

Lance J.M. Steinhart, P.C.

Attorney At Law
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200

Facsimile: (770) 232-9208

Email: lsteinhart@telecomcounsel.com

November 24, 2009

VIA OVERNIGHT DELIVERY

Ms. Jean D. Jewell
Idaho Public Utilities Commission
Secretary
472 West Washington Street
Boise, Idaho 83702

ITN-7-09-01

RECEIVED
2009 NOV 25 AM 10:37
IDAHO PUBLIC
UTILITIES COMMISSION

Re: Mitel NetSolutions, Inc.

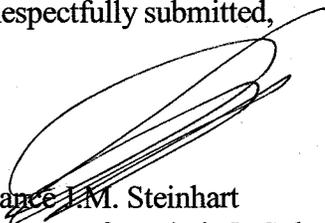
Dear Ms. Jewell:

Enclosed please find for filing an unbound, unstapled and duplexed original and three (3) stapled and duplexed copies of Mitel NetSolutions, Inc.'s Application for a Certificate of Public Convenience and Necessity to Provide Resold and Facilities-Based Local Exchange telecommunications services within the State of Idaho. The company has no local exchange customers at this time in the State of Idaho and this is a new filing.

APPLICANT HAS ALSO ENCLOSED ONE (1) COPY ON YELLOW PAPER OF FINANCIAL STATEMENTS IN A SEPARATE ENVELOPE MARKED "CONFIDENTIAL AND PROPRIETARY", AND RESPECTFULLY REQUESTS CONFIDENTIAL TREATMENT OF THE ENCLOSED FINANCIAL INFORMATION. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self addressed, postage prepaid envelope. If you have any questions or if I may provide you with additional information, please do not hesitate to contact me.

Respectfully submitted,



Lance J.M. Steinhart
Attorney for Mitel NetSolutions, Inc.

cc: Jon Brinton

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

RECEIVED

2009 NOV 25 AM 10: 37

IDAHO PUBLIC UTILITIES COMMISSION

**IN THE MATTER OF THE)
APPLICATION OF)
Mitel NetSolutions, Inc.)
for a Certificate of Public)
Convenience and Necessity to)
Provide)
Local Exchange Telecommunications)
Services Within the)
State of Idaho)**

CASE NO.

ITN-T-09-01

APPLICATION AND REQUEST FOR AUTHORITY

Application is hereby made to the Idaho Public Utilities Commission for a Certificate of Public Convenience and Necessity authorizing Mitel NetSolutions, Inc. , ("Applicant" or "Mitel") to provide local exchange telecommunications services pursuant to Idaho Code Sections 61-526 through -528 and IDAPA 31.01.01.111 (Rules 111 & 112) as clarified by Procedural Order No. 26665 in Case No. GNR-T-96-4. The following general information and exhibits are furnished in support thereof:

- 1.) Applicant's legal name, address of its principal offices and telephone number are:

Mitel NetSolutions, Inc.
7300 W. Boston Street
Chandler, Arizona 85226-3229
(480) 961-9000

The Applicant has no office located in the State of Idaho. The Applicant intends to provide resold local exchange service throughout the service areas of Qwest North, Qwest South and Verizon, utilizing the facilities of the incumbent LECs.

2.) Applicant is incorporated in the State of Texas and is in good standing under the laws of that state. In addition, the Company is authorized to do business as a foreign corporation in the State of Idaho. Attached as Exhibit 1 to this Application is a copy of the Company's Articles of Incorporation.

A copy of Applicant's certificate of authority to transact business in Idaho is attached hereto as Exhibit 2.

3.) The name and business address of Applicant's registered agent for service in Idaho are:

Corporation Service Company
1401 Shoreline Drive, Suite 2
Boise, ID 83702

4.) The names and addresses of the ten common stockholders of Applicant Owning the Greatest

Number of Shares of Common Stock and the Number of Such Shares Owned by Each are:

<u>Name and Address</u>	<u>Shares Owned</u>	<u>Percentage of All Shares Issued & Outstanding</u>	<u>Percentage of Voting Control</u>
Mitel (Delaware), Inc. 7300 W. Boston Street Chandler, Arizona 85226-3229		100%	100%

Address: All of the shareholders can be reached through the company at the address listed in 1.) above.

