

STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION
DIVISION OF ROAD OPERATIONS
UTILITY RELOCATION MASTER AGREEMENT
(At Utility Expense)

Date	
30th	
Maps	File

THIS AGREEMENT, made and entered into this 30th day of March, 1972, by and between the STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION, a component agency of the State of Florida, hereinafter called the DEPARTMENT, and UNITED TELEPHONE COMPANY OF FLORIDA

a corporation organized and existing under the laws of Florida with its principal place of business in the City of Fort Meyers County of Lee, State of Florida hereinafter called the COMPANY.

WITNESSETH:

WHEREAS, the DEPARTMENT proposes to engage in certain projects for construction, reconstruction and other change of portions of the State Highway System which shall call for the relocation of the COMPANY'S facilities along, over and under the highways on said projects;

AND WHEREAS, the plans for said construction, reconstruction or other change are to be reviewed by the DEPARTMENT and the COMPANY; such utility relocation to hereinafter be designated as "Relocation Work";

AND WHEREAS, under the laws of the State of Florida said "Relocation Work" must be accomplished at the sole expense of the COMPANY when COMPANY'S facilities lie on property in which the COMPANY holds no compensable interest;

NOW, THEREFORE, in consideration of the mutual covenants hereinafter contained, it is agreed by the parties as follows :

1. When the DEPARTMENT has served an order on the COMPANY regarding relocation of the COMPANY'S facilities along, over and under publicly owned property, the COMPANY agrees to make or cause to be made all arrangements for necessary adjustment or changes of its facilities at COMPANY'S own expense and in accordance with the provisions of Rule 014-46.01 "Utility Accomodation Guide," Florida Administrative Code, dated May 4, 1970 ; any supplements or revisions thereof as of the date of this Agreement, which, by reference hereto, are made a part of this Agreement; and the plans, designs and specifications of the DEPARTMENT for the construction or reconstruction of said portions of the State Highway System, prior to the advertising for bid on said project. The COMPANY further agrees to do all of such work with its own forces or by a contractor paid under a contract let by the COMPANY, all under the direction of the DEPARTMENT'S engineer.

2. The COMPANY further agrees that said adjustment, changes or relocation of facilities will be made by the COMPANY with sufficient promptness so as to cause no delay to the DEPARTMENT or its contractor in the prosecution of such construction or reconstruction work ; provided, however, that the COMPANY shall not be responsible for delay beyond its control; and that such "Relocation Work" will be done under the direction of the DEPARTMENT'S engineer; and the COMPANY further agrees that in the event the changes, adjustments or relocation of such facilities or utilities are done simultaneously with the construction project, that it will be directly responsible for the handling of any legal claims that the contractor may initiate due to delays caused by the COMPANY'S negligence ; and that the COMPANY will not either proceed with the "Relocation Work" with its own forces or advertise or let a contract for such work until it has received the DEPARTMENT'S written authority to proceed.

3. The COMPANY further agrees that it will maintain and keep in repair, or cause to be maintained and kept in repair, all of such adjusted, changed or relocated COMPANY owned or operated facilities or utilities within the right of way of said portion of the State Highway Systems; and to comply with all provisions of the law and Rule 14-46.01, Florida Administrative Code.

4. The DEPARTMENT agrees to furnish the COMPANY with all necessary highway construction plans that are required by the COMPANY to facilitate the COMPANY'S "Relocation Work."

5. The DEPARTMENT further agrees that the COMPANY may relocate its facilities upon the State's right of way, according to the terms of the standard permit required by the State Statutes for occupancy of public rights of way, and all published regulations lawfully adopted by the DEPARTMENT as of the date of this Agreement.

6. It is mutually agreed that the COMPANY'S plans, maps or sketches showing any such facility or utility to be adjusted, changed or relocated on any individual "Relocation Work" project are, when approved by the DEPARTMENT, made a part hereof by reference.

7. The COMPANY further agrees to indemnify, defend, and save harmless and exonerate the DEPARTMENT of and from all liability, claims, and demands for contractual liability rising out of the work undertaken by the COMPANY, its employees, agents, representatives or its subcontractors due in

whole, or in part, to conditions, actions, or omissions done or committed by the COMPANY ; or its subcontractors, its employees, agents, representatives, or its subcontractors. It is specifically understood and agreed that this indemnification agreement does not cover nor indemnify the DEPARTMENT for its own negligence or breach of this contract.

