



210 N. Park Ave.  
Winter Park, FL  
32789

P.O. Drawer 200  
Winter Park, FL  
32790-0200

Tel: 407-740-8575  
Fax: 407-740-0613  
tmi@tminc.com

December 1, 2000

***Via Overnight***

Mr. Martin J. Huelsmann  
Executive Director  
Public Service Commission of Kentucky  
211 Sower Blvd.  
Frankfort, KY 40602-0615

RE: Notice of Intent to Provide Service and Tariff of  
ADS Telcom, Inc.

Dear Mr. Huelsmann:

Enclosed are the original and four (4) copies of the Notice of Intent to Provide Service and the initial tariff for ADS Telcom, Inc. The Company respectfully requests that this tariff filing become effective in thirty (30) days.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for this purpose.

Questions regarding this filing may be directed to me at (407) 740-8575.

Sincerely,

Robin Norton  
Consultant to  
ADS-Telcom, Inc.

RN/bt

cc: Mario Nagar, ADS Telcom  
file: ADS-KY-Inmate  
tms: kyn0000

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**KENTUCKY NOTICE OF INTENT TO PROVIDE SERVICE**

**OF**

**ADS-Telcom, Inc.**

ADS-Telcom, Inc. submits this notice of intent to provide long distance telecommunications services, including operator services to customers within the Commonwealth of Kentucky.

1. The name, address and telephone number of the company is:

ADS-Telcom, Inc.  
1000 Heritage Center Circle  
Round Rock, Texas 78664  
Telephone: (512) 238-3105  
Facsimile: (512) 248-9106

2. Articles of Incorporation - See Attachment 1
3. Authorization to Conduct Business in Kentucky - See Attachment 2
4. Representative for ongoing operations and correspondence:

Mr. Mario Nagar, President  
ADS-Telcom, Inc.  
1000 Heritage Center Circle  
Round Rock, Texas 78664  
Telephone: (512) 238-3105  
Facsimile: (512) 248-9106

Questions concerning this application and tariff should be directed to:

Robin Norton, Consultant  
Technologies Management, Inc.  
P.O. Box 200  
Winter Park, Florida 32790-0200  
Telephone: (407) 740-8575  
Facsimile: (407) 740-0613

Company Contact: Mr. Mario Nagar, President  
Telephone: (512) 238-3105

4. Representative for ongoing operations and correspondence, (cont'd.):

Customer Service: Customers may contact Applicant's Customer Service Department for repair and maintenance assistance. ADS' Customer Service may be reached toll-free at (866) 256-2074. Unresolved service issues or complaints should be directed to:

Danielle Nagar, Agent  
ADS-Telcom, Inc.  
2818 New Hartford Road, Suite 22  
Owensboro, Kentucky 42302  
Telephone: (866) 256-2074.

5. ADS-Telcom, Inc. has not provided service in Kentucky prior to filing this notice of intent. See notarized statement in Attachment 3.

6. ADS-Telcom, Inc. proposes to provide operator assisted services to inmates of confinement institutions throughout the state of Kentucky. All services will be offered twenty-four (24) hours per day, seven (7) days a week. Detailed information regarding these services along with proposed rates and charges are provided in the Company's tariff included as an attachment.

ADS provides correctional and confinement institutions with sophisticated premises equipment that permits inmates to make outgoing, collect-only calls without the assistance of a live operator. The company's systems provide a number of controls and restrictions that serve to reduce or eliminate fraudulent use of telephone systems. These restrictions also provide the correctional institution with increased control over the use of the telecommunications services by inmates of the institution.

the called party's local exchange carrier through ADS' billing agent, ILD Teleservices, Inc. ("ILD"). For billing inquiries, customers may contact ILD. The number for Customer Service is printed on the bill and is (866) 256-2074.

Calls billed through ILD appear on the called party's local exchange company bill. For billing inquiries, customers are initially directed to ILD whose toll-free number is printed on each customer bill. ILD is authorized to investigate complaints and adjust customer bills within certain parameters set by ADS. Should an inquiry exceed the authority delegated to ILD, the customer is referred to Applicant's in-house Customer Service Department for further assistance.

7. The proposed tariffs of ADS-Telcom are submitted to become effective 30 days after the date of this filing. See Attachment 4.

Signed:



Mario Nagar, President

ATTACHMENT 1

ADS-Telcom, Inc.

