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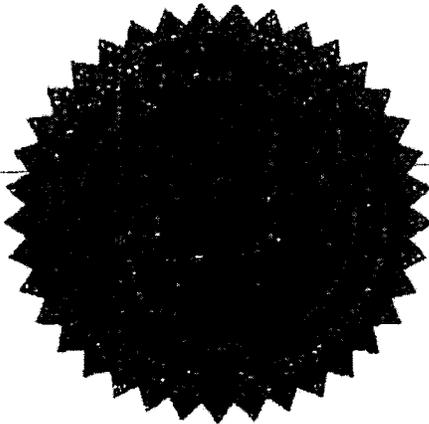


SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



AUG 13 2002

Bill Jones

Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

AUG 12 2002

BILL JONES, Secretary of State

**CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VERIZON CALIFORNIA INC.**

The undersigned certify that:

1. They are the Vice President and the Assistant Secretary, respectively, of Verizon California Inc., a California corporation.
2. The Restated Articles of Incorporation of this corporation are amended and restated to read as herein set forth in full in Exhibit A attached hereto.
3. Upon the filing of the Amended and Restated Articles of Incorporation with the Secretary of State of the State of California, all of the issued and outstanding shares of Common Stock, \$20 par value, of the corporation, shall be exchanged for one share of Common Stock, without par value, of the corporation.

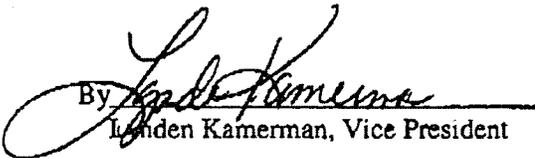
4. These Amended and Restated Articles of Incorporation were duly proposed by the Board of Directors and approved by the required vote of the sole Shareholder on August 8,

2002, in accordance with Section 902 of the California Corporations Code to read as set forth in full in Exhibit A attached hereto. The total number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

5. These Amended and Restated Articles of Incorporation shall be effective upon filing with the Secretary of State of California.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Date: August 9, 2002

By 
Linden Kamerman, Vice President

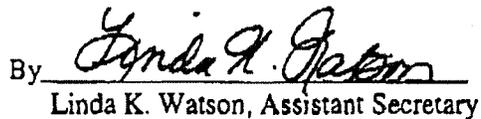
By 
Linda K. Watson, Assistant Secretary

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VERIZON CALIFORNIA INC.

1. The name of the corporation is Verizon California Inc.
2. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the GENERAL CORPORATION LAW of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporation Code.
3. The corporation is authorized to issue only one class of shares of stock; and the total number of shares which the corporation is authorized to issue is one (1) share of Common Stock without par value.
4. The Board of Directors is expressly authorized from time to time to adopt, amend or repeal the Bylaws of the corporation.
5. To the fullest extent that the General Corporation Law of the State of California, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of this Corporation shall be liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or

alleged liability of any director of this Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

6. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.



Delaware

PAGE 1

The First State

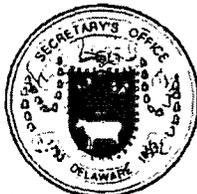
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "BELL ATLANTIC COMMUNICATIONS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "BELL ATLANTIC COMMUNICATIONS, INC." TO "VERIZON LONG DISTANCE LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2008, AT 11:31 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF DECEMBER, A.D. 2008.

2504193 8100V

081147958

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6990118

DATE: 11-26-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:31 AM 11/26/2008
FILED 11:31 AM 11/26/2008
SRV 081147958 - 2504193 FILE

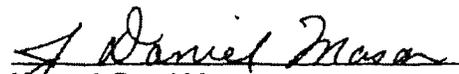
CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
BELL ATLANTIC COMMUNICATIONS, INC.
TO
VERIZON LONG DISTANCE LLC

This Certificate of Conversion to Limited Liability Company has been duly executed and is being filed by Bell Atlantic Communications, Inc., a Delaware corporation (the "Corporation"), and J. Daniel Mason, Assistant Secretary of the Corporation and as an authorized person to convert the Corporation to a Delaware limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Company Act.

1. The name of the Corporation is Bell Atlantic Communications, Inc.
2. The date of filing of the original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware is May 4, 1995.
3. The name of the limited liability company into which the Corporation is being converted is Verizon Long Distance LLC.
4. The conversion of the Corporation into a limited liability company has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

The conversion of the Corporation to a limited liability company shall become effective as of December 1, 2008.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company on the 26th day of November, 2008.


Name: J. Daniel Mason
Title: Assistant Secretary and
Authorized Person

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "VERIZON LONG DISTANCE LLC" FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2008, AT 11:31 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF DECEMBER, A.D. 2008.



