

# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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January 15, 2002

## BY OVERNIGHT MAIL

Thomas Dorman, Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602-8294

05167200  
0570

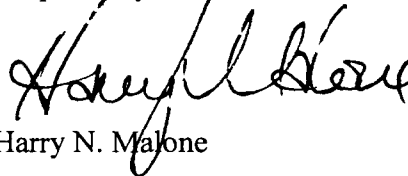
Re: Better World Telecom, Inc.'s Application for Certificate of Authority to  
Resell Interexchange Telecommunications Services

Dear Mr. Dorman:

Better World Telecom, Inc., by its undersigned counsel, respectfully files an original and ten (10) copies of Better World Telecom, Inc.'s Application for Certificate of Authority to Resell Interexchange Telecommunications Services.

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, postage-paid envelope provided herein. Should you have any questions concerning this filing, please do not hesitate to contact Harry N. Malone at (202) 424-7500.

Respectfully submitted,



Harry N. Malone

Counsel for Better World Telecom, Inc.

Enclosures

cc: James Kenefick

**BEFORE THE  
PUBLIC SERVICE COMMISSION OF KENTUCKY**

In the Matter of the Application of )  
**Better World Telecom, Inc.** )  
For Authority to Operate as a Reseller of )  
Interexchange Telephone Service )  
Throughout Kentucky )

No. \_\_\_\_\_

**APPLICATION**

Better World Telecom, Inc. hereby submits the following information in accordance with the provisions of Administrative Case No. 359 and it submits a proposed tariff in accordance with 807 KAR 5.011.

1. The name, address, telephone, and fax number of the applicant corporation are:

**Better World Telecom, Inc.**  
**11921 Freedom Drive, Suite 550**  
**Reston, VA 20190**  
**Tel.: (703) 904-4304**  
**Fax: (703) 997-4900**  
**Toll-free: 1-866-567-2273**

2. A copy of the Company's Articles of Incorporation and Kentucky Certificate of Authority attached hereto as **Exhibits A and B**.

3. The name, street address, telephone and fax numbers of the responsible contact person for customer complaints and regulatory issues:

**James Kenefick**  
**11921 Freedom Drive, Suite 550**  
**Reston, VA 20190**  
**Tel.: (703) 904-4304 or Toll-free: 1-866-567-2273**  
**Fax: (703) 997-4900**

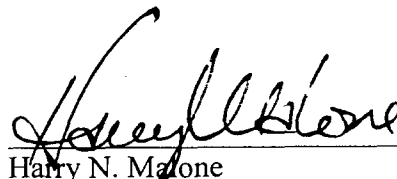
4. A notarized statement that the company has not provided or collected for intrastate service in Kentucky prior to filing its tariff is attached as **Exhibit C**.

5. The company does not seek authority to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.

6. The Company's proposed tariff is attached as **Exhibit D**.

7. A sample Company bill is attached as **Exhibit E**.

WHEREFORE, Better World Telecom, Inc. requests that the Public Service Commission of the Commonwealth of Kentucky grant authority to engage in the resale of interexchange telecommunications services to the public in accordance with applicable laws currently in effect or hereinafter enacted by the Commission.



Harry N. Malone  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W., Suite 300  
Washington, DC 20007  
Tel.: (202) 424-7500  
Fax: (202) 424-7645

Counsel to Better World Telecom, Inc.

Dated: January 15, 2003

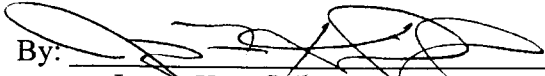
Verification of Applicant

STATE OF Maryland )  
COUNTY OF Fredrick )

SS:

I, James Kenefick, being first duly sworn, state that I am Chief Executive Officer of Better World Telecom, Inc., the Applicant herein; that I have reviewed the matters set forth in the Application and Exhibits and the statements contained therein are true to the best of my knowledge, except as to those matters which are stated on information or belief, and as to those matters I believe them to be true.

