

NOWALSKY & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

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Metairie, Louisiana 70005
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October 11, 2023

VIA ELECTRONIC FILING

Executive Secretary
Missouri Public Service Commission
200 Madison Street
Jefferson City, MO 65102-0360

RE: Change in Corporate Form – Jivitel, Inc. to Jivitel, LLC

Dear Commission Secretary,

Jivitel, Inc. (“Jivitel”) hereby notifies the Michigan Public Utilities Commission of their change in corporate form, from a corporation to a limited liability company, resulting in the company name change to Jivitel, LLC.^{1/} *See footnote page 2.*

Jivitel is a registered provider voice over the internet telephony services (“VoIP”) pursuant to authority granted Docket DA 2020-0158 dated 12/5/19. A copy of the evidence of the name change from the Secretary of State is also attached.

The effective date of the name change is immediate, upon approval of the Notice by the Commission. The Company’s Contact Information has been reviewed and updated in EFIS.

Questions regarding this notification may be directed to:

Becky Heggelund
Nowalsky & Gothard, APLLC
1420 Veterans Memorial Blvd.
Metairie, LA 70005
E-mail: bheggelund@nbglaw.com

Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

/s/ Becky Heggelund

Becky Heggelund, Regulatory Assistant
Nowalsky & Gothard, APLLC
1420 Veterans Memorial Blvd.
Metairie, LA 70005
Phone (504) 832-1984
E-Mail: bheggelund@nbglaw.com

¹ For business reasons and as part of an overall reorganization transaction, the shareholders of Jivetel, Inc., a New York corporation (“**Jivetel**”), formed Jivetel Holdings, Inc., a New York corporation (“**Holdings**”), and contributed all of the issued and outstanding stock of Jivetel to Holdings in exchange for the issuance of all of the shares of stock of Holdings. Following the contribution, Holdings was the sole owner of all of the issued and outstanding shares of stock of Jivetel and the former shareholders of Jivetel (the “**Former Shareholders**”) were the sole owners of all of the issued and outstanding shares of stock of Holdings.

Shortly after the foregoing transactions, Jivetel changed its legal entity status from a New York corporation to a New York limited liability company. The change in status was effected via a merger of Jivetel, Inc. with and into Jivetel SPE, LLC (a newly formed New York limited liability company), with Jivetel SPE, LLC as the surviving entity. Pursuant to the merger transaction, Jivetel SPE, LLC changed its legal name to Jivetel, LLC, such that Jivetel, LLC is the survivor to the merger.

Following the contribution and the merger discussed above, the Former Shareholders of Jivetel owned, directly, all of the issued and outstanding stock of Holdings and owned, indirectly through Holdings, all of the issued and outstanding membership interests of Jivetel, LLC (the survivor to Jivetel).

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF WITHDRAWAL

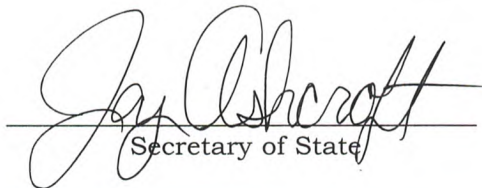
WHEREAS, an application for Withdrawal of

JIVETEL INC.
F001329168

a New York corporation has been received, found to conform to law, and filed;

NOW, THEREFORE, I, John R. Ashcroft, Secretary of State of the State Of Missouri, issue this Certificate of Withdrawal, certifying that the aforementioned Gen. Business - For Profit is withdrawn from this state.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 1st day of June, 2023.


Secretary of State





State of Missouri

John R. Ashcroft, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

F001329168
Date Filed: 6/1/2023
John R. Ashcroft
Missouri Secretary of State

Application for Certificate of Withdrawal of Foreign Corporation

(Submit with filing fee of \$25.00 and Certificate of Tax Clearance issued from the Missouri Department of Revenue)

The undersigned corporation, for the purpose of withdrawing from the State of Missouri hereby executes the following document:

1. The name of the Corporation is Jivetel Inc. Missouri Charter #: F001329168
and is organized and exists under the laws of New York

2. A. The corporation is not transacting business and surrenders its authority to transact business in the State of Missouri.

B. The corporation revokes the authority of its registered agent in Missouri to accept service of process and consents that service of process in any suit, action, or proceeding based upon any cause of action arising in Missouri during the time the corporation was licensed to transact business in Missouri may thereafter be made on the corporation by service on the Secretary of State of Missouri.

C. The mailing address to which the Secretary of State may mail a copy of any service of process is:

2 Brooks Edge Dr., New City, NY 10956-2100

Address

City/State/Zip

D. The corporation will notify the Secretary of State of Missouri of any future change of mailing address for a period of five years.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Israel Fleischer

President

5/22/2023

Authorized Signature

Printed Name

Title

Date

Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Code: _____

ORI-06012023-0416 State of Missouri
No of Pages 2 Pages



With/Term/Dissolve - For Profit

Corp. 48 (01/2017)

TAXATION DIVISION
PO BOX 3666
JEFFERSON CITY, MO 65105-3666



Missouri
DEPARTMENT OF REVENUE

Telephone: 573-751-9268
Fax: 573-522-1265
E-mail: taxclearance@dor.mo.gov

CERTIFICATE OF TAX CLEARANCE

JIVETEL INC
242 RANGELINE RD
LONGWOOD, FL 32750-4035

05/30/2023

MISSOURI CORPORATION CHARTER NUMBER: F001329168

The Missouri Department of Revenue received your request for a tax clearance and completed a review of the tax records. All taxes owed, including all liabilities owed as determined by the Division of Employment Security pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to assess, or pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call (573) 751-4153 or toll free at (866) 223-6535.

