

# BARTON, HALL & SCHNIEDERS, P.C.

ATTORNEYS AT LAW

L. CLAY BARTON  
JAMES R. HALL  
ROBERT H. SCHNIEDERS\*  
August 7, 2000

1117 SOUTH BROADWAY  
POST OFFICE BOX 110  
OAK GROVE, MISSOURI 64075-0110  
(816) 690-4111  
TELECOPIER (816) 625-7204

\*Admitted in Missouri and Kansas

FILE NO.

RE: Velocity Networks of Kentucky, Inc.  
Notice of Intent to Provide DSL Service

Ms. Helen C. Helton  
Executive Director  
Kentucky Public Service Commission  
P.O. Box 615  
Frankfort, Kentucky 40602-0615

05052110-0510  
Pending

AUG 16 1999

Dear Ms. Helton:

Velocity Networks of Kentucky, Inc. ("Velocity" or the "company") hereby provides thirty (30) days notice of intent to provide intrastate services as a competitive local exchange carrier on a facilities based and resale basis in the Commonwealth of Kentucky.

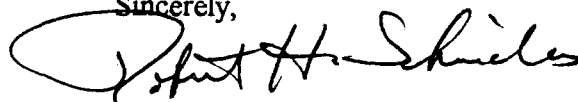
Velocity Networks of Kentucky, Inc. provides the following information:

- (1) The company's name and address: Velocity Networks of Kentucky, Inc., 186 N. Main Street, P.O. Box 263, Russellville, Kentucky 42276.
- (2) Velocity's Articles of Incorporation are attached hereto as Exhibit "A".
- (3) Velocity's contact person for customer complaints and regulatory issues is: David Edwards, 3720 Arrowhead Ave., Suite 200, Independence, Missouri 64057. Telephone: (816) 795-8100; Fax: (816) 795-1109.
- (4) As evidenced by the notarized statement attached as Exhibit "B", Velocity has not provided or collected for intrastate service in Kentucky prior to filing this notice of intent.
- (5) Velocity does not seek to provide operator assisted services to traffic aggregators, as that term is defined as Administrative Case No. 330. Velocity has attached as Exhibit "C", its proposed tariff for local telecommunications services in Kentucky.

PAGE TWO  
August 7, 2000

If you have any questions concerning this company's notice of intent or proposed tariff, please contact me or contact David Edwards at the address or telephone number listed in Paragraph 3 above.

Sincerely,

A handwritten signature in cursive script, appearing to read "Robert H. Schnieders". The signature is written in black ink and is positioned above the printed name.

Robert H. Schnieders

RHS:pjr  
enclosures

**EXHIBIT A**

0499233.09

ARTICLES OF INCORPORATION  
OF  
VELOCITY NETWORKS OF KENTUCKY, INC.

John Y. Brown III  
Secretary of State  
Received and Filed  
08/09/2000 03:43 PM  
Fee Receipt: \$50.00  
agency - PA01

HONORABLE JOHN Y. BROWN III  
SECRETARY OF STATE  
STATE OF KENTUCKY  
700 CAPITOL AVENUE  
FRANKFORT, KENTUCKY 40602

The undersigned natural persons of the age of eighteen years or more, for the purpose of forming a corporation under The General and Business Corporation Laws of Kentucky, adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is: VELOCITY NETWORKS OF KENTUCKY, INC.

ARTICLE TWO

The address, including street and number, if any, of the corporation's initial registered office in this state is: 186 N. Main Street, P.O. Box 263, Russellville, Kentucky 42276, and the name of its initial agent at such address is: Gene Hargis.

ARTICLE THREE

The aggregate number of shares which the corporation shall have authority to issue shall be 1,000 shares of common stock, having no par value.

None of the shares of capital stock of the corporation shall carry with them preemptive rights.

ARTICLE FOUR

The name and place of residence of each incorporator is as follows:

<u>NAME</u>	<u>STREET</u>	<u>CITY</u>
Gene Hargis	186 N. Main St.	Russellville, KY 42276

ARTICLE FIVE

The number of directors to constitute the first Board of Directors and to be elected at the first meeting of the stockholders shall be two (2).

Directors shall not be elected by cumulative voting.

ARTICLE SIX

The duration of the corporation is perpetual.

ARTICLE SEVEN

The corporation is formed for the following purposes:

- (a) To provide telecommunication service.
- (b) To engage in any lawful act or activity for which corporations may be organized under The General and Business Corporation Law of Kentucky.

