

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, R. Wayne Combs, do hereby certify that the person(s) whose name, title, position and signature appears below is duly elected, or appointed, qualified and acting representative of said Corporation and holds on the date of this Certificate the offices set opposite their name, that the signature appearing opposite their name is the genuine signature of the representative; that the representative is duly authorized for and on behalf of said Corporation to execute and deliver any document between said Corporation and the DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA, and all agreements and instruments in connection therewith, including without limitation, application for permits and similar documents, and that the execution and delivery of any such document, and all agreements and instruments in connection therewith for and on behalf of said Corporation is not prohibited by or in any manner restricted by the terms of said Corporation's Certificate of Incorporation, its by-laws, or of any loan agreement, indenture or contract to which said Corporation is a party or under which it is bound. I do further certify that the foregoing authority shall remain in full force and effect, and said DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA, shall be entitled to rely upon same, until written notice of the modification, rescission or revocation of same, in whole or in part, has been delivered to said DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA, but no such modification, rescission or revocation shall, in any event, be effective with respect to any documents executed or actions taken in reliance upon the foregoing authority prior to the delivery to said DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA, written notice of said modification, rescission or revocation. Okefenoke Rural EMC hereby waives the company seal on all documents signed by the representative, and agrees to be bound as fully as if the company seal were affixed. Attached is a corporative action or resolution to this effect.

<u>NAME(S) OF REPRESENTATIVE</u>	<u>TITLES(S) OF REPRESENTATIVE</u>	<u>POSITION(S) OF REPRESENTATIVE</u>	<u>SIGNATURE(S) OF REPRESENTATIVE</u>
<u>W. Don Holland</u>	<u>_____</u>	<u>General Manager</u>	<u>W. Don Holland</u>
<u>C. Hill Bentley</u>	<u>_____</u>	<u>Mgr, Power Supply</u>	<u>C. Hill Bentley</u>
<u>John Middleton</u>	<u>_____</u>	<u>Mgr, Engineering</u>	<u>John Middleton</u>
<u>Danny Thornton</u>	<u>_____</u>	<u>Mgr, Const. & Main.</u>	<u>Danny Thornton</u>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 20 day of December, 1994.

R. Wayne Combs

 (Signature)

President

 (Title)

ATTEST: Jim Combs

Okefenoke Rural Electric Membership Corporation

RESOLUTION


WHEREAS, a Certificate of Incumbency and Authority, authorizing representatives of the Cooperative to execute and deliver any document between the Cooperative and the DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA was presented to the Board of Directors of Okefenoke Rural Electric Membership Corporation at their regular meeting held on December 20, 1994.

NOW, THEREFORE BE IT RESOLVED that the Board of Directors of Okefenoke Rural Electric Membership Corporation hereby approve the Certificate of Incumbency and Authority as presented.

CERTIFICATE

I, James L. Conner, do hereby certify that: I am the Secretary of Okefenoke Rural Electric Membership Corporation, (hereinafter called the "Cooperative"), the above is a true and correct copy of a resolution duly adopted by the Board of Directors of the Cooperative at their regular meeting held December 20, 1994, and entered in the Minute Book of the Cooperative; the meeting was duly and regularly called and held in accordance with the bylaws of the Cooperative.

IN WITNESS THEREOF I have hereunto set my hand and affixed the seal of the Cooperative this 20th day of December, 1994.


James L. Conner, Secretary

OKEFENOKE



Okefenoke Rural Electric Membership Corporation

POST OFFICE BOX 602
NAHUNTA, GEORGIA 31553
912-462-5131
800-262-5131

"Owned By Those We Serve"

January 20, 1995

Mr. H. Vince Camp
District Utility Engineer
Florida Department of Transportation
P. O. Box 1089
Lake City, FL 32056-1089

RE: Certificate of Incumbency and Authority

Dear Mr. Camp:

I am returning herewith the above referenced Certificate, designating representatives of Okefenoke Rural Electric Membership Corporation as authorized to execute and deliver documents between OREMC and the Department of Transportation. Also enclosed is a resolution of OREMC's Board of Directors approving the Certificate.

Please advise if additional information or action is required.

Sincerely,

A handwritten signature in cursive script that reads "John Middleton".

John Middleton
Manager, Engineering & Operations

JM:kj

Attach:

DEPT. OF
TRANSPORTATION
RECEIVED
JAN 23 1995
UTILITIES
DISTRICT OFFICE
LAKE CITY, FL

Serving - Brantley, Camden, Charlton, Glynn, Ware, Wayne, Baker, Duval and Nassau Counties