8. This agreement may be terminated by a written request to the Department of Transportation 10 days in advance of termination date.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed by their duly authorized officers, and their official seals hereto affixed, the day and year first above written.

WITNESSES:

Ilda McGowan

Cynthia Kressner
As to the DEPARTMENT

STATE OF FLORIDA
DEPARTMENT OF TRANSPORTATION

BY: Tom Webb
Director of Administration

ATTEST: Carol Scavala (SEAL)
Executive Secretary

(COMPANY) UNITED TELEPHONE COMPANY OF FLORIDA

May Sullivan

As to the COMPANY

BY: E. P. Kittinger
President

ATTEST: E. Brumson (SEAL)
Secretary

Approved as to Form, Legality and Execution
STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION

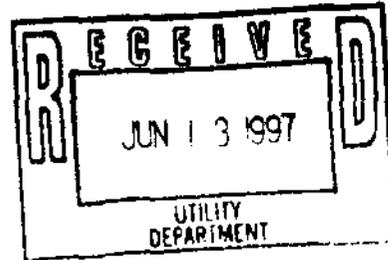
BY: [Signature]
Assistant Attorney



KENNETH WELDON, P.E.
STATE UTILITY ENGINEER
MS-32

Sunny De Coster, Sr.
Area Utility, Project Manager
District Utilities Department
1074 Highway 90 East
P.O. Box 607
Chipley, Florida 32428-0607

June 11, 1997



Re: Name Change

Dear Mr. De Coster,

This letter shall place the Florida Department of Transportation ("FDOT") on notice that, as of January 1, 1997, Central Telephone Company of Florida merged with United Telephone Company of Florida. The successor corporation's legal name is Sprint-Florida, Incorporated. Please be aware that any and all documents issued by and between our two entities in the future, including without limitation, permits, notices, plans and Joint Project Agreements should reflect the company's correct legal name as set forth hereinabove.

Should you have any questions regarding the information contained in this notice, please do not hesitate to contact Leslie Klinger, attorney for Sprint-Florida, Incorporated, at (407)661-0568.

I have also enclosed a copy of the official paper work that executed the above referenced name change for your records.

I apologize for the lateness of this information. I assumed that your office had received a copy back in January, but it apparently has not trickled down from the top.

If you have any questions, please feel free to call me at 904-599-1257


Allen L. Aten, Jr.
Sr. Engineer
Sprint

WARNING:

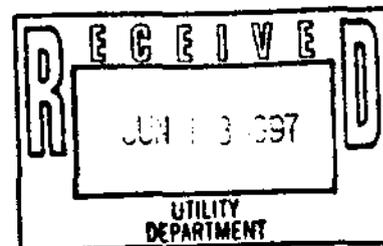
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BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Petition for approval of)	DOCKET NO. 961362-TL
transfer of Local Exchange)	ORDER NO. PSC-96-1578-FOF-TL
Telecommunications Certificate)	ISSUED: December 31, 1996
No. 33 from Central Telephone)	
Company of Florida to United)	
Telephone Company of Florida,)	
for approval of merger of)	
Certificate No. 33 into United)	
Telephone's Certificate No. 22,)	
and for change in name on)	
Certificate No. 22 to Sprint-)	
Florida, Incorporated.)	



ORDER ACKNOWLEDGING NAME CHANGE

On November 14, 1996, a joint petition was filed by United Telephone Company of Florida (United) and Central Telephone Company of Florida (Centel) for approval of transfer and merger of Centel's Certificate of Public Convenience and Necessity No. 33 into United's Certificate of Public Convenience and Necessity No. 22. By the terms of the petition, Centel would merge with United, and the newly-formed corporation would operate under United's Certificate of Public Convenience and Necessity No. 22. By Order No. PSC-96-1543-FOF-TL, issued December 17, 1996, the Commission approved the proposed transfer and merger.

