

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**.



A handwritten signature in black 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
313 West Tower
2 Martin Luther King Jr. Dr.
Atlanta, GA 30334
(404) 656-2817
sos.georgia.gov/corporations

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

2015 NOV -5 PM 3:53

SECRETARY OF STATE
CORPORATIONS DIVISION

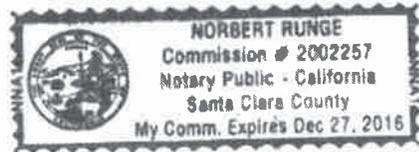
State of California

County of Santa Clara

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

Horbert Runge
Notary Public Signature

My Commission expires: Dec. 27, 2016



STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF 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):

Service areas 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 granted to the above-named entity is effective upon issuance of this certificate and shall expire ten (10) years from the date of issuance, subject to renewal.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on **January 20, 2015**.



A handwritten signature in black 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
313 West Tower
2 Martin Luther King Jr. Dr.
Atlanta, GA 30334
(404) 656-2817
sos.georgia.gov/corporations

**APPLICATION FOR STATE FRANCHISE
TO PROVIDE CABLE AND/OR VIDEO SERVICE**

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. § 36-76-4, as amended, the undersigned hereby applies for a state franchise to provide cable service and/or video service in the State of Georgia:

1. The name of the applicant is:
Google Fiber Georgia, LLC

2. The principal place of business of the applicant is:
1600 Amphitheatre Parkway, Mountain View, California 94043

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

<i>Name</i>	<i>Title</i>	<i>Address</i>
Kenneth Yi	Manager	1600 Amphitheatre Parkway Mountain View, CA 94043
Dennis Kish	Manager	1600 Amphitheatre Parkway Mountain View, CA 94043
Kevin Lo	Manager	1600 Amphitheatre Parkway Mountain View, CA 94043

4. Subscribers may make payment or return equipment in accordance with the subscriber agreement to the following locations of the applicant or its affiliates.
Google Atlanta, 10 10th Street NE, Suite 600, Atlanta, GA 30309
Phone: +1 404-487-9000 - Fax: +1 404-487-9001
PLEASE NOTE: All payments will be made online.

5. Pursuant to O.C.G.A. § 36-76-4(c)(2), the applicant's service areas are described below and/or on the attached 8.5" x 11 map labeled as "Exhibit A":

Service Area Description:

Google Fiber Georgia, LLC's service area will include the boundaries of the City of Atlanta, the City of Avondale Estates, the City of Brookhaven, the City of College Park, the City of Decatur, the City of East Point, the City of Hapeville, the City of Sandy Springs, and the City of Smyrna.

6. The applicant certifies that the following affected 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 acknowledging its right to designate a franchise fee pursuant to O.C.G.A. 36-76-6.

City of Atlanta, City of Avondale Estates, City of Brookhaven,
City of College Park, City of Decatur, City of East Point, City of Hapeville,
City of Sandy Springs, City of Smyrna

7. This applicant:

- Has wireline facilities located in the public right of way as of January 1, 2008.
- Does not have wireline facilities located in the public right of way as of January 1, 2008.

8. The applicant certifies that it is authorized to conduct business in the State of Georgia. [Applicants that did not have wireline facilities located in the public right of way as of January 1, 2008 must provide a Certificate of Existence or Certificate of Authority from the Corporations Division of the Georgia Secretary of State's Office with this application.] **See Exhibit B.**
9. The applicant certifies that it has satisfactory financial and technical capability to provide cable and/or video service. A description of such capabilities is attached hereto as required

by O.C.G.A. 36-76-4(c)(4). [This requirement does not apply to applicants with existing wireline services as of January 1, 2008.] See Exhibit C.

10. 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.'

11. 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.

Submitted this 9th day of January, 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

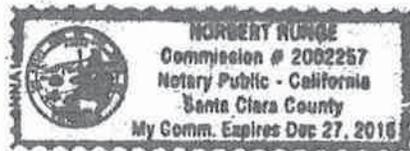
State of California

County of Santa Clara

Sworn to and subscribed before me this 9th day of January, 2015.

Norbert Runge
Notary Public Signature

My Commission expires: Dec. 27, 2016



NOBERT RUNGE
COMMISSION # 2002257
SANTA CLARA COUNTY

2015 JAN 15 AM 9:54

EXHIBIT A

See Section 5 of this Application.

2025 State Budget - Supplemental

EXHIBIT B

Georgia Certificate of Existence for Google Fiber Georgia, LLC

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 14106266
DATE INC/AUTH/FILED : November 05, 2014
JURISDICTION : Georgia
PRINT DATE : January 15, 2015

CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

GOOGLE FIBER GEORGIA, LLC
A Domestic Limited Liability Company

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



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Brian P. Kemp
Secretary of State

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Control No.: 14106266

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF ORGANIZATION

I, **Brian P. Kemp**, The Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

GOOGLE FIBER GEORGIA, LLC
a Domestic Limited Liability Company

is hereby issued a **CERTIFICATE OF ORGANIZATION** under the laws of the State of Georgia on **November 05, 2014** by the filing of all documents in the Office of the Secretary of State and by the paying of all fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on November 05, 2014



A handwritten signature in black ink, appearing to read 'B. P. Kemp'.