5.) The names, addresses & ownership of Applicant's Officers and Directors are:

OFFICERS

Jon Brinton	President & Chairman
Brian Hull	Vice-President & Treasurer
Margaret Walker	Assistant Treasurer
Steve Spooner	Vice-President
Greg Hiscock	Secretary
Susan Sherman	Director of Global Taxation

DIRECTORS

Jon Brinton
Steve Spooner
Greg Hiscock

Each can be reached at Applicant's primary place of business and telephone number as follows:

Mitel NetSolutions, Inc.
7300 W. Boston Street
Chandler, Arizona 85226-3229
(480) 961-9000

6.) The Name and Address of Any Corporation, Association, or Similar Organization Holding a 5% or Greater Ownership or Management Interest in Applicant are as follows:

See answer to 4. above.

7.) The names and addresses of Subsidiaries Owned or Controlled by Applicant are as follows:

Not applicable.

8.) Applicant proposes to provide resold local exchange services provided by existing LECs:

Qwest North, Qwest South, and Verizon. Applicant has no plans to install facilities in Idaho.

- 9.) Applicant intends to provide all forms of intrastate local exchange and interexchange telecommunications services including:

1. Local Exchange:

- A. Local Exchange Services for customers that will enable customers to originate and terminate local calls in the local calling area served by other LECs, including local dial tone and custom calling features.
- B. Switched local exchange services such as flat-rated and measure-rated local services; vertical services, Direct Inward and Outward Dialed trunks, carrier access, public and semi-public coin telephone services, and any other switched local services that currently exist or will exist in the future.
- C. Non-switched local services (e.g., private line) that currently exist or will exist in the future.
- D. Centrex and/or Centrex-like services that currently exist or will exist in the future.
- E. Digital subscriber line, ISDN, and other high capacity line services.

Applicant seeks authority to resell local exchange services initially throughout the State where provided by incumbent LECs, however, Applicant does not intend to service areas serviced by any LECs which are eligible for a small or rural carrier exemption pursuant to Section 251 of the Federal Telecom Act of 1996.

Copies of Applicant's Balance Sheet as of December 31, 2008, and Income Statement for the year ended December 31, 2008, Exhibit 3, are being filed in a separately sealed envelope marked "Confidential and Proprietary".

10.) A map showing where Applicant is proposing to provide service is attached hereto as Exhibit 4.

11.) A copy of Applicant's illustrative tariff is attached hereto as Exhibit 5. Applicant will file its proposed tariff establishing its proposed services and charges upon completion of interconnection and upon receipt of certification by the Commission.

12.) Questions concerning this application and Applicant's tariff should be directed to Applicant's representative:

Lance J.M. Steinhart
Lance J.M. Steinhart, PC
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005
(770) 232-9200 (Telephone)
(770) 232-9208 (Facsimile)
lsteinhart@telecomcounsel.com (E-Mail)

Customer Complaints and Inquiries are to be addressed to:

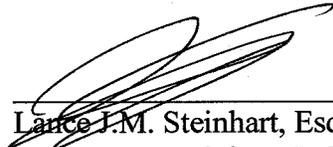
Allison Dunmire
7300 W. Boston Street
Chandler, Arizona 85226-3229
(800) 821-1661 (Customer Service)

- 13.) Applicant has not initiated interconnection or resale negotiations.
- 14.) Applicant has reviewed the laws and regulations of this Commission governing local exchange telecommunications services in Idaho and will provide service in accordance with all laws, rules and regulations to the extent they are not preempted by the Federal Act.
- 15.) Applicant will not require advance payments or deposits; therefore, no escrow account is being filed.