2504193 8100V

081147958

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6990118

DATE: 11-26-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:31 AM 11/26/2008
FILED 11:31 AM 11/26/2008
SRV 081147958 - 2504193 FILE

CERTIFICATE OF FORMATION

OF

VERIZON LONG DISTANCE LLC

The undersigned, as an authorized person, in order to form a limited liability company under the provisions of the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.), does hereby certify as follows:

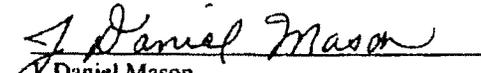
FIRST: The name of the limited liability company formed hereby is:

Verizon Long Distance LLC

SECOND: The address of the limited liability company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, and the name of the registered agent is The Corporation Trust Company

The Certificate of Formation shall be effective as of December 1, 2008.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the 26th day of November, 2008.


J. Daniel Mason
Authorized Person

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"VERIZON ENTERPRISE SOLUTIONS LLC", A DELAWARE LIMITED LIABILITY COMPANY,

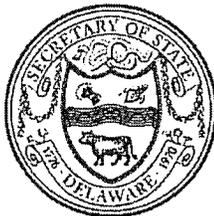
WITH AND INTO "VERIZON LONG DISTANCE LLC" UNDER THE NAME OF "VERIZON LONG DISTANCE LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF NOVEMBER, A.D. 2014, AT 1:25 O'CLOCK P.M.

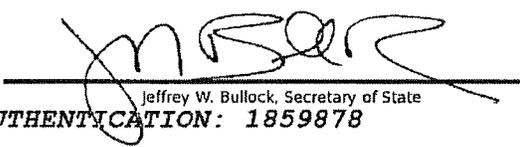
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIFTEENTH DAY OF NOVEMBER, A.D. 2014.

2504193 8100M

141399815

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1859878

DATE: 11-12-14

**STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
VERIZON ENTERPRISE SOLUTIONS LLC
(A DELAWARE LIMITED LIABILITY COMPANY)
INTO
VERIZON LONG DISTANCE LLC
(A DELAWARE LIMITED LIABILITY COMPANY)**

Pursuant to Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Verizon Long Distance LLC and the name of the limited liability company being merged into the surviving limited liability company is Verizon Enterprise Solutions LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified executed, and acknowledged by each of the constituent limited liability companies.

THIRD: The name of the surviving limited liability company is **Verizon Long Distance LLC**.

FOURTH: The merger is to be effective on November 15, 2014.

FIFTH: The Agreement of Merger is on file at One Verizon Way, Basking Ridge, New Jersey 07920 the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent limited liability companies.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, the 12th day of November, A.D., 2014.

VERIZON LONG DISTANCE LLC

By: J. Daniel Mason
Authorized Person

Name: J. Daniel Mason
Title: Assistant Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "NEWCO WEST HOLDINGS LLC", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MARCH, A.D. 2015, AT 2:36 O'CLOCK P.M.



5710549 8100

150362346

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2204729

DATE: 03-17-15

CERTIFICATE OF FORMATION
OF
NEWCO WEST HOLDINGS LLC

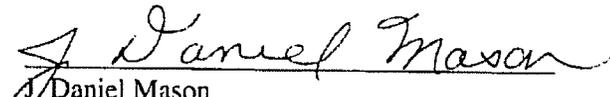
The undersigned, as an authorized person, in order to form a limited liability company under the provisions of the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.), does hereby certify as follows:

FIRST: The name of the limited liability company formed hereby is:

Newco West Holdings LLC

SECOND: The address of the limited liability company's registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, City of Wilmington, Delaware 19801, and the name of the registered agent is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the 16th day of March, 2015.


Daniel Mason
Authorized Person

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FRONTIER COMMUNICATIONS OF AMERICA, INC.", A DELAWARE CORPORATION,

"NEW NORTH TELECOMMUNICATIONS, INC.", A WISCONSIN CORPORATION,

"NEWOP COMMUNICATIONS CORPORATION", A NEW YORK CORPORATION, WITH AND INTO "CITIZENS TELECOMMUNICATIONS COMPANY" UNDER THE NAME OF "FRONTIER COMMUNICATIONS OF AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2003, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2003, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2342881 8100M

AUTHENTICATION: 2353759

030222381

DATE: 04-08-03

CERTIFICATE OF MERGER
of
**FRONTIER COMMUNICATIONS OF AMERICA, INC.,
NEW NORTH TELECOMMUNICATIONS, INC., and
NEWOP COMMUNICATIONS CORPORATION**
into
CITIZENS TELECOMMUNICATIONS COMPANY

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law and Sections 180.1103 and 180.1104 of the Wisconsin Business Corporation Law, the undersigned corporations executed the following Certificate of Merger:

WITNESSETH THAT:

WHEREAS, Frontier Communications of America, Inc. ("FCA") is a corporation duly organized on August 19, 1992, existing and in good standing under the laws of the State of Delaware, and

WHEREAS, New North Telecommunications, Inc. ("NNT") is a corporation duly organized on July 30, 1996, existing and in good standing under the laws of the State of Wisconsin, and