ARTICLE EIGHT

(a) Except as may be otherwise specifically provided by (i) statute, (ii) the articles of incorporation of the corporation as from time to time amended or (iii) bylaw provisions adopted from time to time by the shareholders of the corporation, all powers of management, direction and control of the corporation shall be and hereby are vested in the Board of Directors.

(b) The Bylaws of this corporation may be amended, altered or from time to time repealed by the Board of Directors.

(c) The corporation in its bylaws may agree to the terms and conditions upon which any director or officer accepts his office or position and similarly in such manner may agree to indemnify and protect each and all of such persons against all costs and expenses reasonably incurred by any or all of them, and all liability imposed or threatened to be imposed upon any or all of them, by reason of or arising out of their or any of them being or having been a director or officer of the corporation; but any such bylaw provisions shall not be exclusive of any other right or rights of any

such director or officer to be indemnified and protected against such costs and liabilities which he may otherwise possess.

(d) The private property of the shareholders of this corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

(e) Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this corporation, does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Kentucky or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons in any way; and that the corporation reserves the right to transact any business of the corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

#### ARTICLE NINE

No contract or other transaction between this corporation or any other firm or corporation shall be affected or invalidated by reason of the fact that any of the directors or officers of this corporation are interested in or are members, shareholders, directors or officers of such other firm or corporation; and any director or officer of this corporation may be a party to or may be interested in any contract or transaction of this corporation or in which the corporation is interested, and no such contract shall be affected or invalidated thereby; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from such contracting with this corporation for the benefit of himself or any person, firm, association or corporation in which he may in any wise be interested.

## ARTICLE TEN

The shareholders and directors shall have power to hold their meetings, if the bylaws so provide, and to keep the books (except the original books required to be kept in the State of Kentucky, pursuant to the laws thereof) outside of the State of Kentucky, and to have one or more offices, within or without the State of Kentucky, at such places as may be from time to time designated in the bylaws or by resolution of the shareholders or directors.

## ARTICLE ELEVEN

This corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of Kentucky, and all rights and powers conferred herein are granted subject to this reservation; and in particular, the corporation reserves the right and privilege to amend its Articles of Incorporation from time to time so as to authorize other or additional classes of shares of stock, to increase or decrease the number of shares of stock of any class now or hereafter authorized, and to vary the preferences, qualifications, limitations, restrictions and the special or relative rights or other characteristics in respect of the shares of each class, in the manner and upon such minimum vote of the shareholders entitled to vote thereon as may at the time be prescribed or permitted by the laws of Kentucky, or upon such larger vote as may be required by the Articles of Incorporation of this corporation, and to accept and avail itself of, or subject itself to, the provisions of any statutes of Kentucky hereafter enacted pertaining to general and business corporations and to exercise all the rights, powers and privileges conferred upon corporations organized thereunder or accepting the provisions thereof and assume the obligations and duties imposed therein, upon the favorable vote of the shareholders of a majority of the shares of stock entitled to vote thereon.

## ARTICLE TWELVE

No holder of common shares of this corporation shall be entitled to subscribe for, purchase, or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debentures or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such

consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.

IN WITNESS WHEREOF, we have hereunto set our hands this 9<sup>th</sup>  
day of August, 2000.

Gene Hargis  
GENE HARGIS

STATE OF KENTUCKY            )  
  ) SS:  
COUNTY OF Franklin        )

I, the undersigned, a Notary Public, do hereby certify that on the 9<sup>th</sup> day of August, 2000, personally appeared before me Gene Hargis, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements contained therein are true.

Deborah L. Long  
Notary Public

My Commission Expires:

9-27-00



**EXHIBIT B**

**AFFIDAVIT**

STATE OF MISSOURI     )  
                                  ) ss.  
COUNTY OF JACKSON    )

I, David Edwards, after being duly sworn upon my oath, do state and aver as follows:

1. I am the President of Velocity Networks of Kentucky, Inc.
2. Velocity Networks of Kentucky, Inc. has not provided or collected for intrastate service in Kentucky prior to filing the notice of intent and tariff which are included with this Affidavit.

*David Edwards*  
David Edwards

Subscribed and sworn to before me this 7<sup>th</sup> day of August, 2000.

*Keipi A Bailey*  
Notary Public

My Commission Expires:  
Notary Public-Notary Seal  
State of Missouri  
Jackson County, MO  
My Commission Expires Sept. 14, 2003

**EXHIBIT C**