

Magna5 LLC

LIST OF EXHIBITS

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EXHIBIT A

Delaware Certificate of Good Standing

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAGNA5 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-EIGHTH DAY OF NOVEMBER, A.D. 2017.

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



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.

5619562 8300

SR# 20177259001

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

Authentication: 203638247

Date: 11-28-17

EXHIBIT B

Missouri Certificate of Authority

STATE OF MISSOURI



Jason Kander
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

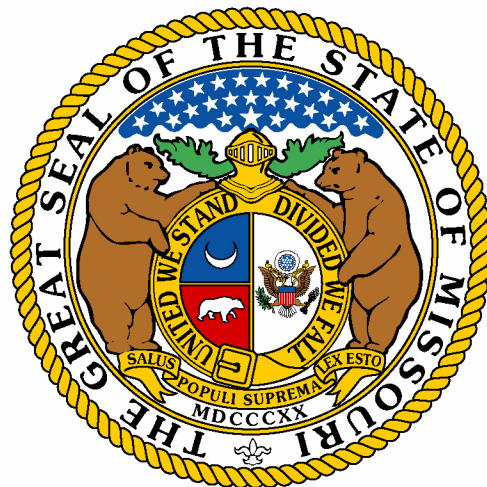
X5 OPCO LLC
FL001413141

I, JASON KANDER, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

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 29th day of October, 2015.


Secretary of State

Certification Number: CERT-10292015-0045





State of Missouri
Jason Kander, Secretary of State

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

**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: X5 OpCo 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 "LLC.") (must be filled out if different from line (1)):

3. The foreign limited liability company was formed under the laws of DELAWARE on the
date of 10/10/2014.
(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:

Telecommunications
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 <u>only</u> be used in conjunction with a physical street address)	City/State/Zip
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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:

1301 5th Ave, Suite 2301, Seattle, WA 98101

Address (PO Box may <u>only</u> 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-05122015-1470 State of Missouri
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Creation - LLC/LP/LLP

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

Greg Forrest

Printed Name

4/22/15

Date

Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

STATE OF MISSOURI



Jason Kander
Secretary of State

CERTIFICATE OF REGISTRATION

WHEREAS,

X5 OPCO LLC
FL001413141

existing under the laws of the State of Delaware 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, JASON KANDER, 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 11th day of May, 2015, 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 11th day of May, 2015.


Secretary of State



CERTIFICATE OF REGISTRATION

WHEREAS,

X5 OPCO LLC
FL001413141

existing under the laws of the State of Delaware 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, JASON KANDER, 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 11th day of May, 2015, 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 11th day of May, 2015.

CORPORATION SERVICE COMPANY

www.cscglobal.com

CSC- West Trenton
P.O.Box 77132
830 Bear Tavern Road, Suite
305
West Trenton, NJ 08628-1020
800-631-2155
609-530-0877 (Fax)

Matter# 145351-00108 42S-U

Order# 287004-165

Project Id :

Order Date 09/12/2016

Entity Name:	X5 OPCO LLC
Jurisdiction:	MO - Secretary of State
Request for:	Foreign Amendment Filing
File#:	FL001413141
File Date:	09/14/2016
Result:	Filed

Ordered by IVY SHAPIRO at BLANK ROME

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.

Michael Melocchi
mmelocch@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.

STATE OF MISSOURI



Jason Kander
Secretary of State

CERTIFICATE OF AMENDMENT

WHEREAS,

MAGNA5 LLC
FL001413141

Formerly in Missouri

X5 OPCO LLC

an entity organized under the laws of the State of Delaware, has delivered to me and that I have filed its Certificate of Amendment of its Articles of Organization; that said entity has in all respects complied with the requirements of law governing the Amendment of Articles of Organization and the said Articles are amended in accordance therewith.

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 14th day of September, 2016.


Secretary of State





State of Missouri

Jason Kander, Secretary of State

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

Amendment of a
Foreign Limited Liability Company

(Submit with filing fee of \$25.00)

1. The name of the foreign limited liability company as currently registered in Missouri: X5 OpCo LLC
Missouri Charter #: FL001413141
2. The name of the limited liability company in the parent state: X5 OpCo LLC
3. The foreign limited liability company was formed under the laws of Delaware on the date of 10/10/2014
month/day/year State of Jurisdiction
4. The foreign limited liability company's certificate of registration is hereby amended as follows (complete all that apply):
 - ☒ Changing the name of the limited liability company in the parent state:
From X5 OpCo LLC To Magna5 LLC
 - ☒ Changing the name of the limited liability company to be used in Missouri:
From X5 OpCo LLC To Magna5 LLC
 - ☐ Changing the limited liability company's state of registration:
From _____ To _____
 - ☐ Any other matter:
 - ☐ Adding series under section 347.157 RSMo. (Form LLC-4A must be attached.)
5. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: _____
month/day/year
6. The amendment shall include a certificate of existence or document of similar import duly authenticated by the Secretary of State or other official having custody of the records in the state or country under whose laws it is registered. Such document should be dated within sixty calendar days from the filing for acceptance.