WHEREFORE, Mitel NetSolutions, Inc., requests that the Idaho Public Utilities Commission enter an order granting a Certificate of Public Convenience and Necessity authorizing Mitel NetSolutions, Inc., to provide resold local exchange telecommunications services pursuant to Idaho Code Sections 61-526 through -528 and IDAPA 31.01.01.111.

Respectfully submitted this 24th day of November, 2009.

MITEL NETSOLUTIONS, INC.

By: 

Lance J.M. Steinhart, Esq.
Lance J.M. Steinhart, P.C.
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005
Telephone: 770/232-9200
Facsimile: 770/232-9208
Email: lsteinhart@telecomcounsel.com

Attorney for
MITEL NETSOLUTIONS, INC.

LIST OF EXHIBITS

- | | |
|-----------|---|
| EXHIBIT 1 | ARTICLES OF INCORPORATION |
| EXHIBIT 2 | CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS |
| EXHIBIT 3 | FINANCIAL INFORMATION |
| EXHIBIT 4 | SERVICE AREA MAP |
| EXHIBIT 5 | ILLUSTRATIVE TARIFF |

EXHIBIT 1 – ARTICLES OF INCORPORATION



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Mitel NetSolutions, Inc.
Filing Number: 115765700

Articles Of Incorporation	June 19, 1990
Change Of Registered Agent/Office	May 17, 1993
Public Information Report (PIR)	December 31, 2002
Public Information Report (PIR)	December 31, 2003
Public Information Report (PIR)	December 31, 2004
Public Information Report (PIR)	December 31, 2005
Public Information Report (PIR)	December 31, 2006
Public Information Report (PIR)	December 31, 2007
Articles of Amendment	February 29, 2008

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 03, 2008.



A handwritten signature in black ink that reads "Phil Wilson".

Phil Wilson
Secretary of State

ARTICLES OF INCORPORATION

OF

INTER-TEL NETSOLUTIONS, INC.

FILED
In the Office of the
Secretary of State of Texas

JUN 19 1990

Corporations Section

I, the undersigned natural person of the age of twenty-one (21) years or more, a citizen of the State of Texas, acting as an Incorporator of a corporation (hereinafter referred to as the "Corporation"), under the Texas Business Corporation Act (hereinafter referred to as the "Act"), do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE ONE

INTER-TEL NETSOLUTIONS, INC.

The name of the Corporation is Inter-Tel NetSolutions, Inc.

ARTICLE TWO

Duration

The period of existence of the Corporation is perpetual.

ARTICLE THREE

Purposes and Powers

Section 3.01 Purposes and Powers in Addition to Statutory

Powers: The purposes for which the Corporation is organized, and the powers, in addition to the general powers conferred by the Act, which the Corporation shall be entitled to exercise, all subject to the limiting provisions set forth in Section 3.03 of this Article are:

(a) To buy, sell, exchange, use and/or otherwise transfer telecommunication services, including but not limited to, equipment and long distance services.

(b) To engage in and transact all business and all activities for which a corporation may be properly organized and operated under the Act and subject to the provisions of the Texas Miscellaneous Corporation Laws Act.

(c) To have and exercise all powers which may be granted to corporations organized under the Act and subject to the provisions of the Act, whether granted by these Articles or construction of law.

Section 3.02. Direction of Purpose and Exercise of Powers of Directors: Subject to any limitations or restrictions imposed by the Act, by any other law, or by these Articles of Incorporation, the Board of Directors hereby is authorized to direct the purposes set forth in this Article and to exercise all the powers of the Corporation without previous authorization or subsequent approval by the Shareholders; and all parties dealing with the Corporation shall have the right to rely on any action taken by the Corporation pursuant to such action by the Board of Directors.

Section 3.03. Limiting Provisions: Nothing in these Articles of Incorporation is to be construed as authorizing or attempting to authorize the Corporation:

(a) To transact any business in the State of Texas expressly prohibited by any law of the State of Texas;

(b) To engage in any activity in the State of Texas which cannot lawfully be engaged in without first obtaining a license under the laws of the State of Texas, and which license cannot be granted to a corporation;

(c) To take any action in violation of the Anti-Trust laws of the State of Texas; or,

(d) To take any action in violation of Part Four of the Texas Miscellaneous Corporation Laws Act.

