

S W E N S O N  
P E T R O N I  
ATTORNEYS & COUNSELORS

60 SOUTH 600 EAST, SUITE 200  
SALT LAKE CITY, UTAH 84102

TELEPHONE: 801/596-9381  
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RECEIVED

APR 04 2001

PUBLIC SERVICE  
COMMISSION

Sent via Overnight

May 25, 2001

Kentucky Public Service Commission  
Telecommunications Division  
211 Sower Blvd.  
Frankfort, Kentucky 40602-0615

05152700 - 0510  
22251587 - 0530  
9510

Re: Custom Teleconnect, Inc. Application for Authority to Provide Interexchange and Operator Services within the State of Kentucky

Dear Sir or Madam:

Enclosed for filing please find an original and four (4) copies of the above referenced entity's application for authority to provide resold interexchange and operator service throughout Kentucky.

The Applicant's proposed interexchange tariff, Exhibits D is also enclosed herein

Please confirm receipt of the Application by returning a date-stamped copy of the initial page of the application and tariff in the enclosed, postage-prepaid envelope.

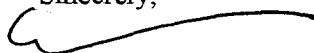
All communications regarding this Application should be directed to:

Steven E. Swenson  
Attorney for Custom Teleconnect, Inc.  
60 South 600 East, Suite 200  
Salt Lake City, Utah 84102  
(801) 596-9381  
(801) 596-9382 Fax..

If you have any questions regarding this filing, please contact me.

Thank you for your assistance.

Sincerely,



Steven E. Swenson  
Attorney for Custom Teleconnect, Inc.

**COPY**

**BEFORE THE  
PUBLIC SERVICE COMMISSION OF KENTUCKY**

**RECEIVED**

IN THE MATTER OF THE INFORMATIONAL FILING OF )  
CUSTOM TELECONNECT, INC. FOR AUTHORITY )  
TO OPERATE AS A RESELLER OF INTEREXCHANGE )  
AND OPERATOR SERVICES THROUGHOUT KENTUCKY )

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APR 04 2001

PUBLIC SERVICE  
COMMISSION

Custom Teleconnect, Inc. ("Applicant" and/or "CTI") hereby submits the following information in accordance with the provisions of Administrative Case No. 359 and 370. Applicant has also appended its proposed tariff as Exhibit D in accordance with 807 KAR 5:011.

1. The name, post address, telephone, and fax number of the applicant corporation are:

Custom Teleconnect, Inc.  
3111 S. Valley View, Suite E-120  
Las Vegas, Nevada 89102  
(702) 368-3324  
(702) 368-0363 Fax

2. A copy of the Company's Articles of Incorporation and Kentucky Certificate of Authority are attached hereto as Exhibits A and B, respectively.

3. The name, street address, telephone, and fax numbers of the responsible contact person(s) for customer complaints and regulatory issues:

Mr. David Barksdale  
CFO  
Custom Teleconnect, Inc.  
3111 S. Valley View, Suite E-120  
Las Vegas, Nevada 89102  
(702) 368-3324  
(702) 368-0363



**EXHIBIT A**

**Articles of Incorporation**

OCT 29 1993

ARTICLES OF INCORPORATION  
OF

CHERYL A. LAU SECRETARY OF STATE

CUSTOM TELECONNECT, INC.

*Cheryl Lau*  
13415-93

I, the undersigned, being the incorporator herein named, for the purpose of forming a corporation under the general corporation laws of the State of Nevada, to do business both within and without the State of Nevada, do make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true:

ARTICLE I

NAME

The name of the corporation is: CUSTOM TELECONNECT, INC.

ARTICLE II

PRINCIPAL OFFICE

Section 2.01 Principal Office. The name and address of its resident agent for service of process is W. OWEN NITZ, ESQ., NITZ & WALTON, 514 S. Third Street, Las Vegas, Nevada 89101. The location of the corporation's principal office in the State of Nevada is:

514 S. Third Street  
Las Vegas, Nevada 89101

Section 2.02 Other Offices. The corporation may also maintain offices of the transaction of any business at such other places within or without the State of Nevada as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of directors and shareholders held outside the State of Nevada with the same effect as if in the State of Nevada.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of engaging in any lawful activity, within or without the State of Nevada.

