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OF COUNSEL  
(573) 634-8109  
FAX (573) 634-8224

September 21, 1999

FILED<sup>2</sup>

SEP 21 1999

Missouri Public  
Service Commission

Mr. Dale Hardy Roberts  
Executive Secretary-Chief Regulatory Law Judge  
Missouri Public Service Commission  
P. O. Box 360  
Jefferson City, MO 65102-0360

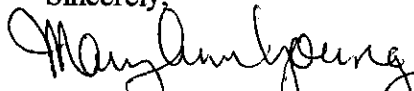
RE: Case No. TA-2000-220  
Telecommunications Cooperative Network, Inc. d.b.a. TCN, Inc.

Dear Mr. Roberts:

Enclosed you will find the original and 14 copies of the Certificate of Authority from the Missouri Secretary of State's Office, along with other incorporation documents for TCN, which I omitted from the September 7, 1999, Application in this case. This omission was brought to my attention by the Commission's Order Requiring Filing of September 15, 1999. The packet of documents includes a cover sheet labeled "Exhibit 1", as referenced in the Application, and a copy of this cover letter is provided with each copy of Exhibit 1 for the convenience of each recipient. I apologize for any inconvenience caused by this oversight. Thank you for your assistance in processing this filing.

A copy is being served on the Office of Public Counsel and General Counsel's Office. If there are any questions, please call me at 634-8109.

Sincerely,

  
Mary Ann (Garr) Young

Enclosure

cc: Public Counsel  
General Counsel  
Sharon McDonald

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**EXHIBIT 1**

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

## CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

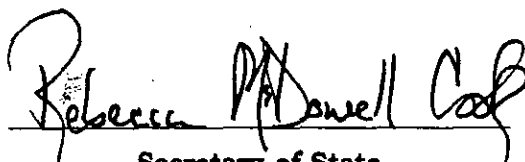
WHEREAS,  
TELECOMMUNICATIONS COOPERATIVE NETWORK, INC.

USING IN MISSOURI THE NAME  
TCN, INC.

HAS COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW WHICH GOVERNS FOREIGN CORPORATIONS; BY FILING IN THE OFFICE OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENCE OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF THE STATE OF DELAWARE.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI.

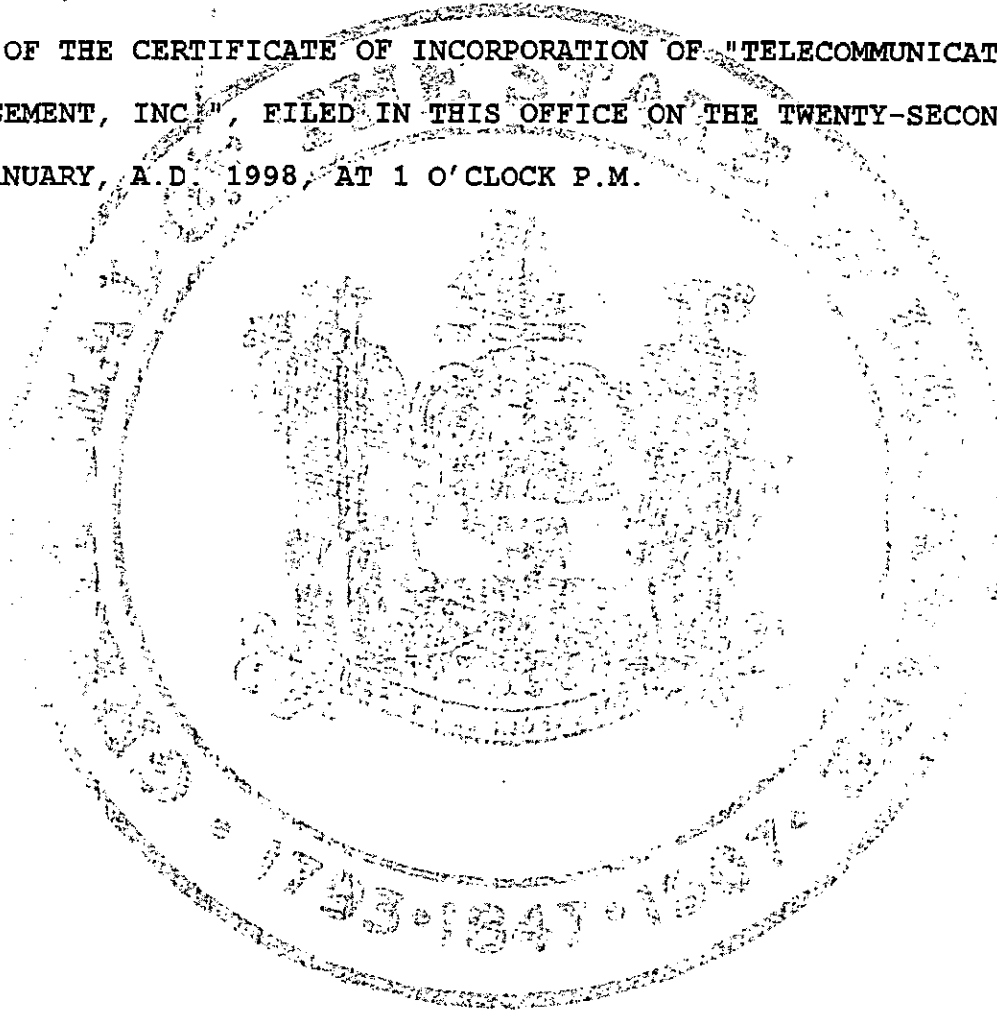
IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 28TH DAY OF SEPTEMBER, 1998.

