

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDED STATE FRANCHISE

I, **Brian P. Kemp**, the Secretary of State of the State of Georgia, hereby certify under the seal of my office that **HARGRAY OF GEORGIA, INC.**, license number **VF09-0003** issued on 05/08/2009, is hereby granted nonexclusive authority to provide cable service and/or video service in the following service area(s) effective 08/01/2014, as amended in the application filed on 06/25/2014:

Service area(s) as described in the attached true and correct copy of the application.

I further certify that nonexclusive authority to construct, maintain, and operate facilities along, across, or on the public right of way in the delivery of cable service or video service, subject to the applicable federal and state laws and regulations, including municipal and county ordinances and regulations, regarding the placement and maintenance of facilities in the right of way that are generally applicable to all users of the public right of way and specifically including Chapter 9 of Title 25, the "Georgia Utility Facility Protection Act," is hereby granted.

The required fees as provided by Title 36 of the Official Code of Georgia Annotated have been paid. The state franchise of the above-named entity is amended upon issuance of this certificate and shall expire ten (10) years from the original date of issuance, subject to renewal.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on 06/25/2014



A handwritten signature in dark ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
Corporations Division
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Atlanta, Georgia 30334
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APPLICATION TO AMEND, TRANSFER OR TERMINATE A STATE-ISSUED CERTIFICATE OF FRANCHISE AUTHORITY

Personally appeared before me the undersigned being duly sworn according to law, and swears to the facts contained in this application. Pursuant to Georgia Code Section (O.C.G.A.)36-76-5, as amended, the undersigned hereby applies to amend a state-issued Certificate of Franchise Authority.

(Please type or print clearly)

1. The name of the Certificate Holder is:
Hargray of Georgia, Inc.

2. The principal place of business for the Certificate Holder is:
856 William Hilton Pkwy, Bldg. C, Hilton Head Island, SC 29938

3. The Certificate License Number is:
VF09-0003

4. Statement of Amendment(s)

a. Change of Principal Mailing Address and/or Officers

<i>Name</i>	<i>Title</i>	<i>Address</i>



b. Change in Service Area:

Pursuant to O.C.G.A 76-36-5 (4)(d) A cable service provider or video service provider may modify its service area covered by the state franchise by notifying the Secretary of State of changes to the service area, with a copy provided to each affected municipal or county governing authority, **at least 20 days** prior to the effective date of such change. Such notification shall contain a geographic description of the new service area or areas and a list of each municipal or county governing authority within the service area. The service areas are described below and/or on an attached map as follows: [If providing a coverage map(s), please label them "Exhibit A" on 8.5 by 11 paper size.]

This service area change is effective on: 08/01/2014
(MM/DD/YYYY).

Change In Service Area Description:

Bulloch County
 Bryan County
 Liberty County
 Chatham County
 Statesboro
 Brooklet
 Richmond Hill
 Hinesville
 Allenhurst
 Flemington
 Fort Stewart
 Midway
 Walthourville
 Bloomingdale
 Garden City

List any outstanding liabilities that have become due and are still owed to Municipal or county governing authority under a state franchise issued pursuant to this chapter shall be fully transferable under this Code section to any successor in interest to the applicant. [O.C.G.A 76-36-5 (4)(b)].

c. Notice of Transfer of Interest

Pursuant to O.C.G.A 36-76-5, A state franchise shall be fully transferable to any successor in interest to the applicant. A notice of transfer shall be filed by the transferee with the Secretary of State with a copy provided to each affected municipal or county governing authority **within 45 days of such transfer**. The transfer notification shall consist of an affidavit signed by an officer or general partner of the transferee. **Please complete the following:**

5. The name of the applicant is:

6. The principal place of business for the applicant is:

7. The principal executive officers of the applicant are:

<i>Name</i>	<i>Title</i>	<i>Address</i>

8. By submitting this application, the applicant agrees to comply will all applicable federal and state laws and regulations, including municipal and county ordinances and regulations regarding the placement and maintenance of facilities in the public right of way that are generally applicable to all users of the public right of way and specifically including O.C.G.A. Chapter 9 of Title 25, the 'Georgia Utility Facility Protection Act'.
9. Pursuant to OC.G.A> 36-76-4©(2), the service areas are described below and/or on an attached map as follows: [If providing a coverage map(s), please label them "Exhibit A" on 8.5 by 11 paper size.]

Service Area Description:

10. Describe any material changes, if any of the information set forth in the original applicant's initial application for a statewide franchise.

11. List any outstanding liabilities that have become due and are still owed to Municipal or county governing authority under a state franchise issued pursuant to this chapter shall be fully transferable under this Code section to any successor in interest to the applicant. [O.C.G.A 76-36-5 (4)(b)].

12. The applicant certifies that the following counties and municipalities have been provided with a copy of this application pursuant to O.C.G.A 36-76-4 (a) and with notice to designate a franchise fee pursuant to O.C.G.A. 36-76-6.

13. By submitting this application the applicant agrees to pay to each affected local governing authority a franchise fee established by such local governing authority which shall not exceed the maximum percentage rate permitted in 47 U.S.C. Section 542(b) of the applicant's gross revenues received from the provision of cable service or video service to subscribers located within the service area. Such franchise fee shall be paid directly to each affected local governing authority within 30 days after the last day of each calendar quarter.

d. Notice of Intent to Terminate Service.

Pursuant to O.C.G.A 36-76-5 (e) A state franchise issued pursuant to this chapter may be terminated by the cable service provider or video service provider by submitting a notice of termination to the Secretary of State with a copy provided to each affected municipal or county governing authority. Such notice shall identify the cable service provider or video service provider, the affected service area, and the effective date of such termination, **which shall not be more than 60 days from the date of filing the notice of termination.**

This effective date for this termination of service is _____.
(MM/DD/YYYY).

Submitted this 11TH day of JUNE in the year 2014.

Sworn and subscribed before me, this

11TH day of JUNE in the year 2014.

Notary Public Melody J. Tolford
My Commission expires
MAY 27, 2018

MELODY J. TOLFORD
Notary Public, State of South Carolina
My Commission Expires May 27, 2018

Trey Judy
Signature of Officer/
General Partner

Trey Judy, Director of Regulatory
Type or Print Name and Title

856 William Hilton Pkwy, Bldg. C
PO Box 5986
Hilton Head Island, SC 29938

Address
843-686-1210
Telephone

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SECRETARY OF STATE
CORPORATIONS DIVISION