

August 18, 2023

Georgia Public Service Commission
Sallie Tanner, Executive Secretary
244 Washington Street S.W.
Atlanta, GA 30334-5701

RE: Application for Certificate of Authority to Resell Interexchange Telecommunications Services filed on behalf of Puretalk Holdings, Inc.

Dear Secretary,

Attached please find for filing the application for Certificate of Authority to Resell Interexchange Telecommunications Services filed on behalf of Puretalk Holdings, Inc.

If you have any questions, please do not hesitate to contact me at 407-794-3488 or regulatory@csilongwood.com.

Respectfully submitted,

/s/ Mark Lammert

Mark Lammert, CPA
Puretalk Holdings, Inc.

Georgia Public Service Commission
244 WASHINGTON STREET, SW
ATLANTA GEORGIA 30334-5701

APPLICATION FOR CERTIFICATE OF AUTHORITY
TO RESELL INTEREXCHANGE TELECOMMUNICATIONS SERVICES

I. APPLICANT ADDRESS

NAME OF COMPANY Puretalk Holdings Inc.
ADDRESS: STREET 4113 Monticello Street
CITY Covington STATE GA ZIP CODE 30014
TEL. NO. ( ) 678-202-1294 FAX NO. ( ) 678-202-1325

EMPLOYEE DESIGNATED TO RECEIVE AND RESPOND TO COMMISSION REQUESTS:

NAME Mark Lammert TEL. NO. ( ) 407-260-1011
TITLE Attorney-in-Fact FAX NO. ( ) 407-260-1033
E-MAIL regulatory@csilongwood.com

EMPLOYEE ADDRESS (*IF DIFFERENT FROM ABOVE*):
STREET 242 Rangeline Rd.
CITY Longwood STATE FL ZIP CODE 327502

NOTE: FAILURE TO NOTIFY THE COMMISSION, IN WRITING, WHEN THERE IS A CHANGE IN THE CONTACT PERSON OR ADDRESS(ES) LISTED IN THIS APPLICATION WILL RESULT IN CANCELLATION OF THE APPLICATION OR SUBSEQUENT CERTIFICATE.

II. ATTORNEY OR AGENT ADDRESS

IF APPLICANT IS NOT A GEORGIA CORPORATION, GIVE NAME AND ADDRESS OF AN ATTORNEY OR AGENT IN THE STATE OF GEORGIA UPON WHOM PROCESS MAY BE SERVED IN ANY SUIT AGAINST APPLICANT.

NAME
NAME OF FIRM Corporation Service Company
ADDRESS: STREET 2 Sun Court, Suite 400
CITY Peachtree Corners STATE GA ZIP CODE 30092
TEL. NO. ( ) 800-927-9800 FAX NO. ( )

III. ORGANIZATION

1. TYPE OF ORGANIZATION: (CHECK ONE)

   [ ] LLC

   [ ] INDIVIDUAL

   [ ] PARTNERSHIP

   [X] CORPORATION

   [ ] MUTUAL OR COOPERATIVE (INC./UNINC.)

   [ ] OTHER (SPECIFY): _____

2. IF APPLICANT IS A CORPORATION OR LIMITED PARTNERSHIP, INSERT THE SEVEN-DIGIT CONTROL NUMBER FROM "CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS" ISSUED BY THE SECRETARY OF STATE OF THE STATE OF **GEORGIA.**

   CONTROL NUMBER: 10026184

   ATTACH A COPY OF GEORGIA SECRETARY OF STATE CERTIFICATE, MARKED EXHIBIT A .

3. IF APPLICANT IS A CORPORATION, ATTACH COPY OF CHARTER, MARKED EXHIBIT D . ALSO ATTACH A LIST OF ALL DIRECTORS AND PRINCIPAL STOCKHOLDERS WITH THE NUMBER OF SHARES HELD BY EACH, MARKED EXHIBIT E , AND GIVE NAME AND ADDRESSES OF THE FOLLOWING OFFICERS:

   PRESIDENT Reginald McFarland ADDRESS 4113 Monticello St.
   Covington, GA 30014

   V. PRESIDENT Brian Rathman ADDRESS 4113 Monticello St.
   Covington, GA 30014

   TREASURER Kelly Jesel ADDRESS 4113 Monticello St.
   Covington, GA 30014

   SECRET ARY Kelly Jesel ADDRESS 4113 Monticello St.
   Covington, GA 30014

   STATE AND DATE OF INCORPORATION: STATE Georgia DATE 12/26/2017

4. IF APPLICANT IS A PARTNERSHIP OR COOPERATIVE, PROVIDE AN ATTACHMENT, MARKED EXHIBIT ___, WITH NAMES AND ADDRESSES OF PARTNERS, OFFICERS OR MEMBERS.

