



151 Southhall Lane, Ste 450
Maitland, FL 32751
P.O. Drawer 200
Winter Park, FL 32790-0200
www.inteserra.com

January 11, 2019
Via Overnight Delivery
& E-Mail

Secretary
Utah Public Service Commission
Heber M. Wells Building
160 East 300 South, Suite 400
Salt Lake City, UT 84111

RE: Teliix, Inc. - Application For a Certificate of Public Convenience and Necessity to Provide Resold and Facilities-Based Local Exchange Services Within the State of Utah

Dear Sir or Madam:

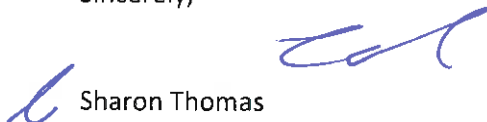
Enclosed for filing please find the original and two (2) copies of the Application for a Certificate of Public Convenience and Necessity to Provide Resold and Facilities-Based Local Exchange Telecommunications Services within the State of Utah, submitted on behalf of Teliix, Inc. A check in the amount of \$100.00 is enclosed to cover the filing fee.

Pursuant to 746-100-16, the Applicant is submitting its financial statements, which are required as Exhibit D, under seal with a request for confidential treatment. Teliix, Inc. is a privately held organization and considers its financial information of sensitive, proprietary and confidential nature. As such, Teliix, Inc.'s Income Statement and Balance Sheet are provided in separate envelopes, copied on yellow paper and marked "**CONFIDENTIAL - - SUBJECT TO UTAH PUBLIC SERVICE COMMISSION RULE 746-100-16**".

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3031 or via email to stthomas@inteserra.com. Thank you for your assistance in this matter.

Sincerely,


Sharon Thomas
Consultant

cc: David Aldworth - Teliix
Utah PSC (E-Mail)
tms: UTL1800

Enclosures
ST/gs

**BEFORE THE
UTAH PUBLIC SERVICE COMMISSION**

Application of)	
Teliix, Inc.)	
For a Certificate of Public Convenience and)	Docket No. _____
Necessity to Provide Resold and Facilities-Based)	
Local Exchange Services within the State of Utah)	

APPLICATION

Teliix, Inc. ("Teliix" or "Applicant"), by its undersigned officer and pursuant to Chapter 8b of Title 54 of the Utah Code; the Commission's Rules of Practice and Procedure, Utah Admin. Code § 746-100 et seq.; and the Federal Telecommunications Act of 1996, 47 U.S.C. § 151 et seq., hereby applies to the Utah Public Service Commission for a certificate of public convenience and necessity authorizing Applicant to operate as a provider of resold and facilities-based local exchange telecommunications services in the State of Utah. (The Company does not, however, seek authority to serve any local exchange with fewer than 5,000 access lines that is owned or controlled by an incumbent telephone corporation with fewer than 30,000 access lines in the state). In support of its application, Teliix, Inc. provides the following information:

1. General Information

A. Corporate Information

Applicant's legal name is Teliix, Inc. Applicant may be reached at its principal place of business:

Teliix, Inc.
2150 W 29th Ave, #200
Denver, CO 80211
Telephone: 303-629-8301
Facsimile: 303-629-8344
Toll Free: 888-483-5429

Teliix, Inc. was organized under the laws of the state of Colorado on October 6, 2004. A copy of Teliix, Inc.'s Articles of Incorporation and evidence of its authority to operate in Utah are provided in **Exhibit A**.

B. Contact Information

Correspondence or communications pertaining to this Application should be directed to:

Sharon Thomas, Consultant to Teliix, Inc.
Inteserra Consulting Group, Inc.
151 Southhall Lane, Suite 450
Maitland, Florida 32751
Telephone: 407-740-3031
Facsimile: 407-740-0613
E-Mail: stthomas@inteserra.com

Questions concerning the ongoing operations of Applicant following certification should be directed to:

David Aldworth, President
Teliix, Inc.
2150 W 29th Ave, #200
Denver, CO 80211
Telephone: 303-629-8301
Facsimile: 303-629-8344
Toll Free: 888-483-5429
Email: daldworth@teliix.com

Applicant's registered agent in the State of Utah is:

Corporation Service Company
15 West South Temple
Salt Lake City, Utah 84047

Customer Service Information

The Applicant's toll-free telephone number for customer inquiries, complaints and repair is 1-888-483-5429.

