

ATTACHMENT I

IMPACT TELECOM, LLC

Nevada Articles of Incorporation

and

Certificate of Authority to
Transact Business In South Dakota
From the Secretary of State

State of South Dakota

Office of the Secretary of State

Certificate of Authority

Foreign Limited Liability Company

I, **Monae L. Johnson**, 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

Impact Telecom, LLC

BUSINESS ID# FL257190

with an effective date of: August 22, 2023, 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, August 22, 2023.



Monae L. Johnson

Monae L. Johnson
Secretary of State

SECRETARY OF STATE



LIMITED LIABILITY COMPANY CHARTER (CONVERSION)

I, BARBARA K. CEGAVSKE, the Nevada Secretary of State, do hereby certify that **IMPACT TELECOM, LLC** did on December 28, 2015, file in this office the Articles of Organization and Articles of Organization for a Limited Liability Company, that said Articles are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain the provisions required by the laws governing Limited Liability Companies in the State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on December 28, 2015.

Barbara K. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

Certified By: Christal Shirley
Certificate Number: C20151228-0525
You may verify this certificate
online at <http://www.nvsos.gov/>



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov



140304

Articles of Conversion
 (PURSUANT TO NRS 92A.205)
Page 1

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number 20150562296-98
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time 12/28/2015 8:00 AM
	Entity Number E0324282005-2

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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PLEASE NOTE: The charter document for the resulting entity *must* be submitted/filed simultaneously with the articles of conversion.

Articles of Conversion
(Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

Impact Telecom, Inc.

Name of constituent entity

Nevada

Jurisdiction

Corporation

Entity type *

and,

Impact Telecom, LLC

Name of resulting entity

Nevada

Jurisdiction

Limited Liability Company

Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Conversion
 (PURSUANT TO NRS 92A.205)
Page 2

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn:

c/o:


5. Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: Time:

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Name of constituent entity

X 
 Signature

Title

Date

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

FILING FEE: \$350.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

PLAN OF CONVERSION

December 23, 2015

This plan of conversion is made and entered into by and among Impact Telecom, Inc., a Nevada corporation (the "Company"), and Impact Telecom Holdings, Inc., a Colorado corporation, as the sole stockholder of the Company (the "Stockholder").

1. Conversion. Subject to the terms and conditions of this plan of conversion, at the Effective Time (as defined in Section 2 below), the Company shall be converted into a limited liability company organized pursuant to the laws of the State of Nevada (the "LLC"), with the Company continuing its existence in the organizational form of a limited liability company. Upon such conversion, the name of the LLC shall be Impact Telecom, LLC, a Nevada limited liability company.

2. Effective Time. The conversion shall become effective upon the filing of articles of conversion and articles of organization with the Secretary of State of the State of Nevada (the "Effective Time").

3. Conversion of Shares. The Stockholder is the sole stockholder of the Company. All of the issued and outstanding capital stock of the Company will be converted into a 100% membership interest in the LLC.

4. Approval. The board of directors of the Company and the Stockholder have unanimously approved this plan of conversion and the conversion of the Company from a corporation to a limited liability company.

5. Managers. The directors of the Company holding office immediately prior to the Effective Time shall, without the requirement of any other action by any person, serve as the managers of the LLC until their successors are duly elected or their prior resignation, removal or death.

6. Officers. The officers of the Company holding office immediately prior to the Effective Time shall, without the requirement of any other action by the members or managers of the LLC, serve as the officers of the LLC until their successors are duly appointed or their prior resignation, removal or death.

7. Governing Documents. The bylaws of the Company shall have no further force or control after the Effective Time, and shall immediately be replaced without the necessity of any further action by an operating agreement executed by the Stockholder, as sole member of the LLC.

8. Continuation of Business. At the Effective Time, the conversion shall have the effect provided for herein and in Section 92A.250 of the Nevada Revised Statutes. Without limiting the generality of the foregoing, from and after the Effective Time, the business of the Company shall continue to be carried on by the LLC and all the rights and property of the

Company shall be vested in the LLC and all debts, liabilities, and obligations of the Company shall continue as debts, liabilities, and obligations of the LLC in the order and priority such debts, liabilities and obligations are established with the Company immediately prior to the conversion. The Company shall not be required to wind up its affairs, pay its liabilities and distribute its assets. The conversion shall not constitute a dissolution of the Company but shall constitute a continuation of the existence of the Company in the form of a limited liability company.