Brian P. Kemp
Secretary of State

Tracking #: FUMB19DT

ARTICLES OF ORGANIZATION
OF
GOOGLE FIBER GEORGIA, LLC

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SECRETARY OF STATE
CORPORATIONS DIVISION

I.

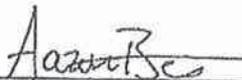
The name of the limited liability company is Georgia Fiber Georgia, LLC (the "Company").

II.

The management of the Company is vested in the sole Member whose name and address are as follows:

Name: Google Fiber Inc.
Address: 1600 Amphitheatre Parkway,
Mountain View, CA 94043

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization, this 4th day of November, 2014.



Aaron Bean, Organizer



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
237 Odiseum Drive
Macon, Georgia 31217-3558
(404) 656-2317
osr.georgia.gov/corporations

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SECRETARY OF STATE
CORPORATIONS DIVISION

TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.
Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: _____

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	LLC Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank.) <u>Google Fiber Georgia, LLC</u>				
	LLC Name (that appears in articles)				
2.	Pra Victor		1-650-944-9662		
	Name of person filing articles (Certificate will be mailed to this person at address below.) Telephone Number				
	1600 Amphitheatre Pkwy				
	Address				
	Mountain View	CA	94043		
	City	State	Zip Code		
3.	1600 Amphitheatre Pkwy				
	Principal Office Mailing Address of LLC (Unless registered office address, this may be a post office box.)				
	Mountain View	CA	94043		
	City	State	Zip Code		
4.	Corporation Service Company				
	Name of LLC's Registered Agent in Georgia				
	40 Technology Pkwy South, #300				
	Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)				
	Northcross	Gwinnett	GA	30082	
	City	County	State	Zip Code	
5.	Name and Address of Each Organizer (Attach additional sheets if necessary.)				
	Aaron Bean	1180 Peachtree St NE	Atlanta	GA	30309
	Organizer	Address	City	State	Zip Code
	Organizer	Address	City	State	Zip Code
6.	Mail the following items to the Secretary of State at the above address: 1) This transmittal form; 2) The Articles of Organization; and 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.				
	Authorized Signature: <u>Aaron Bean</u>			Date: <u>11/4/2014</u>	
	Print Name: <u>Aaron Bean</u>				
	Signer's Capacity: (Choose one) <input type="checkbox"/> Member <input type="checkbox"/> Manager <input checked="" type="checkbox"/> Organizer <input type="checkbox"/> Attorney-in-fact				

Request certificates and obtain entity information via the Internet at www.ga.gov/corporations

FORM 231
rev. 8/2014

2014 NOV 15 PM 4:38

EXHIBIT C

Google Fiber Georgia, LLC affirms that it has satisfactory financial and technical capabilities to provide video service as required by O.C.G.A. § 36-76-4. Google Fiber Georgia, LLC, and its parent company, Google Fiber Inc., have engaged in an extensive process to evaluate the feasibility of deploying services in the service areas listed in Section 5 of this Application and reasonably conclude that Google Fiber Georgia, LLC will be able to deploy services to those service areas.

Google Fiber Georgia, LLC is a second level (through Google Fiber Inc.), wholly-owned subsidiary of Google Inc., a Fortune 500 company. Google Fiber Inc., through its subsidiaries (collectively, "Google Fiber"), currently holds a video services franchise with local government in Utah and state-issued franchises in Kansas, Missouri, and Texas. Google Fiber is providing or constructing its fiber networks to provide video and broadband Internet services in the Kansas City area (both in Missouri and Kansas) and in Provo, Utah. Google Fiber began providing those services in Kansas City in September 2012 and launched its services in Provo in January 2014. Google Fiber also recently began signing up customers in Austin, Texas and has announced that it is considering offering such services in another thirty-four (34) cities around the country, including the cities listed in Section 5 of this Application. Additionally, the California Public Utility Commission granted a state-issued video services franchise to Google Fiber California, LLC in August 2011, and on June 11, 2014, the city council of Portland, Oregon voted to award Google Fiber Oregon, LLC a franchise to build a fiber network to provide video and broadband Internet services in Portland. Google Fiber's Managers are actively involved with the management of Google Fiber. The success and growth of Google Fiber as a provider of video and broadband Internet services evidences its financial and technical qualifications to provide video services.



Brian P. Kemp
Secretary of State

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**TRANSMITTAL INFORMATION
GEORGIA CABLE/VIDEO STATE FRANCHISE**

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: frankkumpuris@google.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. Google Fiber Georgia, LLC

Company Name of Cable/Video Service Provider (List exactly as it appears in documents)

1600 Amphitheatre Parkway, Mountain View, California 94043

Company's Mailing Address

2. Dennis Kish, Manager, Google Fiber Georgia, LLC

650-623-4000

Name and title of person filing state franchise application (certificate will be mailed to this person at address below.)

Telephone Number

1600 Amphitheatre Parkway

Address

Mountain View

California

94043

City

State

Zip Code

3. Mail the following items to the Secretary of State at the above address:

- 1) This transmittal form;
- 2) Application for State Franchise (Form GAVFL001);
- 3) A valid Certificate of Existence or Certificate of Authority, if applicable; and
- 4) Filing fee of \$500.00 payable to Secretary of State. Filing fees are NON-refundable.

Signature of Authorized Person: 

Date: 1/9/15

Print Name: Dennis Kish

Request certificates and obtain entity information via the Internet: sos.georgia.gov/corporations