2. R746-349-3(A)(2) Proof of bond in the amount of \$100,000

This bond is intended to provide security for customer deposits or other liabilities to telecommunications customers of the Applicant or liabilities to the Utah Public Telecommunications Service Support Fund. Teliix does not plan to collect customer deposits or offer any prepaid services in Utah. Moreover, Teliix has adequate financial resources to cover any amounts that will be due to the Utah Public Telecommunications Service Support Fund. Teliix hereby requests a waiver of this bond requirement.

3. R746-349-3(A)(3) Construction or Acquisition of Facilities

Teliix intends to provide services by using its own switching facilities as well as leased and resold transport facilities and services from the incumbent local exchange carriers and/or other carriers with such facilities. Applicant will interconnect with CenturyLink pursuant to the terms and conditions of an interconnection agreement that will be filed with the Commission in accordance with 47 U.S.C. Section 252.

4. R746-349-3(A)(4) Services to be offered

Teliix, Inc., proposes to provide retail local exchange services to enterprise customers and wholesale local exchange services, including switched access services. It initially plans to provide services within the territory served by CenturyLink but may expand to other areas that are open to competition as it builds out its network in Utah and finds additional opportunities.

(a) R746-349-3(A)(4)(a) Classes of customers

Teliix initially proposes to offer services targeted at retail enterprise customers leveraging associations with these customers in other states where the Applicant is or will be certificated. It also proposes to provide wholesale services to other carriers.

(b) R746-349-3(A)(4)(b) Location of service

Teliix's initial focus will be in the service territory of CenturyLink. Teliix does not seek authority to serve any local exchange with fewer than 5,000 access lines that is owned or controlled by an incumbent telephone corporation with fewer than 30,000 access lines in the state

5. **R746-349-3(A)(5) Access to standard services**

Teliix will provide access to intraLATA and interLATA toll, operator services, directory assistance, directory listings, and emergency services such as 911 and E911 either through facilities-based interconnection or resale services purchased directly from the ILEC.

6. **R746-349-3(A)(6) Implementation schedule**

Teliix has no detailed timetable established for the commencement of local services, whether resold or facilities-based, in the State of Utah. The Company may begin offering service immediately upon obtaining appropriate authority.

7 **R746-349-3(A)(7) Professional experience and education of managerial personnel and personnel responsible for Utah operations**

Responsibility for Utah operations will be handled by Applicant's current management team from its headquarters in Colorado. Teliix has the managerial expertise to provide facilities-based and resold local exchange and long-distance services within the state of Utah. Teliix has an excellent senior management team, backed by experienced employees, who are competent in telephony engineering, operations and marketing. **Exhibit B** contains biographies of the senior management team of Teliix.

8. **R746-349-3(A)(8) Organization Chart**

Please see **Exhibit B** for the managerial team responsible for Utah operations.

9. **R746-349-3(A)(9) Chart of accounts**

Teliix's chart of accounts including account numbers, names, and brief descriptions is attached hereto as **Exhibit C**.

10. R746-349-3(A)(10) Financial Statements

The Applicant is providing, in **Exhibit D**, its most recent financial statements in support of Teliix, Inc.'s financial ability to provide local exchange services. Teliix is financially qualified to provide local exchange services in Utah.

(a) R746-349-3(A)(10)(a) Balance Sheet, Income Statement and Cash flow Statement

See (10) above.

(b) R746-349-3(A)(10)(b) Letter from Management

Exhibit D includes a letter from management in connection with the financial information.

(c) R746-349-3(A)(10)(c) Start-up Company

Not applicable.

(d) R746-349-3(A)(10)(d) Parent company financials

Not applicable.

11. R746-349-3(A)(11) Demonstration of Financial Capability

(a) R746-349-3(A)(11)(a) Positive net worth

The financial statements attached as **Exhibit D** demonstrate positive net worth.

(b) R746-349-3(A)(11)(b) Income and cash flow statements

The Applicant has sufficient cash flow to meet its cash needs. See **Exhibit D**.

