

Commonwealth of Kentucky
Elaine N. Walker, Secretary of State

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

Articles of Organization
Limited Liability Company

KLC

For the purposes of forming a limited liability company in Kentucky pursuant to KRS Chapter 275, the undersigned organizer hereby submits the following Articles of Organization to the Office of the Secretary of State for filing:

Article I: The name of the company is

BGN Networks LLC

Article II: The street address of the company's initial registered office in Kentucky is

321 East Breckinridge Street, Louisville, KY 40203

and the name of the initial registered agent at that address is **Norman F Schippert**

Article III: The mailing address of the company's initial principal office is

321 East Breckinridge Street, Louisville, KY 40203

Article IV: The limited liability company is to be managed by **Members**

Executed by the Organizer on Tuesday, February 08, 2011

Name of Organizer: **Intermart Inc.**

Signature of individual signing on behalf of Organizer: **Norman Schippert**

I, **Norman F Schippert**, consent to serve as the Registered Agent on behalf of the limited liability company.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

Norman F Schippert

Attachment B

BGN Networks, LLC
321 East Breckinidge Street
Louisville, KY 40203

February 10, 2011

Kentucky Public Service Commission

To Whom It May Concern:

BGN Networks, LLC has not provided or collected for intrastate service in Kentucky prior to the filing our notice of intent and our application to be a CLEC.

Sincerely,



Norman Schippert

BGN Networks

502-589-4638



My Commission Expires on 04/04/2014

Attachment C

BGN Networks, LLC
321 East Breckinidge Street
Louisville, KY 40203

February 10, 2011

Kentucky Public Service Commission

To Whom It May Concern:

BGN Networks, LLC does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.

Sincerely,



~~Thomas J. Calla~~ Norman Schrippest

BGN Networks

502-589-4638



My Commission Expires on 04/04/2014