5. IF APPLICANT IS A SUBSIDIARY, PARENT, OR AFFILIATE OF ANY OTHER COMPANY, REGARDLESS OF TYPE OR INDUSTRY, PROVIDE A CHART, MARKED EXHIBIT ___, SHOWING THE RELATIONSHIPS BETWEEN THE APPLICANT AND ALL AFFILIATED COMPANIES.

IV. EXISTING AUTHORITY

1. DOES THE APPLICANT OR ANY AFFILIATE PRESENTLY HAVE AN EXISTING CERTIFICATE(S) OF AUTHORITY ISSUED BY THE GEORGIA PUBLIC SERVICE COMMISSION?

   [X] NO

   [ ] YES

   IF YES, CHECK CERTIFICATE TYPE(S) AND INSERT CERTIFICATE NUMBERS:

   [ ] COMPETITIVE LOCAL EXCHANGE SERVICE (CLEC): L-____

   [ ] INTEREXCHANGE CARRIER (IXC): X-____

   [ ] ALTERNATE OPERATOR SERVICE (AOS): A-____

   [ ] INSTITUTIONAL TELECOMMUNICATIONS SERVICE (ITS): P-____

   [ ] PAYPHONE SERVICE PROVIDER (PSP): ____

   [ ] AUTOMATIC DIALING AND ANNOUNCING DEVICE (ADAD): ____

   [ ] TELEPHONE SERVICE OBSERVING EQUIPMENT (TSOE): ____

2. A) DOES THE APPLICANT OR ANY AFFILIATE PRESENTLY HAVE CERTIFICATE AUTHORITY IN ANY OTHER STATE OR FEDERAL JURISDICTION(S)?

   [ ] NO

   [X] YES

   IF YES, LIST STATES IN WHICH AUTHORITY HAS BEEN GRANTED: CA, HI, IL, MT, OR, SC

   B) DOES THE APPLICANT OR ANY AFFILIATE PRESENTLY HAVE PENDING APPLICATIONS IN ANY OTHER STATE OR FEDERAL JURISDICTION(S)?

   [X] NO

   [ ] YES

   IF YES, LIST STATES IN WHICH APPLICATIONS ARE PENDING: _____

   C) HAS THE APPLICANT BEEN DENIED CERTIFICATION IN ANY JURISDICTION?

   [X] NO

   [ ] YES

   IF YES, WHICH STATE(S) OR JURISDICTION(S)? _____

   ATTACH A COPY OF THE ORDER(S) DENYING CERTIFICATION.

V. INTEREXCHANGE SERVICE

1. WHAT CUSTOMER CLASS(ES) DOES THE APPLICANT PROPOSE TO SERVE (CHECK ALL THAT APPLY)?

   [X] RESIDENTIAL

   [X] BUSINESS

   [ ] OTHER:_____

2. WHAT SERVICES WILL THE APPLICANT PROVIDE (CHECK ALL THAT APPLY)?

   [X] MESSAGE TELECOMMUNICATIONS SERVICE (MTS)/ DIRECT DISTANCE DIALING (DDD)

   [ ] WIDE AREA TELECOMMUNICATIONS SERVICE (WATS)

   [ ] PRIVATE LINE

   [ ] CALLING CARD

   [ ] TRAVEL CARD

   [ ] DEBIT OR PRE-PAID CARD (PROVIDE A WORKING DEBIT CARD WITH APPLICATION MATERIALS)

   [ ] TOLL LINE (GENERALLY ONLY APPLIES TO INCUMBENT LOCAL EXCHANGE CARRIERS)

   [ ] OTHER:_____

3. IF PROVIDING TOLL LINE SERVICE, ANSWER THE FOLLOWING:

   (A) EXCHANGES BETWEEN WHICH TOLL LINE OPERATES: _____

   _____

   (B) NAME OF ALL EXCHANGES WHICH RECEIVE INTEREXCHANGE SERVICE THROUGH THIS TOLL LINE:

   _____

   (C) LOCATION OF TOLL STATIONS, IF ANY: _____

   TOTAL LENGTH OF LINE INCLUDING SPURS: _____

   GENERAL ROUTE OF TOLL LINE: _____

4. TARIFFS FOR INTEREXCHANGE SERVICES ARE NO LONGER REQUIRED. DOES THE COMPANY WISH TO MAINTAIN AN INTEREXCHANGE SERVICES TARIFF WITH THE GEORGIA PUBLIC SERVICE COMMISSION?

