

Morgan Lewis

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January 6, 2022

Via Electronic Filing

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
Capitol Building, First Floor
500 East Capital Avenue
Pierre, South Dakota 57501

RE: Informational Filing TC111 - Notification Regarding the Transfer of Control of Clear Rate Communications, Inc. to Clear Rate Holdings, Inc.

NOTICE OF CONSUMMATION AND RESULTING NAME CHANGE

Dear Ms. Van Gerpen:

This letter notifies the Commission that the transfer of control, including the pro forma restructuring, as described in the above-referenced Notification filed with the Commission on September 23, 2021, was completed on September 30, 2021. As a result, Clear Rate Communications, Inc. was converted from a Michigan corporation to a Delaware limited liability company and is now known as Clear Rate Communications, LLC and is a wholly owned subsidiary of Clear Rate Holdings, Inc. A copy of the certificate of conversion is attached as **Attachment A**. A copy of Clear Rate's replacement Access Services Tariff reflecting its new name was filed with the Commission on December 29, 2021 and assigned Docket No. TC21-126.

Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

/s/ Joshua M. Bobeck

Joshua M. Bobeck
JiaZhen (Ivon) Guo

Counsel for Clear Rate Holdings, Inc.

Attachment

cc: Roderick S. Coy
Steven R. Pacynski
Omar Bustami

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ATTACHMENT A

State of South Dakota

Office of the Secretary of State

Certificate of Authority

Foreign Limited Liability Company

I, **Steve Barnett**, Secretary of State of the State of South Dakota, hereby certify that the Application for Certificate of Authority to transact business in this state for

CLEAR RATE COMMUNICATIONS, LLC

BUSINESS ID# FL214957

with an effective date of: November 22, 2021, duly signed and verified, pursuant to the provisions of the South Dakota Limited Liability Company Act, has been received in this office and is found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the Application for Certificate of Authority.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, November 22, 2021.

Steve Barnett

Steve Barnett
Secretary of State

11/22/2021 12:35 PM

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845
corpinfo@state.sd.us

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
FOREIGN LIMITED LIABILITY COMPANY**
SDCL 47-34A-1002

FILING FEE: \$765

Make check payable to **SECRETARY OF STATE**

Application must be accompanied by a one page **Original Certificate of Existence** issued by the Secretary of State or other official having custody of the organizational records in the state or other jurisdiction under whose law it is organized.

1. The name of the company:

Clear Rate Communications, LLC

2. If the name indicated above does not include Limited Liability Company, Limited Company or the abbreviation L.L.C., LLC, L.C. or LC. (Limited may be abbreviated as Ltd. and company may be abbreviated as Co.), then what is the alternative name adopted:

3. The name of the state or other jurisdiction under whose laws it is organized: Delaware

4. The address of its principal office (this is the address of the executive offices of the company):

<u>2600 W Big Beaver Rd, Suite 450</u>	<u>Troy</u>	<u>MI</u>	<u>48084-3336</u>
Street Address	City	State	ZIP+4

_____	_____	_____	_____
Mailing Address if different from street address	City	State	ZIP+4

_____ *Email Address (Optional)*

5. If the jurisdiction under which the company is formed requires the company to maintain an office in that jurisdiction then provide for that office:

_____	_____	_____	_____
Street Address	City	State	ZIP+4

_____	_____	_____	_____
Mailing Address if different from street address	City	State	ZIP+4

6. The South Dakota Registered Agent's name:

South Dakota law permits the registered agent to be either: **A)** noncommercial registered agent (this may be an individual) or **B)** a commercial registered agent. **Complete only one below, either (a) or (b).**

(a) The South Dakota Noncommercial Registered Agent's name _____

_____	_____	_____	_____
Actual Street Address in this State	City	State	ZIP+4

_____	_____	_____	_____
Mailing Address in this State, if Different from Street Address	City	State	ZIP+4

_____ *Email Address (Optional)*

(b) When listing a Commercial Registered Agent, please state their CRA#. This number can be obtained from the Commercial Registered Agent.

Corporation Service Company

CR000003

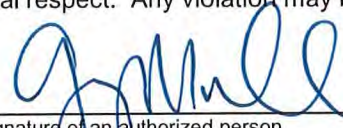
Commercial Registered Agent Name

CRA#

No person may execute this report knowing it is false in any material respect. Any violation may be subject to a criminal penalty (SDCL 22-39-36).

Dated 10/14/2021

Email _____
(Optional)



Signature of an authorized person

Giny Mullins

Printed Name

Secretary

Title

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLEAR RATE COMMUNICATIONS, 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-FIRST DAY OF OCTOBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CLEAR RATE COMMUNICATIONS, LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2021.

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




Jeffrey W. Bullock, Secretary of State

6268361 8300

SR# 20213576664

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

Authentication: 204473250

Date: 10-21-21



OFFICE OF THE SECRETARY OF STATE
STEVEN J. BARNETT, SECRETARY OF STATE
JASON LUTZ, DEPUTY SECRETARY OF STATE

CLEAR RATE COMMUNICATIONS, LLC
503 S PIERRE ST
PIERRE, SD 57501-4522

November 22, 2021

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Business ID :	FL214957		
Filing Type:	Limited Liability Company - Foreign		
Filing Date:	11/22/2021		
Status:	Good Standing	Annual Report	11/01/2022
Duration Term:	Perpetual	Due:	

Registered Agent Address:
CORPORATION SERVICE COMPANY
503 S PIERRE ST
PIERRE, SD 57501-4522
(800) 927-9800
COMPLIANCEMAIL@CSCGLOBAL.COM

Principal Address:
2600 W BIG BEAVER RD, SUITE 450
TROY, MI 48084

Congratulations on the successful filing of your **Application for Certificate of Authority** for **CLEAR RATE COMMUNICATIONS, LLC** in the State of South Dakota which is effective on the date shown above.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain an active South Dakota Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Steve Barnett
Secretary of State
State of South Dakota