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 575.640, RSMo.)

Authorized Signature of Member or Manager

Magna5 Holdings LLC, Member; By: Walter P. Maner, IV, Mgr

Printed Name

Date 8/30/16

Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Co: _____

LLC-14 (04/2014)

ORI-09142016-2120 State of Missouri
No of Pages 2 Pages



Amend/Restate - LLC/LP/LLP/LLLP

EXHIBIT C

Biographies of Key Personnel

Greg Forrest
Chief Executive Officer

Greg brings global perspective, entrepreneurial drive and proven successes to his role as CEO of Magna5. With a track record of building businesses through enterprise transformations and market consolidation strategies, Greg has extensive experience in leading and operating technology-enabled services businesses; all resulting in significant revenue growth, operating leverage and improved operational efficiencies. His past successes in creating shareholder value through financial performance, in both public and private companies, drove him to lead the initiative to lead the acquisition of three companies and bring them together as Magna5.

An enthusiastic, engaging leader driven to bring together teams of people within varied companies to drive greater successes, Greg is a talented c-level executive skilled in fostering business environments that encourage employees to exceed goals, all while keeping the service levels customer based and responsive to the changing needs of the marketplace. His has extensive expertise in Business Transformations, M&A, Integration, Compliance/Governance and Organizational Change Management.

He previously served as CEO/President of publicly-traded XETA Technologies (NASDAQ: XETA) with annual revenues of \$100M+ and headcount of 450 employees. He implemented growth strategies resulting in a 2X increase in revenue run rate, improved operating leverage while completing a business transformation and ultimately engineered the successful merger agreement with PAETEC Holding Corp. (now Windstream), acquired at \$5.50 per share, a 67% premium over average market closing price for previous six months. Greg also launched a US Geo for a Global Technology Service Provider located in Mumbai, India. The two-year outcome of this initiative resulted in a profitable \$50M U.S. operating entity where growth was achieved through acquisition and organic methods.

In 2011, Greg was recognized for his significant accomplishments by being named a Finalist of the Ernst and Young Entrepreneur of the Year Award. Greg is a graduate of the University of Washington.

Joe O'Hara
Chief Financial Officer

Chief Financial Officer Joe O'Hara brings a wealth of financial acumen specific to the telecommunications industry to Magna5. In his role, he oversees corporate finance and accounting functions for the company, including financial reporting, planning and analysis.

Before joining Magna5 in January 2017, Joe was the CFO of ANPI, LLC where he led various initiatives of corporate development activity, including the launch of a start-up subsidiary and other business expansion initiatives. During his time at ANPI, Joe was in a variety of finance roles, including Director of Finance and Accounting.

While responsible over the finance function, he worked to secure equity capital for the organization through multiple private placement offerings and by establishing commercial debt facilities, providing capital for the organization to successfully pursue its growth initiatives.

Throughout his time at ANPI, Joe worked closely with the Chief Executive Officer and the Board of Directors regarding the strategic focus of mergers and acquisitions activity and led critical activities surrounding due diligence, structuring, negotiations and final documentation.

Joe is a licensed Certified Public Accountant in Texas and Illinois, and is accredited in business valuation. He also holds a Masters of Business Administration degree with a concentration in finance from the University of Illinois at Urbana-Champaign.

Dan Horton
Chief Information Officer

Dan brings 25 years of telecommunications and operations experience to Magna5 and is dedicated to providing strong leadership skills in technology management and product development.

Dan served as the Chief Technology Officer at X5 Solutions, one of the companies brought together to make up Magna5, overseeing the day-to-day operations and operational strategy at one of the largest telecommunications providers in the Pacific Northwest.

Before his tenure at X5 Solutions, he was co-founder and Chief Technology Officer of Who's Calling, where he focused on growing the company from a start-up to \$75 million in annual sales. Throughout his career in the telecommunications industry, Dan held many executive positions, exhibiting his abilities to respond to the changing needs a company, no matter the title he held; from COO to CIO, CTO and VP of Engineering in CLECs, ISPs and IXC's, Dan's varied experience in dealing with all aspects of operational management, engineering and development, product management, network management and vendor management is extensive. He has unique experience bridging technology, business strategy, product development and operations together while transforming these elements from concepts to business success.