

EXHIBIT A

CERTIFICATE OF AUTHORITY



Francine Gianni  
Executive Director  
Department of Commerce

Gary Herbert  
Governor  
State of Utah

Kathy Berg  
Director  
Division of Corporations  
& Commercial Code

STATE OF UTAH  
DEPARTMENT OF COMMERCE  
DIVISION OF CORPORATIONS & COMMERCIAL CODE  
CERTIFICATE OF REGISTRATION

NATIONAL REGISTERED AGENTS, INC.  
XYN COMMUNICATIONS OF UTAH, LLC  
1108 E SOUTH UNION AVENUE  
MIDVALE UT 84047

Access Code  
Code: 5531710



State of Utah  
Department of Commerce  
Division of Corporations & Commercial Code

**CERTIFICATE OF REGISTRATION**

**LLC - Domestic**

This certifies that XYN COMMUNICATIONS OF UTAH, LLC has been filed and approved on **February 12, 2016** and has been issued the registration number **9700967-0160** in the office of the Division and hereby issues this Certification thereof.

KATHY BERG  
Division Director

\*The Access Code is used for Online Applications used by this Division only.



State of Utah  
 Department of Commerce  
 Division of Corporations & Commercial Code  
 Certificate of Organization (Limited Liability Company)

This form must be type written or computer generated.

Date: 02/12/2016  
 Receipt Number: 6333046  
 Amount Paid: \$668.20

RECEIVED  
 FEB 12 2016

Utah Div. of Corp. & Comm. Code

Important: Read instructions before completing form

Non-Refundable Processing Fee: \$70.00

1. Name of Limited Liability Company:		XYN Communications of Utah, LLC			
2. Principal office address:		8275 S. Eastern Ave., Suite 200, Las Vegas, NV 89123			
		Address	City	State	Zip
3. The name of the Registered Agent (Individual or Business Entity or Commercial Registered Agent): National Registered Agents, Inc. <i>The address must be listed if you have a non-commercial registered agent. See instructions for further details.</i> Address of the Registered Agent: _____ Utah Street Address Required, PO Boxes can be listed after the Street Address City: _____ State UT Zip: _____					
4. Signature of Organizer Signature: <i>Shawn Sims</i>					
5. Name and Address of Members and/or Managers (optional):	1. Shawn Sims		Manager		
	Name	8275 S. Eastern Ave. #200		Las Vegas	NV 89123
	Address	City	State	Zip	
2. _____		Position			
Name		Address		City	State Zip
6. Duration (optional):		<input checked="" type="checkbox"/>	The duration of the company shall be perpetual		
		<input type="checkbox"/>	The duration of the company shall be _____		
7. Purpose (optional): Telecommunications					
Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.					
Optional Inclusion of Ownership Information: This information is not required.					
Is this a female owned business?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
Is this a minority owned business?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
		If yes, please specify: <input type="text" value="Select/Type the race of the owner here"/>			

EXPEDITE

9700967  
 01/14

State of Utah  
 Department of Commerce  
 Division of Corporations and Commercial Code  
 I hereby certified that the foregoing has been filed  
 and approved on this 12 day of Feb 2016  
 in this office of this Division and hereby issued  
 This Certificate thereof.

Examiner: *VNS* Date 2-16-16



*Kathy Berg*  
 Kathy Berg  
 Division Director

FEB 12 16 AM 11:16

ADDITIONAL PROVISIONS FOR CERTIFICATE OF ORGANIZATION FOR  
XYN COMMUNICATIONS OF UTAH, LLC.

4. Name and address of Organizer:

Darin D. Honn  
Sussman Shank LLP  
1000 SW Broadway, Suite 1400  
Portland, OR 97205

8. Limitations on Liabilities of Member or Manager.

The liability of a member or manager of this Company will be eliminated or limited to the fullest extent permitted by the Utah Revised Uniform Limited Liability Company Act as the same may be amended from time to time ("Act"). If the Act is amended to authorize the further elimination or limitation of the liability of members or managers, then the liability of a member or manager of this Company will be eliminated or limited to the fullest extent permitted by the Act as so amended.

