

COPY

Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY

IN THE MATTER OF THE §
INFORMATIONAL FILING OF §
AFFORDAPHONE, INC. FOR §
AUTHORITY TO OPERATE AS A §
RESELLER OF INTEREXCHANGE §
AND LOCAL EXCHANGE TELEPHONE §
SERVICE THROUGHOUT KENTUCKY §

No. _____

05163100-0510 (Active)
22251631-0505 (Pend)
9500

Affordaphone, Inc. hereby submits the following information in accordance with the provisions of Administrative Case No. 359 and its proposed tariffs in accordance with 807 KAR 5:001.

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

Affordaphone, Inc.
Mr. Craig Bolin
P. O. Box 1220
Bridgeport, Texas 76426
(800) 659-3456
(800) 975-8703/fax

2. A copy of the Company's Articles of Incorporation and Kentucky Certificate of Authority attached hereto as Exhibit A and B.

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

Customer Service Contact:

Joyce James, Supervisor
Affordaphone, Inc.
P. O. Box 1220
Bridgeport, Texas 76426
(800) 659-3456
(800) 975-8703/fax

Regulatory Contact:

Karen Adams
Affordaphone, Inc.
P. O. Box 1220
Bridgeport, Texas 76426
(800) 659-3456
(800) 975-8703/fax

4. A notarized statement that the company has not provided or collected for intrastate service in Kentucky prior to filing its tariff is attached as Exhibit C.
5. The Company does not seek authority to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. The Company's proposed tariff is attached as Exhibits D.
7. A sample Company bill is attached as Exhibit E.

WHEREFORE, Affordaphone, Inc. requests that the Public Service Commission of the Commonwealth of Kentucky grant authority to engage in the resale of local exchange and interexchange telecommunications services to the public in accordance with applicable laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this the 2nd day of April, 2002.

Affordaphone, Inc.



Mark Foster
Foster & Malish, L.L.P.
1403 West Sixth Street
Austin, Texas 78703
(512) 476-8591
(512) 477-8657/fax

EXHIBIT A
Articles of Incorporation



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

AFFORDAPHONE, INC.
CHARTER NUMBER 01624226

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED APR. 13, 2001

EFFECTIVE APR. 13, 2001



Henry Cuellar

Henry Cuellar, Secretary of State

FILED
In the Office of the
Secretary of State of Texas

APR 13 2001

**ARTICLES OF INCORPORATION
OF
AFFORDAPHONE, INC.**

Corporations Section

I, the undersigned, a natural person of the age of eighteen years or more acting as the incorporator of a corporation (hereinafter called the "Corporation") under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE ONE: NAME

The name of the Corporation is Affordaphone, Inc.

ARTICLE TWO: DURATION

The period of duration of the Corporation is perpetual.

ARTICLE THREE: PURPOSE

The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful businesses for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR: CAPITAL STOCK

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is 3,000,000, par value \$0.001 per share, designated Common Stock. Each share of such Common Stock shall have identical rights and privileges in every respect.

ARTICLE FIVE: PREEMPTIVE RIGHTS DENIED

No holder of any shares of capital stock of the Corporation, whether now or hereafter authorized, shall, as such holder, have any preemptive or preferential right to receive, purchase, or subscribe to (a) any additional, unissued, or treasury shares of any class of stock (whether now or hereafter authorized) of the Corporation, (b) any obligations, evidences of indebtedness, or other securities of the Corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, acquire, purchase, or subscribe to, any such additional, unissued, or treasury shares, (c) any right of subscription to or to receive, or any warrant or option for the purchase of, any of the foregoing securities, or (d) any other securities that may be issued or sold by the Corporation.

ARTICLE SIX: COMMENCING BUSINESS

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00.

ARTICLE SEVEN: CUMULATIVE VOTING DENIED

Cumulative voting for the election of directors is expressly denied and prohibited.

ARTICLE EIGHT: INDEMNIFICATION

The Corporation shall have the power and authority to indemnify any person to the fullest extent permitted by law.

ARTICLE NINE: VOTING REQUIREMENTS

Any action of the Corporation that, under the provisions of the Texas Business Corporation Act or any other applicable law, is required to be authorized or approved by the holders of any specified fraction that is in excess of one-half or any specified percentage that is in excess of fifty percent of the outstanding shares (or of any class or series thereof) of the Corporation shall, notwithstanding any law, be deemed effectively and properly authorized or approved if authorized or approved by the vote of the holders of more than fifty percent of the outstanding shares entitled to vote thereon (or, if the holders of any class or series of the Corporation's shares shall be entitled by the Texas Business Corporation Act or any other applicable law to vote thereon separately as a class, by the vote of the holders of more than fifty percent of the outstanding shares of each such class or series). Without limiting the generality of the foregoing, the foregoing provisions of this Article shall be applicable to any required shareholder authorization or approval of: (a) any amendment to these Articles of Incorporation; (b) any plan of merger, share exchange, or reorganization involving the Corporation; (c) any sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the Corporation; and (d) any voluntary dissolution of the Corporation.

Directors of the Corporation shall be elected by a plurality of the votes cast by the holders of shares entitled to vote in the election of directors of the Corporation at a meeting of shareholders at which a quorum is present.

Except as otherwise provided in this Article or as otherwise required by the Texas Business Corporation Act or other applicable law, with respect to any matter, the affirmative vote of the holders of a majority of the Corporation's shares entitled to vote on and that voted for or against or expressly abstained with respect to that matter at a meeting of shareholders at which a quorum is present shall be the act of the shareholders.

