

RECEIVED

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

2020 OCT 14 AM 10:55

IN THE MATTER OF THE )  
APPLICATION OF )  
Clear Rate Communications, Inc. )  
For a Certificate of Public )  
Convenience and Necessity to )  
Provide Local Exchange )  
Telecommunications Services Within )  
the State of Idaho )

IDAHO PUBLIC  
UTILITIES COMMISSION

CASE NO. CRC-T-20-01

APPLICATION FOR CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE  
RESOLD AND NON-FACILITIES BASED LOCAL EXCHANGE SERVICES

Application is hereby made to the Idaho Public Utilities Commission for a Certificate of Public Convenience and Necessity authorizing Clear Rate Communications, Inc. ("Applicant" or "Clear Rate") to provide local exchange telecommunications services pursuant to IDAPA 31.01.01.114 and by Order No. 32277 in Case No. GNR-T-11-01. The following general information and exhibits are furnished in support thereof:

1.) Applicant's legal name, address of its principal offices, and telephone number are:

Clear Rate Communications, Inc.  
2600 W. Big Beaver Rd. Suite 450  
Troy, MI. 48084  
Telephone: 248.556.9522  
Facsimile: 877.877.5225

The applicant has no office located in the State of Idaho. The Applicant intends to provide resold and non-facilities based local exchange service utilizing the facilities of incumbent local exchange carriers ("LECs").

2.) Applicant in incorporated in the State of Michigan and is in good standing under the laws of that state. In addition, the Company is authorized to do business as a foreign corporation in the state of Idaho. Attached as Exhibit 1 to this application is a copy of the Company's Certificate of Incorporation. A copy of the Applicant's Certificate of Authority to transact business in Idaho is attached hereto as Exhibit 2.

3.) The name and business address of Applicant's registered agent for service in Idaho is:

Corporation Service Company  
12550 West Explorer Drive, Suite 100  
Boise, ID 83713

4.) The names and addresses of the ten common stockholders of Applicant owning the greatest number of shares of common stock and the number of such shares owned by each are:

<u>Name and Address</u>	<u>Shares Owned</u>	<u>Percentage of All Shares Issued &amp; Outstanding</u>	<u>Percentage of Voting Control</u>
Clear Rate Communications, Inc.	1,000	100%	100%

Address: See company address listed in 1.) above

5.) The names and addresses and ownership of Applicant's Officers and Directors are:

Officers:

Thane Namy	President
Sam Namy	Vice President, Treasurer, Secretary

Directors:

Same

Each can be reached at Applicant's primary place of business and telephone number as follows:

Clear Rate Communications, Inc.  
2600 W. Big Beaver Rd. Suite 450  
Troy, MI. 48084  
Telephone: 248.556.9522

6.) The name and address of any corporation, association, or similar organization holding a 5% or greater ownership or management interest in Applicant are as follows:

See answer to 4.) above.

7.) The name and address of subsidiaries owner or controlled by Applicant are as follows:

Not applicable.

Applicant seeks authority to resell and provide non-facilities based/UNE-P interexchange and local exchange services initially throughout the State where provided by incumbent LECs, however, Applicant does not intend to service areas serviced by any LECs which are eligible for a small or rural carrier exemption pursuant to Section 251 of the Federal Telecom Act of 1996.

A copy of Clear Rate Communications' financial statements are attached as Exhibit 3 and marked "CONFIDENTIAL".

- 8.) Applicant is proposing to provide service statewide.
- 9.) Applicant will file its proposed tariff establishing its proposed services and charges upon completion of interconnection and upon receipt of certification by the Commission.
- 10.) Questions concerning this application and Applicant's tariff should be directed to Applicant's representative:

Mark Lammert  
Compliance Solutions, Inc.  
242 Rangeline Rd.  
Longwood, FL 32750  
Phone: (407) 794-3488  
Fax: (407)260-1033  
Email: [regulatory@csilongwood.com](mailto:regulatory@csilongwood.com)

Customer complaints and inquiries are to be addressed to:

Jason Hendrix  
Director of Consumer Services  
2600 W. Big Beaver Road, Suite 450  
Troy, MI 48084  
Phone: 877-877-4799 (Customer Service)

- 11.) Applicant has initiated interconnection negotiations with CenturyLink Communications.
- 12.) Applicant has reviewed the laws and regulations of this Commission governing local exchange telecommunications services in Idaho and will provide service in accordance with all laws, rules and regulations to the extent they are not preempted by the Federal Act.

13.) Applicant will not require advance payments or deposits; therefore, no escrow account is being filed.