9. Indemnification.

A. This Company will indemnify to the fullest extent permitted by the Act any person who has been made, or is threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including any action, suit or proceeding by or in the right of this Company), by reason of the fact that the person is or was a member or manager of this Company, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of this Company, or serves or served at the request of this Company as a fiduciary of an employee benefit plan of another limited liability company, corporation, partnership, joint venture, trust or other enterprise. The right to and the amount of indemnification will be determined in accordance with the provisions of the Act in effect at the time of the determination.

To the fullest extent permitted by the Act, this Company must pay for or reimburse any and all reasonable expenses incurred by a member, manager, or fiduciary of this Company who is a party to a proceeding in advance of the final disposition of the proceeding.

For purposes of determining the right to any indemnification under this section, the termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that: (i) a member, manager, or fiduciary breached his/her/its duty of loyalty to this Company or its members or managers; (ii) a member, manager, or fiduciary acted or failed to act in good faith, which action or inaction involved intentional misconduct or knowing violation of law; or (iii) a member, manager, or fiduciary derived improper personal benefit from a transaction.

The right to indemnification and to the payment or reimbursement of expenses with regard to a proceeding referred to in this section is not exclusive of any other rights to which any person may be entitled or hereafter acquire under any statute, provision of the Certificate of Organization, Operating Agreement, vote by the members or managers, or otherwise, and will continue as to any person who has ceased to be a member, manager, or fiduciary of this Company, and will inure to the benefit of the heirs, executors and administrators of such person.

B. This Company may indemnify and advance expenses pursuant to this section to an employee or agent of the Company who is not a member, manager, or fiduciary to the same extent as a member, manager, or fiduciary.

C. This Company may purchase and maintain insurance on behalf of a person who is or was a manager, employee, fiduciary, or agent of the limited liability company or who, while a manager, employee, fiduciary, or agent of the limited liability company, is or was serving at the request of the limited liability company as manager, officer, partner, trustee, employee, fiduciary, or agent of any other foreign or domestic limited liability company or any corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the limited liability company would have the power to indemnify such person against such liability under the provisions of this section. Any such insurance may be procured from any insurance company designated by the members or managers of the limited liability company, whether such insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere.

EXHIBIT C

UTAH REVENUE PROJECTIONS

A	B	C	D	E	F	G	H	I	J	K	L	M	N	
1														
2														
3														
4	Interstate Minutes/month	500												
5	Calling Card Free Minutes	40												
6	Toll Free Minutes Free	100												
7														
8														
9														
10			Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12
11	Customers	6000	2000	5000	10000	15000	20000	25000	30000	35000	40000	45000	50000	55000
12														
13														
14	Revenue	\$ 29,95	\$ 69,900	\$ 149,750	\$ 299,500	\$ 449,250	\$ 599,000	\$ 748,750	\$ 898,500	\$ 1,048,250	\$ 1,198,000	\$ 1,347,750	\$ 1,497,500	\$ 1,647,250
15														
16	Cost	\$ 29,98	\$ 47,920	\$ 119,800	\$ 239,600	\$ 359,400	\$ 479,200	\$ 599,000	\$ 718,800	\$ 838,600	\$ 958,400	\$ 1,078,200	\$ 1,198,000	\$ 1,317,800
17														
18	GM													
19														
20														
21	GM	\$ 5,99	\$ 11,980	\$ 29,950	\$ 59,900	\$ 89,850	\$ 119,800	\$ 149,750	\$ 179,700	\$ 209,650	\$ 239,600	\$ 269,550	\$ 299,500	\$ 329,450
22														
23	Marketing cost	\$ 24,00	\$ 48,000	\$ 72,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000
24														
25	Billing Setup		\$ 15,000											
26														
27	Legal & Administrative		\$ 15,000	\$ 6,000	\$ 6,000	\$ 6,000	\$ 9,000	\$ 9,000	\$ 9,000	\$ 9,000	\$ 9,000	\$ 9,000	\$ 9,000	\$ 9,000
28														
29	P/L		\$ (68,020)	\$ (48,050)	\$ (88,100)	\$ (38,150)	\$ (9,200)	\$ 20,750	\$ 50,700	\$ 80,650	\$ 110,600	\$ 140,550	\$ 170,500	\$ 200,450
30														
31	Cum P/L		\$ (68,020)	\$ (114,070)	\$ (160,170)	\$ (219,320)	\$ (228,520)	\$ (207,770)	\$ (157,070)	\$ (76,420)	\$ 34,180	\$ 174,730	\$ 346,230	\$ 545,680





