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BEFORE THE ARIZONA CORPORATION COMMISSION

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Chairman

Arizona Corporation Commission

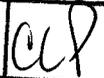
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AZ CORP COMMISSION
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Commissioner

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IN THE MATTER OF THE APPLICATION OF
WESTERN CLEC CORPORATION, FORMERLY
KNOWN AS ECLIPSE COMMUNICATIONS
CORPORATION, FOR A CERTIFICATE OF
CONVENIENCE AND NECESSITY TO PROVIDE
COMPETITIVE INTRASTATE LONG DISTANCE
TELECOMMUNICATIONS SERVICES AS A
RESELLER, COMPETITIVE LOCAL EXCHANGE
SERVICES AS A RESELLER, AND FACILITIES-
BASED LOCAL EXCHANGE SERVICES AND
INTRASTATE LONG DISTANCE TELECOM-
MUNICATIONS SERVICES IN THE STATE OF
ARIZONA

Docket No. T-03590A-98-0364

NOTICE OF FILING REGIS-
TRATION OF WESTERN
CLEC CORPORATION TO
TRANSACTION BUSINESS AS A
FOREIGN CORPORATION IN
THE STATE OF ARIZONA

Notice is hereby given that on October 18, 2000, the application of Western CLEC Corporation, formerly known as Eclipse Communications Corporation, to transact business as a foreign corporation in the State of Arizona was filed and approved. A file-stamped copy of Western CLEC Corporation's Application for Authority to Transact Business in Arizona is attached hereto.

RESPECTFULLY submitted this 22nd day of November, 2000.

SNELL & WILMER



Jeffrey W. Crockett, Esq.
One Arizona Center
Phoenix, Arizona 85004-2202
Attorneys for Western CLEC Corporation

Snell & Wilmer

LLP
LAW OFFICES
One Arizona Center, 400 E. Van Buren
Phoenix, Arizona 85004-2202
(602) 382-6000

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1 ORIGINAL AND TEN (10) copies
2 filed this 22nd day of November, 2000,
with Docket Control.

3 COPIES mailed this 22nd day
4 of November, 2000, to:

5 Lyn Farmer, Chief Counsel
6 Legal Division
7 ARIZONA CORPORATION COMMISSION
8 1200 West Washington Street
9 Phoenix, Arizona 85007

10 Deborah Scott, Director
11 Utilities Division
12 ARIZONA CORPORATION COMMISSION
13 1200 West Washington Street
14 Phoenix, Arizona 85007

15 Timothy Berg, Esq.
16 FENNEMORE CRAIG, P.C.
17 3003 North Central Avenue
18 Suite 2600
19 Phoenix, Arizona 85012
20 Attorneys for Qwest Communications

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AZ. CORP. COMMISSION
DELIVERED

OCT 18 2000 APPLICATION FOR AUTHORITY
TO TRANACT BUSINESS

FILED BY Jeri Little IN ARIZONA
TERM _____
DATE 10/18/2000 F-0966438-2

DO NOT PUBLISH
THIS SECTION

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent address cannot be a P.O. Box. It must be a physical address in Arizona. Include City, State and Zip code

The name of the corporation is: Western CLEC Corporation
A(n) Delaware Corporation
(State, Province or Country)

We are a foreign corporation applying for authority to transact business in the state of Arizona.

____ We are a foreign corporation currently authorized to transact business in Arizona and we have changed the following in our domicile jurisdiction:

- Our actual corporate name (or the name under which we originally obtained authority in Arizona).
- The period of our duration.
- The state, province or country of our incorporation.

1. The exact name of the foreign corporation is:

Western CLEC Corporation

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

(FN)

2. The name of the state, province or country in which the foreign corporation is incorporated is:

Delaware

3. The foreign corporation was incorporated on the 4th day of November

1992 and the period of its duration is: perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

2711 Centerville Road, Suite 400

Wilmington, DE 19808

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

Corporation Service Company

3636 North Central Avenue

Phoenix, Arizona 85012

DO NOT PUBLISH THIS SECTION

5.b. Indicate to which address the Annual Report should be mailed.

