

**NEW APPLICATION**

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**0000074332**

**ORIGINAL**

**Arizona Corporation Commission  
DOCKETED**

**JUL - 3 2007**

July 2, 2007

DOCKETED BY 

VIA FEDERAL EXPRESS

Docket Control  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007

Re: North County Communications Corporation

Dear Sir/Madam: **T-03335A-07-0410**

Enclosed please find an original and thirteen (13) copies of North County Communications Corporation's license transfer request and supporting documents.

Should you have any questions or require further information, please contact me or David Klein at (212) 935-6020.

Sincerely,

Sara Rothermel

Encs.

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**KLEIN ZELMAN ROTHERMEL LLP**  
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Docket Control  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007

Re: North County Communications Corporation

Dear Sir/Madam:

North County Communications Corporation (hereinafter "North County") and North County Communications Corporation of Arizona (hereinafter "North County Arizona") by and through their representative, Klein Zelman Rothermel LLP, hereby request that the Arizona Corporation Commission (hereinafter "Commission") approve the transfer of control of facilities-based and resold local exchange and inter/intraLATA telecommunications authorizations held by North County, as granted by the Commission on December 14, 1999, in Decision No. 62128, Docket No. U-03335A-97-0119, to North County Arizona. As of June 8, 2007, the telecommunications license assets of North County were transferred to North County Arizona, and previous to that date, North County was operational in the State of Arizona. In furtherance of the requested transfer, the parties provide the following information:

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July 2, 2007  
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**I. THE PARTIES**

**A. North County Communications Corporation**

North County was incorporated under the laws of the State of California on September 26, 1990. The principal business office of North County is located at 3802 Rosecrans Street, Suite 485, San Diego, California 92110. North County is licensed as a facilities-based provider of resold local exchange and inter/intraLATA telecommunications services in the State of Arizona. North County was granted a Certificate of Public Convenience and Necessity by Commission Decision No. 62128, Docket No. U-03335A-97-0119, on December 14, 1999. North County is presently providing services in the State of Arizona. North County is certified to provide telecommunications services in 14 other states of the Union.

**B. North County Communications Corporation of Arizona**

North County Arizona is a California Corporation with its principal business office located at 3802 Rosecrans Street, Suite 485, San Diego, California 92110, and its Registered Agents office, National Registered Agents, Inc., located at 638 N. 5<sup>th</sup> Avenue, Phoenix, Arizona 85003. North County Arizona was organized on October 12, 2006, and received its Foreign Business Authorization on December 12, 2006. A copy of North County Arizona's Certificate of Formation and Foreign Business Authorization is attached hereto as Exhibit 1 and Exhibit 2, respectively.

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July 2, 2007  
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**II. REQUEST FOR APPROVAL OF TRANSFER OF CONTROL**

To accomplish this transfer of control, North County's Certificate of Public Convenience and Necessity to provide facilities-based resold local exchange and inter/intraLATA telecommunication services will be transferred from North County to North County Arizona, so that North County Arizona will become the owner of the subject license and will have the authority to provide facilities-based resold local exchange and inter/intraLATA telecommunication services in the State of Arizona.

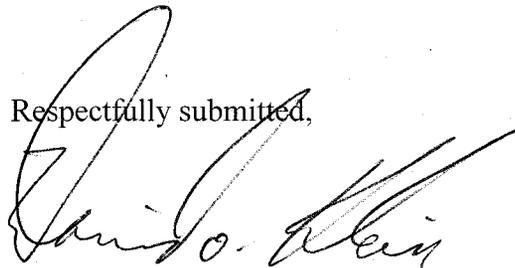
Consumers will continue to receive services under the North County name. As such, the proposed transaction will not in any way disrupt service nor cause inconvenience or confusion to the customers of North County.

North County and North County Arizona have common ownership. As such, the proposed transfer of control will have no adverse impact on consumers of the State of Arizona.

To the extent required, the parties respectfully request that the Commission authorize the instant transfer of control request as summarized above and that the Commission grant any and all authority required to accomplish this end.

Should you have any questions or require additional information, please contact me at your convenience.

Respectfully submitted,



David O. Klein

Enc.

# EXHIBIT 1

2597504



**State of California**  
**Secretary of State**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 17 2006

BRUCE McPHERSON  
Secretary of State

2597504

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

**OCT 12 2006**

**ARTICLES OF INCORPORATION**  
**OF**  
**NORTH COUNTY COMMUNICATIONS CORPORATION**  
**OF ARIZONA**

1. The name of this corporation is: NORTH COUNTY COMMUNICATIONS CORPORATION OF ARIZONA.

2. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

3. The name and address in the State of California of this corporation's initial agent for service of process is:

Todd Lesser  
3802 Rosecrans Street, #485  
San Diego, California 92110

4. This corporation is authorized to issue one class of shares, which may be designated "common shares." The total authorized number of shares which may be issued is one hundred thousand (100,000) shares.

5. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

6. This corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.

Dated: October 12, 2006  
\_\_\_\_\_



*Todd Lesser*  
\_\_\_\_\_

Todd Lesser, Incorporator

# EXHIBIT 2

**COMMISSIONERS**  
**JEFF HATCH-MILLER - Chairman**  
**WILLIAM A. RUNDALL**  
**MIKE GLEASON**  
**KRISTIN K. MAYES**  
**BARRY WONG**



**ARIZONA CORPORATION COMMISSION**

**BRIAN C. MCNEIL**  
 Executive Director  
**DAVID RABER**  
 Director, Corporations Division

December 19, 2006

**GCS SEARCH COMPANY INC**  
**638 N FIFTH AVE**  
**PHOENIX, AZ 85003**

**RE: NORTH COUNTY COMMUNICATIONS CORPORATION OF ARIZONA**  
**File Number: F13304733**

We are pleased to notify you that your Application for Authority to transact business in Arizona HAS BEEN APPROVED for the entity referenced above.

Publication must be in a newspaper of general circulation in the county of the known place of business in Arizona, as filed with the Commission for three (3) consecutive publications. A list of acceptable newspapers in each county is attached and is also posted on the Commission web site. Publication must be completed WITHIN SIXTY (60) DAYS and an affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing WITHIN NINETY (90) DAYS from December 19, 2006, which is the date the document was processed and approved for filing by the Commission.

Most corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Should the report fail to arrive approximately two months prior to the due date, contact the Commission. Corporations must notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

Periodically check Commission records regarding your corporation at: [www.azcc.gov/corp](http://www.azcc.gov/corp). If you have questions or need of further information, please contact us at (602) 542-3026 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) 1-800-345-5819.

Sincerely,  
 Blanca Espino  
 Examiner, Corporations Division

**AZ CORPORATION COMMISSION  
FILED**

**DO NOT PUBLISH  
THIS SECTION**

**DEC 12 2008**

**FILE NO. F13304733**

**APPLICATION FOR AUTHORITY  
TO TRANSACT BUSINESS  
IN ARIZONA**

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 trademark 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.

The name of the corporation is: North County Communications Corporation of  
A(n) California Corporation Arizona  
(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 must now file this Application for New Authority pursuant to A.R.S. § 10-1504 because 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:  
North County Communications Corporation of Arizona

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:  
California

3. The foreign corporation was incorporated on the 12 day of October,  
2008 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:

3802 Rosecrans Street  
Suite 485  
San Diego, CA 92110

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

National Registered Agents, Inc.  
638 North Fifth Avenue  
Phoenix, AZ 85003

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 must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location.

F13304733

**DO NOT PUBLISH THIS SECTION**

3.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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4. X or 3a.

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

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:

\_\_\_\_\_  
\_\_\_\_\_

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:  
Name:  
Address:  
City, State, Zip:  
Name:  
Address:  
City, State, Zip:

Todd Lesser President [title]

3802 Rosecrans Street, Ste. 485

San Diego, CA 92110

Todd Lesser Director [title]

3802 Rosecrans Street, Ste. 485

San Diego, CA 92110

\_\_\_\_\_  
[title]

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

8. The foreign corporation is authorized to issue 100,000 shares, itemized as follows: (Attach additional sheets if necessary.)

100,000 shares of Common [class or series] stock at

XX 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 the corporation is incorporated.

The agent must consent to the appointment by executing the consent.

9. The foreign corporation has issued 100000 shares, itemized as follows:  
100 000 shares of CLASS [class or series] stock at NO PAR 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:  
To provide telephone services.

DATED this 4<sup>th</sup> day of November 2006

North County Communications Corporation of Arizona  
[Name of Corporation]

Executed by

Todd Lesser  
Duly Authorized Officer or Director

Todd Lesser, President

[print name] [title]

PHONE \_\_\_\_\_ FAX \_\_\_\_\_  
[optional] [optional]

**ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT**

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 4<sup>th</sup> day of November 2006

Delia Taliento  
Signature

Delia Taliento, Asst. Secty.  
[Print Name]

National Registered Agents, Inc.

[If signing on behalf of a company serving as statutory agent, print company name here]