



REGISTRATION AND COMPETITIVE CLASSIFICATION OF TELECOMMUNICATIONS COMPANIES

Washington Utilities and Transportation Commission
621 Woodland Square Loop SE
Lacey, WA 98503
PO Box 47250
Olympia, WA 98504-7250

Telephone 360-664-1160 / Fax 360-586-1150
TTY 360-586-8203 or 1-800-416-5289
Website: www.utc.wa.gov

The UTC has a policy of providing equal access to its services. To request this document in alternate formats, please call 360-664-1133.

Registering as a Telecommunications Company in Washington is as easy as 1-2-3:

1. Complete this application form
2. Submit this form via the [Records Center Web portal](#).
3. UTC will issue a registration certificate generally within 30 days

Include the following:

- X Current Balance Sheet Latest Annual Report, if any

Competitive Classification

X Applicant is subject to effective competition and requests waiver of regulatory requirements outlined in [480-121-063\(1\)](#).
Yes

Telecommunications Company Information

Company Name: **GigaMonster Networks, LLC** d/b/a: **The company does not use a d/b/a**
Company Mailing Address: **350 Franklin Gateway, Suite 300**
City/State/Zip: **Marietta, Georgia 30067**
Web Site Address: **[http:// gigamonster.net](http://gigamonster.net)**

Unified Business Identification Number (UBI): **604412490**
(If you do not know your UBI number or need to request one contact the Business Licensing Services at 360-664-1400 or 1-800-451-7985)

Questions regarding this application should be directed to:

Name: **GSA / Laura Garfinkel**
Phone Number: **973-760-9218** Fax Number: 866-611-5443 E-mail: **Laura.Garfinkel@claconnect.com**

Mailing Address: **6250 Shiloh Road**
City/State/Zip: **Alpharetta Georgia, 30005**

Registered Agent (A Washington Agent is required if the company is located outside Washington State):

Name: **CORPORATION SERVICE COMPANY**
Mailing Address: **300 DESCHUTES WAY SW STE 208 MC-CSC1**
City/State/Zip: **TUMWATER, WA, 98501**
Phone Number: **1-800-927- 9800**

Name, address and title of each officer or director (attach additional pages if needed)

<u>Name</u>	<u>Address</u>	<u>Title</u>
William K. Dodd	350 Franklin Gateway, Suite 300 Marietta, Georgia 30067	CEO Phone:404-961-7010 Email:bdodd@gigamonster.net
Lindsay Whitehurst	350 Franklin Gateway, Suite 300 Marietta, Georgia 30067	CMO & Secretary
Douglas Macgill	350 Franklin Gateway, Suite 300 Marietta, Georgia 30067	Treasurer
Steven R. Mutton	350 Franklin Gateway, Suite 300 Marietta, Georgia 30067	VP – Finance & Accounting

Regulatory Contact:

Name: **Orvin Moore**
Mailing Address: **6250 Shiloh Road, Alpharetta Georgia 30005**
Phone Number: **678-203-0271**
E-mail: **atlantaregulatory@claconnect.com; cc: rkrueve@gigamonster.net**
Fax Number: **678-487-8808**

Consumer Questions and/or Complaint Contact:

Name: **Jason Gardner**
Mailing Address: **350 Franklin Gateway, Suite 300 / Marietta, Georgia 30067**
Phone Number: **404- 961-7028**
E-mail: **gardner@gigamonster.net; cc: rkrueve@gigamonster.net**
Fax Number: **404-645-7734**

Emergency Contact:

Name: **Steven R. Mutton**
Mailing Address: **350 Franklin Gateway, Suite 300 / Marietta, Georgia 30067**
Phone Number: **404-961-7942**
E-mail: **smutton@gigamonster.net; cc: rkrueve@gigamonster.net**
Fax Number: **404-645-7734**

Telecommunication services provided (check all that apply) :

- | | |
|---|---|
| <input checked="" type="checkbox"/> Local Exchange Service (including resale) | <input checked="" type="checkbox"/> Data Services |
| <input checked="" type="checkbox"/> Long Distance Service | <input type="checkbox"/> Prepaid Calling Cards |
| <input type="checkbox"/> Operator Services | <input checked="" type="checkbox"/> VoIP |
| <input type="checkbox"/> Other, please specify in box below: | <input type="checkbox"/> Wireless |

VERIFICATION

IN ACCORDANCE WITH WASHINGTON STATE REQUIREMENTS

STATE OF GEORGIA)
)
)
COUNTY OF CHEROKEE)

I, Steven R. Mutton, do hereby state that as Senior Vice President of Finance & Accounting of GigaMonster Networks, LLC, and as Applicant for a Certificate of Authority from the Washington Utilities and Transportation Commission and have authority to bind GigaMonster Networks, LLC and hereby affirm that:

1. This application and its Exhibits to provide resold Interexchange and Local Exchange Telecommunications Services throughout the state of Washington represents fully the GigaMonster Networks, LLC operations, offerings in a full, true and complete fashion.
2. GogaMonster Networks, LLC confirms that information contained in the application is true and correct; and,
3. GigaMonster Networks, LLC is familiar with, and; will comply with all Federal and State laws, and GigaMonster Networks, LLC will comply with all Rules and Orders of the Washington State Public Service Commission.

Steven Mutton
Print Name

[Signature]
Sign Name

Subscribed and affirmed before me
This 6th day of January, 2021

1-6-21
Date

By Joan M. Strobel
Notary Public

My commission expires: 11/4/23

Joan M Strobel
NOTARY PUBLIC
Cherokee County, GEORGIA
My Commission Expires 11/04/2023

LIST OF EXHIBITS

Exhibit A Articles & Certificate of Authority - State of Washington

Exhibit C Financial Information

Exhibit D Leadership & Management Biographies

EXHIBIT A

Applicant's Articles & Washington State Registration

LIMITED LIABILITY COMPANY AGREEMENT
FOR
GIGASPHERE LLC
DATED AS OF
JUNE 1, 2018

LIMITED LIABILITY COMPANY AGREEMENT

THIS LIMITED LIABILITY COMPANY AGREEMENT for GigaSphere LLC, a Delaware limited liability company (the “*Company*”), is executed and delivered as of June 1, 2018, by the sole member of the Company (the “*Member*”).