WHEREFORE, Clear Rate Communications, Inc., requests that the Idaho Public Utilities Commission enter an order granting a Certificate of Public Convenience and Necessity authorizing Clear Rate Communications, Inc. to provide resold and non-facilities based local exchange telecommunications services within the State of Idaho.

Respectfully submitted this 23<sup>rd</sup> day of SEPT., 2020.

CLEAR RATE COMMUNICATIONS, INC.

By: 

Sam Namy

Vice President

CLEAR RATE COMMUNICATIONS, INC.

LIST OF EXHIBITS

- |           |   |
|-----------|---|
| EXHIBIT 1 | CERTIFICATE OF INCORPORATION                  |
| EXHIBIT 2 | CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS |
| EXHIBIT 3 | FINANCIAL INFORMATION – CONFIDENTIAL          |

EXHIBIT 1

CERTIFICATE OF INCORPORATION

# Michigan Department of Consumer and Industry Services

## Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - PROFIT  
for  
ADVANCED TELECOM TECHNOLOGY DISCOUNT, INC.

ID NUMBER: 01525C

received by facsimile transmission on April 3, 2001 is hereby endorsed  
Filed on April 4, 2001 by the Administrator.

The document is effective on the date filed, unless a  
subsequent effective date within 90 days after  
received date is stated in the document.

In testimony whereof, I have herewith set my  
hand and affixed the Seal of the Department,  
in the City of Lansing, this 4th day  
of April, 2001.

*Andrew G. Mitchell*  
Director

Bureau of Commercial Services



Sent by Facsimile Transmission 01/994

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU		
Date Received		(FOR BUREAU USE ONLY)
Name	Joseph M. Kallabat, Esq.	
Address	29992 Northwestern Highway, Suite C	
City	State	Zip Code
Farmington Hills,	MI	48334
		EFFECTIVE DATE:

← Document will be returned to the name and address you enter above →

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**ARTICLES OF INCORPORATION**  
**For use by Domestic Profit Corporations**  
 (Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:*

**ARTICLE I**

The name of the corporation is:
Advanced Telecom Technology Discount, Inc.

**ARTICLE II**

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.
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**ARTICLE III**

The total authorized shares:
1. Common Shares <u>60,000</u>
Preferred Shares _____
2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV

1. The address of the registered office is:  
1907 Brookwood Avenue, Royal Oak , Michigan 48073  
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:  
\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is: Thane Josef Namy

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
Thane Josef Namy	1907 Brookwood Avenue, Royal Oak, MI 48073

ARTICLE VI (Optional. Delete if not applicable)

~~When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.~~

ARTICLE VII (Optional. Delete if not applicable)

~~Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.~~

~~Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.~~

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I, (We), the incorporator(s) sign my (our) name(s) this 3rd day of April, 2001.

Shane Mamy  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

# Michigan Department of Consumer and Industry Services

## Filing Endorsement

*This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION*

*for*

*CLEAR RATE COMMUNICATIONS, INC.*

*ID NUMBER: 01525C*

*received by facsimile transmission on July 3, 2001 is hereby endorsed*

*Filed on July 3, 2001 by the Administrator.*

*The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.*



*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 3rd day of July, 2001.*

*, Director*

*Bureau of Commercial Services*

BCC/CD-518 (Rev. 02/01)

<b>MICHIGAN DEPARTMENT OF CONSUMER &amp; INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES</b>										
Date Received	(FOR BUREAU USE ONLY)									
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.										
<table border="1" style="width: 100%;"> <tr> <td colspan="3">Name</td> </tr> <tr> <td colspan="3">Address</td> </tr> <tr> <td>City</td> <td>State</td> <td>Zip Code</td> </tr> </table>		Name			Address			City	State	Zip Code
Name										
Address										
City	State	Zip Code								
EFFECTIVE DATE:										