6. If the purpose of your corporation has any limitations with regard to this section, so indicate. If not, state no limitations.

5.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 or 5a _____

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

none

7. The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name:
Address:
City, State, Zip:

See attached list [title]

Name:
Address:
City, State, Zip:

_____ [title]

Name:
Address:
City, State, Zip:

_____ [title]

8. The total number of authorized shares cannot be "zero" or "NA". Include authorized, not issued shares in this section.

8. The foreign corporation is authorized to issue 3,000 shares, itemized as follows: (Attach additional sheets if necessary.)

3,000 shares of common [class or series] stock at

X no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at

_____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at

_____ no par value or par value of \$ _____ per share.

DO NOT PUBLISH THIS SECTION

9. The total number of issued shares cannot be "N/A".

The Application must be accompanied by the following: A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

Attach a certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws we are incorporated.

The agent may consent to the appointment by either executing the consent, attaching a cover letter, or if paying by check, executing the check.

CF:0024
Rev. 10/99

9. The foreign corporation has issued 3,000 shares, itemized as follows:

3,000 shares of common [class or series] stock at
X no par value or par value of \$ _____ per share.
_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.
_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

wireless telecommunications

DATED this 3rd day of October 2000
Western CLEC Corporation

[Name of Corporation]
Executed by Angela R. Morrill
Angela R. Morrill, Assistant Secretary
[print name] [title]
PHONE (425) 586-8700 FAX (425) 586-8079
[optional] [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 10th day of October 2000

Corporation Service Company
By: Bobbie Hall
Signature
Bobbie Hall, Asst. VP
[Print Name]

WESTERN CLEC CORPORATION**OFFICERS AND DIRECTORS**

John W. Stanton
Chairman and Chief Executive Officer

3650 131st Avenue SE, Suite 400
Bellevue, WA 98006

Mikal J. Thomsen
President and Chief Operating Officer

3650 131st Avenue SE, Suite 400
Bellevue, WA 98006

Donald Guthrie
Director, Vice Chairman

3650 131st Avenue SE, Suite 400
Bellevue, WA 98006

Theresa E. Gillespie
Director, Executive Vice President

3650 131st Avenue SE, Suite 400
Bellevue, WA 98006

Jeffrey A. Christianson
Senior Vice President, General Counsel
and Secretary

3650 131st Avenue SE, Suite 400
Bellevue, WA 98006

H. Stephen Burdette
Senior Vice President

3650 131st Avenue SE, Suite 400
Bellevue, WA 98006

Thorpe "Chip" Kelly
Senior Vice President

3650 131st Avenue SE, Suite 400
Bellevue, WA 98006

Eric Baker
Vice President and Assistant Secretary

3650 131st Avenue SE, Suite 400
Bellevue, WA 98006

Scott Soley
Chief Accounting Officer

3650 131st Avenue SE, Suite 400
Bellevue, WA 98006

Angela R. Morrill
Assistant Secretary

3650 131st Avenue SE, Suite 400
Bellevue, WA 98006

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

Western CLEC Corporation
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

- 1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
- 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
- 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate, wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

- 1. Full name, prior name(s) and aliases, if used.
- 2. Full birth name.
- 3. Present home address.
- 4. Prior addresses (for immediate preceding 7-year period).
- 5. Date and location of birth.
- 6. Social Security number.
- 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- 1. Name and address of the corporation.
- 2. Full name (including aliases) and address of each person involved.
- 3. State(s) in which the corporation:
 - (a) Was incorporated. (b) Has transacted business.
- 4. Dates of corporate operation.
- 5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is 12/31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Angela R. Morrill BY _____

PRINT NAME Angela R. Morrill PRINT NAME _____

TITLE Asst. Secretary DATE _____ TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.