1. Formation; Company Name. The Company has been organized as a limited liability company under the laws of the State of Delaware pursuant to the filing of its certificate of formation with the Secretary of State of the State of Delaware on May 17, 2018. The name of the Company is “GigaSphere LLC”. The name of the Company may be changed from time to time by the Member in its sole discretion.

2. Purpose. The purpose of the Company is to engage in any lawful act or activity which may be conducted by a limited liability company organized under the laws of the State of Delaware and to engage in all activities necessary or incidental to the foregoing.

3. Term; Controlling Law. The term of the Company commenced upon the filing of its certificate of formation with the Secretary of State of the State of Delaware and shall be perpetual until its dissolution and the winding up of its business in accordance with Sections 15 and 16. The Company shall be governed by the Delaware Limited Liability Company Act, 6 Del. C. §18-101, *et seq.* (as amended from time to time, the “*Act*”).

4. Principal Office; Registered Office and Registered Agent. The principal office of the Company shall be located at such place as the Member may from time to time designate. The Company may maintain offices at such other place or places as the Member deems advisable. The registered office of the Company required by the Act to be maintained in the State of Delaware shall be the office of the initial registered agent named in the certificate of formation or such other office (which need not be a place of business of the Company) as the Member may designate from time to time in the manner provided by law. The registered agent of the Company in the State of Delaware shall be the initial registered agent named in the certificate of formation or such other person or persons as the Member may designate from time to time in the manner provided by law.

5. Membership Interests. The ownership of the Company shall be represented by membership units (“Units”). The Units may be certificated or uncertificated, in a form determined by the Member in its sole discretion. The proportion, expressed as a percentage, which the Units of a member bear to all Units issued and outstanding is referred to herein as a “Membership Interest.” The Member owns and holds all Ten Thousand (10,000) issued and outstanding Units of the Company and the Member’s Membership Interest in the Company is One Hundred Percent (100%).

6. Capital Contributions. The Member may make capital contributions to the Company from time to time in the Member’s sole discretion to provide all or a part of the funds necessary to enable the Company to operate its business and maintain its assets and to discharge its obligations and liabilities.

7. Distributions. Distributable cash, if any, shall be distributed from time to time as the Member shall determine in the Member’s sole discretion. Non-cash assets, if any, shall be

distributed from time to time as the Member shall determine in the Member's sole discretion. Notwithstanding anything in this Agreement to the contrary, no distribution of cash or non-cash assets shall be declared and paid if such distribution would violate the limitations on distributions set forth in the Act.

8. Disregarded Tax Entity. The Member has formed the Company under the Act as a separate and distinct legal entity, with full power and authority to engage in its own name apart from the Member in any lawful act or activity which may be conducted by a limited liability company organized under the laws of the State of Delaware. Notwithstanding the foregoing, for United States federal and state tax purposes only, the Member intends for the Company to be disregarded as a separate entity from the Member, and the Company and the Member will file all tax returns consistent with such treatment.

9. Management. The business and affairs of the Company shall be managed by the Member. The Member shall have all of the rights and powers which may be possessed by a "manager" under the Act and shall have full, complete and exclusive authority, power and discretion to manage and control the business, affairs and properties of the Company, to make all decisions regarding those matters and to perform any and all other acts or activities customary or incident to the management of the Company's business. The Member shall have the authority to appoint one or more managers or officers of the Company and to delegate to such managers or officers such authority and duties as the Member shall determine in the Member's sole discretion. The compensation of any manager, if any, shall be fixed from time to time by the Member. Each manager and officer of the Company shall be entitled to reimbursement by the Company for reasonable out-of-pocket expenses incurred by them in connection with the Company's business. Each manager of the Company shall serve until the earlier to occur of his or her death, resignation or removal by the Member. The Member may remove any manager at any time for any reason or no reason.

10. Initial Officers.

(a) Designation and Appointment. Unless the Member otherwise decides, if the title is one commonly used for officers of a business corporation formed under the laws of the State of Delaware, the assignment of such title shall constitute the delegation to such officer of the authority and duties that are normally associated with that office. Each officer shall hold office until such (i) officer's successor shall be duly designated and qualified, (ii) officer's death, or (iii) officer shall resign or shall have been removed in the manner hereinafter provided. Any number of offices may be held by the same person. The salaries or other compensation, if any, of the officers and agents of the Company shall be fixed from time to time by the Member. William K. Dodd is hereby appointed the initial Chief Executive Officer of the Company, David Bell is hereby appointed the initial President of the Company, Lindsay Whitehurst is hereby appointed the initial Secretary of the Company, and Steven Mutton is hereby appointed the initial Treasurer of the Company.

(b) Resignation; Removal; Vacancies. Any officer may resign as such at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Member. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the

resignation. Any officer may be removed as such, either with or without cause, by the Member in its sole discretion at any time; *provided* however, that such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Designation of an officer shall not of itself create any contract rights. Any vacancy occurring in any office of the Company may be filled by the Member and shall remain vacant until filled by the Member.

(c) Duties of Officers. The officers, solely in the performance of their duties as such, shall owe to the Company and the Member duties of loyalty and due care of the type owed by the officers of a corporation to such corporation and its stockholders under the laws of the State of Delaware. The Company and the Member acknowledge that certain officers may also be affiliates of the Member.