  
Secretary of State



\$155.00

I, EDWARD J. FREEL, 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 "TELECOMMUNICATIONS MANAGEMENT, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 1998, AT 1 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2849240 8100

991235003

AUTHENTICATION: 9801905

DATE: 06-14-99

**Certificate of Incorporation**  
**of**  
**Telecommunications Management, Inc.**

**ARTICLE ONE**

The name of the corporation is Telecommunications Management, Inc. (the "Corporation").

**ARTICLE TWO**

The address of the Corporation's registered office in the State of Delaware is 9 East Loockerman Street, City of Dover, County of Kent, State of Delaware 19901. The name of its registered agent at such address is National Registered Agents, Inc.

**ARTICLE THREE**

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 the State of Delaware.

**ARTICLE FOUR**

The total number of shares of stock which the Corporation has the authority to issue is one thousand (1,000) shares of Common Stock, with a par value of \$.001 per share.

**ARTICLE FIVE**

The name and mailing address of the sole incorporator is as follows: Patricia A. Myers, Holland & Hart LLP, 555 17<sup>th</sup> Street, Suite 3200, Denver, Colorado 80202.

**ARTICLE SIX**

The Corporation is to have perpetual existence.

**ARTICLE SEVEN**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 01/22/1998  
981026759 - 2849240

ARTICLE EIGHT

The initial Board of Directors shall consist of one (1) member, and the name and address of the individual who is to serve as the sole director until the first annual meeting of the stockholders, or until his successors are elected and qualified, is as follows:

NameMailing Address

David Altshuler

4 Brattle Street, Suite 209  
Cambridge, MA 02138ARTICLE NINE

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept 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 Bylaws of the Corporation. Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

ARTICLE TEN

The Corporation shall indemnify, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, all persons who it may indemnify pursuant thereto. The personal liability of a director of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as it now exists or may hereafter be amended. Any repeal or modification of this paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