WHEREAS, NewOp Communications Corporation ("NOCC") is a corporation duly organized on May 9, 1995, existing and in good standing under the laws of the State of New York, and

WHEREAS, Citizens Telecommunications Company ("CTC") is a corporation duly organized on July 1, 1993, existing and in good standing under the laws of the State of Delaware, is qualified to conduct business in and in good standing under the laws of the States of New York and Wisconsin, and

WHEREAS, on the date of this Certificate of Merger, the total number of shares of capital stock of FCA, NNT, NOCC and CTC issued and outstanding is set forth below:

CORPORATION	CLASS OF STOCK	PAR VALUE	NUMBER OF SHARES OUTSTANDING
CTC	Common	\$10.00	100
FCA	Common	\$0.01	200
NNT	Common	\$1.00	1,000
NOCC	Common	No par value	200

WHEREAS, the Board of Directors of FCA, NNT, NOCC, and CTC deem it advantageous to the shareholders thereof to merge FCA, NNT, and NOCC into CTC in accordance with the applicable laws of the States of Delaware, New York and Wisconsin,

NOW THEREFORE, FCA, NNT, NOCC, and CTC and the respective Boards of Directors thereof do hereby approve, adopt, certify, execute and acknowledge the following Certificate of Merger, and do hereby prescribe and state the terms and conditions of said merger, the mode of carrying same into effect and such other pertinent matters as are required or permitted by law to be set forth herein as follows:

- FIRST:** FCA, NNT, and NOCC shall be merged into CTC (hereinafter sometimes referred to as the "Surviving Corporation") and the Surviving Corporation shall be governed by the laws of the State of Delaware and the Articles of Incorporation of CTC shall be the Articles of Incorporation for the Surviving Corporation.
- SECOND:** The terms and conditions of the merger and the mode of carrying the same into effect are as follows:
- Each of the Boards of Directors of each of FCA, NNT, and NOCC have approved the proposed merger, and upon the conditions herein set forth the Board of Directors of CTC has determined not to abandon the merger, then in such event, this Certificate of Merger (and such other documents and certificates as may be required by law) shall be signed, certified, acknowledged, filed and recorded pursuant to the applicable laws of the State of Delaware. When the merger herein provided shall become effective, the separate existences of FCA, NNT, and NOCC shall cease and FCA, NNT, and NOCC shall be merged into the Surviving Corporation in accordance with the provisions of the Certificate of Merger.
- THIRD:** The Boards of Directors of CTC and FCA, NNT, and NOCC have agreed that as of the effective date of the merger, all of the issued and outstanding shares of FCA, NNT, and NOCC shall cease to exist and be canceled, without further action and there shall be no conversion of any shares of FCA, NNT, or NOCC into shares of the Surviving Corporation.
- FOURTH:** Bylaws of CTC as presently in effect shall remain and be the Bylaws of the Surviving Corporation until altered or amended according to the provisions thereof.
- FIFTH:** The Board of Directors of the Surviving Corporation shall consist of the individuals who are the Directors of CTC at the time the merger becomes effective and the said persons shall be, and continue to be, Directors of the Surviving Corporation until the next ensuing meeting of its stockholders for the election of the Board of Directors and/or until their respective successors are elected and qualified.
- SIXTH:** The officers of the Surviving Corporation shall consist of the individuals who are the officers of CTC at the time the merger becomes effective and the said persons shall be, and continue to be, officers of the Surviving Corporation until the next ensuing meeting of its Board of Directors for the election of the officers and/or until their respective successors are elected and qualified.

SEVENTH: From and after the effective date of the merger, the separate existences of FCA, NNT, and NOCC shall cease and the Surviving Corporation shall continue to conduct the business theretofore conducted by FCA, NNT, and NOCC; and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of FCA, NNT, and NOCC; and all property, real, personal and mixed, and all debts due or whatever account and all other choses in action and every other interest or belonging to or due to FCA, NNT, and NOCC shall be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in FCA, NNT, and NOCC shall not revert or be in any way impaired by reason of the merger provided for hereby. From and after the effective date of the merger, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of FCA, NNT, and NOCC and any claim existing or action or proceeding pending by or against FCA, NNT, and NOCC may be prosecuted through judgment as if the merger had not taken place or the Surviving Corporation may be substituted in place of FCA, NNT, and NOCC. Neither the rights of creditors nor any liens upon the property of FCA, NNT, and NOCC shall be impaired by the consummation of the merger.

EIGHTH: Effective upon consummation of the merger, that ARTICLE FIRST of the Certificate of Incorporation of the Surviving Corporation shall be amended to read as follows:

FIRST: The name of the corporation is Frontier Communications of America, Inc.

NINTH: This Certificate of Merger, when filed, shall be effective as of 11:59 PM on the 31st day of March 2003.

TENTH: The Agreement of Merger is on file at Three High Ridge Park, Stamford, Connecticut, the place of business of the Surviving Corporation.

ELEVENTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder FCA, NNT, and NOCC.