(c) R746-349-3(A)(11)(c) Proof of bond

Not applicable. Applicant requests a waiver as the company does not solicit customer deposits or offer any prepaid telecommunications services.

12. R746-349-3(A)(12) Five-year Projection

(a) R746-349-3(A)(12)(a) Pro-forma income and cash flow statements

See **Exhibit E**.

(b) R746-349-3(A)(12)(b) Technical Description

Teliix will deploy state-of-the-art IP switching technology. It does not intend to install transmission facilities.

(c) R746-349-3(A)(12)(c) Detailed Maps of Facilities Locations

Teliix has not determined the specific locations of facilities that it may deploy in Utah.

13. R746-349-3(A)(13) Implementation schedule

The Company will enter into negotiations with CenturyLink for an interconnection/commercial agreement as soon as the Commission approves Teliix's application to operate as a local exchange telecommunications service provider in the State of Utah. The Company intends to offer service in Utah upon a valid request from Customers in its target market. (See response to 4(a) of this application for a definition of a target market customer.)

14. R746-349-3(A)(14) Technical and managerial abilities

Teliix has the managerial expertise to provide facilities-based and resold local exchange and long-distance services within the state of Utah. Teliix has an excellent senior management team, backed by experienced employees, who are competent in telephony engineering, operations and marketing.

(a) R746-349-3(A)(14)(a) Proof of Certification

Please see **Exhibit F**.

(b) R746-349-3(A)(14)(b) Experience

Please see **Exhibit B** for management biographies. Teliix has well over the required two-years of experience providing similar services to those proposed, having operated in the Colorado market since 2013.

15. R746-349-3(A)(15) Public interest

Approval of Teliix, Inc.'s Application will serve the public interest by creating greater competition in the local exchange marketplace. The public convenience and necessity, therefore, will be served by the issuance of a Certificate of Public Convenience and Necessity to Applicant authorizing it to provide the services described in this application.

16. R746-349-3(A)(16) Proof of Authority to Conduct Business in Utah

Please see **Exhibit A**.

17. R746-349-3(A)(17) Unauthorized switching, solicitation of new customers, and prevention of unauthorized switching

Teliix will comply with Utah law and the Federal Communications Commission's ("FCC's") regulations regarding how interexchange carriers may change a consumer's Primary Interchange Carrier ("PIC"). Teliix will also comply with the FCC's regulations regarding how carriers may change a consumer's primary local exchange provider.

(a) R746-349-3(A)(17)(a) Sanctions

Teliix has never had sanctions imposed against it for unauthorized switching.

(b) R746-349-3(A)(17)(b)

Not applicable.

(c) R746-349-3(A)(17)(c)

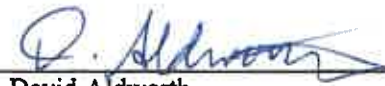
Not applicable.

18. R746-349-3(A)(18) Applicant's written policies

Applicant utilizes company sales representatives to market its services. As was detailed in 4(a) above, the company's marketing plan for Utah will be limited in nature. As such, the Company's exposure to unauthorized switching of customers is almost non-existent.

WHEREFORE, Teliix, Inc., respectfully requests that the Utah Public Service Commission issue a Certificate of Public Convenience and Necessity authorizing Teliix, Inc., to provide resold and facilities-based local exchange telecommunications services in the State of Utah.

Respectfully submitted by:



David Aldworth
President
Teliix, Inc.
2150 W 29th Ave, #200
Denver, CO 80211

Dated:

1/9/19

LIST OF EXHIBITS

EXHIBIT A Articles of Incorporation and Authority to Transact Business in Utah

EXHIBIT B Managerial and Technical Qualifications

EXHIBIT C Chart of Accounts

EXHIBIT D Financial Statements

EXHIBIT E Five-Year Projection of Expected Operations

EXHIBIT F Evidence of Certification in Other Jurisdictions

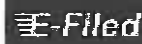
VERIFICATION

EXHIBIT A

Teliix, Inc.