11. Exculpation. No member, manager or officer of the Company shall be liable to the Company or the Member for any action (or omission to act) taken with respect to the Company so long as such member, manager or officer: (a) acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Company; (b) was neither grossly negligent nor engaged in willful malfeasance; (c) did not breach this Agreement in any material respect; and (d) did not violate any law. Each member, manager and officer shall be fully protected and justified with respect to any action or omission taken or suffered by him or her in good faith if such action or omission was taken or suffered in reliance upon and in accordance with the opinion or advice as to matters of law, of legal counsel or, as to matters of accounting, of accountants, in each case who are selected with reasonable care.

12. Indemnification. The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member, manager or officer of the Company (each, an "*Indemnatee*"), against any loss, damage, liability or expense (including attorneys' fees, costs of investigation and amount paid in settlement) incurred by or imposed upon the Indemnatee in connection with any action, suit or proceeding, unless it shall have been finally adjudicated that the Indemnatee: (a) did not act in good faith and in a manner that such Indemnatee reasonably believed to be in the best interest of the Company; (b) was either grossly negligent or engaged in willful malfeasance; (c) breached this Agreement in any material respect; or (d) violated any law. The Company shall advance the expenses incurred by an Indemnatee in defending any action, suit or proceeding, or in opposing any claim arising in connection with any potential or threatened action, suit or proceeding, in each case for which indemnification may be sought pursuant to this Section 11, in advance of the final disposition thereof, upon receipt of a written undertaking by such Indemnatee to repay such payment if it shall be determined by a court of final jurisdiction that such Indemnatee is not entitled to indemnification therefor as provided herein.

13. Transfer of Interest; Succession. The Member may transfer all or any portion of the Member's interest in the Company at any time in the Member's sole discretion. Upon the transfer of a portion of the Member's interest in the Company, the Member and the transferee shall enter into mutually agreeable amendments to this Agreement to reflect their respective ownership and governance rights and obligations with respect to the Company. Upon the transfer of all of the Member's interest in the Company, the transferee shall become the sole member of the Company.

14. Other Activities. The Member may engage in activities outside of the Company, including activities that compete with the Company. The Company shall not have any right pursuant to this Agreement to such activities or to the income or profits therefrom, and the Member shall have no duty to make any report or accounting to the Company with respect thereto.

15. Fiscal Year; Accounting Principles; Books and Records. The Company's fiscal year shall be the 12-month period ending on December 31 of each calendar year, or such other period as may be established by the Member. The Company's books and records shall be kept, and its income tax returns prepared, under such permissible method of accounting, consistently applied, as the Member determines is in the best interest of the Company and the Member. The Member shall maintain records and accounts of all operations and expenditures of the Company. At a minimum the Company shall keep at its principal place of business the following records: (a) a current list and past list of the full name and last known mailing address of all current and former Members of the Company; (b) a copy of the Company's certificate of formation and all amendments thereto; (c) a copy of this Agreement and all amendments hereto and a copy of any superseded agreements; (d) copies of the Company's federal, state, and local tax returns and reports, if any, for the three most recent years; and (e) copies of the Company's financial statements for the three most recent years. The Member shall cause the preparation and timely filing of all tax and information returns, if any, required to be filed by the Company pursuant to the Internal Revenue Code and all other tax and information returns deemed necessary and required in each jurisdiction in which the Company does business.

16. Dissolution. The Company shall dissolve and commence winding up and liquidation upon the first to occur of any of the following events: (a) the written consent of the Member; or (b) the Member ceases to be a Member of the Company upon the occurrence of an event of dissociation as specified in the Act, unless the business of the Company is continued in accordance with the Act.

17. Winding Up and Liquidation. Upon dissolution, the Member or any other authorized person (the "*Liquidator*") shall immediately proceed to wind up the affairs of the Company. The Liquidator shall sell or otherwise liquidate all of the Company's assets as promptly as practicable (except to the extent the Liquidator determines to distribute any assets to the Member in kind) and shall apply the proceeds of such sale and the remaining Company assets in the following order of priority: (a) payment of creditors, including the Member if a creditor, to the extent otherwise permitted by law, in satisfaction of liabilities of the Company, other than liabilities for distributions to the Member; (b) establishment of reserves that the Liquidator deems reasonably necessary for contingent or unforeseen obligations of the Company, with the balance of such funds to be distributed to the Member at the end of a period reasonably determined by the Liquidator; and (c) such remaining amounts to the Member. Upon completion of the winding up, liquidation and distribution of the assets, the Liquidator shall file articles of dissolution as required by the Act. Upon filing the articles of dissolution, the existence of the Company shall cease, except as otherwise provided in the Act.

18. Applicable Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, without giving effect to any choice of law or

conflict of law rules or provisions (whether of the State of Delaware or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Delaware.

19. Successors and Assigns. All covenants and agreements contained in this Agreement shall bind and inure to the benefit of the parties hereto and their respective heirs, executors, administrators, successors, legal representatives, and permitted assigns, whether so expressed or not.


20. Creditors. None of the provisions of this Agreement shall be for the benefit of or enforceable by any creditors of the Company, and no creditor who makes a loan to the Company may have or acquire (except pursuant to the terms of a separate agreement executed by the Company in favor of such creditor) at any time as a result of making the loan any direct or indirect interest in Company profits, losses, distributions, capital, or property other than as a secured creditor.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned, as sole member of the Company, has duly executed and delivered this Limited Liability Company Agreement as of the date first set forth above.

MEMBER:

GIGASPHERE HOLDINGS LLC

By: 
Name: William K. Dodd
Title: Chief Executive Officer

CSC
www.cscglobal.com

CSC- Wilmington
251 Little Falls Drive
Wilmington, DE 19808
800-927-9800
302-636-5454 (Fax)

Matter# Not Provided
Project Id :

Order# 888676-90
Order Date 08/16/2019

Entity Name : GIGASPHERE INTERNATIONAL LLC
Jurisdiction : WA-Secretary of State
Request for : Foreign Amendment Filing
File# : na
File date : 08/22/2019
Result : Filed

Ordered by RON RUEVE at DIRECPATH, LLC

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.cscglobal.com.