   [X] NO

   [ ] YES

   IF YES, ATTACH AN **INTEREXCHANGE SERVICES TARIFF**, MARKED EXHIBIT ___, WHICH INCLUDES THE RATES, TERMS, AND CONDITIONS FOR ALL SERVICES.

5. AN ACCESS SERVICES TARIFF MUST BE FILED WITH THE GEORGIA PUBLIC SERVICE COMMISSION IN ORDER TO PROVIDE ACCESS SERVICES (SEE O.C.G.A. § 46-5-166(e)). DOES THE COMPANY INTEND TO PROVIDE ACCESS SERVICES?

   [X] NO

   [ ] YES

   IF YES, ATTACH AN **ACCESS SERVICES TARIFF**, MARKED EXHIBIT ___, WHICH INCLUDES THE RATES, TERMS, AND CONDITIONS FOR ALL SERVICES.

VI. TECHNICAL CAPABILITY

1. PROVIDE RESUMES AND/OR PROFILES OF THE APPLICANT'S MANAGEMENT TEAM, MARKED EXHIBIT B__. DESCRIBE EACH TEAM MEMBER'S TECHNICAL QUALIFICATIONS, WHICH INCLUDE ANY RELEVANT WORK EXPERIENCE, EDUCATION, AND TRAINING.

2. DESCRIBE MECHANISM BY WHICH APPLICANT INTENDS TO BILL FOR SERVICES. APPLICANT'S NAME MUST APPEAR ON END-USER'S BILL.

   Puretalk will invoice customers using their current internal billing system.

3. DETAIL THE PROCESSES BY WHICH THE COMPANY PROPOSES TO HANDLE CUSTOMER SERVICE ORDERS, INQUIRIES, AND COMPLAINTS. CUSTOMER SERVICE MUST OPERATE DURING NORMAL BUSINESS HOURS (i.e., 9:00 AM - 5:00 PM, or similar) MONDAY-FRIDAY; DURING NON-BUSINESS HOURS, CUSTOMERS SHOULD BE ABLE TO LEAVE MESSAGES VIA VOICEMAIL OR A MESSAGE SERVICE. DESCRIBE HOW THE APPLICANT WILL COMPLY WITH THIS REQUIREMENT. LIST TELEPHONE NUMBERS THAT WILL BE USED FOR CUSTOMER SERVICE. APPLICANT MUST PROVIDE A TOLL-FREE NUMBER WHEREUPON INQUIRIES AND COMPLAINTS CAN BE SERVED.

   Puretalk handles customer complaints as they are received. Complaints are reviewed and responded to as soon as they are identified. The company has a toll-free number customer can use to reach the company quickly (877-820-7873).

4. PLEASE STATE WHETHER THE APPLICANT HAS EXPERIENCED CUSTOMER COMPLAINTS LODGED WITH ANY JURISDICTION'S REGULATORY AGENCY OR ATTORNEY GENERAL'S OFFICE FROM ANY NUMBER OF CUSTOMERS REPRESENTING MORE THAN 0.5% OF ALL CUSTOMERS SERVED BY THE APPLICANT WITHIN SUCH JURISDICTION.

   [X] NO

   [ ] YES

   IF YES:

   PLEASE STATE THE NAME (INCLUDING CONTACT PERSON) OF EACH REGULATORY AGENCY OR ATTORNEY GENERAL'S OFFICE, DESCRIBE THE NATURE OF THE COMPLAINTS, EXPLAIN WHETHER AND HOW SUCH COMPLAINTS HAVE BEEN RESOLVED, AND STATE YOUR PLANS TO PREVENT SUCH COMPLAINTS FROM OCCURING AGAIN.