Articles of Incorporation and
Authority to Transact Business in Utah

Document must be filed electronically.
Paper documents are not accepted.
Fees & forms are subject to change.
For more information or to print copies
of filed documents, visit www.sos.state.co.us.

 e-Filed

Colorado Secretary of State
Date and Time: 12/29/2017 01:10 PM
ID Number: 20041346840
Document number: 20171970474
Amount Paid: \$25.00

ABOVE SPACE FOR OFFICE USE ONLY

Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-110-107 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

1. For the entity, its ID number and entity name are

ID number 20041346840
(Colorado Secretary of State ID number)

Entity name TellAX, Inc.

2. The new entity name (if applicable) is _____.
3. The amended and restated constituent filed document is attached.
4. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.
5. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

6. The true name and mailing
address of the individual causing
the document to be delivered for
filing are

Rushton Krystal
(Last) (First) (Middle) (Suffix)
Koenig, Oelsner, Taylor, Shoenfeld
(Street name and number or Post Office Box information)
999 18th Street, Suite 1825
Denver CO 80227
(City) (State) (Postal/Zip Code)
United States
(Province - if applicable) (Country - if not US)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).



Colorado Secretary of State
Date and Time: 02/27/2018 12:21 PM
ID Number: 20041346840

Document must be filed electronically.
Paper documents are not accepted.
Fees & forms are subject to change.
For more information or to print copies
of filed documents, visit www.sos.state.co.us.

Document number: 20181173579
Amount Paid: \$10.00

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Correction
Correcting Information for Historical Purposes
filed pursuant to § 7-90-305 of the Colorado Revised Statutes (C.R.S.)

1. The entity ID number and the entity name, or, if the entity does not have an entity name, the true name are

Entity ID number 20041346840
(Colorado Secretary of State ID number)

Entity name or True name TellAX, Inc.

2. The document number of the filed document that is corrected is 20171970474

3. (The following statement is adopted by marking the box.)

☒ The information contained in the filed document identified above that is incorrect is identified in the attachment and such information, as corrected, is stated in the attachment.

4. (If applicable, adopt the following statement by marking the box and include an attachment.)

☒ This document contains additional information as provided by law.

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

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5. The true name and mailing address of the individual causing this document to be delivered for filing are

Rushton Krystal
(Last) (First) (Middle) (Suffix)
Koenig, Oelsner, Taylor, Shoenfeld
(Street number and name or Post Office Box information)
999 18th Street, Suite 1825
Denver CO 80202
(City) (State) (ZIP/Postal Code)
United States
(Province - if applicable) (Country)

(If applicable, adopt the following statement by marking the box and include an attachment.)

- ☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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**STATEMENT OF CORRECTION CORRECTING INFORMATION
FOR HISTORICAL PURPOSES**

**ATTACHMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF TELIAX, INC.**

This Attachment is to be attached to and made a part of the Amended and Restated Articles of Incorporation of TeliAx, Inc., a Colorado corporation (the “**Company**”).

* * *

Section IV.A. of the Amended and Restated Articles of Incorporation of the Company requires revision to correct an inaccuracy in the number of authorized shares and shall be replaced in its entirety as follows:

ARTICLE IV

A. The Company is authorized to issue one class of stock to be designated, “Common Stock” and the total number of shares that the Company is authorized to issue is three million (3,000,000) shares (the “**Common Stock**”). Two million (2,000,000) shares of the Common Stock are hereby designated “**Class A Common Stock**” and one million (1,000,000) shares of the Common Stock are hereby designated “**Class B Common Stock**”. The Class A Common Stock, together with the Class B Common Stock, shall be referred to as the Common Stock. The holders of the Class A Common Stock are entitled to one vote for each share of Class A Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). The Class B Common Stock shall be non-voting. The Common Stock shall have a par value of \$0.0001 per share.

* * *

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TELIAX, INC.**

David Aldworth hereby certifies that:

ONE: The original name of this company is TellAX, Inc. and the date of filing the original Articles of Incorporation of this company with the Secretary of State of the State of Colorado was October 6, 2004.

TWO: He is the duly elected and acting Chief Executive Officer of TellAX, Inc., a Colorado corporation.

THREE: The Articles of Incorporation of this company are hereby amended and restated to read as follows:

ARTICLE I

The name of this company is **TELIAX, INC.** (the "**Company**").

