

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Evans Brown, 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 reply 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. Tri-County Electric Cooperative 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.

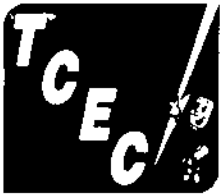
NAME(S) OF REPRESENTATIVE	TITLES(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>C. E. Laing, Jr.</u>	<u>General Manager</u>	_____	<u>C. E. Laing, Jr.</u>
<u>V. Wayne Bass</u>	<u>Manager of Engineering</u>	_____	<u>V. Wayne Bass</u>
<u>J. Junior Smith</u>	<u>Manager of Operations</u>	_____	<u>J. Junior Smith</u>
_____	_____	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 9 day of January, 1995.

Evans Brown  
(Signature)

President - Board of Trustees  
(Title)

ATTEST: Malcolm V. Page



*Tri-County Electric Cooperative, Inc.*

POST OFFICE BOX 208  
MADISON, FLORIDA 32340

904-973-2285  
800-999-2285

*"Owned By Those We Serve"*

February 21, 1995

Mr. H. Vince Camp  
District Utility Engineer  
Florida Department of Transportation  
District Two, Utilities - MS 2024  
P. O. Box 1089  
Lake City, Florida 32056-1089

Re: Certificate of Incumbency & Authority

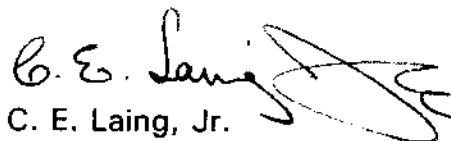
Dear Mr. Camp:

Enclosed herein is a Certificate of Incumbency & Authority which has been signed by President Evans Brown and attested by Secretary Malcolm V. Page. This Certificate names C. E. Laing, Jr., V. Wayne Bass and Junior Smith as persons being authorized to sign agreements and instruments, etc. to the Department of Transportation.

We inadvertently left the cooperative seal off of the document. That seal has now been placed on the document which was furnished to you several weeks ago.

If you have any questions, or if we can be of further assistance in this matter, please let me know.

Yours truly,

  
C. E. Laing, Jr.  
General Manager

CEL/lfw

Enc.

cc: Wayne Bass  
Junior Smith  
Evans Brown  
Malcolm Page

DE  
TRANSPORTATION  
RECEIVED

FEB 27 1995

UTILITY  
DISTRICT TWO  
LAKE CITY, FL



RESOLUTION

WHEREAS, this Corporation is requested to execute a multitude of utility permits and use permits for the State Road Department of the State of Florida; and

WHEREAS, it is desirable that the officers of this Corporation be authorized to execute such permits on behalf of the Corporation; and

WHEREAS, the following officers of this Corporation are authorized by power of attorney, which is attached hereto and made a part hereof, to execute such permits on behalf of this Corporation in favor of the State Road Department of the State of Florida; now, therefore, be it

RESOLVED that the following officers of this Corporation:

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_
4. \_\_\_\_\_
5. \_\_\_\_\_

be and each is hereby authorized and directed to execute on behalf of this Corporation, all utility permits and use permits in favor of the State Road Department of the State of Florida, said utility permits and use permits requiring only the affidavit of the certifying authority for purpose of execution.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the corporate seal of said Corporation this \_\_\_\_\_ day of October, A. D. 1963.

WITNESSES:

Morris D. American  
M. C. Burnett  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

William Walden  
 \_\_\_\_\_ (SEAL)  
J. S. [Signature]  
 \_\_\_\_\_ (SEAL)  
 \_\_\_\_\_ (SEAL)  
 \_\_\_\_\_ (SEAL)  
 \_\_\_\_\_ (SEAL)

A F F I D A V I T

I, T. S. Studstill Secretary of Tri-County Electric Cooperative, Inc.

Company, hereby certify that the following is a true and correct excerpt from the minutes of the meeting of the Board of Directors of said company, duly convened and held at Madison, Florida, on the 9th day of September, A. D. 1963, at which all of said directors were present and voting throughout:

R E S O L U T I O N

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WHEREAS, the following officers of this Corporation are authorized by power of attorney, which is attached hereto and made a part hereof, to execute such permits on behalf of this Corporation in favor of the State Road Department of the State of Florida; now, therefore, be it

RESOLVED that the following officers of this Corporation:

1. W. V. Bunker, Manager
2. Evans Waldrep, President
3. T. S. Studstill, Secretary & Treasurer
- 4.
- 5.

be and each is hereby authorized and directed to execute on behalf of this Corporation, all utility permits and use permits in favor of the State Road Department, said utility permits and use permits requiring only the affidavit of the certifying authority for purpose of execution.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the corporate seal of said Corporation this 15th day of Oct., A. D. 1963.

WITNESSES: Walter N. Harrison  
Henry K. Thompson  
McBarnett  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

W. V. Bunker Manager (SEAL)  
Evans Waldrep (SEAL)  
T. S. Studstill (SEAL)  
 \_\_\_\_\_ (SEAL)  
 \_\_\_\_\_ (SEAL)

Witness my hand and seal of said company this 15th day of October, A. D. 1963.

T. S. Studstill  
 SECRETARY (SEAL)

RESOLUTION

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IN WITNESS WHEREOF, we have hereunto set our hands and affixed the corporate seal of said Corporation this 15th day of Oct., A. D. 1963.

WITNESSES:

Harold W. Pearson  
Jerry Rutheford  
Tom Burnett  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

W. V. Bunker (SEAL)  
Evans Waldrep (SEAL)  
T. S. Studstill (SEAL)  
 \_\_\_\_\_ (SEAL)  
 \_\_\_\_\_ (SEAL)