VII. FINANCIAL CAPABILITY

1. PROVIDE THE MOST RECENT CERTIFIED REPORT ON THE EXAMINATION OF APPLICANT'S FINANCIAL STATEMENTS ALONG WITH BUSINESS PLAN ASSUMPTIONS. IF APPLICANT DOES NOT HAVE CERTIFIED FINANCIAL REPORTS PROVIDE THIS COMMISSION WITH CERTIFIED DOCUMENTATION OF FUNDS TO BE USED FOR CAPITALIZATION.

   Please see Exhibit C marked CONFIDENTIAL.

2. IS APPLICANT PRESENTLY INVOLVED IN ANY LITIGATION?

   [X] NO

   [ ] YES

   IF YES, PLEASE DESCRIBE IN DETAIL: _____

3. DOES THE APPLICANT AGREE TO FILE FINANCIAL REPORTS ON AN ANNUAL BASIS WITH THE COMMISSION AFTER CERTIFICATION IS GRANTED?

   [ ] NO

   [X] YES

AFFIDAVIT 1 - VERACITY OF APPLICATION AND AGREEMENT TO COMPLY WITH GEORGIA LAWS AND AGENCY RULES/ORDERS

Name: Kelly Jesel

Company: Puretalk Holdings, Inc.

Title/Position: CFO/Treasurer

Address: 4113 Monticello Street

Covington, GA 30014

Tel. No. 678-202-1294

THE INDIVIDUAL NAMED ABOVE (HEREINAFTER, "APPLICANT") PERSONALLY APPEARED BEFORE THE UNDERSIGNED, AN OFFICER DULY AUTHORIZED TO ADMINISTER OATHS. THE APPLICANT, AFTER FIRST BEING DULY SWORN, DEPOSES AND CERTIFIES THAT HE OR SHE HAS READ THE APPLICATION AND KNOWS THE CONTENTS THEREOF, AND THAT THE STATEMENTS MADE HEREIN ARE TRUE TO THE BEST OF HIS OR HER KNOWLEDGE AND BELIEF.

APPLICANT FURTHER AGREES TO ABIDE BY ALL APPLICABLE LAWS UNDER THE STATE OF GEORGIA, AS CODIFIED IN THE OFFICIAL CODE OF GEORGIA ANNOTATED; ALL APPLICABLE RULES AND REGULATIONS OF THE GEORGIA PUBLIC SERVICE COMMISSION; AND ALL FINDINGS, CONCLUSIONS, TERMS, AND CONDITIONS SET FORTH IN PERTINENT COMMISSION ORDERS.

UNDER PENALTIES OF PERJURY, APPLICANT DECLARES THAT THE STATEMENTS MADE IN THE FOREGOING APPLICATION, INCLUDING ACCOMPANYING STATEMENTS AND ATTACHMENTS ARE TRUE, COMPLETE, AND CORRECT. I UNDERSTAND THAT ANY FALSE OR MISLEADING INFORMATION IN, OR IN CONNECTION WITH, MY APPLICATION MAY BE CAUSE FOR DENIAL OR LOSS OF CERTIFICATE.

Kelly Jesel
Signature of Affiant

8/7/23
Date

Subscribed and sworn before me this
7th day of August, 2023.

Kathy Kemp
(NOTARY PUBLIC)

(SEAL)

KATHY KEMP
NOTARY PUBLIC
NEWTON COUNTY, GEORGIA
My Commission Expires
03-18-2026

GPSC FORM 400-1, Revised: 08/17/2015
Electronic Version

AFFIDAVIT 2 – UNIVERSAL ACCESS FUND

The Applicant hereby acknowledges that participation and compliance with the Universal Access Fund (UAF) requirements developed by the Georgia Public Service Commission, as mandated in the Telecommunications and Competition Act of 1995 (O.C.G.A. □ 46-5-160 and O.C.G.A. □ 46-5-167), will be complied with.

That Applicant further acknowledges that compliance with the requirements of the UAF is necessary to receive and maintain an active Certificate of Authority to provide telecommunications service in Georgia.

The Applicant also agrees to file quarterly reports for quarters subsequent to the effective date of certification including any portion of the quarter when certificated, in conformance with the instructions attached hereto (see "Addendum – Universal Access Fund") with the full understanding that not to do so may result in revocation of this same certificate. This attested to by signature below of proper authorized company official.

Puretalk Holdings, Inc.
(COMPANY)

Keeley Isel
(SIGNATURE)

Subscribed and sworn before me this
7th day of August, 2023.