	A	B	AA	AB	AC	AD	AE	AF	AG	AH	AI	AJ	AK	AL
1														
2														
3														
4	Interstate Minutes/month	500												
5	Calling Card Free Minutes	40												
6	Toll Free Minutes Free	100												
7														
8														
9														
10			Month 25	Month 26	Month 27	Month 28	Month 29	Month 30	Month 31	Month 32	Month 33	Month 34	Month 35	Month 36
11	Customers	5000	120000	125000	130000	135000	140000	145000	150000	155000	160000	165000	170000	175000
12														
13														
14														
15	Revenue	\$29.95	\$ 3,594,000	\$ 3,743,750	\$ 3,893,500	\$ 4,043,250	\$ 4,193,000	\$ 4,342,750	\$ 4,492,500	\$ 4,642,250	\$ 4,792,000	\$ 4,941,750	\$ 5,091,500	\$ 5,241,250
16	Cost	\$23.96	\$ 2,875,200	\$ 2,995,000	\$ 3,114,800	\$ 3,234,600	\$ 3,354,400	\$ 3,474,200	\$ 3,594,000	\$ 3,713,800	\$ 3,833,600	\$ 3,953,400	\$ 4,073,200	\$ 4,193,000
17														
18	GM	20%												
19														
20														
21	GM	\$ 5.99	\$ 718,800	\$ 748,750	\$ 778,700	\$ 808,650	\$ 838,600	\$ 868,550	\$ 898,500	\$ 928,450	\$ 958,400	\$ 988,350	\$ 1,018,300	\$ 1,048,250
22														
23	Telemarketing cost	\$24.00	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000	\$ 120,000
24														
25	Billing Salup													
26														
27	Legal & Administrative		\$ 9,013	\$ 9,014	\$ 9,015	\$ 9,016	\$ 9,017	\$ 9,018	\$ 9,019	\$ 9,020	\$ 9,021	\$ 9,022	\$ 9,023	\$ 9,024
28														
29	P/L		\$ 589,787	\$ 619,736	\$ 649,685	\$ 679,634	\$ 709,583	\$ 739,532	\$ 769,481	\$ 799,430	\$ 829,379	\$ 859,328	\$ 889,277	\$ 919,226
30														
31	Cum P/L		\$ 5,878,899	\$ 6,498,625	\$ 7,118,310	\$ 7,738,034	\$ 8,357,758	\$ 8,977,482	\$ 9,597,206	\$ 10,216,930	\$ 10,836,654	\$ 11,456,378	\$ 12,076,102	\$ 12,695,826

EXHIBIT D  
RESUMES OF MANAGEMENT

# Mark J Bunnell

Telephone: (702) 423-4372  
Fax: (702) 446-0431

8275 S. Eastern Ave.  
Las Vegas, NV 89123

Mobile: (702) 423-4372  
mark@clearconsulting.biz

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## BUSINESS DEVELOPMENT & OPERATIONS / REGIONAL SALES MANAGEMENT

This results-driven professional has a solid career track record for successfully propelling companies through start-up ventures and high-growth cycles. Known for delivering record-breaking revenue and profit gains within highly competitive regional markets. Exceptional communicator with strong negotiation, problem resolution, and client needs assessment aptitude. Equally effective at identifying opportunities, developing focus, and providing tactical business solutions. Core strengths include:

Strategic & Tactical Planning  
New Business Development  
Sales & Marketing  
Team Building & Leadership

P&L / Financial Reporting  
Human Resources Management  
Program Development  
Contract Negotiations

Client / Vendor Relations  
High-end Technical Training  
Policy/Procedure Formulation  
Public Relations

## PROFESSIONAL EXPERIENCE & ACHIEVEMENTS

- 1/05–Present     *Chief Operations Officer, – Avalon Telecom Services, LLC*  
8275 S Eastern Ave., Suite 103 Las Vegas, NV 89123
- Launched company from startup phase to over \$10M in revenue in the first year.
  - Designed and implemented carrier class network from the ground up.
  - Grew and directed operations in 9 states with over 150 employee/contractors toward a company culture of excellence, and 99.999% network uptime.
  - Instituted a strict regulatory compliance policy that earned one of the highest audit ratings.
  - Achieved financial and regulatory milestones to become a IXC/CLEC in first year of operation.
  - Created, trained, and managed sales and technical teams
  - Implemented structured processes for the acquisition of new customers, interoperation, turn up, and billing systems.
- 4/04 – Present     *President – Clear Consulting*  
8275 S Eastern Ave, Suite 200 Las Vegas, NV 89123
- Setup and deployed sales and back office to support over 1000 agents.
  - Created and implemented marketing techniques, customer databases, and streamlined customer interaction methodologies in order to maximize customer service while minimizing time spent per customer.
  - Used problem solving ability to analyze weaknesses in industry work flow and administered paperless file sharing technology to save time, money, and file loss.
  - Added and developed new products for customer acquisitions..
  - Increased revenue from zero to 12M in first year.

5/03 - 4/04

*President - IAG Inc.*

15630 SW Beverly Beach Ct., Beaverton, OR 97006

- Co-founded company and provided all knowledge and expertise throughout the startup phase.
- Setup company, applied for all company codes, negotiated interconnection agreement with Qwest, and designed Metro Area Network.
- Oversaw the installation of TDM/VoIP Softswitch, Cisco border/core routers, and other product specific technologies.
- Designed, ordered, and tested switch operation services such as CLI codes, Point codes, SS7, E911, LIZ & Toll Trunks, Eel, UNI services, LRN#, LERG database.
- Increased revenue from \$0-\$3M through carrier to carrier sales of wholesale long distance (TDM and VoIP interfaces), CABS billing products, GIGE products.
- Customized and setup automated provisioning and trouble ticketing system from open source RT.
- Managed all aspects of the business.

6/99 - 5/03

*Vice President - Rio Communications, Inc.*

151 W. 7<sup>th</sup> Avenue, Suite 440, Eugene, OR 97401

- Increased revenue from \$200,000 to \$450,000 in first year through aggressive B to B sales.
- Raised \$4,000,000 in capital to expand business from one city to seven.
- Designed and implemented a statewide distributed switch architecture utilizing softswitch technology for delivery of TDM and VoIP products and services.
- Assisted sales team on acquisition of high profile and technologically complex customers.
- Closed all classes of services from POTS line, to optical, to carrier.
- Drove revenue to over \$9M in four years.
- Handled all contract negotiations and strategic business decisions.

9/98 - 4/99

*Vice President of Sales - ECI Communications*

555 Conger St., Eugene, OR 97401

- Added local dial tone resale products to core offerings to enhance vertical market and increase revenue on existing customers by over 40%.
- Prepared and trained sales team to sell tandem long distance and custom prepaid calling card applications.
- Expanded company's feature group D offering into 8 key markets that double revenue and prompted a lucrative purchase offer and eventual sale.

4/93 - 9/98

*Owner - Pacific Communications Services*

330 S. 43<sup>rd</sup> Place, Springfield, OR 97478

- Analyzed current network configuration and services providers, then made recommendations, to make the necessary changes to optimize network efficiencies and cut costs.
- Sold full spectrum of services. POTS, T-1, DS-3, OC-(X), Frame relay, Point-to-Point, ATM.
- Responsible for every phase of the sales cycle.
- Revenue exceeded \$2.5M as a "one man show".