IN WITNESS WHEREOF, said Surviving Corporation has caused this Certificate to be signed and executed by an authorized officer the 24th day of February, 2003.

~~FRONTIER COMMUNICATIONS OF AMERICA, INC.
3 High Ridge Park, Stamford, Connecticut~~

By: ~~[Signature]
L. Russell Mitten, Secretary~~

~~NEW NORTH TELECOMMUNICATIONS, INC.
3 High Ridge Park, Stamford, Connecticut~~

By: ~~[Signature]
Russell Mitten, Secretary~~

~~NEWOP COMMUNICATIONS CORPORATION
3 High Ridge Park, Stamford, Connecticut~~

By: ~~[Signature]
L. Russell Mitten, Secretary~~

~~CITIZENS TELECOMMUNICATIONS COMPANY
3 High Ridge Park, Stamford, Connecticut~~

By: ~~[Signature]
L. Russell Mitten, Secretary~~

Subscribed and Sworn to before me, a Notary Public, in and for the County of Fairfield and State of Connecticut, this 24th day of February, 2003.

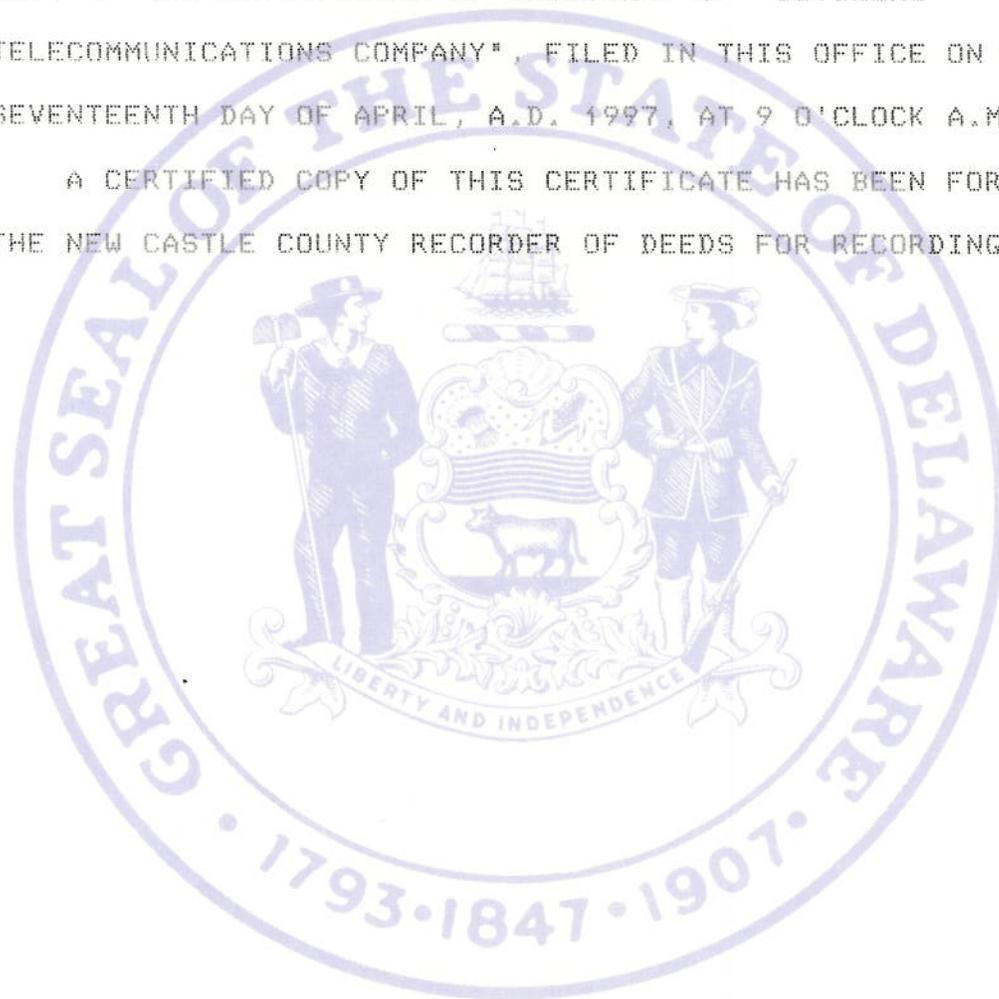
[Signature]
Notary Public

My Commission Expires 10/31/06

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CITIZENS TELECOMMUNICATIONS COMPANY", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF APRIL, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2342881 8100

971124896

AUTHENTICATION:

8424821

DATE:

04-17-97

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CITIZENS TELECOMMUNICATIONS COMPANY

It is hereby certified that:

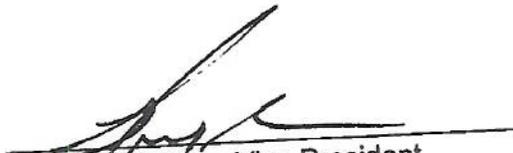
1. The name of the corporation (hereinafter called the "corporation" is Citizens Telecommunications Company.