Kathy Kemp
(NOTARY PUBLIC)

(SEAL)



AFFIDAVIT 3 – FAMILY VIOLENCE SHELTER CONFIDENTIALITY ACT

Personally appeared before me, an officer duly authorized to administer oaths, Kelly Jesel,
who, after being duly sworn, deposes and says that he or she is CFO/Treasurer
of Applicant, certified telephone service provider or directory information provider.

1.

I make this affidavit on the basis of my personal knowledge.

2.

I have read the May 13, 2005 Order and the August 30, 2005 Amendatory Order in Georgia Public Service Commission ("Commission") Docket No. 19553-U, Implementation of Senate Bill 147, the Family Violence Shelter Confidentiality Act of 2004 (O.C.G.A. § 46-5-7). I have also read the Commission Staff Memorandum dated May 1, 2007 (see "Addendum – Family Violence Shelter Confidentiality Act") that summarizes the requirements under O.C.G.A. § 46-5-7 and the Commission orders issued pursuant to that Code Section of providers of telephone service in the State of Georgia or any other entity that publishes, disseminates, or otherwise provides telephone directory information or listings of telephone subscribers in the State of Georgia.

3.

The Applicant agrees that it will satisfy the minimum requirements set forth in the Commission orders and Staff Memorandum referenced in paragraph 2 of this affidavit to protect the confidentiality of the location and address of family violence shelters in the State of Georgia.

4.

Pursuant to O.C.G.A. § 46-5-7, the Applicant submits this affidavit as its plan to protect the confidentiality of the location and address of family violence shelters in the State of Georgia.

FURTHER AFFIANT SAITH NOT.

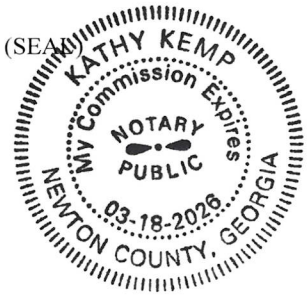
Puretalk Holdings, Inc.
(COMPANY)

Kelly Jesel
(SIGNATURE)

Subscribed and sworn before me this
7th day of August, 2023.

Kathy Kemp
(NOTARY PUBLIC)

(SEAL)



Puretalk Holdings, Inc.

Exhibit A

Secretary of State Certificate

Control Number : 10026184

STATE OF GEORGIA

Secretary of State

Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, **Brad Raffensperger**, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

PURETALK HOLDINGS, INC.
a **Domestic Profit Corporation**

was formed in the jurisdiction stated below or was authorized to transact business in Georgia on the below date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Docket Number	:	25654274
Date Inc/Auth/Filed	:	04/07/2010
Jurisdiction	:	Georgia
Print Date	:	07/19/2023
Form Number	:	211

Brad Raffensperger

Brad Raffensperger
Secretary of State

Puretalk Holdings, Inc.

Exhibit B

Copy of Charter

ARTICLES OF INCORPORATION
OF
PURETALK HOLDINGS, INC.

As of December 15, 2017

The undersigned does hereby act as the Sole Incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation, pursuant to the provisions of the Georgia Business Corporation Code.

FIRST: The name of the corporation is Puretalk Holdings, Inc. (hereinafter called the "Corporation").

SECOND: The aggregate number of shares that the Corporation shall have authority to issue is 70,768 shares all of which are to be common stock, par value $1.00 per share.

THIRD: The street address and the county of the initial registered office of the Corporation in the State of Georgia are 40 Technology Parkway South, #300, Norcross, Georgia 30092, Gwinnett County, U.S.A. The name of the initial registered agent for the Corporation at said registered office is Corporate Service Company.

FOURTH: The mailing address of the initial principal office of the Corporation shall be 4113 Monticello Street, Covington, Georgia 30014.

FIFTH: The name and the address of the Sole Incorporator are Kelly Jesel, 4113 Monticello Street, Covington, Georgia 30014.

SIXTH: The purposes for which the Corporation is organized are to engage in any lawful act or activity for which corporations may be organized under the Georgia Business Corporation Code.

SEVENTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his/her successor is elected and shall qualify is:

Reginald McFarland
4113 Monticello Street
Covington, Georgia 30014

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Georgia Business Corporation Code, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions, including, but not limited to, directors, officers, employees and agents, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and any indemnification effected under this provision shall not be deemed exclusive of rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a

director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of the Georgia Business Corporation Code, as the same may be amended and supplemented.