## ARTICLE IV

### SHARES OF STOCK

Section 4.01 Number and Class. The amount of the total authorized capital stock of this corporation is Twenty-five Hundred (2500) shares with no par value, designated as Common Stock. The Common Stock may be issued from time to time without action by the stockholders. The Common Stock may be issued for such consideration as may be fixed from time to time by the Board of Directors.

The Board of Directors may issue such shares of Common Stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions adopted by them.

Section 4.02. Assessment of Shares. The Common Stock of the corporation, after the amount of the subscription price has been paid, in money, property or services, as the directors shall determine, shall not be subject to assessment to pay the debts of the corporation, nor for any other purpose, and no stock issued as fully paid shall ever be assessable or assessed, and the Articles of Incorporation shall not be amended in this particular.

## ARTICLE V

### DIRECTORS

Section 5.01 Governing Board. The members of the governing board of the corporation shall be styled directors.

Section 5.02 Initial Board of Directors. The initial Board of Directors shall consist of one (1) member. The names and addresses of the initial members of the Board of Directors are as follows:

NAME	ADDRESS
Vicki Crowder	3111 S. Valley View, Suite B-101 Las Vegas, NV 89102

This individual shall serve as Director until the first annual meeting of the shareholders or until their successors shall have been elected and qualified.

Section 5.03 Change in Number of Directors. The number of directors may be increased or decreased by a duly adopted amendment to the Bylaws of the corporation.

ARTICLE VI

INCORPORATORS

The names and addresses of the Incorporators are as follows:

NAME	POST OFFICE ADDRESS
W. Owen Nitz	514 S. Third Street Las Vegas, NV 89101

ARTICLE VII

PERIOD OF DURATION

This corporation shall have perpetual existence.

ARTICLE VIII

A director or officer of the corporation shall not be personally liable to this corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, but this article shall not eliminate or limit the liability of a director or officer for (i) acts of omissions which involve intentional misconduct, fraud or a knowing violation of law or (ii) the unlawful payment of dividends. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

ARTICLE IX

INDEMNIFICATION

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such

person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any by-law, agreement, vote of stockholders, provisions of law, or otherwise, as well as their rights under this Article.

Without limiting the application of the foregoing, the Board of Directors may adopt Bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

The indemnification provided in this Article shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

#### ARTICLE X

##### AMENDMENTS

Subject at all times to the express provisions of Article SIXTH which cannot be amended, this corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or its Bylaws, in the manner now or hereafter prescribed by statute or by these Articles of Incorporation of said Bylaws, and all rights conferred upon the shareholders are granted subject to this reservation.

#### ARTICLE XI

##### POWERS OF DIRECTORS

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) Subject to the Bylaws, if any, adopted by the shareholders, to make, alter or repeal the Bylaws of the corporation;

(2) To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real and



personal property of the corporation;

(3) To authorize the guaranty by the corporation of securities, evidences of indebtedness and obligations of other persons, corporations and business entities;

(4) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve; and

(5) By resolution adopted by a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation, which, to the extent provided in the resolution or in the Bylaws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

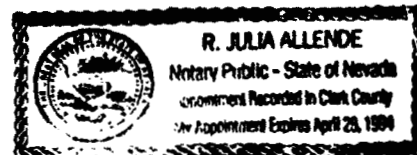
IN WITNESS WHEREOF, I have hereunto set my hands the 29th day of October, 1993, hereby declaring and certifying that the facts stated hereinabove are true.

  
\_\_\_\_\_  
W. Owen Nitz

STATE OF NEVADA)  
 )  
COUNTY OF CLARK)

On this 29th day of October, 1993, personally appeared before me, a Notary Public, in and for said County and State, W. Owen Nitz, who acknowledged that he executed the above instrument.

