

# EXHIBIT C

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Certificate of Authority Limited Liability Company

**ORGANIZATIONAL ID #: FL006346**

I, **Jason M. Gant**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **TELEPORT COMMUNICATIONS AMERICA, LLC (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are 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 June 11, 2012.



A handwritten signature in cursive script that reads "Jason M. Gant".

**Jason M. Gant**  
Secretary of State

CertAuthLLC Merge

Secretary of State Office  
500 E. Capitol Ave  
Pierre, SD 57501  
(605)773-4845

# APPLICATION FOR CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY

Please Type or Print Clearly in Ink

Please submit one Original and one Photocopy

**FILING FEE: \$750** payable to SECRETARY OF STATE

**RECEIVED**  
**JUN 11 2012**  
**S.D. SEC. OF STATE**

Telephone # \_\_\_\_\_  
FAX # \_\_\_\_\_

Filed this 11th day of June 2012  
*Jason Ford*  
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 country under whose law it is organized.

1. The name of the company is \_\_\_\_\_

Teleport Communications America, LLC

The name must 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.

2. The name of the state or country under whose laws it is organized is Delaware

3. The period of its duration Perpetual

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

One AT&T Way, Bedminster, NJ 07921

Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

5. The South Dakota Registered Agent name C T Corporation System

319 S. Coteau Street Pierre, South Dakota 57501

Street Address or Rural Route Box Number in This State and City State ZIP+4

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

When listing a Commercial Registered Agent, please state their CRA #. This number can be obtained from the Commercial Registered Agent.	CR000002
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6. Please check one:

- The company is member managed.  
 The company is manager managed.

If this company is manager managed, please state the name and address of each manager.

Anthony Fea , 200 S. Laurel Ave., Middletown, NJ 07748

Manager	Street Address	City	State	ZIP+4
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Manager	Street Address	City	State	ZIP+4
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Manager	Street Address	City	State	ZIP+4
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7. Whether one or more of the members of the company are to be liable for its debts and obligations under a provision similar to SDCL 47-34A-303 (c)

No member is to be liable for the debts, obligations or liabilities of the company under a provision similar to SDCL 47-34A-303(c).

The application must be signed by a Manager so stated in question number 6 or a Member if the company is member managed.

Dated 6/5/12

  
(Signature of an authorized member or manager)

Anthony Fea  
(Printed Name)

Manager  
(Title)

Foreign certificate of authority January 2011



# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEPORT COMMUNICATIONS AMERICA, 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 SIXTH DAY OF JUNE, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5160381 8300

120708872

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9622495

DATE: 06-06-12

**CERTIFICATE OF FORMATION**

**OF**

**TELEPORT COMMUNICATIONS AMERICA, LLC**

The undersigned authorized person, acting under § 18-201 of the Delaware Limited Liability Company Act, certifies as follows:

1. The name of the limited liability company is Teleport Communications America, LLC (the "Company").
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful business or activity for which limited liability companies may be organized under the Delaware Limited Liability Company Act.
4. The Company is to be managed by one or more managers as determined by its member pursuant to a Limited Liability Company Operating Agreement to be adopted by the sole member of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Teleport Communications America, LLC this 25<sup>th</sup> day of May, 2012 and declares that the facts herein stated are true and correct.

**AUTHORIZED PERSON:**

/s/ Paul M. Wilson

\_\_\_\_\_  
Paul M. Wilson  
Authorized Person