2. The Certificate of Incorporation of the corporation is hereby amended to add the following Article:

"THIRTEENTH: The corporation agrees to become a Virginia Public Service Corporation, engaged in the business of telephone and telegraph, and shall be subjected to and governed as such and more particularly under Title 56-1 et. seq., of the Code of Virginia as amended from time to time."

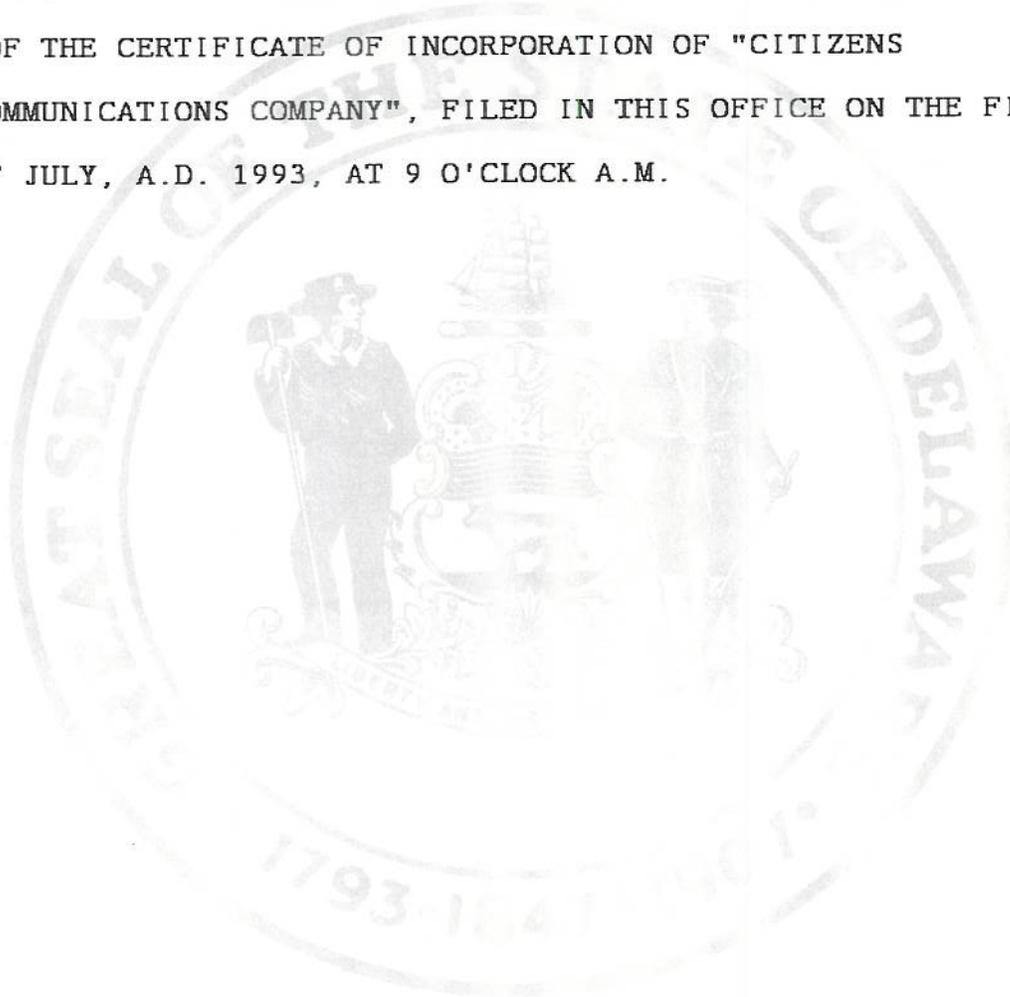
3. The Amendment of the Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on April 16, 1997


L. Russell Mitten, Vice President

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CITIZENS TELECOMMUNICATIONS COMPANY", FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 1993, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7363667

01-05-95

2342881 8100

950002579

CERTIFICATE OF INCORPORATION
OF
CITIZENS TELECOMMUNICATIONS COMPANY

FIRST: The name of the corporation is Citizens Telecommunications Company.

SECOND: The address of its registered office is in Kent County, Delaware at 32 Lookerman Square, Suite L-100, Dover, Delaware 19901.

The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is one hundred (100) shares of common stock, \$10.00 par value per share.

FIFTH: The name and address of the incorporator is:

Charles J. Weiss High Ridge Park Stamford
Stamford, CT 06905

SIXTH: The powers of the incorporator terminate upon the filing of this certificate of incorporation. The names and addresses of the directors who are to serve until the first annual meeting of stockholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Leonard Tow	High Ridge Park Stamford, CT 06905
Daryl A. Ferguson	High Ridge Park Stamford, CT 06905
Donald K. Robertson	High Ridge Park Stamford, CT 06905

SEVENTH: In addition to the powers conferred under the General Corporation Law, the board of directors shall have power to adopt, amend, or repeal the by-laws of the corporation.