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Deborah Manning
dmannin0@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.



Office of the Secretary of State
Corporations & Charities Division

(360) 725 - 0377 | www.sos.wa.gov/corps

801 Capitol Way S, Olympia, WA 98504-0234

This Box For Office Use Only

FILED

Secretary of State
State of Washington
Date Filed: 08/22/2019
Effective Date: 08/22/2019
UBI No: 604 412 490

- Expedite Service \$50
- Nonprofit Amendment \$20
- All Other Entity Types Amendment \$30

AMENDMENT OF FOREIGN REGISTRATION STATEMENT

RCW 23.95

Please provide UBI # <u>604 412 490</u> (as currently recorded with the Office of the Secretary of State)
NAME OF FOREIGN ENTITY: (as currently recorded with the Office of the Secretary of State) <u>GigaSphere International LLC</u>
BUSINESS TYPE CHANGE: Is this for a Nonprofit Corporation? (Check one) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, please continue to page 2. If no, please continue below Are you changing your business type? (Check one) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (if no, continue to page 2) If yes, select the change being made: <input type="checkbox"/> FOREIGN LIMITED LIABILITY COMPANY <input type="checkbox"/> FOREIGN LIMITED LIABILITY LIMITED PARTNERSHIP <input type="checkbox"/> FOREIGN LIMITED LIABILITY PARTNERSHIP <input type="checkbox"/> FOREIGN LIMITED PARTNERSHIP <input type="checkbox"/> FOREIGN PROFESSIONAL LIMITED LIABILITY COMPANY <input type="checkbox"/> FOREIGN PROFESSIONAL LIMITED LIABILITY PARTNERSHIP <input type="checkbox"/> FOREIGN PROFESSIONAL SERVICE CORPORATION <input type="checkbox"/> FOREIGN PROFIT CORPORATION <input type="checkbox"/> FOREIGN PUBLIC UTILITY CORPORATION

ENTITY NAME CHANGE: Are you changing your business name? Yes No If no, continue to Jurisdiction

If yes, do you already have an entity name reserved? Yes No

If Yes, provide the Name Reservation Number and Name If No, provide only the name

Reservation Number: _____

Name: GigaMonster Networks, LLC

DOING BUSINESS AS (DBA) NAME: RCW 23.95.525

If above name is not available, enter a name to be used in Washington State.

JURISDICTION: *Required only if changed*

Country: _____

State: _____

PRINCIPAL OFFICE: *Required only if changed*

Principal Office Street Address
(Must be a physical address; No PO Box or PMB)

Address: _____

Zip: _____ City: _____

State: _____ Country: _____

Mailing Address (optional)

Check if mailing address is the same as street address.

Address: _____

Zip: _____ City: _____

State: _____ Country: _____

Phone: (optional) _____ Email: (optional) _____

GOVERNOR(S): *Required only if changed*

List at least one, attach additional pages if necessary *An entity cannot serve as its own Governor

Name: _____ Name: _____

Name: _____ Name: _____

Name: _____ Name: _____

PERIOD OF DURATION IN HOME JURISDICTION: *Required only if changed* Please check ONE of the following

This Company shall have a perpetual duration This Company shall have a duration of _____ years.

This Company shall expire on _____

Has your registered agent changed? YES NO If Yes, please be sure to complete page 3

NEW REGISTERED AGENT:

Is the Registered Agent a Commercial Registered Agent? Yes No

If Yes, provide the name of the Commercial Registered Agent: _____

A Commercial Registered Agent is an entity or individual that is registered with the Office of the Secretary of State to receive legal documents on behalf of a corporation. A Commercial Registered Agent has the entities/individual's address on record with the office.

A Registered Agent consent is still required for a Commercial Registered Agent located below.

If No, please continue below

Please complete **ONE** type of Registered Agent below, be sure to include the name below the checked box. Then continue to provide the required street address. Mailing address if needed.

<input type="checkbox"/> Individual _____ First and last name of a Non-commercial Registered Agent. (Any person not registered as a Commercial Registered Agent.)	<input type="checkbox"/> Entity _____ Name of a Non-commercial Registered Agent. (Any business not registered as a Commercial Registered Agent.)	<input type="checkbox"/> Office or Position _____ List the Office or Position serves as agent. (Only if using the specific office or position as the registered agent, no matter who holds the position like: Secretary, Member or Treasurer.)
--	---	---

Phone: _____ Email: _____

<p style="text-align: center;">Registered Agent Street Address (required) (Must be a physical address No PO Box or PMB)</p> <p>Country: <u>United States</u> State: <u>Washington</u></p> <p>Address : _____</p> <p>_____</p> <p>Zip: _____ City: _____</p>	<p style="text-align: center;">Registered Agent Mailing Address (optional) <input type="checkbox"/> Check if mailing address is the same as street address</p> <p>Country: <u>United States</u> State: <u>Washington</u></p> <p>Address : _____</p> <p>_____</p> <p>Zip: _____ City: _____</p>
--	---

CONSENT TO SERVE AS REGISTERED AGENT - REQUIRED FOR ALL TYPES

I hereby consent to serve as Registered Agent in the State of Washington for the named entity. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the entity; to forward mail to the entity; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

_____ Signature of Registered Agent	_____ Printed Name/Title	_____ Date
--	-----------------------------	---------------

NATURE OF BUSINESS: *Required only if changed*

Briefly describe the type of business your entity conducts in the state of Washington:

EFFECTIVE DATE: *Required only if changed*

Date of filing Specify a Date _____ cannot be more than 90 days following received date

RETURN ADDRESS FOR THIS FILING: *(Optional)*

This address will be sent document(s) regarding this specific filing in addition to document (s) being sent to the Registered Agent's street/ mailing address.