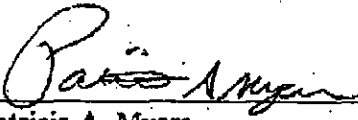
ARTICLE ELEVEN

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

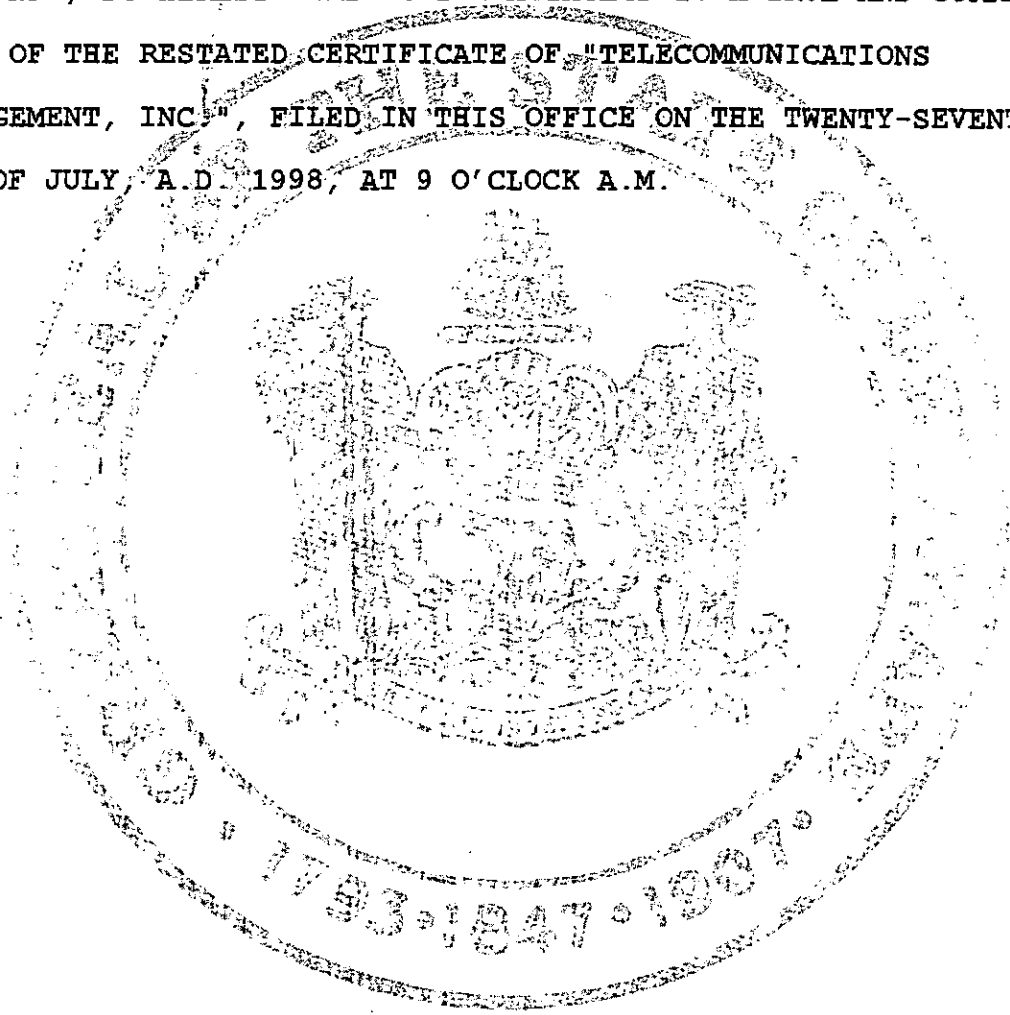
ARTICLE TWELVE

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole 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 my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 22<sup>nd</sup> day of January, 1998:

  
Patricia A. Myers

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "TELECOMMUNICATIONS MANAGEMENT, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2849240 8100

991235003

AUTHENTICATION:

9801906

DATE:

06-14-99



**Amended and Restated  
Certificate of Incorporation  
of**

**Telecommunications Management, Inc.**

Pursuant to Sections 242 and 245 of the Delaware General Corporation Law, the undersigned corporation, Telecommunications Management, Inc. (the "Corporation"), adopts the following Amended and Restated Certificate of Incorporation. The Amended and Restated Certificate of Incorporation constitutes an amendment and restatement of the original Certificate of Incorporation of the Corporation, correctly sets forth the current provisions of the Certificate of Incorporation of the Corporation, supersedes the Corporation's original Certificate of Incorporation, which was filed with the Delaware Secretary of State on January 22, 1998, and has been duly adopted by unanimous written consent of the Corporation's sole director and sole stockholder, in lieu of a meeting, on July 27, 1998.

**ARTICLE ONE**

The name of the corporation is Telecommunications Management, Inc.

**ARTICLE TWO**

The address of the Corporation's registered office in the State of Delaware is 9 East Loockerman Street, City of Dover, County of Kent, State of Delaware 19901. The name of its registered agent at such address is National Registered Agents, Inc.

**ARTICLE THREE**

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 the State of Delaware.

**ARTICLE FOUR**

The total number of shares of stock which the Corporation has the authority to issue is one thousand (1,000), consisting of 100 shares of Class A Voting Common Stock, with a par value of \$.001 per share, and 900 shares of Class B Non-voting Common Stock, with a par value of \$.001 per share.

The shares of Class A Voting Common Stock shall have unlimited voting rights. Each outstanding share of Class A Voting Common Stock shall be entitled to one vote.

