## CERTIFICATE OF INCUMBENCY AND AUTHORITY

representative of said Co their name, that the sig representative; that the reexecute and deliver and TRANSPORTATION, Statements, including without execution and delivery of therewith for and on behat the terms of said Corporation indenture or contract to vertify that the foregoing a TRANSPORTATION, STORT of the modification, rescisus DEPARTMENT OF TRAI	signature appears below is rporation and holds on the nature appearing opposite apresentative is duly authory document between said FATE OF FLORIDA and a sut limitation, application for any such document, and said of said Corporation is not tion's Certificate of Incorporation is a said Corporation is a said the said Corporation in full ATE OF FLORIDA shall be sion or revocation of same NSPORTATION, STATE CORPORTATION, STATE CORPORTATION,	date of this Certificate the etheir name is the genuerized for and on behalf of Corporation and the all agreements and instruct permits and similar docall agreements and instruct prohibited by or in any pration, its by-laws, or of party or under which it is force and effect, and said entitled to rely upon sand, in whole or in part, has be FFLORIDA but no such	d, qualified and acting a offices set opposite uine signature of the of said Corporation to DEPARTMENT OF uments in connection uments, and that the uments in connection manner restricted by any loan agreement, a bound. I do further d DEPARTMENT OF the, until written notice been delivered to said modification, recision
taken in reliance upon t	y event, be effective with re he foregoing authority prid	or to the delivery to said	DEPARTMENT OF
TRANSPORTATION, S'revocation. (	TATE OF FLORIDA writt OWER COMPANY he representative, and agre s a corporative action or re	en notice of said modifi ) hereby waives to ses to be bound as fully a	cation, rescission or the company seal on
NAME(S) 0F REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
D. R. SCHOFIELD	SUPERVISOR OF LAND SECTION		D. D. Schoffeld
	I have hereunto set my hand	l and affixed the seal of said	d Corporation this <u>30</u> #

(LINDA G. MALONE)

(ASST. SECRETARY)

ATTEST.

Extract from minutes of Board of Directors meeting of Gulf Power Company held February 24, 1995.

\* \* \* \* \* \* \* \* \* \*

RESOLVED, That in addition to the Executive Officers of the Company, the Supervisor of Land, or subsequent successor in title, be and hereby is authorized and directed to execute on behalf of the Company all right-of-way/easement subordinations with the State of Florida, Department of Transportation, the execution of said subordinations by such authorized employee to be binding on the Company.

The undersigned Officer of Gulf Power Company does hereby certify that the foregoing is a true and correct copy of resolution duly and regularly adopted at meeting of the Board of Directors of Gulf Power Company, held on February 24, 1995, at which a quorum was in attendance and voting throughout, and that said resolution has not since been rescinded but is still in full force and effect.

Given under my hand and the seal of said Company at its office in the City of Pensacola on this 30th day of April, 1996.

Linda G. Malone

Extract from minutes of Board of Directors meeting of Gulf Power Company held April 19, 1985.

\* \* \* \* \* \* \* \* \* \*

RESOLVED, That in addition to the Executive Officers of the Company, the Director of Power Delivery, the Manager of Distribution and the Manager of Land Department, or subsequent successors in title, be and hereby are authorized and directed to execute on behalf of the Company all utility permits with the State of Florida, Department of Transportation, the execution of said permits by such authorized employees to be binding on the Company.

The undersigned Officer of Gulf Power Company does hereby certify that the foregoing is a true and correct copy of resolution duly and regularly adopted at meeting of the Board of Directors of Gulf Power Company, held on April 19, 1985, at which a quorum was in attendance and voting throughout, and that said resolution has not since been rescinded but is still in full force and effect.

Given under my hand and the seal of said Company at its office in the City of Pensacola on this 30th day of April, 1996.