Nothing contained in this Article is intended to require shareholder authorization or approval of any action of the Corporation whatsoever unless such approval is specifically required by the other provisions of these Articles of Incorporation, the bylaws of the Corporation, or the Texas Business Corporation Act or other applicable law.

ARTICLE TEN: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1510 South FM 51, Decatur, Texas, 76234, and the name of the Corporation's initial registered agent at such address is Michael Mendyk.

ARTICLE ELEVEN: INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2) and the name and address of each person who is to serve as director until the first annual meeting of shareholders and until such director's successor is elected and qualified or, if earlier, until such director's death, resignation, or removal as director, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Terry McBride	1510 South FM 51 Decatur, Texas 76234
Michael Mendyk	1510 South FM 51 Decatur, Texas 76234

ARTICLE TWELVE: LIMITATION OF LIABILITY

To the fullest extent permitted by applicable law, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (i) a breach of the director's duty of loyalty to the Corporation or its shareholders;
- (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute.

Any repeal or amendment of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, a director shall not be liable to the Corporation or its shareholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Texas Miscellaneous Corporation Laws Act or the Texas Business Corporation Act.

ARTICLE THIRTEEN: WRITTEN CONSENTS

Any action that may be taken, or that is required by law or the Articles of Incorporation or bylaws of the Corporation to be taken, at any annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE FOURTEEN: ELECTION NOT TO BE GOVERNED BY BUSINESS COMBINATION LAW

Pursuant to Article 13.04 of the Texas Business Corporation Act, the Corporation expressly elects not to be governed by the Business Combination Law, Part 13 of the Texas Business Corporation Act.

ARTICLE FIFTEEN: INCORPORATOR

The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mark A. Girtz	1445 Ross Avenue Suite 4000 Dallas, Texas 75202

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of April, 2001.



Mark A. Girtz

EXHIBIT B
Kentucky Certificate of Authority

COMMONWEALTH OF KENTUCKY
 JOHN Y. BROWN III
 SECRETARY OF STATE



0530729.09
 John Y. Brown III
 Secretary of State
 Received and Filed
 02/08/2002 10:19 AM
 Fee Receipt: \$90.00

PBlevins
 P101

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

- The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).
- The name of the corporation is
Affordaphone, Inc.
- The name of the corporation to be used in Kentucky is
(If "real name" is unavailable for use)
- Texas is the state or country under whose law the corporation is incorporated.
- 4/13/01 is the date of incorporation and the period of duration is perpetual.
- The street address of the corporation's principal office is
1510 S FM 51, Decatur, Texas 76234-2424
Street City State Zip Code
- The street address of the corporation's registered office in Kentucky is
Kentucky Home Life Building, Louisville, Kentucky 40202
Street City State Zip Code
 and the name of the registered agent at that office is
CT Corporation System
- The names and usual business addresses of the corporation's current officers and directors are, as follows:

President	<u>Craig Bolin</u>	<u>P.O. Box 297, Chico, Texas 76431</u>
Vice President	<u>Terry McBride</u>	<u>#6 London Lane, Breckenridge, TX 76424</u>
Secretary	<u>Michael McBride</u>	<u>P.O. Box 68, Boyd, Texas 76023</u>
Treasurer	<u>Michael McBride</u>	<u>P.O. Box 68, Boyd, Texas 76023</u>
Directors	<u>Craig Bolin</u>	<u>Terry McBride</u>
	<u>Michael McBride</u>	<u>Virgil Moore</u>

(Attach a continuation sheet, if necessary)
- 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.
- A certificate of existence duly authenticated by the Secretary of State accompanies this application.
- This application will be effective upon filing, unless a delayed effective date and/or time is specified: _____
(Delayed effective date and/or time)

Craig Bolin
Signature

Craig Bolin, President
Type or Print Name & Title

Date: 1-24-02, 2002

CT Corporation System
Type or print name of registered agent

consent to serve as the registered agent on behalf of the corporation.

Howard L. Veltz
Signature of Registered Agent

Howard L. Veltz, Ass't Secy
Type or Print Name & Title

EXHIBIT C
Notarized Statement

VERIFICATION OF APPLICANT

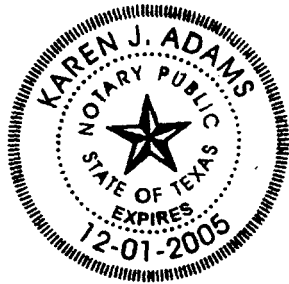
STATE OF TEXAS §
 §
COUNTY OF Wise §

I, Craig Bolin, being first duly sworn, state that I am the President of Affordaphone, Inc., the Applicant herein; that I have reviewed the matters set forth in the Application and Exhibits and the statements contained herein are true to the best of my knowledge, except as to those matters which are stated on information or belief, and as to those matters I believe them to be true.

AFFORDAPHONE, INC.

Craig Bolin
Craig Bolin, President

Sworn to and subscribed before me this the 28th day of March, 2002.



Karen J. Adams
Notary Public for the State of Texas

My Commission Expires: 12-01-05

EXHIBIT D
Proposed Interexchange Tariff

KENTUCKY TELECOMMUNICATIONS TARIFF

Affordaphone, Inc.

P. O. Box 1220
Bridgeport, Texas 76426

This tariff contains the descriptions, regulations, and rates applicable to the resale local telecommunications services offered by Affordaphone, Inc. (Affordaphone) within the State of Kentucky. The Company has principal offices at 1703 16th Street, Bridgeport, Texas 76426, telephone number (940) 683-1853. This tariff is on file with the Kentucky Corporation Commission ("Commission"). Copies may be inspected during business hours at the Company's principal place of business.