**ARTICLES OF INCORPORATION**

**BYLAWS  
OF  
ADS-TELCOM, INC.**

**ARTICLE I.**

**STOCK**

1. Certificate of Stock. Each holder of shares of stock in this corporation shall be entitled to a certificate under the seal of the corporation or a facsimile thereof, signed by the seal of the corporation or a facsimile thereof, signed by the president or vice president and secretary or an assistant secretary, and may be signed by fact if countersigned by a transfer agent, stating the amount of the capital stock of the company, if any, the number and class of shares to which said holder is entitled, the par value, if any, and certifying his property in such shares, and the manner in which said shares are transferable. Certificates of stock shall be numbered progressively beginning with the number one hundred one and shall be issued in the order of such number.

2. Transfer of Stock. Shares of capital stock of the corporation shall be transferred on the books of the corporation only by the holder thereof in person or by proxy upon surrender and cancellation of the certificate or certificates for a like number of shares. The board of directors shall have power and authority to make such rules and regulations as it may deem expedient concerning the issue and transfer of certification of the capital stock of the company.

3. Sales of Stock. The board of directors is hereby authorized and empowered to sell, dispose of and issue the capital stock for cash or for property, either real, or personal, or both, and upon such terms and conditions as said board may determine within statutory limitations.

4. Other Corporations. The stock of this corporation may be acquired, held and voted by any other duly organized corporation.

**ARTICLE II.**

**THE STOCKHOLDERS**

1. Meetings. Annual meetings of stockholders shall be held on the last Friday of October, each year, beginning with the year 1998, at ten o'clock (10:00) a.m., at such place as shall be designated by the president. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. Written notice of the meeting shall be mailed by the secretary to each stockholder of record at least ten (10) days and not more than sixty (60) days prior to such meeting to all stockholders appearing as such sixty (60) days before such meeting. Meetings may also be called by the board of directors, the president, and by the holders of not less than one-tenth (1/10th) of the capital stock of the company.

2. Waiver of Notice. Any meeting at which all stockholders are present in person or by proxy, or have waived notice in writing, shall be a valid meeting whether notice of such meeting has

been given or not. Any notice of any meeting of stockholders may be omitted if a written notice shall be signed by all such stockholders.

3. Quorum. The holders of a majority of the capital stock issued and outstanding, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by law. If, however, such majority shall not be present or represented in person or by proxy, shares present shall have the power to adjourn the meeting from time to time until the requisite amount of stock shall be present. At such adjourned meeting at which the requisite amount of stock shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

4. Voting. At each meeting of the stockholders, every stockholder shall be entitled to vote in person or by proxy appointed by an instrument in writing, subscribed by such stockholder or his duly authorized attorney and filed with the secretary of the meeting, and he shall have one vote for each share of stock registered in his name at the time of the closing of the transfer books for said meeting. The vote for directors, and, upon demand of any stockholder, the vote upon any question before the meeting shall be by ballot. All elections shall be had and all questions decided by a majority voted, except where otherwise provided by these bylaws and the statutes of the State of Mississippi.

### ARTICLE III.

#### THE BOARD OF DIRECTORS

1. Elections. The property and business of this corporation shall be managed by a board of directors, one of whom shall be elected chairman, consisting of not less than three (3) nor more than eleven (11) members, who may or may not be residents or stockholders of the corporation. The stockholders shall, by appropriate resolution, determine the number of directors and may, from time to time, change such number by resolution. The directors shall be elected by the stockholders of the corporation in accordance with the laws of the State of Mississippi.

2. Meeting. The board of directors shall meet on the last Friday of each month at eleven o'clock (11:00) a. m., at such place as may be designated by the chairman. Special meetings shall be held at the call of the chairman. Notice of any meeting called by the chairman must be given at least forty-eight (48) hours in advance of the meeting. All members of business of the company may be considered and passed upon at any meeting.

3. Emergency Meeting. Upon a declaration of an emergency by the president, in writing and filed with the secretary of the company, the president may call a special meeting of the board of directors at such time and place as deemed necessary by the president. Notice of the special meeting shall be by the most expeditious method possible.

4. Telephonic Meetings. The board of directors may meet by telephone provided all directors participating may simultaneously hear each other during said meeting, and provided all other requirements of a call of the meeting have been met.

5. Waiver. Any meeting at which all directors are present shall be a valid meeting, whether notice of the same has been sent or not; and notice of any meetings of the directors may be omitted if a written waiver thereof shall be signed by all such directors.