EIGHTH: Subject to any contrary provision of the General Corporation Law, the books of the corporation may be kept at such place or places, within or without the State of Delaware, as may be designated from time to time by the board of directors or in the by-laws of the corporation.

NINTH: The election of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

TENTH: To the fullest extent permitted by Section 102(b)(7) of the General Corporation Law of the State of Delaware, as amended from time to time, or in analogous provisions of successor law, there shall be no liability on any part of any director of the corporation to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a Director of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred herein upon stockholders and directors are granted subject to this reservation.

TWELFTH: The corporation may indemnify officers, directors, employees/and agents to the fullest extent allowed by Section 145 of the General Corporation Law.

I, **THE UNDERSIGNED**, being the incorporator hereinbefore named, do make this Certificate for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware; and intending that this be an acknowledgement within the meaning of Section 103 of the General Corporation Law, have executed this document on June 30, 1993.



Charles J. Weiss

**RESTATED CERTIFICATE OF INCORPORATION
OF
CITIZENS COMMUNICATIONS COMPANY**

CITIZENS COMMUNICATIONS COMPANY, a corporation organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies as follows:

1. The name of the corporation is

CITIZENS COMMUNICATIONS COMPANY

The date of filing its original Certificate of Incorporation with the Secretary of State was November 12, 1935 under the name Citizens Utilities Company.

2. The provisions of this Restated Certificate of Incorporation of the Company as heretofore amended, are hereby restated and integrated into the single instrument which is hereinafter set forth, and which is entitled Restated Certificate of Incorporation of Citizens Communications Company without any further amendments and without any further discrepancy between the provisions of the Amended and Restated Certificate of Incorporation as heretofore amended and the provisions of the said single instrument hereinafter set forth.

3. The restatement of the Restated Certificate of Incorporation herein certified has been duly adopted by the Board of Directors of the Company in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware.

4. The text of the Restated Certificate of Incorporation shall upon the effective date of this Restated Certificate of Incorporation read as follows:

**RESTATED CERTIFICATE OF INCORPORATION
OF
CITIZENS COMMUNICATIONS COMPANY**

FIRST: The name of this corporation is **CITIZENS COMMUNICATIONS COMPANY.**

SECOND: Its principal office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, and its resident agent is The Prentice-Hall Corporation System, Inc.

THIRD: The nature of the business and the objects and purposes to be transacted, promoted, and carried on are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do and in any part of the world, viz.:

(a) To purchase or otherwise acquire, own, operate and dispose of all or any part of the business and properties of persons, partnerships, associations, and other corporations engaged in any business, including that of operating public utilities, and to make payment therefor by the issuance of securities of this corporation or in any other manner permitted by law, and in connection therewith to assume any or all of the bonds, mortgages, franchises, leases, contracts, indebtedness, liabilities, and obligations of such corporations, and to do any things necessary or expedient in connection therewith or with the carrying out of any plan of reorganization of predecessor company or any modification therefor.

(b) To generate, produce, buy, or in any manner acquire, and to sell, dispose of, and distribute electricity for light, heat, power, and other purposes and to carry on the business of furnishing, supplying, manufacturing, and vending light heat, power, gas, water, steam heat, ice, refrigeration, and any and all businesses incident thereto, and to build, construct, develop, improve, acquire, hold, own, lease, maintain, and operate plants, facilities, and works for the manufacture, generation, production, accumulation, transmission, and distribution of electric energy, gas and steam, for light power, heat and other purposes, and to acquire, construct, maintain, and operate systems of water works, gas works, steam heating plants, for the supply of water, gas, and steam heat, and to exercise rights of condemnation and eminent domain in connection with the doing of its business objects and purposes as herein set forth so far as may be permissible by law, to acquire, maintain, operate, and exercise all the rights of ownership of any telephone, telegraph, and/or other communication system or systems.

(c) To build, construct, develop, improve, acquire, hold, own, lease, maintain and operate, by electricity or other power, street railways and interurban railways for the transportation of passengers, mail, express, merchandise, or other freight in any part of the world.

(d) To produce, mine, buy, sell, store, market, deal in, and prospect for coal and minerals of all kinds and the products and by-products thereof.

(e) To organize, incorporate, reorganize, finance, and to aid and assist financially or otherwise, companies, corporations, joint stock companies, syndicates, partnerships, and associations of all kinds, and to underwrite, subscribe for, and endorse the bonds, stocks, securities, debentures, notes, or undertakings of any such company, corporation, joint stock company, syndicate partnership or association, and to make any guarantee in connection therewith or otherwise for the payment of money or for the performance of any obligation or undertaking, and to do any and all things necessary or convenient to carry any of such purposes into effect.