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

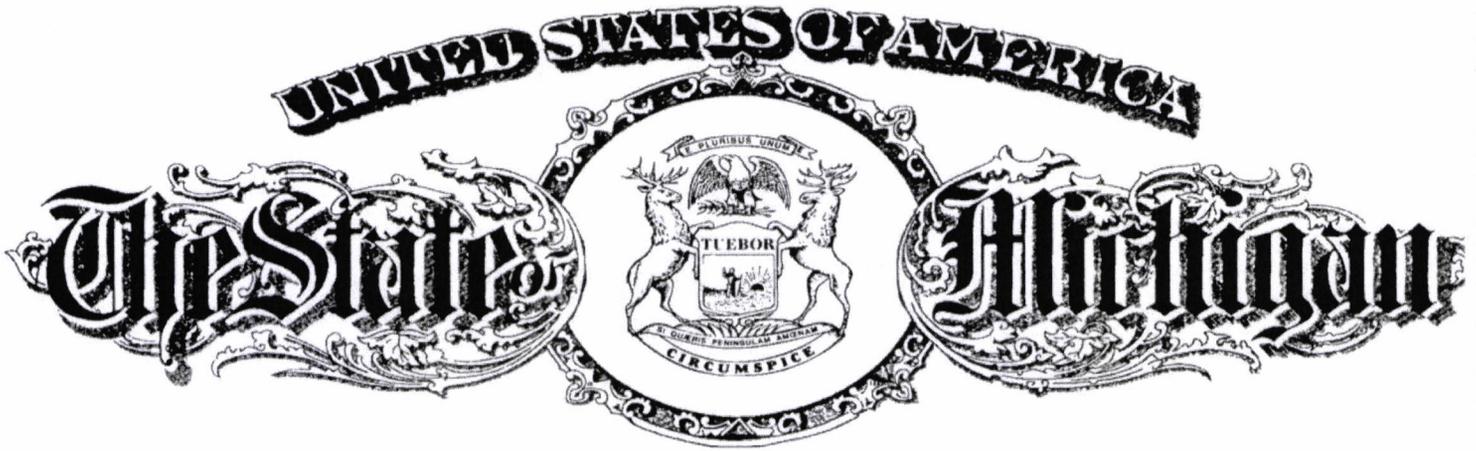
**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**  
**For use by Domestic Profit and Nonprofit Corporations**  
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: <b>Advanced Telecan Technology Discount, Inc.</b>
2. The identification number assigned by the Bureau is: <span style="border: 1px solid black; padding: 2px;"><b>01525C</b></span> <i>6 digits</i>

3. Article <u><b>I (1)</b></u> of the Articles of Incorporation is hereby amended to read as follows:  <p style="text-align: center;">The name of the corporation is:   <b>Clean Rate Communications, Inc.</b></p>
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ACCEPTED FOR PROCESSING - 2020 August 20 4:26 PM - SCPSC - 2020-171-C - Page 9 of 14  
ACCEPTED FOR PROCESSING - 2020 July 24 3:48 PM - SCPSC - 2020-171-C - Page 9 of 16



Department of Licensing and Regulatory Affairs

Lansing, Michigan

This is to Certify That

CLEAR RATE COMMUNICATIONS, INC.

was validly incorporated on April 4, 2001 as a Michigan DOMESTIC PROFIT CORPORATION, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284 to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 14th day of September, 2020.

Linda Clegg

Linda Clegg, Interim Director

Corporations, Securities & Commercial Licensing Bureau

Sent by electronic transmission

Certificate Number: 20093429140

EXHIBIT 2

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

# State of Idaho

Office of the Secretary of State

## CERTIFICATE OF REGISTRATION OF CLEAR RATE COMMUNICATIONS, INC.

Filing Number: 3950348

I, LAWRENCE DENNEY, Secretary of State of the State of Idaho, hereby certify that an application for Foreign Registration Statement, duly executed pursuant to the provisions of the Idaho Uniform Business Organization Code, has been received in this office and is found to conform to law.

ACCORDINGLY, by virtue of the authority vested in me by law, I issue this Certificate of Registration to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 30 July 2020



  
Lawrence Denney  
Secretary of State

Processed by: Business Division

EXHIBIT 3

FINANCIAL INFORMATION – CONFIDENTIAL

CONFIDENTIAL - TO BE KEPT UNDER SEAL

CLEAR RATE COMMUNICATIONS, INC.  
BALANCE SHEET  
DECEMBER 31, 2019

	<u>2019</u> <u>DECEMBER</u>
ASSETS	
CURRENT ASSETS	
Cash	
Net Accounts Receivable	
Total Inventory	
Other Current Assets	
Total Other Current Assets	
TOTAL CURRENT ASSETS	
NET FIXED ASSETS	
TOTAL OTHER ASSETS	
TOTAL ASSETS	
LIABILITIES & EQUITY	
LIABILITIES	
CURRENT LIABILITIES	
ACCOUNTS PAYABLE	
TOTAL OTHER CURRENT LIABILITIES	
TOTAL CURRENT LIABILITIES	
TOTAL LONG TERM LIABILITIES	
TOTAL LIABILITIES	
EQUITY	
Retained Earnings	
Capital Stock	
Shareholder Distributions	
Net Income/(Loss)	
TOTAL EQUITY	
TOTAL LIABILITIES & EQUITY	