Attention to: _____


Email: _____

Address: _____

City _____ State _____ Zip _____

AUTHORIZED PERSON:

This record is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

	Steven R. Mutton, Authorized Person	8-15-19
Signature of Authorized Person	Printed Name/Title	Date

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GIGAMONSTER NETWORKS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF AUGUST, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GIGAMONSTER NETWORKS, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF MAY, A.D. 2018.

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



6889906 8300

SR# 20196547674

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203419561

Date: 08-15-19

Work Order #: 2019082100420035 - 1

Received Date: 08/21/2019

Amount Received: \$80.00

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF REGISTRATION

to

GIGASPHERE INTERNATIONAL LLC

A/AN DELAWARE LIMITED LIABILITY COMPANY, effective on the date indicated below.

Effective Date: 03/27/2019
UBI Number: 604 412 490



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 03/27/2019



SOS

Office of the Secretary of State
Corporations & Charities Division

James M. Dolliver Building
801 Capitol Way South • PO Box 40234
Olympia, WA 98504-0234
Tel: 360.725.0377
www.sos.wa.gov/coids

Congratulations:

You have completed the initial filing to create a new business entity. **The next step in opening your new business is to complete a Business License Application.** You may have completed this step already. The Business License Application can be completed online or downloaded at: <http://www.bls.dor.wa.gov/>.

If you have any questions about the Business License Application, or would like a Business License Application package mailed to you, please call Business License Services at 1-800-451-7985.

CORPORATION SERVICE COMPANY
300 DESCHUTES WAY SW STE 304
TUMWATER WA 98501

IMPORTANT

You have completed the initial filing to create a new entity. To keep your filing status active and avoid administrative dissolution, you must:

1. **File an Annual Report** and pay the annual license fee each year before the anniversary of the filing date for the entity. A notice to file your annual report will be sent to your registered agent. It is the corporation or LLC's responsibility to file the report even if no notice is received.
2. **Maintain a Registered Agent** and registered office in this state. You must notify the Corporations Division if there are any changes in your registered agent, agent's address, or registered office address. Failure to notify the Corporations Division of changes will result in misrouted mail, and possibly administrative dissolution.

If you have questions about report and registered agent requirements, please contact the Corporations Division at 360-725-0377 or visit our website at: www.sos.wa.gov/coids.



Office of the Secretary of State
 Corporations & Charities Division
 (360) 725 - 0377 | www.sos.wa.gov/corps
 801 Capitol Way S, Olympia, WA 98504-0234

This Box For Office Use Only

FILED
 Secretary of State
 State of Washington
 Date Filed: 03/27/2019
 Effective Date: 03/27/2019
 UBI No: 604 412 490

- Expedite Service \$50
- Nonprofit \$30
- All Other Entity Types \$180

FOREIGN REGISTRATION STATEMENT

RCW 23.95

REQUALIFICATION:

Has this entity previously registered with the Office of the Secretary of State? (Check one) Yes No

If Yes, provide UBI #, Expiration date and continue: UBI #: _____ Expiration: _____

If No, please continue.

Do you already have a UBI Number? (Check one) Yes No If Yes, provide UBI # _____

If No, a new UBI# will be issued to you upon successful completion of the filing.

If you have previously filed with another state agency (for example, the Department of Revenue, the Department of Labor and Industries, or the Employment Security Department), you may already have a 9 digit UBI Number that you can enter above. Please do not enter the UBI Number of a Sole Proprietorship or General Partnership. If you do not have a UBI Number, please select "no" above and continue with the filing.

ENTITY NAME: Name must match the name listed on the Certificate of Existence

Does the entity have a name reserved? (Check one) Yes No

If Yes, provide the Name Reservation Number and Name If No, provide only the name

Reservation Number: _____

Name: GigaSphere International LLC

For name requirements please see the following RCW(s) as shown below.

Profit Corporation - RCW 23.95.305 (1), Nonprofit Corporation - RCW 23.95.305 (2), Limited Partnership - RCW 23.95.305 (3),
 Limited Liability Partnership - RCW 23.95.305 (4), Limited Liability Company - RCW 23.95.305 (5)

DOING BUSINESS AS (DBA) NAME: RCW 23.95.525

If above name is not available, enter a name to be used in Washington State. _____

JURISDICTION:

Country: United States

State: Delaware

REGISTERED AGENT:

Is the Registered Agent a Commercial Registered Agent? Yes No

If Yes, provide the name of the Commercial Registered Agent: Corporation Service Company

A Commercial Registered Agent is an entity or individual that is registered with the Office of the Secretary of State to receive legal documents on behalf of a corporation. A Commercial Registered Agent has the entities/individual's address on record with the office.

A Registered Agent consent is still required for a Commercial Registered Agent located below.

If No, please continue below

Please complete ONE type of Registered Agent below, be sure to include the name below the checked box. Then continue to provide the required street address. Mailing address if needed.

