

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 **GOOGLE FIBER GEORGIA, LLC**, license number **VF15-0001** issued on **January 15, 2015**, is hereby granted nonexclusive authority to provide cable service and/or video service in the following service area(s) effective **November 30, 2015**, as amended in the application filed on **November 5, 2015**:

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 **November 6, 2015**.



Brian P. Kemp
Secretary of State



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
313 West Tower
2 Martin Luther King Jr. Dr.
Atlanta, GA 30334
(404) 656-2817
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APPLICATION TO AMEND A STATE FRANCHISE

Personally appeared before me the undersigned being duly sworn according to law, and swears to the facts contained in this application. Pursuant to O.C.G.A. § 36-76-5, as amended, the undersigned hereby applies to amend a state franchise.

1. The name of the certificate holder is:

Google Fiber Georgia, LLC

2. The license number of the certificate holder is:

VF15-0001

3. Statement of Amendment(s):

a. **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 8.5" x 11" map labeled as "Exhibit A."

This service area change is effective on 11/30/2015.
(MM/DD/YYYY)

Change in Service Area Description:

Google Fiber Georgia, LLC's service areas will now also include the legal boundaries of the following: the City of Forest Park, the City of Kennesaw, the City of Marietta, the City of Chamblee, the City of Clarkston, the City of Dunwoody, the City of Alpharetta, the City of Johns Creek, the City of Roswell, the City of Duluth, the City of Lilburn, the City of Norcross, the City of Suwanee, all of unincorporated Clayton County, all of unincorporated Cobb County (including the census-designated place of Mableton), all of unincorporated DeKalb County (including the census-designated place of Scottdale and the census-designated place of Tucker), all of unincorporated Forsyth County, all of unincorporated Fulton County, and all of unincorporated Gwinnett County.

___ b. Change in Principal Place of Business Address and/or Officer(s):

The principal place of business of the certificate holder is:

The principal executive officer(s) of the certificate holder are: *(Attach additional sheet if necessary.)*

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

An effective date is not required when changing the certificate holder's principal place of business address and/or principal executive officer(s).

___ c. Change in Certificate Holder's Name (Entity Name):

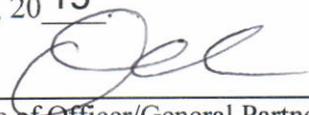
The new name of the certificate holder is:

Submit supporting documentation showing the change of the entity name of the certificate holder with this application. An effective date is not required when changing the certificate holder's name.

4. The certificate holder changing its service area certifies that a copy of this application has been provided to each affected municipal or county governing authority at least 20 days prior to the effective date of the change. A certificate holder changing its name, principal place of business address, and/or principal executive officer(s) certifies that a copy of this application has been mailed or provided to each affected municipal or county governing authority within 7 business days following the delivery of the application to the Secretary of State.

5. The certificate holder 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.'
6. The certificate holder 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.

Submitted this 4 day of November, 2015



Signature of Officer/General Partner

Dennis Kish

Print Name

Authorized Signatory

Title

1600 Amphitheatre Parkway, Mountain View, CA 94043

Address

650-623-4000

Telephone Number

Email Address

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 SECRETARY OF STATE
 CORPORATIONS DIVISION

State of California

County of Santa Clara

Sworn to and subscribed before me this 4th day of November, 2015 by Dennis George Kish

Norbert Runge

Notary Public Signature

My Commission expires: Dec. 27, 2016