The joint petition further requests that United's Certificate of Public Convenience and Necessity No. 22 be amended to reflect the new corporation's name, Sprint-Florida, Inc. United and Centel attest that the new corporate name will be properly registered with the Department of State, Division of Corporations, upon the actual transfer and merger. Accordingly, we find it appropriate to amend Certificate No. 22 to reflect the new name.

This Order will serve as the amended Certificate of Public Convenience and Necessity No. 22 for Sprint-Florida, Inc. Sprint-Florida, Inc. should retain this Order as evidence of the name change.

Based on the foregoing, it is

ORDERED by the Florida Public Service Commission that the joint request by United Telephone Company of Florida and Central Telephone Company of Florida to change the name on Certificate No. 22 from United Telephone Company of Florida to Sprint-Florida, Inc. is approved. It is further

ORDERED that this change will become effective at the time the provisions of Order No. PSC-96-1543-FOF-TL, issued December 17, 1996, become final and effective. It is further

ORDERED that the terms of Order No. PSC-96-1543-FOF-TL, issued December 17, 1996, shall remain effective and shall control the disposition of this docket.

By ORDER of the Florida Public Service Commission, this 31st day of December, 1996.

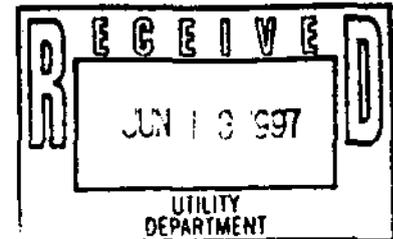
/s/ Blanca S. Bayó
BLANCA S. BAYÓ, Director

Division of Records and Reporting

This is a facsimile copy. A signed copy of the order may be obtained by calling 1-904-413-6770.

(SEAL)

WCK



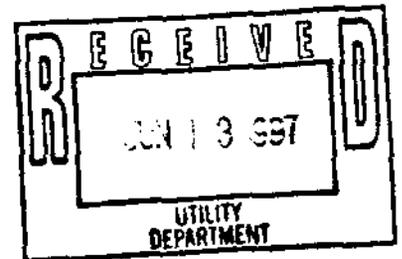
NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.59(4), *Florida Statutes*, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, *Florida Statutes*, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

Any party adversely affected by the Commission's final action in this matter may request: 1) reconsideration of the decision by filing a motion for reconsideration with the Director, Division of Records and Reporting within fifteen (15) days of the issuance of this order in the form prescribed by Rule 25-22.060, *Florida Administrative Code*; or 2) judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or the First District Court of Appeal in the case of a water and/or wastewater utility by filing a notice of appeal with the Director, Division of Records and Reporting and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days after the issuance of this order, pursuant to Rule 9.110, *Florida Rules of Appellate Procedure*. The notice of appeal must be in the form specified in Rule 9.900 (a),

Florida Rules of Appellate Procedure.

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RESTATED
ARTICLES OF INCORPORATION
OF
UNITED TELEPHONE COMPANY OF FLORIDA

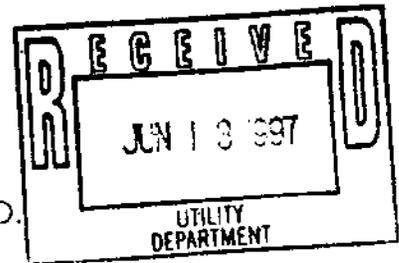
FILED
96 DEC 19 11 9 33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Sprint-Florida, Incorporated, whose Articles of Incorporation were filed by the Florida Department of State under the name of United Telephone Company of Florida, does hereby amend and restate its Articles of Incorporation by filing the following Restated Articles of Incorporation, pursuant to Section 607.1007 of the Florida Business Corporation Act. The Restated Articles of Incorporation change the name of the Corporation from United Telephone Company of Florida to Sprint-Florida, Incorporated.

ARTICLE I - NAME

The name of this Corporation shall be:

SPRINT-FLORIDA, INCORPORATED.

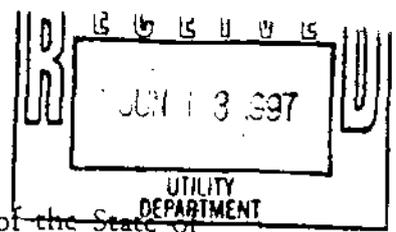


ARTICLE II - PLACE OF BUSINESS

The principal place of business of this Corporation shall be Apopka, Orange County, Florida, but it may establish offices and agencies in any place or places in or out of the State of Florida.