ARTICLE FOUR

Authorized Shares

The aggregate number of shares which the Corporation shall have authority to issue is One Million (1,000,000) shares, with a

par value of One Dollar (\$1.00) per share, all of which shares shall be known as "Common Stock".

ARTICLE FIVE

Initial Consideration for Issuance of Shares

The Corporation will not commence or transact any business or incur any indebtedness except such as shall be incidental to this organization or to obtaining subscriptions to or payment for its shares, until it has received for the issuance of its shares consideration of the value of at least ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00), consisting of money, labor done or property actually received.

ARTICLE SIX

Rights of Directors and Officers

to Deal with Corporation

No Director and no Officer of the Corporation shall be disqualified by reason of his office from dealing with or contracting with the Corporation either as vendor, seller, purchaser, vendee, buyer, mortgagee, mortgagor, or otherwise; and no transaction of this Corporation shall be void or voidable by reason of the fact that the Director or Officer of any firm in which a Director or Officer of this Corporation is a member, or any corporation of which a Director or Officer of this Corporation is a shareholder or a director or officer, is in any way interested in such transaction.

ARTICLE SEVEN

Denial of Preemptive Rights

No shareholder shall be entitled, as a matter of right, to subscribe for, purchase or receive any shares of stock or any rights or options of the Corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment thereof, or out of the shares of the stock of the Corporation acquired by it after the issuance thereof, nor shall any shareholder be entitled, as a matter of right, to subscribe for, purchase or receive any bonds, debentures or other securities which the Corporation may issue or sell that shall be convertible into, or exchangeable for, stock, or to which shall be attached or appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner of such obligations the right to subscribe for, purchase or receive from the Corporation any shares of its authorized capital stock; but all such additional issues of stock, rights and options or of bonds, debentures or other securities convertible into, or exchangeable for, stock or to which warrants shall be attached or appertain or which shall confer upon the holder the right to subscribe for, purchase or receive any shares of stock, may be issued, optioned for, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors to such persons, firms or corporations and upon such terms as may be lawful and may to such Board of Directors seem proper and advisable, without first offering such stock or securities or any part thereof to the shareholders. The acceptance of stock in the Corporation shall be

a waiver of any preemptive rights or preferential rights which, in the absence of this provision might otherwise be asserted by shareholders of the Corporation or any of them.

ARTICLE EIGHT

Prohibition of Cumulative Voting

At each election for Directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has the right to vote, but it is expressly prohibited for any shareholder to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by his shares shall equal, or by distributing such votes on such principle among any number of such candidates.

ARTICLE NINE

Provisions for Regulation of the Corporation and its Internal Affairs

The following provisions are set forth for the regulation of the Corporation and its internal affairs to the extent that such provisions are not inconsistent with the law:

Section 9.01. Bylaws: The power to alter, amend or repeal the bylaws and to adopt new bylaws shall be vested in the Board of Directors and in the shareholders entitled to vote for the election of Directors; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed, or a new bylaw in lieu thereof maybe adopted, by vote of such shareholders; but no bylaw which has been altered,

amended, or adopted by vote of such shareholders may be altered, amended or repealed by the Board of Directors, nor may the substance of any bylaw repealed by vote of such shareholders be again adopted by the Board of Directors, until one year shall have expired since such action by vote of such shareholders.

Section 9.02. Other Provisions: Other provisions for the regulation of the Corporation and its internal affairs not inconsistent with law or these Articles of Incorporation may be set forth in the bylaws, including but not limited to, provisions regulating and providing for compensation of directors, interest of directors in contracts, provisions for working capital, liability and indemnification of directors, officers and employees, and voting of shares by proxy. All rights of the shareholders, directors, officers, agent and employees of the Corporation shall be deemed subject to all provisions of the bylaws to the fullest extent permitted by law.