<input type="checkbox"/> Individual First and last name of a Non-commercial Registered Agent. (Any person not registered as a Commercial Registered Agent.)	<input type="checkbox"/> Entity <u>Corporation Service Company</u> Name of a Non-commercial Registered Agent. (Any business not registered as a Commercial Registered Agent.)	<input type="checkbox"/> Office or Position List the Office or Position serves as agent. (Only if using the specific office or position as the registered agent, no matter who holds the position like: Secretary, Member or Treasurer.)
Phone: _____	Email: _____	
Registered Agent Street Address (required) (Must be a physical address No PO Box or PMB) Country: <u>United States</u> State: <u>Washington</u> Address: <u>300 Deschutes Way SW Suite 304</u> Zip: <u>98501</u> City: <u>Tumwater</u>	Registered Agent Mailing Address (optional) <input type="checkbox"/> Check if mailing address is the same as street address Country: <u>United States</u> State: <u>Washington</u> Address: _____ Zip: _____ City: _____	

CONSENT TO SERVE AS REGISTERED AGENT - REQUIRED FOR ALL TYPES

I hereby consent to serve as Registered Agent in the State of Washington for the named entity. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the entity; to forward mail to the entity; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

Corporation Service Company

By: Brittany Aunet

Brittany Aunet, Assistant Secretary

03/25/2019

Signature of Registered Agent

Printed Name/Title

Date

<p align="center">Principal Office Street Address (Must be a physical address; No PO Box or PMB)</p> <p>Address: <u>350 Franklin Gateway, Suite 300</u></p> <hr/> <p>Zip: <u>30065</u> City: <u>Marietta</u></p> <p>State: <u>GA</u> Country: <u>USA</u></p>	<p align="center">Mailing Address (optional)</p> <p><input type="checkbox"/> Check if mailing address is the same as street address.</p> <p>Address: <u>P.O. Box 6339</u></p> <hr/> <p>Zip: <u>30067</u> City: <u>Marietta</u></p> <p>State: <u>GA</u> Country: <u>USA</u></p>
<p>Phone: (optional) <u>404-961-7942</u> Email: (optional) <u>smutton@gigamonster.net</u></p>	

GOVERNORS:

List at least one, attach additional pages if necessary *An entity cannot serve as its own Governor

Name: <u>William K Dodd</u>	Name: _____
Name: _____	Name: _____
Name: _____	Name: _____

DATE OF FORMATION IN HOME JURISDICTION: 05/17/2018

PERIOD OF DURATION IN HOME JURISDICTION: Please check ONE of the following

This Company has a perpetual duration (default) This Company has a duration of _____ years.

This Company expires on _____

NATURE OF BUSINESS: (briefly describe the type of business your entity conducts in the state of Washington):

Develop and deliver gigabit internet service to its customers

DATE BEGAN DOING BUSINESS IN WASHINGTON: Please check ONE of the following:

Date of filing Specify a Date _____

EFFECTIVE DATE:

Date of filing Specify a Date _____ (Cannot be more than 90 days from received date)

RETURN ADDRESS FOR THIS FILING: *(Optional)*

This address will be sent document(s) regarding this specific filing in addition to document(s) being sent to the Registered Agent's street/mailling address.

Attention to: Steven R Mutton

Email: smutton@gigamonster.net

Address: P.O. Box 6339

City Marietta State GA Zip 30067

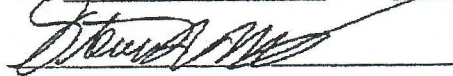
EXECUTOR INFORMATION:

Name, address, and signature required. Attach additional sheets if necessary.

This record is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

Address: 350 Franklin Gateway, Suite 300

City Marietta State GA Zip 30065

	<u>Steven R Mutton, VP Fin & Acctg</u>	<u>03/22/2019</u>
Signature of Executor	Printed Name/Title	Date

REQUIRED: A Certificate of Existence or document of similar import issued no more than 60 days before the date of submission must be attached to this Statement. Failure to do so will result in the Statement being returned for correction. Contact your Secretary of State or corporate regulating authority for instructions.

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GIGASPHERE INTERNATIONAL LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF MARCH, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GIGASPHERE INTERNATIONAL LLC" WAS FORMED ON THE SEVENTEENTH DAY OF MAY, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



6889906 8300

SR# 20192249432

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202511039

Date: 03-25-19

EXHIBIT C

Financial Information

GigaMonster Networks
 Balance Sheet - Interco condensed
 For the Twelve Months Ending Tuesday, December 31, 2019

	December Total
ASSETS	
Current Assets	
Cash	\$16,037,514.77
Accounts Receivables, Net	3,749,643.04
Other Receivables	305,717.32
Prepaid Expenses	141,834.20
Inventory and Construction in Progress	2,345,879.39
Other Assets	69,443.98
Total Current Assets	22,650,032.70
Fixed Assets	
Furnitures, Fixtures & Equipment	12,211,134.37
Accumulated Depreciation	(263,805.46)
Total Fixed Assets	11,947,328.91
Intangible Assets	
Trade Name	21,458,039.97
Other Intngibles	23,049,377.07
Goodwill	38,864,656.15
Total Intangible Assets	83,372,073.19
Other Assets	
	117,969,434.80
TOTAL ASSETS	117,969,434.80
LIABILITIES & OWNERS EQUITY	
Liabilities	
A/P	323,597.65
Uncashed Checks	284,885.65
Accrued Liabilities	1,138,223.49
Deferred Revenue	325,540.43
Short-Term Lease - Enterprise	39,478.79
Note Payable-ST	312,456.24
Capitalized Interest AT&T Capital	40,632.71
Total Current Liabilities	2,464,814.96
Long Term Liabilities	
Accrued LT Liabilities	118,540.04
Toyota Financing	4,695.40
LT - Enterprise	38,297.78
Deferred Tax	36,316.00
AT&T Capital Lease	243,015.30
Radius Capital Lease	29,775.30
Total Long Term Liabilities	470,639.82
TOTAL LIABILITIES	2,935,454.78
Equity	
Memembership Interest	68,812,000.00
Preferred Units	7,500,000.00

	December
	Total
Retained Earnings (Deficit)	44,650,920.03
YTD Income	(5,928,940.01)
TOTAL OWNERS EQUITY	115,033,980.02
TOTAL LIABILITIES & EQUITY	117,969,434.80
Assets	117,969,434.80
Liabilities	2,935,454.78
Equity	115,033,980.02