(f) To carry on the business of engineering and contracting in all of its branches; to appraise, value, design, build, construct, enlarge, develop, improve, extend, and repair works, plants, systems, lines, stations, buildings, structures, mines, shafts, tunnels, wells, canals, viaducts, highways, facilities, apparatus, machinery, equipment, appliances and appurtenances, of any and every nature and kind whatsoever.

(g) To purchase and acquire securities, assets, and property of every kind and description at judicial, judiciary, trustee's, pledge's, mortgagee's or liquidating or public or private sales, either pursuant to a plan of reorganization or otherwise, and to carry on a general salvage, liquidation, and realization business; and also to do a general commission and brokerage business.

(h) To hold in trust, issue on commission, make advances upon or sell, lease, license, transfer, organize, reorganize, incorporate, or dispose of any of the undertakings or resulting investments aforesaid, or the stock or securities thereof; to act as agent or depositary for any of the above or like purposes or any purpose herein mentioned; and to act as fiscal agent of any other person, firm or corporation.

(i) To obtain the grant of, purchase, lease, or otherwise acquire any concessions, rights, options, patents, privileges, lands, rights of way, sites, properties, undertakings or businesses, or any right, option or contract in relation thereto, and to perform, carry out, and fulfill the terms and conditions thereof and to carry the same into effect, and to develop, maintain, lease, sell, transfer, dispose of, and otherwise deal with the same.

(j) From time to time to apply for, obtain the grant of, purchase or acquire by assignment, transfer or otherwise, and to exercise, carry out and enjoy any license, power, authority, franchise, ordinance, order, right or privilege, which any government or authority, supreme, municipal or local, or any corporation or other public body shall enact, make, or grant.

(k) To issue shares of the capital, stock, bonds, debentures, debenture stock, notes, and other obligations of this corporation for cash, for labor done, for property, real or

personal, or leases thereof, or for any combination of any of the foregoing, or for services rendered or in exchange for the stock debentures, debenture stock, bonds, securities, or obligations of any person, firm, association, corporation, or other organization.

(l) To purchase, acquire, and lease, and to sell, lease, and dispose of water, water rights, water records, power privileges, and appropriations for power, light, heat, mining, milling, irrigation, agricultural, domestic or any other use or purpose.

(m) To acquire by purchase, lease, own, hold, sell, mortgage, and encumber both improved and unimproved real estate wherever situate; to survey, subdivide, plat, colonize, and improve the same for the purposes of sale or otherwise; and to construct and erect thereon factories, works, plants, shops, stores, mills, hotels, houses, buildings, and other structures, and to own, use, maintain, manage, and operate the same or any thereof.

(n) To own and control and acquire, by lease, purchase, construction, or otherwise, steamships, boats, barges, hydroplanes, and vessels of all kinds or interests therein and to operate the same either on Alaska Waters and on the Waters of Puget Sound and on all navigable rivers and waters connected therewith and elsewhere, or both, for the transportation of passengers and freight of all kinds, with power to purchase, build, construct, repair, lease, sell, convey, and operate vessels of all kinds, and all machinery, appliances and apparatus incident, necessary or convenient thereto, or in any way connected therewith; with power also to do a towing business, and also to purchase, own, lease, construct, control, and operate and sell docks, wharves, landings floats, warehouses, dry docks and dock machinery, appliances and apparatus of all kinds; and with the power also to do a general shipbuilding, stevedore, dockage, warehouse, and commission business; to conduct a general cold storage and refrigeration business.

(o) To subscribe for, or cause to be subscribed for, buy, own, hold, purchase, receive, or acquire, and/or to sell, negotiate, guarantee, assign, deal in, exchange, transfer, mortgage, pledge and/or otherwise dispose of shares of the capital stock, scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes, acceptances, drafts, and/or evidences of indebtedness issued and/or created by any government or by any political subdivision thereof or by any other corporations, joint stock companies, or associations, whether public, private, or municipal, or any corporate body, and while the owner thereof, to possess and to exercise in respect thereof all the rights, powers, and privileges of ownership, including the right to vote thereon; to guarantee the payment of dividends on any shares of the capital stock of any of the corporations, joint stock companies, or associations in which this corporation has or may at any time have an interest, and to become surety in respect of, endorse, or otherwise guarantee the payment of the principal of or interest on any scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes, drafts, bills of exchange, or evidences of indebtedness, issued or created by any such corporations, joint stock companies, or associations; to assume and agree to pay all or part of the indebtedness, evidenced by bonds or otherwise, of any corporation, and to assume and agree to perform any covenants, conditions, or agreements contained in any mortgage or trust indenture, and to

assume any other obligation, or liability of any corporation; to become surety for or guarantee the carrying out and performance of any and all contracts, leases, and obligations of every kind of any corporations, joint stock companies, or associations, and in particular of any corporation, joint stock company, or association any of whose shares, scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes, drafts, bills of exchange, or evidences of indebtedness, are at any time held by or for this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares, scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes, drafts, bills of exchange, or evidences of indebtedness, provided, however, that this Subdivision (o) shall not be construed to authorize this corporation to engage in the business of banking.