  
\_\_\_\_\_  
NOTARY PUBLIC



RECEIVED

OCT 29 1993

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Secretary of State

**EXHIBIT B**

**Kentucky Certificate of Authority**

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE

0512543.09



John Y. Brown III  
Secretary of State  
Received and Filed  
03/19/2001 11:06 AM  
Fee Receipt: \$90.00

APPLICATION FOR CERTIFICATE OF AUTHORITY

dday - P101

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and for that purpose submits the following statements:

1. The corporation is  a business corporation (KRS 271B).  a nonprofit corporation (KRS 273).  
 a professional service corporation (KRS 274).

2. The name of the corporation is CUSTOM TELECONNECT, INC.

3. The name of the corporation to be used in Kentucky is CUSTOM TELECONNECT, INC.  
(If "real name" is unavailable for use)

4. NEVADA is the state or country under whose law the corporation is incorporated.

5. 10/29/1993 is the date of incorporation and the period of duration is PERPETUAL

6. The street address of the corporation's principal office is 3111 S. VALLEY VIEW, SUITE E-120, LAS VEGAS, NEVADA 89102

7. The street address of the corporation's registered office in Kentucky is 421 West Main Street, Frankfort, Kentucky 40601

and the name of the registered agent at that office is Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company

8. The names and usual business addresses of the corporation's current officers and directors are as follows  
President VICKI CROWDER, PRES. 3111 S. VALLEY VIEW, SUITE E-120, LAS VEGAS, NV 89102  
See attached officers/directors rider

Vice President

Secretary ED CRISPELL, SECRETARY, 2234 Lucern Dr, Henderson, NV 89014

Treasurer

Directors VICKI CROWDER, PRES/DIRECTOR, 3111 S. VALLEY VIEW, SUITE E-120, LAS VEGAS, NV 89102  
See attached officers/directors rider

ED CRISPELL, DIRECTOR, 2234 Lucern Dr, Henderson, NV 89014  
(Attach a continuation sheet, if necessary)

9. If a professional service corporation, all the individual shareholders, not less than one half of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. A certificate of existence duly authenticated by the Secretary of State accompanies this application

11. This application will be effective upon filing, unless a delayed effective date and/or time is specified: \_\_\_\_\_  
(Delayed effective date and/or time)

Vicki Crowder X  
VICKI CROWDER, PRESIDENT  
Type or Print Name & Title  
Date: 3/8, 20 01

Corporation Service Company d/b/a  
CSC-Lawyers Incorporating Service Company consent to serve as the registered agent on behalf of the corporation.  
Type or Print Name of registered agent

Nandiah Hoang  
Signature of Registered Agent  
Nandiah Hoang  
Type or Print Name & Title

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CUSTOM TELECONNECT, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 29, 1993, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on March 9, 2001.



*Dean Heller*

Secretary of State

By

*Joann Carson*

Certification Clerk

**EXHIBIT C**

Notarized Statement


AFFIDAVIT

I, Steven E. Swenson, Attorney of Custom Teleconnect, Inc. do hereby certify that: (1) the Company has not provided or collected for intrastate service in Kentucky prior to filing of this application and tariff; and (2) the utility does seek to provide operator assisted service to traffic aggregators but that in so doing Applicant is complying with the Commission's mandates in Administrative Code No. 330

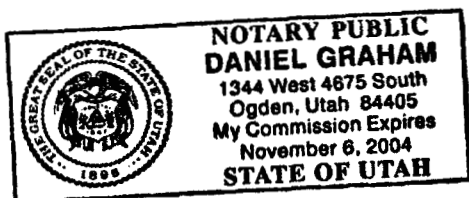


Steven E. Swenson  
Custom Teleconnect, Inc.

Sworn to and subscribed before me  
this 3rd day of April 2001.

  
Notary Public

My Commission Expires: Nov 6, 2004



**EXHIBIT D**

**PROPOSED INTEREXCHANGE TARIFF**