ARTICLE III - PURPOSE AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended (hereinafter referred to as the "Act"). This Corporation shall have all the powers enumerated in the Act and all such powers as are



not specifically prohibited to corporations for profit under the laws of the State of Florida.

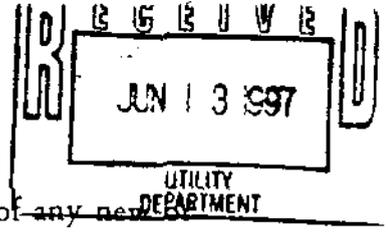
ARTICLE IV - CAPITAL STOCK

(a) Amount and Designation - The aggregate number of shares which this Corporation shall have authority to issue is 16,000,000 shares of common stock having a par value of \$2.50 per share, which shall be designated "Common Stock."

(b) Voting Rights of Stockholders - At each meeting of the stockholders, every holder of Common Stock shall be entitled to cast one vote, on each matter on which stockholders of record shall be entitled to vote, for each share of such stock standing in such holder's name on the record books of the Corporation on the record date fixed for the determination of stockholders entitled to vote at such meeting. Such holders shall vote together on all such matters and not by classes or series, except when and as may be otherwise required by law or these Articles of Incorporation.

(c) Payment for Common Stock - All or any of the Common Stock of the Corporation, if sold, may be paid for in cash, but may also be paid for in property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may also be purchased or paid for with Common Stock at a just valuation of such property, labor or services, to be fixed by the Board of Directors of the Corporation at a meeting called for such purpose. In no event shall such just valuation be less than par value.

(d) No Preemptive Rights - No holders of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential



right to subscribe for, purchase, receive or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V - TERM

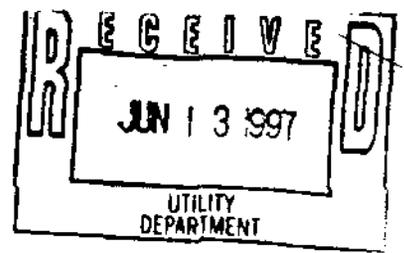
This Corporation shall have perpetual existence.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation shall be 555 Lake Border Drive, Apopka, Florida 32703, and the registered agent of the Corporation at such address shall be JERRY M. JOHNS. The Corporation may change its registered agent or the location of its registered office, from time to time, without amendment to these Restated Articles of Incorporation.

ARTICLE VII - BUSINESS

The business of this Corporation shall be conducted by the Board of Directors and by the following officers: Chairman of the Board, President, one or more Vice Presidents, Secretary, Treasurer, and Controller. The Board of Directors shall consist of not less than five nor more than eleven persons. The number of directors may be changed from time to time through the bylaws, but shall never be less than five. More than one office may be held by one and the same person. The Board of Directors may appoint an Executive Committee and such other committees and officers of the Corporation, having such powers, duties and terms of office as such Board of Directors may deem advisable, and as may be provided by the bylaws of the Corporation.



ARTICLE VIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE

The foregoing Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation in accordance with the Act on November 12, 1996, and by the holder of the shares of common stock, being the sole shares entitled to vote thereon, on December 10, 1996, and the number of votes cast for the foregoing Restated Articles of Incorporation was sufficient for approval by such holder of common stock.

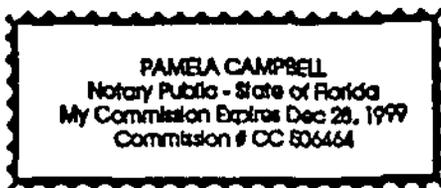
IN WITNESS WHEREOF, the undersigned does hereby make and file these restated articles of incorporation declaring and certifying that the facts stated herein are true and hereby subscribes thereto and hereunto sets his hand and seal this 16th day of December, 1996.



Jerry M. Johns, V.P.

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 16th day of December, 1996, by JERRY M. JOHNS, who is personally known to me.





Notary Public - State of Florida