ARTICLE II

The address of the registered office of this Company in the State of Colorado is 8964 Fox Drive, Suite 202, Denver, CO 80260, and the name of the registered agent of this Company in the State of Colorado at such address is David Aldworth.

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the Act.

ARTICLE IV

A. The Company is authorized to issue one class of stock to be designated, "Common Stock" and the total number of shares that the Company is authorized to issue is five million (3,000,000) shares (the "**Common Stock**"). Two million (2,000,000) shares of the Common Stock are hereby designated "**Class A Common Stock**" and one million (1,000,000) shares of the Common Stock are hereby designated "**Class B Common Stock**". The Class A Common Stock, together with the Class B Common Stock, shall be referred to as the Common Stock. The holders of the Class A Common Stock are entitled to one vote for each share of Class A Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). The Class B Common Stock shall be non-voting. The Common Stock shall have a par value of \$0.0001 per share.

B. Upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Colorado (the "**Effective Time**"), each then-outstanding share of Common Stock (the "**Prior Common Stock**") shall automatically be converted into one validly issued, fully paid and non-assessable share of Class A Common Stock, without any further action

by the holder of such shares of Prior Common Stock (the “**Recapitalization**”). Each stock certificate representing shares of Prior Common Stock shall thereafter represent the number of shares of Class A Common Stock into which the shares of Prior Common Stock previously represented by such stock certificate shall have been converted into; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Prior Common Stock shall receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of the Class A Common Stock to which such person is entitled as a result of the Recapitalization based on the aggregate number of shares of Prior Common Stock held by such person.

C. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

D. At all meetings of shareholders, a majority of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum; and at any meeting at which a quorum is present the affirmative vote of a majority of the votes cast on the matter represented at such meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number is required by applicable law.

E. Any action required or permitted by Articles 101 to 117 of the Act to be taken at a meeting of the shareholders of the Company may be taken without a meeting if the shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted consent to such action in writing.

F. Notice to the shareholders of the Company of an annual meeting need not include a description of the purpose or purposes for which the meeting is called unless the Bylaws of the Company so provide.

ARTICLE V

Except as otherwise agreed in writing by the Company, no shareholder of the Company shall have any preemptive or similar right to acquire or subscribe for any additional unissued shares of stock, or other securities of any class, or rights, warrants or options to purchase stock or scrip, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

ARTICLE VI

To the fullest extent permitted by the Act, as the same exists or may hereafter be amended, a director of the Company shall not be personally liable to the Company or its shareholders for monetary damages. If the Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article by the shareholders of the Company shall be prospective only and shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification.

ARTICLE VII

The Company shall indemnify officers, directors, employees, or agents to the fullest extent provided under applicable law and the Bylaws of the Company.

ARTICLE VIII

For the management of the business and for the conduct of the affairs of the Company, and in further definition, limitation and regulation of the powers of the Company, of its directors and of its shareholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Company shall be vested in the Company's board of directors (the "**Board**"). The number of directors which shall constitute the whole Board shall be fixed by the Board in the manner provided in the Bylaws of the Company, subject to any restrictions which may be set forth in these Articles of Incorporation.

B. The Board is expressly empowered to adopt, amend, or repeal the Bylaws of the Company. The shareholders shall also have the power to adopt, amend, or repeal the Bylaws of the Company.

C. The directors of the Company need not be elected by written ballot unless the Bylaws of the Company so provide.

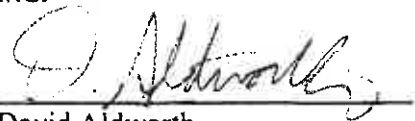
* * * *

FOUR: These Amended and Restated Articles of Incorporation have been duly approved by the Board.

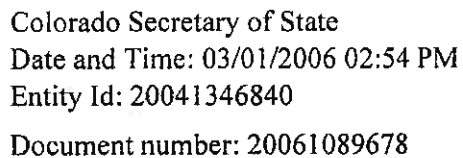
FIVE: These Amended and Restated Articles of Incorporation were approved by the holders of the requisite number of shares of said corporation in accordance with the Colorado Business Corporation Act of the State of Colorado.