GigaMonster Networks, LLC
P&L

	31-Dec-19	31-Mar-20
	YTD	YTD
Revenue		
Residential Internet Revenue	\$14,177,412	\$3,557,690
Video Revenue	2,060,712	480,591
Residential Voice Revenue	79,393	18,723
Commercial Services Revenue	862,382	187,455
Construction Revenue	375,516	250
Audio/Video Revenue	3,910	0
IMS Revenue	93,703	13,356
Shared Services Revenue	2,639,862	520,165
Call Center Revenue	596,587	145,974
Miscellaneous Income	58,190	90,617
Total Revenue	20,947,666	5,014,821
Cost of Sales		
Residential Internet Costs	7,491,682	2,240,034
Programming Costs	1,380,053	348,724
Residential Voice Costs	163,778	30,291
Revenue Share	257,428	62,843
Commercial Services Costs	395,811	137,303
Construction Costs	78,604	4,925
Assessment Costs	12,838	17,939
IMS Costs	5,115	1,175
Audio/Video Costs	4,520	0
Customer Care	1,772,157	452,550
Property Costs	7,304	5,783
Field Operations	2,994,954	830,914
Total Cost of Sales	14,564,244	4,132,481
Gross Profit	6,383,422	882,340
Gross Profit Margin	30.47%	17.59%
General & Administrative Expenses		
Corporate	3,314,662	644,686
Finance	858,969	411,296
Marketing	1,254,919	329,381
Audio/Video	23	0
Construction	107,795	16,014
Business Development	506,901	126,731
Business Services	171,619	146,047
Supply Chain	327,898	96,122
Network Operations	625,929	197,363
Network Development	142,160	0
Building Technology	289,023	0
BD - Agents/Dealers	0	44,611
Community Relations	0	166,762
Quality Assurance	0	96,461
Enterprise Systems	475,928	202,761
TOTAL G&A	8,075,826	2,478,235
EBITDA	(1,692,403)	(1,595,895)
Capital Raise	240,000	0
Admin Fees/Monitoring Fees	119,126	0
Special Consultants	194,146	77,866

	31-Dec-19	31-Mar-20
	YTD	YTD
Disconnected Circuits	16,908	8,337
Lawsuit	75,633	20,022
Prior Year Expenses	162,599	0
Gain/loss on assets	65,559	(103)
Board Fees	40,404	12,534
Barings transaction	4,390,326	66,658
Wages & Salaries	62,512	0
K1 Tax for Partners	81,565	5,000
Other Expenses	5,448,779	190,314
Net Income Before ITDA	(7,141,182)	(1,786,209)
Interest	4,997,571	1,658
Interest Income	(825)	0
Tax Expense	29,934	25,965
Depreciation	3,157,946	954,816
Amortization	3,548,382	21,703
Net Income (Loss)	(18,874,191)	(2,790,351)

ATTACHMENT D

LEADERSHIP & MANAGEMENT BIOGRAPHIES -

Demonstration of Managerial, Financial, Technical and Operational Capabilities

Jason Gardiner, Vice President - Network

As the Company's Vice President of Network, Jason has served as a Network Engineer for more than 25 years, 15 of those years being in a service provider environment. He has managed networks for the Department of the Army, FAA and Coast Guard, as well as designing, installing and operating the Washington Dulles International Airport network.

Jason has supported a wide range of small to large scale deployments without limitation: installs, maintenance/repairing and testing of enterprise, SMBE, multitenant building of broadband products such as; High Speed Internet (HSI), Networking, VDSL, Fiber to Prem., IPTV, and High Definition TV.

Mr. Gardiner has a long and broad history and successful track record of analyzing, designing, testing, and evaluating network systems, such as local area networks (LAN), wide area networks (WAN), Internet, intranet, and other data communications systems. Along with performing network modeling, analysis, and planning.

Jason has worked exclusively in the Internet Service Provider and telephony industry since 2000 and obtained his CCIE in Routing and Switching in 2002. For the last 10 years, he has worked for PurDigital, DIRECPATH, and currently GigaMonster Networks. Within each of these companies Jason was and is instrumental in designing, building, and running their overall networks provisioned to support Internet, data and voice technologies.

Strong in telecommunications related to calling and packet delivery systems Jason has strong expertise and experience in dealing with a wide range of multi-layer and level protocols including designing and set up STP/SCP/SSP systems in the telephony and digital calling systems, planning and designing of SS7 signaling links, and conducting integration tests.

Jason had also performed all DMS; DPP-SDM & SS7 Migration and hardware configurations software applications and monitoring related to a wide array of structured telephone and hosed phone systems. Adept at performing Tier 1 surveillance, supporting all areas of trouble reporting of SS7 links, and switch equipment issues; Mr. Gardiner also has a long and diverse history with switch interconnections to the PSTN to other telephone (including cellular) switches using ITU SS7.

Jason is well versed in all areas of fiber networks, infrastructure and technology and has dealt with all forms of fiber optic cable and optical networks. His understanding and his involvement and leading of infrastructure deployments to enterprise, multi-tenant building and residential locations include: MPLS, Metro Ethernet, Private Line, Point to Point, T-1's, DS3's, DSA, ADSL in conjunction with WAN, LAN, SD-WAN deployments.

Outside of work Jason serves as a member of Vestry. He is also the Director and bass player of an instrumental group for the St. Catherine's Episcopal Church.

Jason holds a degree in Internetworking Technology, summa cum laude, from Strayer University.

Russell P. Ludwig IV, Director of Construction

Russell Ludwig is no stranger to the Communications Industry with over 26+ years' industry experience and of those 14 years of construction management and network management. Prior to GigaMonster, Russell spent 10 years working for Comcast in Atlanta, Ga. as Director of Construction. At GigaMonster Networks, LLC Russell is responsible for overseeing all phases of the company's construction department as well as permitting and working with government officials. This includes estimating services, pre-construction services, preliminary design development, and preparation of construction contracts and specifications packages, bid solicitation, project planning, scheduling, budgetary control, vendor pricing,

and product quality assurance.

