

#4819

**RI Public Utilities Commission, 89 Jefferson Boulevard, Warwick, RI 02888**  
**Voice: 401-941-4500 • Email: thomas.kogut@dpuc.ri.gov**

Submit Original plus 3 copies of Complete Package AND Check (see 4a or 4b below)

1. A telecommunication services supplier must file a Statement of Business Operations ("SBO"), including the following information in a question – answer format.

a. Corporate name, complete address, telephone/fax numbers, e-mail address

**Address: Sangoma U.S., Inc., 2414 Industrial Drive, Suite D, Neenah, WI 54956**  
**Phone: 920-886-8130**  
**Website: <http://www.sangoma.com/>**

b. Local Company name, complete address, telephone/fax numbers, e-mail address

**none**

c. Business locations.

**None in Rhode Island**

d. Service agent, complete address, telephone/fax numbers, e-mail address

**Cogency Global Inc.**  
**222 Jefferson Boulevard**  
**Warwick, RI 02888**

e. Attorney of record, complete address, telephone/fax numbers, e-mail address

**John Tobia**  
**General Counsel**  
**Sangoma Technologies Inc.**  
**100 Renfrew Drive, Suite 100**  
**Markham ON L3R 9R6**  
**CANADA**  
**Office: 905-474-1990 ext 4134**  
**Mobile: 416-721-8548**

f. Corporate officers and major stockholders or partners holding a ten percent or greater equity interest.

**William Wignall**

**President**

**David Moore**

**CFO**

**Tony Lewis**

**CEO**

g. General description of operations.

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PUBLIC UTILITIES COMMISSION

## Voice over Internet Protocol

h. Description, in detail, of the customer service organization to be employed in serving carriers and end users.

Disputes/customer service requests are entered into ticket format to be worked by appropriate parties. Communication with customers is handled via ticket triage, troubleshooting and resolution.

i. Customer service contact, complete address, telephone/fax numbers, e-mail address

**Samhar Razzak**  
[srazzak@sangoma.com](mailto:srazzak@sangoma.com)  
**1-905-474-1990x4182**  
**1-905-474-9223**

j. Regulatory contact person, complete address, telephone/fax numbers, e-mail address

**Beth Brandenstein**  
**VP, Compliance Operations**  
**Global Strategic Accountants, LLC**  
**6250 Shiloh Rd. Suite 240**  
**Alpharetta, GA 30005**  
**678-203-0276 Direct**  
**678-329-3329 Fax**

k. Company web site URL, if available.

<http://www.sangoma.com/>

2. Provide evidence, in exhibit form, of authorization from the Rhode Island Secretary of State, 148 West River St., Providence, RI 02904 (401-222-3040), to do business in Rhode Island. Any filing not including this requirement will be put on hold until the documentation is received or the filing package will be return for deficiencies. And supply the "d/b/a name form" from the Secretary of State if using a fictitious name within the state. (see requirements below for this procedure)

**See Attachment 1**

3. All telecommunication service supplier applicants must file latest company's stated financial position.

**See Attachment 2**

4.a. Only the CLEC (Class I and Class VI) may file tariffs at a later date; 30 days before commencing operations in the state. Filing must include a **check in the amount of \$300.00**, made payable to "State of Rhode Island".

4.b. All non CLEC (Class II, III, IV,V ) telecommunication service suppliers filing must include tariffs leaving the effective date BLANK. Filing must also include a **check in the amount of \$250.00**, made payable to "State of Rhode Island".

**Attachment 1**



State of Rhode Island and Providence Plantations  
**Department of State - Business Services Division**

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**Certificate of Authority**  
**FOREIGN Corporation**

→ Filing Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is:		
<b>Sangoma US Inc.</b>		
2. It is incorporated under the laws of:		
<b>Delaware</b>		
3. The name, if different, which it elects to use in Rhode Island is:		
(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:		
(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:		
4. The date of its incorporation is: <u>12/18/2014</u>		
And the period of its duration is: <b>CHECK ONLY ONE BOX</b>		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
5. The address of its principal office is:		
<b>2414 Industrial Drive, Suite D, Neenah, WI 54956</b>		
6. The name and address of the initial registered agent/office of in Rhode Island:		
Agent Name		
<b>National Corporate Research, Ltd.</b>		
Street Address (NOT a P.O. Box)		
<b>222 Jefferson Boulevard,</b>		
City/Town	State	Zip Code
<b>Warwick</b>	<b>RHODE ISLAND</b>	<b>02888</b>

**MAIL TO:**  
 Division of Business Services  
 148 W. River Street, Providence, Rhode Island 02904-2615  
 Phone: (401) 222-3040  
 Website: www.sos.ri.gov

**FILED**

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By R280441

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

**Telecommunications**

8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):

NAME	ADDRESS
William J. Wignall	2414 Industrial Drive, Suite D, Neenah, WI 54956

Check the box to indicate an attachment.

