

**EXHIBIT A**

Copy of Articles of Incorporation and  
Certificate of Authorization from the Kentucky Secretary of State for  
Crexendo Business Solutions, Inc.

# STATE OF ARIZONA



Office of the  
**CORPORATION COMMISSION**

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

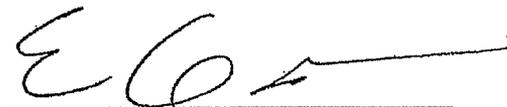
**ARTICLES OF INCORPORATION 04/19/2009**

consisting of 3 pages, is a true and complete copy of the original of said document on file with this office for:

**CREXENDO BUSINESS SOLUTIONS, INC.**  
ACC file number: -1519323-6

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
the official seal of the Arizona Corporation Commission on this date:  
February 4, 2010.



  
Executive Director

By:   
Rebekah F. Hernandez

**PROFIT  
CERTIFICATE OF DISCLOSURE  
Pursuant to A.R.S. §10-202. (D).**

Crescendo Business Solutions, Inc.  
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. 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, incorporator or holder of over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

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 receivership.

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 [Signature] BY [Signature]

PRINT NAME Steven Miranda PRINT NAME Steven Miranda

TITLE CEO DATE 4/14/09 TITLE CEO DATE 4/14/09

**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.**



AZ CORPORATION COMMISSION  
FILED

ARTICLES OF INCORPORATION

OF

APR 14 2009

FILE NO. 15193236 CREXENDO BUSINESS SOLUTIONS, INC.

PURSUANT TO A.R.S. § 10-202

1. Name: The Name of the Corporation is Crexendo Business Solutions, Inc.
2. Initial Business: The Corporation initially intends to conduct the business of: Providing small businesses with e-Commerce, hosting, telecommunications, and internet solutions. In particular, Crexendo Business Solutions, Inc. provides software, training, and hosted telecommunications to enable its customers to market and sell their products or services over the internet.
3. Authorized Capital: The Corporation shall have authority to issue 1,000 shares of Common Stock.
4. Known Place of Business: The street address of the known place of business of the Corporation is: 10201 South 51<sup>st</sup> Street, Phoenix, Arizona 85044.
5. Statutory Agent: The name and address of the statutory agent of the Corporation is: Steven G. Mihaylo, 10201 South 51<sup>st</sup> Street, Phoenix, Arizona 85044.
6. Board of Directors: The initial board of directors shall consist of one (1) director. The name and address of the person who shall serve as the director until the first annual meeting of shareholders or until his successor is elected and qualifies is:

Name: Steven G. Mihaylo  
 Address: 10201 South 51<sup>st</sup> Street  
 City, State, Zip: Phoenix, Arizona 85044.

7. Incorporators: The name and address of the incorporator is:

Name: Steven G. Mihaylo  
 Address: 10201 South 51<sup>st</sup> Street  
 City, State, Zip: Phoenix, Arizona 85044.

AZ CORPORATION COMMISSION  
FILED

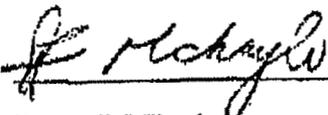
APR 21 2009

FILE NO. 15193236

8. Indemnification of Officers, Directors, Employees and Agents: The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all Circumstances in which indemnification is permitted by law.

9. Limitation of Liability: To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

Executed this 13<sup>th</sup> Day of April, 2009, by the Incorporator.

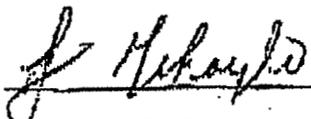
Signed:   
Steven G. Mihaylo

**ACCEPTANCE OF APOINTMENT BY STATUTORY AGENT**

The undersigned hereby acknowledges and accepts the appointment

As statutory agent of the above-named corporation effective

This 13<sup>th</sup> Day of April, 2009.

Signed:   
Steven G. Mihaylo

Commonwealth of Kentucky  
Trey Grayson, Secretary of State

Trey Grayson  
Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718  
(502) 564-3490  
<http://www.sos.ky.gov>

Certificate of Authorization

Authentication number: 97229  
Visit <http://apps.sos.ky.gov/business/obdb/certvalidate.aspx> to authenticate this certificate.

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

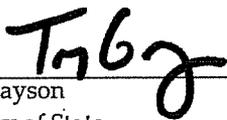
**CREXENDO BUSINESS SOLUTIONS, INC.**

, a corporation organized under the laws of the state of Utah, is authorized to transact business in the Commonwealth of Kentucky, and received the authority to transact business in Kentucky on July 23, 2009.

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 27<sup>th</sup> day of April, 2010, in the 218<sup>th</sup> year of the Commonwealth.



  
Trey Grayson  
Secretary of State  
Commonwealth of Kentucky  
97229/0734508

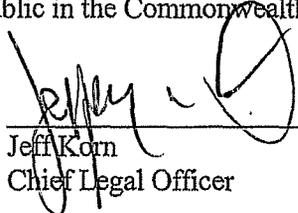
**EXHIBIT C**

A notarized statement by Jeff Korn, Chief Legal Officer for Crexendo Business Solutions, Inc.,  
regarding intrastate service.

AFFIDAVIT

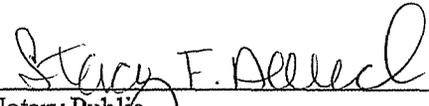
State of ~~Arizona~~ Utah )  
County of ~~Maricopa~~ Utah ) ss.

Jeff Korn, being duly sworn, deposes and says, on behalf of the Applicant, that he is the Chief Legal Officer of Crexendo Business Solutions, Inc., and that to the best of his knowledge and belief, Crexendo Business Solutions, Inc., has not provided service to the public in the Commonwealth of Kentucky nor has Applicant ever received compensation for providing intrastate telecommunications services to the public in the Commonwealth of Kentucky.

  
\_\_\_\_\_  
Jeff Korn  
Chief Legal Officer

Subscribed and sworn to before me, this 25 day of MARCH, 2010.

My commission expires: 09-05-2010

  
\_\_\_\_\_  
Notary Public

{seal}