IN WITNESS WHEREOF, TellAX, Inc. has caused these Amended and Restated Articles of Incorporation to be signed by its Chief Executive Officer this 29th day of December 2017.

TELLAX, INC.

Signature: 

David Aldworth
Chief Executive Officer



Paper documents must be typewritten or machine printed.

Rev. 11/15/2005

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

<u>Brewster</u>	<u>David</u>		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>4890 Riverbend Road</u>			
<small>(Street name and number or Post Office information)</small>			
<hr/>			
<u>Boulder</u>	<u>CO</u>	<u>80301</u>	
<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>	
<u>United States</u>			
<small>(Province – if applicable)</small>		<small>(Country – if not US)</small>	

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

MINUTES OF SPECIAL MEETING OF DIRECTORS of TellAX, Inc.

A special meeting of the Board of Directors of TellAX, Inc. was held at the time, date and place set forth below for purposes of adopting a resolution amending the Articles of Incorporation to include 1,000,000 Common Shares Outstanding, pursuant to C.R.S. 7-110-103.

RESOLVED, that the sole officer, director, and shareholder of TellAX, Inc., David Aldworth, hereby recommends and approves the Amendment of the Articles of Incorporation to include the following:

12. The corporation is authorized to issue 1,000,000 Shares of common stock.

I, the undersigned, being the incorporator named in the certificate of incorporation of the above corporation hereby agree and consent that the special meeting thereof be held on the date and at the time and place stated below and hereby waive all notice of such meeting and of adjournment thereof.



David Aldworth, President and Director

Place: 1050 17th St. Ste 240, Denver 80265
Date: February 21, 2006
Time: 2:38pm



Colorado Secretary of State
Date and Time: 10/06/2004 08:51 AM
Entity Id: 20041346840
Document number: 20041346840

Document Processing Fee
If document is on paper: \$50.00
If document is filed electronically: \$.99

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www.sos.state.co.us

Deliver paper documents to:
Colorado Secretary of State
Business Division
1560 Broadway, Suite 200
Denver, CO 80202-5169
Paper documents must be typed or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-102-102 of the Colorado Revised Statutes (C.R.S.)

1. Entity name:

TellAX, Inc.

(The name of a corporation must contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "lid"; if the corporation is a professional corporation, it must contain the term or abbreviation "professional corporation", "p.c.", or "pc" §7-90-601, C.R.S.)

2. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, make the applicable selection):*

- ☐ "bank" or "trust" or any derivative thereof
☐ "credit union" ☐ "savings and loan"
☐ "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

8964 Fox Drive, Suite 202

(Street name and number)

Denver

(City)

CO

(State)

80260

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

4. Principal office mailing address:
(if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

5. Registered agent: (if an individual):

Aldworth

(Last)

David

(First)

(Middle)

(Suffix)

OR (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

8964 Fox Drive, Suite 202

(Street name and number)

Denver CO 80260
(City) (State) (Postal/Zip Code)

8. Registered agent mailing address:
(if different from above)

(Street name and number or Post Office Box information)
(City) (State) (Postal/Zip Code)
(Province – if applicable) (Country – if not US)

9. If the corporation's period of duration
is less than perpetual, state the date on
which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of
incorporator(s): (if an individual):

Aldworth David
(Last) (First) (Middle) (Suffix)

OR (if a business organization):

8964 Fox Drive, Suite 202
(Street name and number or Post Office Box information)

Denver CO 80260
(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

(if an individual)

(Last) (First) (Middle) (Suffix)

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

(if an individual)

(Last) (First) (Middle) (Suffix)

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)
United States

(Province – if applicable) (Country – if not US)

(If there are more than three incorporators, mark this box ☐ and include an attachment stating the true names and mailing addresses of all additional incorporators.)

12. The corporation is authorized to issue 10,000 shares of common stock.
(number)

(Additional classes of capital stock may be authorized and additional information regarding the corporation's stock may be stated, mark this box ☐ and include an attachment stating pertinent information.)