**Education**

University of Oregon - Eugene, OR

Professional references available upon request.

Shawn S. Sims  
2653 Smooth Blend  
Henderson, NV 89052  
Mobile 702-423-0010  
[shawn@xyncom.com](mailto:shawn@xyncom.com)

## EXPERIENCE

XYN COMMUNICATIONS INT., INC. – Las Vegas, Nevada – Current – President and CEO

- Deployed CLEC operations in 20 States.
- Acquisition preparation for NuWave Communications and Avalon Telecom Services, LLC. (slated for 12/31/11)

Avalon Telecom Services, LLC – Las Vegas, Nevada – Current – President and CEO

- Large Wholesale Carrier focused in International Termination, Toll Free Origination and Domestic Termination.

Orinco Communications Group, Inc. dba: Fuzion Colo, Los Angeles, Ca. 2004-Current  
*CEO and President*

- Rolled Up NHICOLO and bought out other shareholders.
- Deployed 10 Gig Foundry Network

New Horizon International, Inc. dba: NHICOLO, Los Angeles, Ca. 2001 thru 2004  
*CEO and President*

- Built 12+ Gig IP and IP-6 Back Bone to provide service to post production Hollywood and Studios.
- Built world class data center with 2 X 225 KVA of UPS power and dual fed Power Grids on a dual buss Generator back up.
- Built 21 Fiber Miles of MAN network sold to *Micro Pathways, Inc.*
- Built 16 NODE Cisco 15454 Network on multi OC-48 and Gig Wave's
- Deployed Quad GSR 12012 Border Backbone

Northwest Fiber Network/Alphase Utility, Portland, Or. 2001 through 2002

*Chief Operating Officer and Senior Vice President of Strategic Development*

- Built master operations plan for gig-a-bit Ethernet deployment in MAN strategy.
- Developed strategic priorities and “needs-based” market segmentation for launch SONET and Ethernet services.
- Headed strategic marketing plan which involved affinity and event marketing for the acquisition of key buildings on the NFN network.
- Developed the Internet peering strategy that reduced Internet Protocol transport costs by 63% in three major markets.
- Build key management team that implemented the managed services like virtual local area networks and off site back up storage in redundant geographic locations.

Shawn S. Sims  
2653 Smooth Blend  
Henderson, NV 89052  
Mobile 702-423-0010  
[shawn@xyncom.com](mailto:shawn@xyncom.com)

- Prepared business plan for new enterprise and key joint ventures for access to an array of Integrated Communication Providers (ICP's) in the target market.

NuWave Communications, Inc. Hood River, Or. 1998 through 2001

*CEO and Chairman of the Board*

- Built key strategy for tier 2 CLEC in Oregon, Washington and Idaho.
- Developed "sight based" management team for operation deployment in the Northwest – This group also reviewed all joint venture and M&A activity.
- Deployed 8 Class 4/5 switches with standard and derived voice/

*President and CEO*

- Prepared business plan for the new CLEC operation.
- Raised \$5 million in seed.
- Raised \$135 million in equity in the A and B round.

*Chief Operating Officer*

- Built the leading provider of video conferencing in the Northwest with specialties in Video Arraignment and continuing Medical Education and Information.

Gorge Communications, Hood River, Or. 1996 - 1998

*President and CEO*

- Deployed Full ASCEND Network, First Product Border/Core combo in Pacific Northwest. Seven GA release for initial VoIP testing.
- Build ISDN Network for 14 local counties
- Largest 56k V.90 pool in Eastern and Central Oregon – 14,500 Subs sold to Linkport which in turn sold to Integra Telecom, Inc.
- 1,300 Hosting Customers

Triple "S" Financial, Portland, Or. 1995 - 1997

*Financial Consultant*

- Merger and Acquisition of ISP's and CLEC's
- Completed over 57 Transactions 20 months 3 of the top 7 largest ISP's