ARTICLE TEN

Initial Registered Office and Agent

The post office address of the initial registered office of the Corporation is Houston, Texas, and the name of the initial registered agent of the Corporation is Steven P. Nichols, 4900 Langfield Road, Houston, Texas 77040.

ARTICLE ELEVEN

Directors

Section 11.01. Number: The Board of Directors of the Corporation shall consist of three (3) members. The number of Directors shall be fixed by the bylaws and may be increased or

decreased by amendment of the bylaws; but no decrease shall have the effect of shortening the terms of any incumbent Director. In the absence of a bylaw fixing the number of Directors, the number shall be identical to the number of initial Directors.

Section 11.02. Qualifications: The Directors need not be residents of the State of Texas or shareholders of the Corporation.

Section 11.03. Initial Directors: The number, names, and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders, or until their successors are elected and qualified, are:

Steven G. Mihaylo
6505 West Chandler Boulevard
Chandler, Arizona 85226

Ralph Marsh
6505 West Chandler Boulevard
Chandler, Arizona 85226

Steven Prescott Nichols
4900 Langfield Road
Houston, Texas 77040

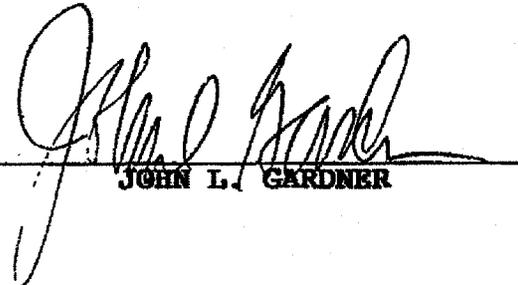
ARTICLE TWELVE

Incorporator

The name and address of the Incorporator of the Corporation is:

John L. Gardner
9301 Southwest Freeway
Suite 225
Houston, Texas 77074

IN WITNESS WHEREOF, I have hereunto set my hand this the 12th day of June 1990.


JOHN L. GARDNER

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FILED
In the Office of the
Secretary of State of Texas

STATEMENT OF CHANGE OF
REGISTERED OFFICE and REGISTERED AGENT

MAY 17 1993

Corporations Section

FOR

INTER-TEL NETSOLUTIONS, INC.

TO THE SECRETARY OF STATE OF THE STATE OF TEXAS:

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of Texas, submits the following statement for the purpose of changing its registered office and registered agent in the State of Texas:

I.

The name of the corporation is Inter-Tel NetSolutions, Inc.

II.

The address, including street and number, of its present registered office as shown in the records of the Secretary of the State of Texas prior to filing this statements is 4900 Langfield Road, Houston, Texas 77040.

III.

The address, including street and number, to which its registered office is to be changed is 9301 Southwest Freeway, Suite 225, Houston, Texas 77074.

IV.

The name of its present registered agent, as shown in the records of the Secretary of the State of Texas, prior to filing this statement, is Steven P. Nichols.

V.

The name of the new registered agent is John L. Gardner.

VI.

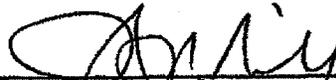
The address of its registered office and the address of the business office of its registered agent, as changed, will be identical, as required by law.

VII.

Such change was authorized by its Board of Directors.

INTER-TEL NETSOLUTIONS, INC.

By:



Steven P. Nichols, President

STATEMENT OF RESIGNATION OF REGISTERED AGENT
OF INTER-TEL NETSOLUTIONS, INC

1. The name of the Corporation to which the resignation notice is to be sent is Inter-Tel NetSolutions, Inc.
2. The address, including street and number, of the Corporation's present registered office, as shown in the records of the Secretary of State of the State of Texas before filing this statement, is 4900 Langfield Road, Houston, Texas 77040.
3. The name of the Corporation's present registered agent, as shown in the records of the Secretary of State of the State of Texas before filing this statement, is Steven P. Nichols.
4. The undersigned hereby resigns as registered agent of the above named corporation.
5. Written notice of resignation was given to the above named corporation on _____, 1993, by mailing such notice by certified mail, return receipt requested, to the Corporation at its last known address, which is:

c/o John L. Gardner
9301 Southwest Freeway, Suite 225
Houston, Texas 77074



Steven P. Nichols

STATEMENT OF RESIGNATION OF REGISTERED AGENT
OF INTER-TEL NETSOLUTIONS, INC

1. The name of the Corporation to which the resignation notice is to be sent is Inter-Tel NetSolutions, Inc.
2. The address, including street and number, of the Corporation's present registered office, as shown in the records of the Secretary of State of the State of Texas before filing this statement, is 4900 Langfield Road, Houston, Texas 77040.
3. The name of the Corporation's present registered agent, as shown in the records of the Secretary of State of the State of Texas before filing this statement, is Steven P. Nichols.
4. The undersigned hereby resigns as registered agent of the above named corporation.
5. Written notice of resignation was given to the above named corporation on _____, 1993, by mailing such notice by certified mail, return receipt requested, to the Corporation at its last known address, which is:

c/o John L. Gardner
9301 Southwest Freeway, Suite 225
Houston, Texas 77074



Steven P. Nichols

Form 404

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
Fax: 512/463-5709

Filing Fee: \$150



**Articles of Amendment
Pursuant to Article 4.04
Texas Business Corporation Act**

Filed in the Office of the
Secretary of State of Texas
Filing #: 115765700 02/29/2008
Document #: 206048630003
Image Generated Electronically
for Web Filing

Article 1 - Name

The name of the corporation is:

ENTER-TEL NETSOLUTIONS, INC.

The filing number issued to the corporation by the secretary of state is: **115765700**

Article 2 - Amended Name

The amendment changes the articles of incorporation to change the article that names the corporation.

The article in the Articles of Incorporation is amended to read as follows:

Netel NetSolutions, Inc.

A letter of consent, if applicable, is attached.

Article 3 - Statement of Approval

The amendments to the articles of incorporation have been approved in the manner required by the Texas Business Corporation Act and by the constituent documents of the corporation.

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

or

B. This document becomes effective at a later date, which is not more than (90) days from the date of signing. The delayed effective date is:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Jon Brinton

Signature of Authorized Officer

FILED OFFICE COPY

EXHIBIT 2 - CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY

OF

INTER-TEL NETSOLUTIONS, INC.

File Number C 143998

I, BEN YSURSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, 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 issue this Amended Certificate of Authority to reflect the name change from INTER-TEL NETSOLUTIONS, INC. to **MITEL NETSOLUTIONS, INC.** and attach hereto a duplicate of the application for such amended certificate.