**Better World Telecom, Inc.**

By:   
James Kenefick, Chief Executive Officer

Sworn to and subscribed before me this 27<sup>th</sup> day of December, 2002.

Cheryl L. Best  
Notary Public

My Commission expires: 1-1-06

**EXHIBIT A**

**Articles of Incorporation**

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BETTER WORLD TELECOM, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2001, AT 12:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3461323 8100

AUTHENTICATION: 1468054

010602297

DATE: 11-28-01

CERTIFICATE OF INCORPORATION

OF

Better World Telecom, Inc.

1. The name of the corporation is: Better World Telecom, Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

- 
4. The total number of shares of stock which the corporation shall have authority to issue is: Ten Million (10) and the par value of each of such shares is:

Dollars (\$ .001 per share ) amounting in the aggregate to  
Dollars (\$ 10,000).

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At all elections of the directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected by him, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two

or more of them as he may see fit.

The holders of Better World Telecom, Inc. shall, upon the issuance or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares or securities in proportion to their respective holding of, at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

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5. The name and mailing address of each incorporator is as follow:

<u>NAME</u>	<u>MAILING ADDRESS</u>
James F. Kenefick	11561 Brass Lantern Court Reston, VA. 20194

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6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for



dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

To designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter expressly required by the Delaware General Corporation Law to be submitted to stockholders for approval or (ii) adopting, amending or repealing any bylaw of the corporation.

When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such

terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and /or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-

fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate,

hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this November day of 28, 2001.

James F. Kenefick, Incorporator

A handwritten signature in black ink, appearing to read 'James F. Kenefick', is written over a horizontal line. The signature is stylized and somewhat cursive.

DE001 - 12/20/00 C T System Online

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

\* \* \* \* \*

Better World Telecom, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of April 15, 2002 resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That the Certificate of Incorporation of this corporation be amended by changing the fourth Article thereof so that, as amended said Article shall be and read as follows:

"The total number of shares of capital stock which the Corporation has authority to issue is 15,000,000 shares, consisting of.

- (1) 5,000,000 shares of Preferred Stock, par value \$.0001 per share (the "Preferred Stocks"; and
- (2) 10,000,000 shares of Common Stock, par value \$.0001 per share (the "Common Stock").

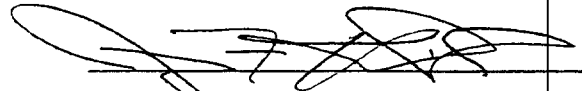
The Preferred Stock and the Common Stock are hereinafter collectively referred to as 'Capital Stock'."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon written waiver of notice signed by all stockholders, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on April 15, 2002.

IN WITNESS WHEREOF, said person has caused this certificate to be signed by James F. Kenefick, its Chairman, this 17 day of April, 2002.

A handwritten signature in black ink, appearing to be "James F. Kenefick", written over a horizontal line.

By: Chairman

**EXHIBIT B**

**Kentucky Certificate of Authority**

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE

0532363.09

PBlevins  
P101

John Y. Brown III  
Secretary of State  
Received and Filed  
03/06/2002 01:28 PM  
Fee Receipt: \$90.00

BOOK 0588 PAGE 0915



APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and for that purpose submits the following statements:

1. The corporation is  a business corporation (KRS 271B).  a nonprofit corporation (KRS 273).  
 a professional service corporation (KRS 274).

2. The name of the corporation is  
Better World Telecom, Inc.

3. The name of the corporation to be used in Kentucky is \_\_\_\_\_

4. Delaware (if "real name" is unavailable for use) is the state or country under whose law the corporation is incorporated.