TENTH: The Corporation may indemnify and hold harmless any director, officer or employee of the Corporation to the fullest extent permitted by the Georgia Business Corporation Code.

ELEVENTH: Action required or permitted by the provisions of the Georgia Business Corporation Code to be taken at a shareholders' meeting may be taken without a meeting in accordance with the provisions of Section 14-2-704 of the Georgia Business Corporation Code if the action is taken by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted.

TWELFTH: In the event that the Corporation becomes wholly owned by Telrite Holdings, Inc. ("THI"), THI may elect to treat the Corporation as a qualified Subchapter S subsidiary ("Q-Sub") or liquidate the Corporation in its sole discretion.

THIRTEENTH: The duration of the Corporation shall be perpetual.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the day and year first written above.

Kelly Jesel

Kelly Jesel, Sole Incorporator

2017 DEC 22 PM 4:21

SECRETARY OF STATE
CORPORATIONS DIVISION

Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.georgia.gov/corporations

TRANSMITTAL INFORMATION FORM
GEORGIA PROFIT OR NONPROFIT CORPORATION

IMPORTANT: Please provide the entity's primary email address when completing this form.

Primary Email Address: kelly.jesel@telrite.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. _____
Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Puretalk Holdings, Inc.
Corporate Name (List exactly as it appears in articles.)

2. J. Sharon Kim
Name of Person Filing Articles of Incorporation (Certificate will be mailed to this person at email address listed below.)

171 17th Street NW Suite 1100
Address

Atlanta | Georgia | 30363
City | State | Zip Code

shkim@burr.com | 404-685-4254
Filer's Email Address | Telephone Number

3. Corporate Service Company
Name of Registered Agent in Georgia

40 Technology Parkway South, #300
Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)

Norcross | Gwinnett | GA | 30092
City | County | State | Zip Code

_____
Registered Agent's Email Address

4. Mail the following items to the Secretary of State at the above address:

1) This transmittal form;
2) The Articles of Incorporation; and
3) Filing fee of $100.00 payable to Secretary of State. Filing fees are non-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of $40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that the information on this form will be entered in the Secretary of State business entity database, and I certify that the above information is true and correct to the best of my knowledge.

Kelly Jesel
Signature of Authorized Person

December 15, 2017
Date

Kelly Jesel
Print name

FORM 227
(Rev. 9/2016)

Puretalk Holdings, Inc.

Exhibit C

Directors and Principal Stockholders

President – Reginald McFarland

Vice President – Brian Rathman

Treasurer – Kelly Jesel

Secretary – Kelly Jesel

Address: 4113 Monticello St., Covington, GA 30014

Phone: 678-202-1294

Fax: 678-202-1325

Principal Stockholders:

Shareholders:	**% Owned**
Dana Curry	7.50%
Trustees of the Prairie Fire Trust	12.43%
Trustees of the Broken Arrow Trust Irrevocable Trust	3.23%
Reginald McFarland	27.14%
Kelly Jesel	13.90%
Michael G Geoffroy	9.95%
Tara Geoffroy	0.46%
Heather Knapp	7.86%
Brian Rathman	4.57%
Jesse Peterson	2.97%
Michael Lambert	1.60%
Nathalie Bishop	0.80%
Raymon Ellis	0.47%
Burk Malone	0.33%
Sharon K. Stultz	0.33%
Misty D. Jordan	0.41%
Brian Lisle	4.34%
Norman Klugman	1.58%
Bobby Reese	0.14%

Puretalk Holdings, Inc.

Exhibit D

Resumes

Bios of Officers for Puretalk Holdings, Inc.

Reginald McFarland, President

PO Box 2207
Covington, GA 30015
(678) 202-0828
35+ years telecommunications experience

Brian Rathman, Vice President

1480 Terrell Mill Rd. SE
Suite I
Marietta GA 30067
(678) 202-1294

20+ years telecommunications experience

Education:
Georgia Institute of Technology
Master's Degree, Computer Engineering

Kelly Jesel, Treasurer/Secretary

4113 Monticello Street
Covington, GA 30014
678-202-1293

20+years telecommunications experience

Education:
University of Georgia
Master of Accounting

Puretalk Holdings, Inc.

Exhibit E

CONFIDENTIAL FINANCIALS