Russell has budgeted hundreds of projects diverse in both construction methods as well as cost range. He has successfully completed over a combined total of \$1.2 billion in complex Greenfield and Brownfield Mid/High rise residential building projects, including design-build restaurant, hotel, commercial, office, retail, and mixed-use projects with multiple types of distribution systems. Including Structured Cabling, Access Control, Closed Circuit Cameras, and, Audio/Visual systems. Responsibilities also include Hybrid fiber-coax, multi-channel headend, DirecTV MDU distribution systems, FTTU Pre/Post Wires, Wireless, Ethernet data network, Central Office, and, COLO facilities ITT. Russell Ludwig is also liaison for all city/state municipalities for all OSP/ISP construction projects. These also include GA811, NJUNS, traffic/road closure, ROW, pole attachment permitting, make readies, joint trenching, and directional boring underground/aerial projects. These projects vary in size and their geographic locations span nationwide.

Russell currently holds GA, NC, FL, Licenses as well as business statues, business law, NEC Code compliance, and OSHA workplace safety certifications.

Bill Dodd, Co-Founder, Chairman and Chief Executive Officer

Bill Dodd currently serves as Co-Founder, Chairman and CEO of GigaMonster Networks, LLC a leading fiber-based gigabit Internet providers to residents of multifamily communities. Bill will lead the Company's efforts to build a national telecommunications network dedicated to providing superior quality Internet services to its subscribers and bundling these services with applications and program-based content like DIRECTV.

Bill's previous role was Chairman, President and CEO of DIRECPATH, which he grew to become one of the nation's top Internet providers in the multifamily private cable operator industry, and to become one of only three master system operators for DIRECTV. Under Bill's leadership, DIRECPATH held the highest average market share in the DIRECTV multifamily channel for the past 9 years, which is currently 86% above the channel average.

Prior, Bill served as President and COO of Biltmore Communications, where he led the company's strategy to launch the nation's first IPTV offering in a multifamily community. As a pioneer in IPTV, Bill's efforts led the nation in multifamily IPTV deployments until he sold the company to DIRECPATH in 2007. Before joining Biltmore Communications, Bill co-founded Open Point Networks to address the critical need for regional roaming among high-speed wireless data networks and served as its President and COO until its sale in 2003 to Biltmore Communications. Prior, he co-founded and served as Chairman and CEO of Blue Rock, which he sold to Israeli-based RichFX, which specialized in the development of algorithms for streaming computer-generated video.

Bill has served as a director on various corporate and non-profit boards, and currently serves on the Multifamily Broadband Council (MBC). Bill co-founded and served as Chairman of the InfiniEnergy Partnership Board of the Georgia Institute of Technology's new alternative energy research center. Bill received his Bachelor of Engineering, summa cum laude, from The Georgia Institute of Technology and his Master of Business Administration from Harvard University.

Steven Mutton, Vice President – Finance & Accounting

Steven Mutton has served as a finance professional for more than 20 years, joining the GigaMonster family in 2008. As VP-Finance & Accounting, Steven oversees the Accounting Department and Human Resources along with all financing and relationships with lenders.

Prior to joining the GigaMonster Networks family, Steven worked for Six Flags over Georgia joining that

organization in 2000 as Controller and subsequently promoted to Director of Finance becoming one of the youngest Directors in all of Six Flags.

Lindsay Whitehurst, Co-Founder and Chief Marketing Officer

Lindsay has over 11 years of industry experience in the multifamily sector. She directs all marketing, pricing, brand, sales, and relationship strategies for the Company.

Lindsay is recognized throughout the private cable operator channel as the leading expert in building relationships and driving market share in multifamily communities across the nation. She has developed, modified and launched the programs that are used in hundreds of multi dwelling units (MDU) communities today by various multifamily industry channels, including DIRECTV Connected Properties.

Prior, Lindsay served as the VP of Sales and Marketing at DIRECPATH, which under her leadership; DIRECPATH won DIRECTV's most coveted honor, Highest DIRECTV Penetration, three years running. Her success led to DIRECTV engaging DIRECPATH to market many of DIRECTV's own MDU communities throughout the U.S., known as DIRECTV Connected Properties.

Lindsay continues to lead an incredible team of professionals who are now working with several DIRECTV dealers nationwide to assist in marketing their own DIRECTV communities, many of which are partnering with the Company to provide a highly competitive double play.

Before joining DIRECPATH, Lindsay held positions with Lagasse-Sweet, specializing in Tradeshow marketing and management. She began her career at HomeBanc Mortgage after earning a bachelor's degree in Business Marketing from the Georgia Institute of Technology.

Eric Welles, Vice President of Business Development

Eric Welles joined the Company to lead its business development efforts to secure multifamily Internet service contracts. In his first year has developed a sales lead program from multiple sources, including AT&T. Prior, Eric was responsible for sales, sales planning, and sales operations at Access Media 3, and led the VC-funded acquisition and integration of ten private cable operators, growing AM3 to over 130,000 RGUs to become the largest private cable operator in the country.

In 2003, Eric joined Tunnel Vision Technology (TVTI), a burgeoning custom electronics installation company with a growing bulk DIRECTV and developer contract presence in Chicago. During his tenure at TVTI, Eric doubled their revenue four successive years, and grew TVTI to a national top 20 CI dealer.

Out of college, Eric joined Procter & Gamble in a sales role in their beauty care division. Afterwards, he spent the next twenty years in consumer product management for both large and small companies including, Jacobs Suchard, Del Monte, Diageo, Guinness Bass Import Company, and Lake and PBM Pharmaceuticals. His disciplined structured selling approach, customer focused presentations, and sales funnel development led to demonstrable success selling profitable new distribution to every major retailer in the U.S.