THIS CERTIFICATE REMAINS VALID FOR 60 DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in 60 days you must obtain a new Certificate of Tax Clearance. A new Request for Tax Clearance (Form 943) is required.

If you require additional information, contact the Taxation Division at the above address, telephone number, fax number, or e-mail.

Taxation Division

Enclosure

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF REGISTRATION

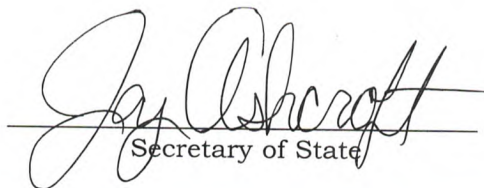
WHEREAS,

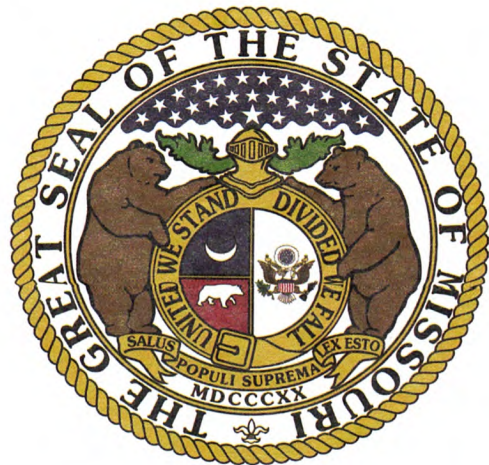
JIVETEL, LLC
FL001699049

existing under the laws of the State of New York has filed with this state its Application of Registration and whereas this Application of Registration conforms to the Missouri Limited Liability Company Act.

NOW, THEREFORE, I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify and declare that on the 1st day of June, 2023, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 1st day of June, 2023.


Secretary of State





State of Missouri
John R. Ashcroft, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

FL001699049
Date Filed: 6/1/2023
John R. Ashcroft
Missouri Secretary of State

**Application for Registration of a Foreign
Limited Liability Company**

(Submit with filing fee of \$105.00)

1. The name of the foreign limited liability company is: Jivetel, LLC
2. The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company", "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):
- _____
3. The foreign limited liability company was formed under the laws of New York on the
date of 03/07/2023
(month/day/year) (state or jurisdiction)
4. The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:
The sale of telecommunications services.
5. The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):
- CSC-Lawyers Incorporating Service Company 221 Bolivar Street Jefferson City, MO 65101
Name Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip
- The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. Note: failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.
6. The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:
- 2 Brooks Edge Dr. New City, NY 10956
Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip
7. This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

(Please see next page)

Name and address to return filed document:

Name _____
Address _____
City, State, and Zip Code _____

ORI-06012023-0400 State of Missouri
No of Pages 4 Pages



Creation - LLC/LP/LLP

LLC-4 (01/2017)

8. ☐ Series LLC (OPTIONAL) Pursuant to Section 347.186, the foreign limited liability company may establish a designated series in its operating agreement. The names of the series must include the full name of the limited liability company under which it has been admitted to transact business in this state and are the following:

New Series:

- ☐ The limited liability company gives notice that the series has limited liability.

New Series:

- ☐ The limited liability company gives notice that the series has limited liability.

New Series:

- ☐ The limited liability company gives notice that the series has limited liability.

(Each separate series must also file an Attachment Form LLC 4A.)

In Affirmation thereof, the facts stated above are true and correct.

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)


Authorized Signature

Israel Fleischer
Printed Name

5/22/2023
Date

Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

STATE OF NEW YORK

DEPARTMENT OF STATE

Certificate of Status

I, ROBERT J. RODRIGUEZ, Secretary of State of the State of New York and custodian of the records required by law to be filed in my office, do hereby certify that upon a diligent examination of the records of the Department of State, as of the date and time of this certificate, the following entity information is reflected:

Entity Name:	JIVETEL, LLC
DOS ID Number:	6757316
Entity Type:	DOMESTIC LIMITED LIABILITY COMPANY
Entity Status:	EXISTING
Date of Initial Filing with DOS:	03/07/2023
Statement Status:	CURRENT
Statement Due Date:	03/31/2025

I certify that the following is a list of documents on file in the Department of State for said entity:

Document Type:	ARTICLES OF ORGANIZATION
Date of Filing:	03/07/2023
Effective Date:	03/29/2023
Entity Name:	JIVETEL SPE, LLC

Document Type:	CERTIFICATE OF MERGER
Date of Filing:	03/29/2023
Name Changed To:	JIVETEL SPE, LLC

Above space is left blank intentionally.

No information is available from this office regarding the financial condition, business activity or practices of this entity.

WITNESS my hand and official seal of the Department
of State, at the City of Albany, on May 02, 2023 at
03:05 P.M.



ROBERT J. RODRIGUEZ, Secretary of State

Brendan C. Hughes

By Brendan C. Hughes
Executive Deputy Secretary of State

Authentication Number: 100003421260 To Verify the authenticity of this document you may access the
Division of Corporation's Document Authentication Website at <http://ecorp.dos.ny.gov>