The shares of Class B Non-voting Common Stock shall have no voting rights.

All shares of Common Stock, whether Class A Voting Common Stock or Class B Non-voting Common Stock, shall have identical rights to distribution and liquidation proceeds.

Upon the effective date of this Amended and Restated Certificate, the 1000 issued and outstanding shares of the Corporation's Common Stock with par value of \$.001 per share, issued prior to such effective date, shall be converted into 100 shares of the Corporation's Class A Voting Common Stock with a par value of \$.001 per share, and 900 shares of the Corporation's Class B Non-voting Common Stock with a par value of \$.001 per share.

The Board of Directors of the Corporation shall have the power and authority, in its discretion, to purchase from time to time, for and on behalf of the Corporation, all shares of stock of this Corporation of all classes that may be offered to it to the fullest extent permitted by law.

#### ARTICLE FIVE

The Corporation is to have perpetual existence.

#### ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

#### ARTICLE SEVEN

The initial Board of Directors shall consist of one (1) member, and the name and address of the individual who is to serve as the sole director until the first annual meeting of the stockholders, or until his successors are elected and qualified, is as follows:

##### Name

##### Mailing Address

David Altschuler

20 University Road  
4<sup>th</sup> Floor  
Cambridge, MA 02138

#### ARTICLE EIGHT

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept 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 Bylaws of the Corporation. Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

#### ARTICLE NINE

The Corporation shall indemnify, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, all persons who it may indemnify pursuant thereto. The personal liability of a director of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as it now exists or may hereafter be amended. Any repeal or modification of this paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

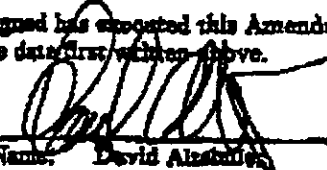
#### ARTICLE TEN

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

#### ARTICLE ELEVEN

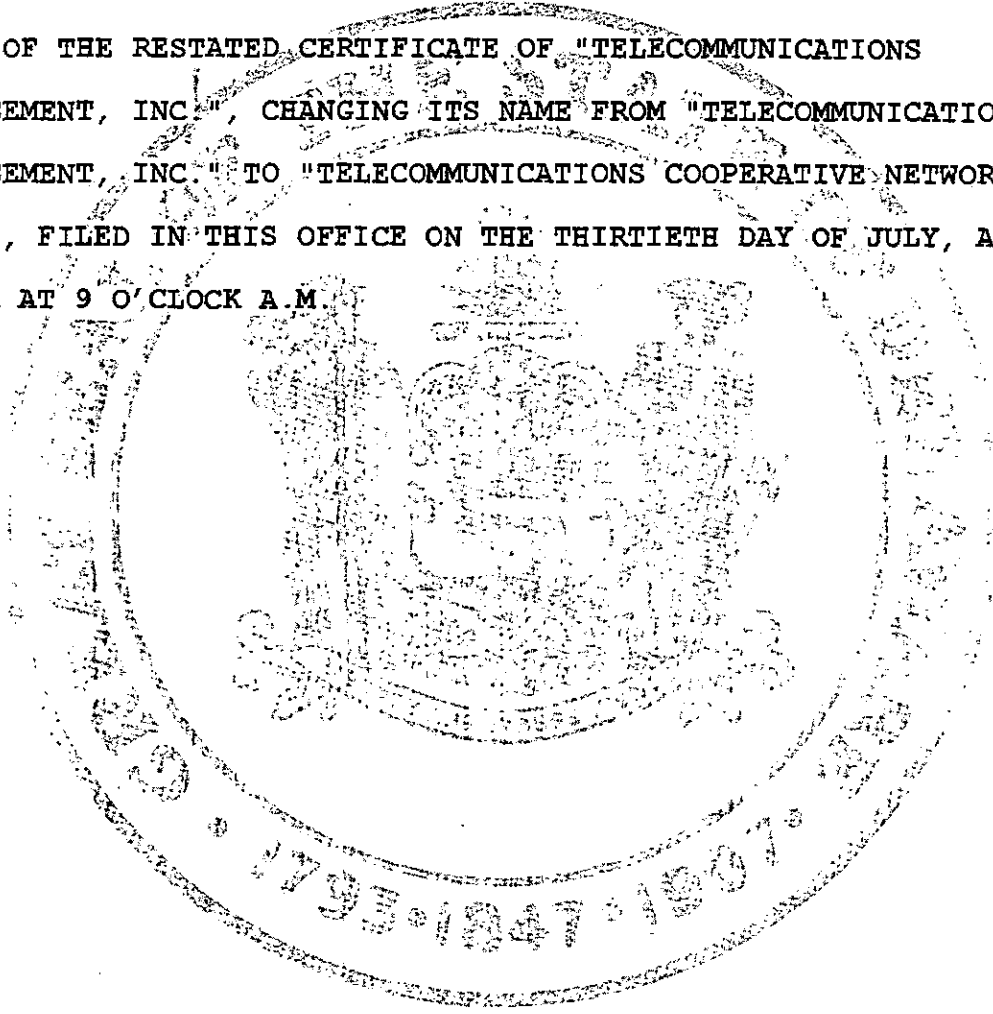
The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation as of the date first written above.