5. 11/28/2001 is the date of incorporation and the period of duration is Perpetual

6. The street address of the corporation's principal office is  
11921 Freedom Drive, Suite 550, Reston, VA 20194

7. The street address of the corporation's registered office in Kentucky is  
c/o C T Corporation System, Kentucky Home Life Building, Louisville, KY 40202

and the name of the registered agent at that office is  
C T Corporation System

8. The names and usual business addresses of the corporation's current officers and directors are as follows:

President	_____	_____
Vice President	_____	_____
Secretary	_____	_____
Treasurer	_____	_____
Directors	<u>SEE ATTACHMENT</u>	
	<u>James Kenefick</u>	<u>11921 Freedom Drive, Suite 550, Reston, VA 20194</u>
	<u>James Kenefick</u>	<u>11921 Freedom Drive, Suite 550, Reston, VA 20194</u>

(Attach a continuation sheet, if necessary)

9. If a professional service corporation, all the individual shareholders, not less than one half of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. A certificate of existence duly authenticated by the Secretary of State accompanies this application.

11. This application will be effective upon filing, unless a delayed effective date and/or time is specified:

(Delayed effective date and/or time)  
[Signature]  
Signature  
James Kenefick, President  
Type or Print Name & Title  
Date: 3/01, 2002

I, C T Corporation System consent to serve as the registered agent on behalf of the corporation.  
Type or print name of registered agent

[Signature]  
Signature of Registered Agent  
Asst. Secretary & President  
Type or Print Name & Title

SSC-101 (7/98)

KY019 - C T Filing Manager Online

(See attached sheet for instructions)

County Clerk, please return to:  
KENTUCKY LENDERS ASSISTANCE  
828 LANE ALLEN ROAD, SUITE 219



Attachment to Kentucky  
Application for Certificate of Authority  
**Officers & Directors**

- |    |  |
|----|--|
| 1. | Full Name: James Kenefick<br>Officer/Director: Officer, Director<br>Officer's Title: CEO<br>Business Address: 11921 Freedom Drive, Suite 550<br>City: Reston<br>State: VA<br>ZIP Code: 20194 |
| 2. | Full Name: James Kenefick<br>Officer/Director: Officer, Director<br>Officer's Title: CEO<br>Business Address: 11921 Freedom Drive, Suite 550<br>City: Reston<br>State: VA<br>ZIP Code: 20194 |

Document No.: DN2002045752  
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 Recorded On: 03/08/2002 01:25:31  
 Total Fees: 9.00  
 Transfer Tax: .00  
 County Clerk: Bobbie Holsclaw-JEFF CO KY  
 Deputy Clerk: YULL002

# Delaware

BOOK 0588 PAGE 0917

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BETTER WORLD TELECOM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



3461323 8300

020137264

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1638592

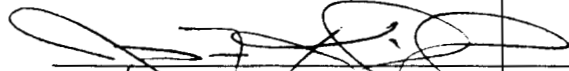
DATE: 02-28-02

**EXHIBIT C**

**Notarized Statement**

**AFFIDAVIT**

I, James Kenefick, Chief Executive Officer of Better World Telecom, Inc., do hereby certify that the Company has not provided or collected for intrastate service in Kentucky prior to filing this application and tariff.



James Kenefick, Chief Executive Officer  
**Better World Telecom, Inc.**

Sworn to and subscribed before me this 27<sup>th</sup> day of December, 20 02.

Cheryl L. Best  
Notary Public

My Commission expires: 1-1-06

**EXHIBIT D**

**Proposed Interexchange Tariff**

TARIFF SCHEDULE APPLICABLE TO  
RESOLD INTEREXCHANGE COMMUNICATIONS SERVICES  
PROVIDED WITHIN THE STATE OF KENTUCKY BY  
**BETTER WORLD TELECOM, INC.**

This tariff applies to the resold interexchange telecommunications services furnished by Better World Telecom, Inc. ("BetterWorld" or "Company") between one or more points in the State of Kentucky. This tariff is on file with the Kentucky Public Service Commission, and copies may be inspected, during normal business hours, at Company's principal place of business, 11921 Freedom Drive, Suite 550, Reston, Virginia 20190.

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Issued: \_\_\_\_\_

Effective: \_\_\_\_\_

Issued By: James Kenefick  
Chief Executive Officer  
11921 Freedom Drive, Suite 550  
Reston, VA 20190