** ..... Registered Agent  
**Address** ..... 9176 South 300 West #1  
Sandy, UT 84070

Old Information (removed or updated)

**Name** ..... DAVID JOHN BROWN  
**Position** ..... Registered Agent  
**Address** ..... 11129 S WOODFIELD RD  
South Jordan, UT 84095

Old Information (removed or updated)

**Name** ..... DAVID JOHN BROWN

**Position** .....Member  
**Address** .....11129 S WOODFIELD RD  
South Jordan, UT 84095

Tina Norman 04/05/2011

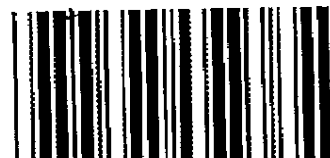
Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity physical address may be provided rather than the residential or private address of any individual affiliated with the entity.





**State of Utah**  
**DEPARTMENT OF COMMERCE**  
**Division of Corporations & Commercial Code**

## ***Summary of Online Changes***



Business Name: YIPTEL, L.L.C.

Entity number: 7495438-0160

Date of Filing: 10/07/2011

Principal Office Address:

**Street** ..... 9176 South 300 West Ste 1  
**City** ..... Sandy  
**State** ..... UT  
**Zip** ..... 84070

Registered Principals:

New Information (added or updated)

**Name** ..... ROBERT B BROWN  
**Position** ..... Registered Agent  
**Address** ..... 9176 South 300 West Ste 1  
Sandy, UT 84070

Old Information (removed or updated)

**Name** ..... DAVID JOHN BROWN  
**Position** ..... Registered Agent  
**Address** ..... 9176 SOUTH 300 WEST #1  
SANDY, UT 84070

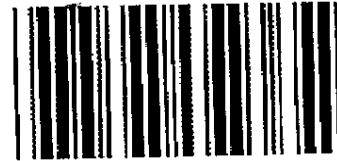
Robert B. Brown 10/07/2011

Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity physical address may be provided rather than the residential or private address of any individual affiliated with the entity.



**State of Utah**  
**DEPARTMENT OF COMMERCE**  
**Division of Corporations & Commercial Code**

## *Summary of Online Changes*



Business Name: YIPTEL, L.L.C.

Entity number: 7495438-0160

Date of Filing: 10/23/2012

### **PREVIOUS Registered Principals:**

Name ..... ROBERT B BROWN  
Position .... Registered Agent  
Address .... 9176 SOUTH 300 WEST STE 1  
SANDY, UT 84070

Name ..... ROBERT B. BROWN  
Position .... Manager  
Address .... 9176 SOUTH 300 WEST #1  
SANDY, UT 84070

Name ..... BRENT G BROWN  
Position .... Member  
Address .... 11585 N 6000 W  
Highland, UT 84003

### **UPDATED Registered Principals:**

Name ..... ROBERT B BROWN  
Position .... Registered Agent  
Address .... 9176 SOUTH 300 WEST STE 1  
SANDY, UT 84070

Name ..... ROBERT B. BROWN  
Position .... Manager  
Address .... 9176 SOUTH 300 WEST #1  
SANDY, UT 84070

Name ..... JEFF LIMB  
Position .... Member  
Address .... 9176 South 300 West ste 1  
Sandy, UT 84070

Name ..... KAMERON OLSEN  
Position .... Manager  
Address .... 9176 South 300 West ste 1  
Sandy, UT 84070

Tina Norman 10/23/2012

**Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity physical address may be provided rather than the residential or private address of any individual affiliated with the entity.**



**Utah Department of Commerce**  
**Division of Corporations & Commercial Code**  
160 East 300 South, 2nd Floor, S.M. Box 146705  
Salt Lake City, UT 84114-6705  
Phone: (801) 530-4849  
Toll Free: (877) 526-3994 Utah Residents  
Fax: (801) 530-6438  
Web Site: <http://www.commerce.utah.gov>

October 23, 2012

Registration Number: 7495438-0160  
Business Name: YIPTEL, L.L.C.  
Registered Date: DECEMBER 09, 2009

---

## **CERTIFIED COPY OF THE ENTIRE FILE**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ENTIRE FILE OF

YIPTEL, L.L.C.

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Kathy Berg  
Director  
Division of Corporations and Commercial Code

---

Dept. of Professional Licensing  
(801)530-6628

Real Estate  
(801)530-6747

Public Utilities  
(801)530-6651

Securities  
(801)530-6600

Consumer Protection  
(801)530-6601