13. Additional information may be included pursuant to §7-102-102, C.R.S. and other organic statutes such as title 12, C.R.S. If applicable, mark this box ☐ and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

14. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Aldworth David
(Last) (First) (Middle) (Suffix)
8964 Fox Drive, Suite 202
(Street name and number or Post Office Box information)
Denver CO 80260
(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.



STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS & COMMERCIAL CODE
PO BOX 146705
SALT LAKE CITY UT 84114-6705

FIRST CLASS
US POSTAGE
PAID
SLC UT
PERMIT NO. 4621

Certificate of Registration

Entity Type:	Corporation - Foreign - Profit
Entity Number:	10740437-0143
Issue Date:	March 8, 2018
Access Code #:	5905788

PRESORT AUTO

TELIAX, INC.
CORPORATION SERVICE COMPANY
15 WEST SOUTH TEMPLE STE 1701
SALT LAKE CITY UT 84101

EXU-SP1 84101



CERTIFICATE OF REGISTRATION



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

This certifies that this entity has been filed & approved and has been issued a registration number in the office of the Division and hereby issues this Certification thereof.

A handwritten signature in cursive script that reads "Kathy Berg".

KATHY BERG
Division Director

EXHIBIT B

Teliax, Inc.

Managerial and Technical Qualifications

Teliix Management Biographies

David Aldworth, Founder, President and CEO

Mr. Aldworth is currently the Chief Executive Officer of Teliix and has 14 years of hands-on engineering experience in the telecommunications industry. He holds a BS in Finance from Colorado State University. Mr. Aldworth started Teliix with the help of friends and family in 2004 and has since grown the company to several thousand retail, enterprise, and wholesale customers. Mr. Aldworth previously held positions as Marketing Director for Accelr8 Technology Corporation (NYSE: AXK) and Director of Business Development for the Colorado Office of Innovation and Technology.

Terry Ruth, Chief Financial Officer

Mr. Ruth has been with the company since April of 2008 bringing his considerable financial experience to the benefit of Teliix. Mr. Ruth previously held positions as CFO of Geneva Pharmaceuticals and handled the sale of Geneva to Sandoz in 2004. He then went on to become CFO of a division of Kodak Corporation. He holds a BA from Florida Atlantic University and an MBA from Colorado State University.

Jason Cummins, SVP of Operations

Mr. Cummins' career in telecommunications dates back to 1998. His expertise is utilized in the architecture, design, testing, implementation and day-to-day management and coordination of network elements in conjunction with existing PSTN components and networks. Mr. Cummins is specifically responsible for engineering and managing network integrity and ensuring customer satisfaction with the technical/network aspects of all services offered by Teliix. Additionally, Mr. Cummins is responsible for identifying and evaluating technology integration and implementation of all processes and procedures. He is often asked to speak to groups regarding network architecture and deployment.

Melinda Ferguson – VP Income Assurance and Carrier Relations

With over 20 years of experience in the telecommunications sector, Ms. Ferguson has supported all aspects of Teliix's business. She provides strong business analytics to enhance customer experience and vendor efficiency and creates an operational strength for Teliix and its customer base. Prior to joining Teliix, Ms. Ferguson has managed sales, product, pricing, routing, vendor management, and operations for multiple telecom companies. She holds a BBA in Management and MBA from Texas State University.

EXHIBIT C

Teliix, Inc.
Chart of Accounts

Teliix Inc Chart of Accounts

Account	Type
First Western Trust	Bank
Leap Telecom First Western Checking Account	Bank
PayPal	Bank
Wells Fargo Checking...9514	Bank
Accounts Receivable	Accounts Receivable
Allowance for Doubtful Accounts	Accounts Receivable
Intercompany Accounts Receivable The Toll Free Exchange LLC	Other Current Assets
Loan Receivable - Shareholder	Other Current Assets
Computers	Fixed Assets
Equipment	Fixed Assets
Furniture	Fixed Assets
Leasehold Improvements	Fixed Assets
Vehicles	Fixed Assets
Accumulated Depreciation	Fixed Assets
Deposit	Other Assets
Accounts Payable	Current Liabilities
American Express Credit Cards	Credit Cards
Chase CC	Credit Cards
First Western Trust Credit Card	Credit Cards
FUSF Payable	Other Current Liabilities
Federal Income Taxes Payable	Other Current Liabilities
State Income Tax Payable	Other Current Liabilities
Sales tax payable	Other Current Liabilities
K2 Capital Lease Sonus Equipment	Long Term Liabilities
Additional Paid in Capital	Equity
Retained Earnings	Equity
Net Income	Equity

EXHIBIT D

Teliax, Inc.
Financial Statements

Financials are being filed under separate cover as Confidential

CONFIDENTIAL -- SUBJECT TO UTAH PUBLIC SERVICE COMMISSION RULE 746-100-16.