9. Further Actions. The officers of the Company shall take, and shall authorize its counsel to take, all such further actions as may be required to complete the conversion, including all necessary filings with offices of the Secretary of State of Nevada, including articles of conversion that comply with Section 92A.205 of the Nevada Revised Statutes and articles of organization substantially in the form attached hereto as Exhibit A, and the execution of all documents necessary to transfer or evidence the transfer of the legal rights of the Company to the LLC (including all required filings and notices with state and local authorities).


10. Treatment. The Company and the Stockholder agree that, for U.S. federal income tax purposes: (i) the conversion is intended to accomplish the complete liquidation and dissolution of the Company in accordance with Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations thereunder and (ii) this plan of conversion is intended to constitute a plan of liquidation within the meaning of Section 332(b) of the Code.

11. Termination. This plan of conversion may be terminated and abandoned at any time prior to the Effective Time by resolution of the board of directors of the Company if it determines for any reason whatsoever that the conversion contemplated herein is inadvisable.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this plan of conversion to be executed as of the date first written above.

IMPACT TELECOM, INC.

By: 
Name: Robert Beaty
Title: President & Chief Executive Officer

IMPACT TELECOM HOLDINGS, INC.

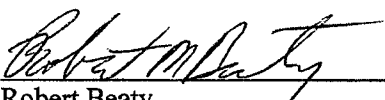
By: 
Name: Robert Beaty
Title: President & Chief Executive Officer

Exhibit A

Articles of Organization

(Attached)



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov



050106

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20150562297-09 Filing Date and Time 12/28/2015 8:00 AM Entity Number E0324282005-2
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**Articles of Organization
 Limited-Liability Company**
 (PURSUANT TO NRS CHAPTER 86)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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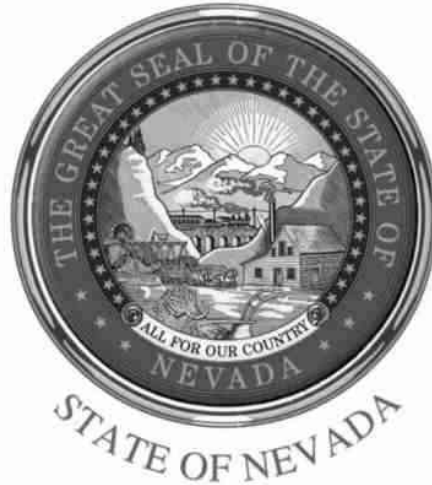
1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	Impact Telecom, LLC		Check box if a Series Limited-Liability Company <input type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
	2. Registered Agent for Service of Process: (check only one box)			
<input checked="" type="checkbox"/> Commercial Registered Agent: <u>The Corporation Trust Company of Nevada</u> Name		<input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below)		
Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity				
Street Address		City	Nevada	Zip Code
Mailing Address (if different from street address)		City	Nevada	Zip Code
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual):			
4. Management: (required)	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s) (check only one box)			
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) <u>Robert Beaty</u> Name			
	9000 E. Nichols Avenue, Ste. 230		Englewood	CO 80112
	Street Address		City	State Zip Code
	2) <u>Charles Griffin</u> Name			
	9000 E. Nichols Avenue, Ste. 230		Englewood	CO 80112
	Street Address		City	State Zip Code
3) _____ Name				
Street Address		City	State Zip Code	
6. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.			
	<u>Robert Beaty</u> Name		<input checked="" type="checkbox"/> <u>Robert A. Beaty</u> Organizer Signature	
	9000 E. Nichols Avenue, Ste. 230		Englewood	CO 80112
Address		City	State Zip Code	
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. <u>Katherine Lackey</u> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity			12/28/2015 Date

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 88 LLC Articles
 Revised: 10-1-15

Katherine Lackey - Asst. Secretary

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

IMPACT TELECOM, LLC

Nevada Business Identification # NV20051339376

Expiration Date: May 31, 2016

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on December 28, 2015

Barbara K. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

You may verify this license at www.nvsos.gov under the Nevada Business Search.

**License must be cancelled on or before its expiration date if business activity ceases.
Failure to do so will result in late fees or penalties which by law cannot be waived.**