Linda G. Malone

## CERTIFICATE OF INCUMBENCY AND AUTHORITY

representative of said Cotheir name, that the signepresentative; that the resecute and deliver are TRANSPORTATION, Softherewith, including without execution and delivery of therewith for and on behavior that the terms of said Corporation indenture or contract to vicertify that the foregoing TRANSPORTATION, STOFT of the modification, rescise DEPARTMENT OF TRANSPORTATION, STOFT or revocation shall, in any taken in reliance upon the TRANSPORTATION, STOFT of the modification in the same taken in reliance upon the transport of the same taken in the transport of the transport of the same taken in the transport of the transport of the transport of the transport of the tran	signature appears below is or poration and holds on the pature appearing opposite epresentative is duly authors. TATE OF FLORIDA and a put limitation, application for any such document, and a lift of said Corporation is no ation's Certificate of Incorporation's Certificate of Incorporation's Certificate of Incorporation is a lauthority shall remain in full attempt of FLORIDA shall be sion or revocation of same, NSPORTATION, STATE Of PEORIDA writter the foregoing authority prioration of FLORIDA writter of the representative, and agrees a corporative action or resident and agrees a corporative action or resident action or resident action or resident action or resident.	date of this Certificate the their name is the genularized for and on behalf of Corporation and the largements and instruct permits and similar doctal agreements and instruct prohibited by or in any oration, its by-laws, or of a party or under which it is force and effect, and said entitled to rely upon same in whole or in part, has been to the delivery to said the control of the delivery to said the notice of said modification.  The provided Herby waives the set to be bound as fully as	e offices set opposite line signature of the of said Corporation to DEPARTMENT OF ments in connection uments, and that the iments in connection manner restricted by any loan agreement, s bound. I do further of DEPARTMENT OF one, until written notice leen delivered to said modification, recision executed or actions DEPARTMENT OF cation, rescission or the company seal on
NAME(S) 0F REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
D. R. SCHOFIELD	SUPERVISOR OF LAND SECTION		A. P. Schfield
IN WITNESS WHEREOF,day of <i>APRIL</i> _	I have hereunto set my hand	and affixed the seal of said	Corporation this <u>30</u> th

(LINDA G. MALONE)

ASST. SECRETARY )

ATTEST: Linda G. Malane

Extract from minutes of Board of Directors meeting of Gulf Power Company held February 24, 1995.

\* \* \* \* \* \* \* \* \* \*

RESOLVED, That in addition to the Executive Officers of the Company, the Supervisor of Land, or subsequent successor in title, be and hereby is authorized and directed to execute on behalf of the Company all right-of-way/easement subordinations with the State of Florida, Department of Transportation, the execution of said subordinations by such authorized employee to be binding on the Company.

The undersigned Officer of Gulf Power Company does hereby certify that the foregoing is a true and correct copy of resolution duly and regularly adopted at meeting of the Board of Directors of Gulf Power Company, held on February 24, 1995, at which a quorum was in attendance and voting throughout, and that said resolution has not since been rescinded but is still in full force and effect.

Given under my hand and the seal of said Company at its office in the City of Pensacola on this 30th day of April, 1996.

Linda G. Malone

Extract from minutes of Board of Directors meeting of Gulf Power Company held April 19, 1985.

\* \* \* \* \* \* \* \* \* \*

RESOLVED, That in addition to the Executive Officers of the Company, the Director of Power Delivery, the Manager of Distribution and the Manager of Land Department, or subsequent successors in title, be and hereby are authorized and directed to execute on behalf of the Company all utility permits with the State of Florida, Department of Transportation, the execution of said permits by such authorized employees to be binding on the Company.

The undersigned Officer of Gulf Power Company does hereby certify that the foregoing is a true and correct copy of resolution duly and regularly adopted at meeting of the Board of Directors of Gulf Power Company, held on April 19, 1985, at which a quorum was in attendance and voting throughout, and that said resolution has not since been rescinded but is still in full force and effect.

Given under my hand and the seal of said Company at its office in the City of Pensacola on this 30th day of April, 1996.

Linda G. Malone