Dated: March 24, 2008



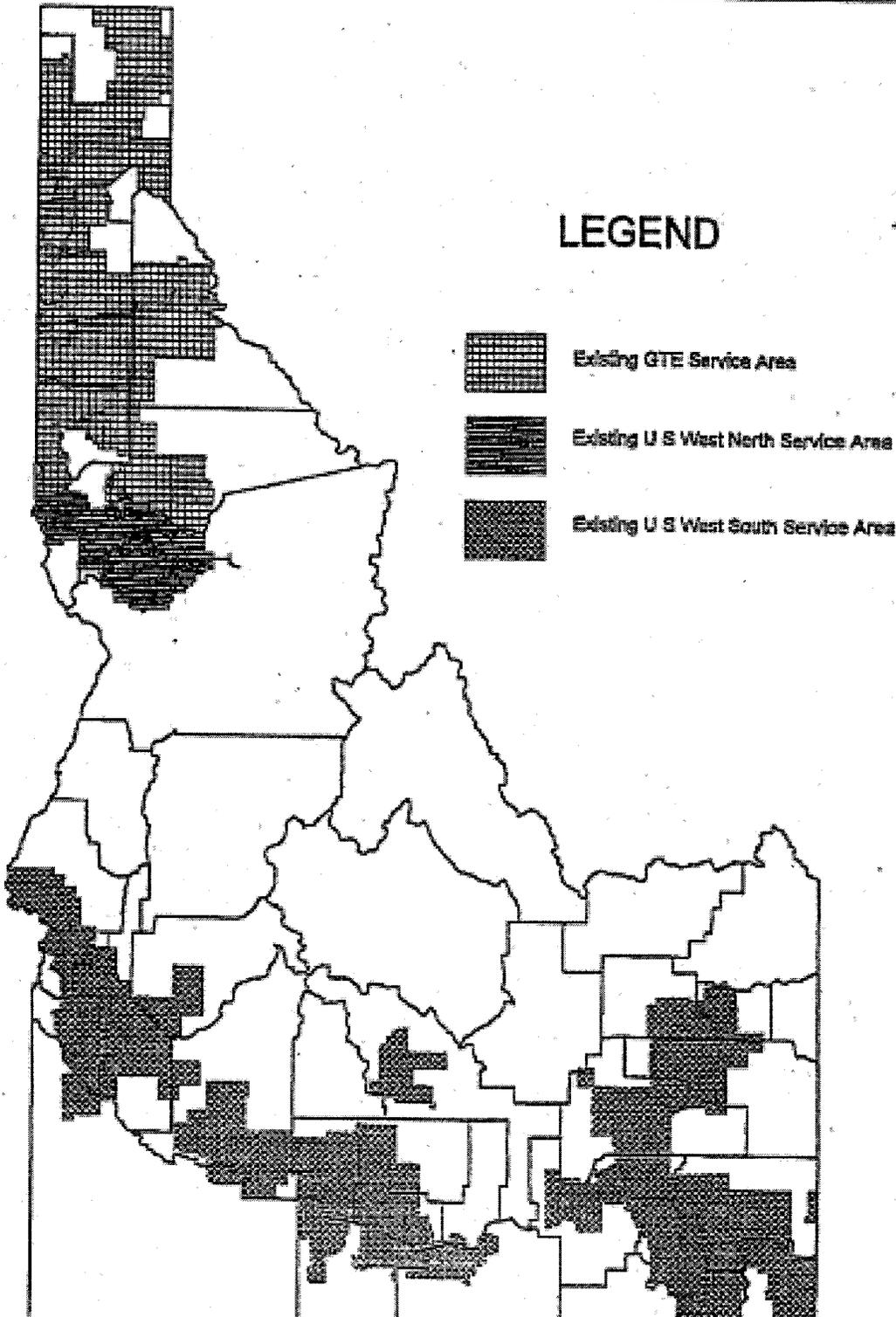
Ben Yursa
SECRETARY OF STATE

By *Jennifer J. Bush*

EXHIBIT 3 - FINANCIAL INFORMATION

FILED AS CONFIDENTIAL AND PROPRIETARY

EXHIBIT 4 - SERVICE AREA MAP



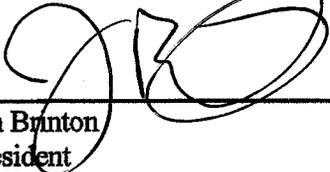
State of Arizona

County of Maricopa

Jon Brinton, being first duly sworn, deposes and says that he/~~she~~ is the President of Mitel NetSolutions, Inc., the Applicant in the proceeding entitled above, that he/~~she~~ has read the foregoing application and knows the contents thereof and; that the same are true of his/~~her~~ knowledge, except as to matters which are therein stated on information or belief, and to those matters he believes them to be true.

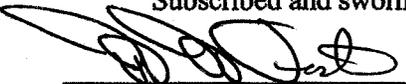
Mitel NetSolutions, Inc. has also reviewed all of the Commission Rules and agrees to comply with them.





Jon Brinton
President

Subscribed and sworn to before this 22 day of September, 2009.



Notary Public

My Commission expires: June 12, 2012

IDAHO PUBLIC
UTILITIES COMMISSION

2009 NOV 25 AM 10:42

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