6. Vacancies. When a vacancy shall occur in the board of directors by death, resignation or otherwise, the same shall be filled without undue delay at a meeting of the stockholders to be called by the chairman for that purpose.

7. Quorum. The presence of a majority of the directors shall be necessary to constitute a quorum.

8. Compensation. The board of directors, in its discretion, may, by appropriate resolution, authorize compensation to individual directors for their services as directors in such amounts and on such terms as the board may deem proper.

9. Removal. The stockholders shall have the power to remove directors. Such action shall only be taken at a meeting regularly called and convened. Any vote, and the effect thereof, shall be held in accordance with Section 79-4-8.08, MCA, being a part of the Mississippi Business Corporation Act (Section 79-4-1.01, et seq., MCA).

10. Powers of the Board. The board of directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by Charter of Incorporation or by these bylaws directed or required to be exercised or done by the stockholders, and in addition:

(a) may purchase or otherwise acquire for the corporation any property, rights or privileges which the corporation is authorized to acquire, at such prices and for such considerations and on such terms and conditions as they think fit;

(b) may create, make and issue mortgages, bonds, deeds of trust, chattel mortgages, trust agreements, and negotiable and transferable instruments and securities, secured by mortgages;

(c) May delegate any or all of the powers of the board of directors to any group of its members by appropriate resolution, either for a specified time or perpetually as allowed by law and which is consistent with the provisions of Section 79-4-8.25, MCA.

11. Standards of Conduct for Directors. Each director shall discharge his duties as a director, including his duties as a member of any committee (a) in good faith, (b) with the care and ordinarily prudent person in a like position would exercise under similar circumstance, and (c) in a manner he reasonably believes to be in the best interest of the corporation.



**ARTICLE IV.****OFFICERS OF THE CORPORATION**

1. Election. The board of directors shall elect the officers of the corporation and a majority vote of those directors present and voting shall be required for the election of such officers. The officers of the company may be a president, one or more vice presidents, a secretary and a treasurer, all of whom shall hold office for one (1) year and until their successors are elected and qualified. The offices of secretary and treasurer may be filled by one person at the discretion of the board. The board may also appoint a general manager and assistant general manager for the company who shall have such authority as may be fixed by the board. Any officer elected or appointed by the board of directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the board.

2. Vacancies. Whenever any vacancy shall occur in any office through death, resignation or otherwise, the directors thereafter in office shall forthwith elect a successor, who shall hold office until his successor is elected and qualified.

3. The Chairman. The chairman of the board of directors shall preside at all meetings of the stockholders and directors, and shall perform generally those duties usually incumbent upon the chairman of the board of directors.

4. The President. The president, in the absence of the chairman, shall preside at all meetings of the stockholders and directors, discharge all the duties which usually devolve upon a presiding officer, sign all certificates of stock issued by the corporation to stockholders, and perform such other duties as the board of directors may from time to time prescribe.

5. The Vice President. The vice president shall perform all duties incumbent upon the president during the absence or disability of the president during the absence or disability of the president, and shall perform such other duties as the board of directors may from time to time prescribe.

6. The Secretary. The secretary shall attend all meetings of the stockholders and the board of directors, and shall keep or cause to be kept, in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for the standing committees, when required. He shall attend to the giving and serving of all notices of the company and shall, in general, do and perform all the duties as the bylaws may require, or as may be imposed by law, or as the board of directors may from time to time prescribe.

7. Treasurer. The treasurer shall see that proper books of account are kept showing accurately at all times the financial condition of the corporation, subject to the will of the board of directors. He shall be the legal custodian of all the money, notes, securities and other valuable which may from time to time come into possession of the corporation, and shall give bond for the faithful performance of his duties, if required by the board of directors. He shall immediately deposit all funds of the company coming into his hands in some reliable bank or other depository to be determined by

the board of directors, and shall have his bank account in the name of the corporation. He shall furnish at each meeting of the board of directors, or whenever requested, a statement of the financial condition of the corporation, and he shall perform such other duties as the board of directors may from time to time prescribe.

8. Delegation of Authority. In case of the absence of any officer of the corporation, or for any other reason that the board may deem sufficient, the board may delegate the powers or duties of such officer to any other officer, or to any director or to any director or to any special or standing committee, provided a majority of the board therein concur.