8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

OFFICE	NAME	ADDRESS
PRESIDENT	William J. Wignall	2414 Industrial Drive, Suite D, Neenah, WI 54956
VICE PRESIDENT		
TREASURER		
SECRETARY	David S. Moore	2414 Industrial Drive, Suite D, Neenah, WI 54956

Check the box to indicate an attachment.

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
100	Common		.01 par value

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:

\$ 0

(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:

\$ 0

(c) Estimate, as a percentage, the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. Note: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.

0 %

11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year.  \$ <u>8,000,000.00</u>	(b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.  \$ <u>15,000.00</u>
(c) Estimate, as a percentage, the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year. Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.  <u>1.8</u> %	
12. This application must be accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.	
13. Date when the Certificate of Authority will be effective: <b>CHECK ONLY ONE BOX</b>	
<input checked="" type="checkbox"/> Date received (Upon filing) <input type="checkbox"/> Later effective date (Date must be no more than 90 days from the day of filing) _____	
<i>Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.</i>	
Type or Print Name of Authorized Officer  <p style="text-align: center;">David S. Moore</p>	Date <p style="text-align: center;">9/28/2016</p>
Signature of Authorized Officer of the Corporation <p style="text-align: center;">SIGN DOCUMENT HERE</p>	

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SANGOMA US INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF OCTOBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SANGOMA US INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2014.

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

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R1 DEPARTMENT OF STATE  
2016 OCT 20 PM 12:01



  
Jeffrey W. Bullock, Secretary of State

5657785 8300

SR# 20166066545

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

Authentication: 203107348

Date: 10-04-16



State of Rhode Island and Providence Plantations  
Department of State | Office of the Secretary of State  
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly executed in  
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as  
amended, has been filed in this office on this day:

October 20, 2016 12:01 PM

A handwritten signature in cursive script, appearing to read "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*



**Attachment 2**

# Sangoma Technologies Corporation

## Consolidated statements of financial position

as at June 30, 2017 and 2016

(In Canadian dollars)

	2017	2016
	\$	\$
<b>Assets</b>		
Current assets		
Cash and cash equivalents (Note 8)	6,758,889	2,086,932
Trade receivables (Note 9)	3,001,167	4,214,079
Inventories (Note 4)	4,545,739	3,887,233
Investment tax credits receivable	206,264	374,115
Other current assets	699,157	448,939
	<b>15,211,216</b>	<b>11,011,298</b>
Non-current assets		
Property and equipment (Note 5)	571,425	597,103
Intangible assets (Note 6)	5,534,781	5,480,583
Development costs (Note 7)	2,763,664	2,506,452
Deferred income tax assets (Note 11)	1,539,327	1,520,472
Goodwill (Note 2(xv))	1,638,546	1,638,546
	<b>27,258,959</b>	<b>22,754,454</b>
<b>Liabilities</b>		
Current liabilities		
Accounts payable and accrued liabilities (Note 9)	2,872,996	2,435,687
Provisions (Note 17)	123,318	103,318
Sales tax payable	73,854	113,735
Income tax payable	182,490	117,187
Operating facility and loan (Note 9, 18)	3,883,434	1,340,603
Deferred revenue	787,480	417,369
	<b>7,923,572</b>	<b>4,527,899</b>
<b>Shareholders' equity</b>		
Share capital (Note 14)	16,521,072	16,497,326
Contributed surplus (Note 14)	2,285,243	2,060,557
Accumulated other comprehensive gain / (loss)	41,043	(19,162)
Retained earnings / (deficit)	488,029	(312,166)
	<b>19,335,387</b>	<b>18,226,555</b>
	<b>27,258,959</b>	<b>22,754,454</b>

Approved by the Board

(Signed) Al Guarino

Director

(Signed) Yves Laliberte

Director

The accompanying notes are an integral part of these consolidated financial statements