By   
Name: David Altschuler  
Title: President, Telecommunications Management, Inc.

DENVER:0015558.01

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "TELECOMMUNICATIONS MANAGEMENT, INC.", CHANGING ITS NAME FROM "TELECOMMUNICATIONS MANAGEMENT, INC." TO "TELECOMMUNICATIONS COOPERATIVE NETWORK, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2849240 8100

991235003

AUTHENTICATION: 9801907

DATE: 06-14-99

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF**

Telecommunications Management, Inc.

Pursuant to Sections 242 and 245 of the Delaware General Corporation Law, the undersigned corporation, Telecommunications Management, Inc. (the "Corporation"), adopts the following Amended and Restated Certificate of Incorporation. The Amended and Restated Certificate of Incorporation constitutes an amendment and restatement of the original Certificate of Incorporation of the Corporation, correctly sets forth the current provisions of the Certificate of Incorporation of the Corporation, supersedes the Corporation's original Certificate of Incorporation, which was filed under the name "Telecommunications Management, Inc." with the Delaware Secretary of State on January 22, 1998, and the Corporation's Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on July 27, 1998, and has been duly adopted by unanimous written consent of the Corporation's sole director and sole stockholder, in lieu of a meeting, on July 30, 1998.

**ARTICLE ONE**

The name of the corporation is Telecommunications Cooperative Network, Inc.

**ARTICLE TWO**

The address of the Corporation's registered office in the State of Delaware is 9 East Lookerman Street, City of Dover, County of Kent, State of Delaware 19901. The name of its registered agent at such address is National Registered Agents, Inc.

**ARTICLE THREE**

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 the State of Delaware.

**ARTICLE FOUR**

The total number of shares of stock which the Corporation has the authority to issue is one thousand (1,000), consisting of 100 shares of Class A Voting Common Stock, with a par value of \$.001 per share, and 900 shares of Class B Non-voting Common Stock, with a par value of \$.001 per share.

The shares of Class A Voting Common Stock shall have unlimited voting rights. Each outstanding share of Class A Voting Common Stock shall be entitled to one vote.

The shares of Class B Non-voting Common Stock shall have no voting rights.

All shares of Common Stock, whether Class A Voting Common Stock or Class B Non-voting Common Stock, shall have identical rights to distribution and liquidation proceeds.

The Board of Directors of the Corporation shall have the power and authority, in its discretion, to purchase from time to time, for and on behalf of the Corporation, all shares of stock of this Corporation of all classes that may be offered to it to the fullest extent permitted by law.

#### ARTICLE FIVE

The Corporation is to have perpetual existence.

#### ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

#### ARTICLE SEVEN

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept 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 Bylaws of the Corporation. Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

#### ARTICLE EIGHT

The Corporation shall indemnify, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, all persons who it may indemnify pursuant thereto. The personal liability of a director of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as it now exists or may hereafter be amended. Any repeal or modification of this paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### ARTICLE NINE

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

#### ARTICLE TEN

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

JUL-31-1998 18:17 FROM THE COMPANY CORP.

TO 913027396483 P.03

IN WITNESS WHEREOF, The undersigned has executed this Amended and Restated Certificate of Incorporation as of the date first written above.

A handwritten signature in dark ink, appearing to read 'David Altshuler', is written over a horizontal line.

David Altshuler, President

Telecommunications Cooperative Network, Inc.