9. Standard of Conduct for Officers. Officers of the corporation shall adhere to those standards enumerated in Article IV, Section II, which are applicable to directors.

## ARTICLE V.

### MISCELLANEOUS

1. Fiscal Year. The fiscal year of the corporation shall begin with the first day of January of each calendar year and shall end at the close of business on December 31<sup>st</sup> of the same year.

2. Dividends. Dividends on the capital stock of the company shall be declared or surplus as the board of directors may from time to time determine, not inconsistent with law.

3. Salaries. The salaries, expense account allowances and all other emoluments, including amendments thereto, of all officers and other employees shall be set by the board of directors.

4. Transfer of Stock. The board of directors may close the stock transfer books, in its discretion, for a period of not exceeding sixty (60) days preceding any meeting of the stockholders, or the day appointed for the payment of dividends.

5. Notices. Whenever, under the provisions of these bylaws, notice is required to be given to any director, officer or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing by depositing the same in a United States Post Office or letter box in a prepaid, sealed wrapper addressed to each stockholder, officer or director at such address as appears on the books of the corporation, or by delivering for transmission on a prepaid telegram to the Western Union Telegraph Company in like manner addressed, and such notice shall be deemed to be given at the time when the same be thus mailed or delivered to the United States Post Office or telegraph company, as aforesaid.

6. Waiver. Any stockholder, director or officer, in writing, may waive any notice required to be given under these bylaws.

7. Registrar and Transfer Agent. The board of directors, in its discretion, may

designate a Registrar and Transfer Agent for its capital stock, who shall perform the duties customarily performed by registrars and transfer agents.

#### ARTICLE VI.

##### ADOPTION AND AMENDMENTS

1. Adoption. These bylaws shall be adopted by an affirmative vote of a majority of the board of directors.

2. Amendment by Board of Directors. After adoption, all changes or amendments to the bylaws shall be made by a majority vote of the board of directors at a duly convened meeting in accordance with the law, except as provided in Section 3 of this Article.

3. Amendment by Stockholders. Any provision of these bylaws may be amended by the stockholders by appropriate resolution in a meeting duly convened, and with a further provision that such amendment may not be repealed or further amended by the board of directors.

#### ARTICLE VII.

##### STOCK CERTIFICATES AND SEAL

1. Corporate Seal. The corporation shall a corporate seal.

2. Stock Certificates. The common stock certificates shall be in the following form:

ATTACHMENT 2

ADS-Telcom, Inc.

**AUTHORITY TO CONDUCT BUSINESS IN KENTUCKY**



**John Y. Brown III  
Secretary of State**

**Certificate of Authorization**

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

**ADS-TELCOM, INC.**

, a corporation organized under the laws of the state of Mississippi, is authorized to transact business in the Commonwealth of Kentucky, and received the authority to transact business in Kentucky on November 17, 2000.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that an application for certificate of withdrawal has not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 17<sup>th</sup> day of November, 2000.

JOHN Y. BROWN III  
Secretary of State  
Commonwealth of Kentucky

dday/0505526

ATTACHMENT 3

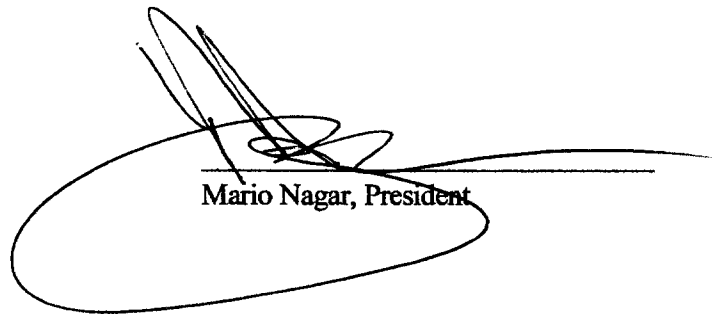
ADS-Telcom, Inc.

**STATEMENT OF PREVIOUS SERVICE**

**BEFORE THE PUBLIC SERVICE COMMISSION OF KENTUCKY**

**AFFIDAVIT**

The undersigned attests that ADS-Telcom, Inc. has not provided service in the Commonwealth of Kentucky prior to the filing of this Notice of Intent to provide service.

  
Mario Nagar, President

This document was signed in my presence on the 28<sup>th</sup> day of November,  
2000.

  
Notary Public