January 10, 2019

Secretary
Utah Public Service Commission
Heber M. Wells Building
160 East 300 South, Suite 400
Salt Lake City, UT 84111

Re: Application of Teliix, Inc. for Authority to Provide Facilities-based and Resold Local Exchange Services

Commission Secretary:

This letter is submitted as an exhibit in accordance with R746-349-3(A)(10)(b) on behalf of Teliix, Inc. ("Teliix"), the Applicant in the above-referenced proceeding,

I am President and CEO of Teliix, and I have the requisite knowledge to make the following attestation and I am authorized to do so.

I attest to the accuracy, integrity, and objectivity of the financial information attached as Exhibit D to Teliix's Application. I also attest that the balance sheet was prepared in accordance with Generally Accepted Accounting Principles ("GAAP").

Sincerely yours,

A handwritten signature in blue ink, appearing to read "D. Aldworth", with a stylized flourish at the end.

David Aldworth
President and CEO
Teliix, Inc.

EXHIBIT E

Teliix, Inc.

Five-Year Projection of Expected Operations

The Company has a very limited target Customer market within Utah and cannot anticipate when sales will occur; therefore, it has not undertaken to develop pro-forma income and cash flow statements.

EXHIBIT F

Teliix, Inc.

Evidence of Certification in Other Jurisdictions

Teliax, Inc. Evidence of Certification in Other States

State	Docket and/or CPCN Number	Certification Date
CO	Docket No. 12A-1299T; Decision No. C13-0173	2/6/2013
FL	Docket No. 20180023-TX; Order No. PSC-2018-0157-PAA-TX Certificate No. 8918	03/21/18
MT	Undocketed	05/05/17
NV	17-11010; CPC 3045	01/19/18
WA	UT-180071	02/21/18
IL	Docket No. 18-1608	12/04/18
MA	TXI-MA-1; TXI-MA-2	09/28/18
NM	Undocketed	11/14/18
DC	Case No. TA 2018-02; Order No. 19672	09/13/18
GA	Docket No. 42117 (Local) Docket No. 42116 (IXC)	11/09/18
MD	Mail Log No. 222104; TE-12081	12/19/2018
MI	Docket No. U-20288	9/13/18; 11/08/18 (permanent license)
NJ	BPU Docket No. TE18080898	11/29/18
NY	Docket No. 18-02216	12/07/18
OH	Case No. 18-1602-TP-ACE; TRF No. 90-9434	12/04/18
TX	Docket No. 48627 (CLEC) IX180006 (IXC)	10/23/18 (CLEC) 8/23/18 (IXC)
IN	Cause No. 45157	12/05/18
MO	LA-2019-0172	12/28/2018
OR	CP 1626; Order No. 18 485	12/19/18

VERIFICATION

STATE OF COLORADO

§
§
§

COUNTY DENVER

I, David Aldworth, being first duly sworn, depose and state that I am President of Teliix, Inc., the Applicant in the subject proceeding, that I am authorized to make this verification on its behalf; that I have read the foregoing Application and exhibits and know the content thereof; that the same are true and correct to the best of my knowledge, information, and belief.

Executed on this 9 day of Jan, 2019.



David Aldworth
President
Teliix, Inc.
2150 W 29th Ave, #200
Denver, CO 80211

1/9/19

Date

Sworn and subscribed before me this 9 day of Jan, 2019.

My Commission expires 10/28/2021



Signature of official administering oath

GEORGE TYLER
NOTARY PUBLIC - STATE OF COLORADO
NOTARY ID 20134066180
MY COMMISSION EXPIRES OCT 28, 2021