(p) To manufacture, buy, sell, and generally deal in, goods, wares, merchandise, property, and commodities of any and every class and description, and all articles used or useful in connection therewith; to engage in any business whether manufacturing or otherwise which this corporation may deem advantageous or useful in connection with any or all of the foregoing, and to purchase, acquire, manufacture, market, or prepare for market, sell or otherwise dispose of any article, commodity, or thing which this corporation may use in connection with its business.

(q) To manage, operate, conduct and supervise the business, properties, and affairs, in whole or in part, of any companies, corporations, joint stock companies, syndicates, partnerships, and associations of all kinds whether it owns any or all of the securities and/or obligations of such companies, corporations, joint stock companies, syndicates, partnerships, and associations or not.

(r) To secure, purchase, acquire, apply for, register, own, hold, sell, or dispose of any and all copyrights, trademarks and other trade rights.

(s) To organize, or cause to be organized, under the laws of the State of Delaware, or of any other state, territory, or country, or the District of Columbia, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation, or corporations, or to cause the same to be dissolved, wound up, liquidated, merged, or consolidated.

(t) To purchase, apply for, obtain, or otherwise acquire any and all letters patent, licenses, patent rights, patented processes, and similar rights granted by the United States or any other government or country, or any interest therein, or any inventions which may seem capable of being used for or in connection with any of the objects or purposes of this corporation, and to use, exercise, develop, sell, dispose of, lease, grant licenses in respect to, or other interests in the same, and otherwise turn the same to account, and to carry on any business, manufacturing or otherwise, which may be deemed to directly or indirectly aid, effectuate, or develop, the objects or any of them of this corporation.

(u) To lend money, to borrow money for any of the purposes of this corporation, and to issue bonds, debentures, debenture stock, notes, and other obligations, and to secure the same by pledge or mortgage of the whole or any part of the property, of this corporation, either real or personal, or to issue bonds, debentures, debenture stock, notes, or other obligations without any such security.

(v) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation.

(w) In connection with its business, to draw, make, accept, endorse, discount, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants and all kinds of obligations and certificates and negotiable or transferable instruments.

(x) To purchase, hold, sell, and transfer shares of its own capital stock, bonds, notes, and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors shall determine; provided that any purchase of any of the shares of the capital stock of the corporation shall not be made when such purchase would cause any impairment of the capital of the corporation; and provided further that shares of its own capital stock belonging to this corporation shall not be voted upon directly or indirectly.

(y) To have one or more offices, to carry on any or all of its operations and business and without restriction or limit as to amount, to purchase, lease, or otherwise acquire, hold, and own, and to mortgage, sell, convey, lease or otherwise dispose of, real and personal property of every class and description in any of the states or territories of the United States and in the District of Columbia, and in any and all foreign countries, subject to the laws of such state, district, territory, or country.

(z) To do any and all things herein set forth, and in addition such other acts and things as are necessary or convenient to the attainment of the purposes of this corporation, or any of them, to the same extent as natural persons lawfully might or could do in any part of the world.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation, and are in furtherance of, and in addition to, and not in limitation of the general powers conferred by the laws of the State of Delaware.

It is the intention that the purposes, objects and powers specified in this Article Third and all subdivisions thereof shall, except as otherwise expressly provided, in nowise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, and that each of the purposes, objects, and powers specified in this Article Third shall be regarded as independent purposes, objects, and powers.

FOURTH: (a) The total number of shares of stock which this corporation shall have authority to issue is six hundred and fifty million (650,000,000) shares of which fifty million (50,000,000) shares shall be shares of Preferred Stock with a par value of one cent (\$.01) each, amounting in aggregate to five hundred thousand dollars (\$500,000), six hundred million (600,000,000) shares shall be shares of Common Stock, par value of twenty-five (\$.25) each, amounting in the aggregate to one hundred and fifty million dollars (\$150,000,000) .

(b) The Preferred Stock may be issued from time to time in one or more series, and in such amounts as may be determined by the Board of Directors. The designations, powers, preferences and relative, participating optional, conversion and other rights, and the qualifications, limitations and restrictions thereof, of the Preferred Stock of each series, which shall not be fixed by the Certificate of Incorporation, shall be such as may be fixed or altered by resolution or resolutions by the Board of Directors (authority so to do being hereby expressly granted to, and vested in, the Board of Directors) to the full extent now or hereafter permitted by the laws of Delaware.

(c) Each holder of Common Stock shall at every meeting of the stockholders be entitled to one vote in person or by written proxy signed by him for each full share of Common Stock owned by him and shall be entitled to vote upon all such matters as may come before the stockholders including without limitation the election of directors, which shall be decided by majority vote of the Common Stock present or represented by proxy and entitled to vote at the meeting. The stockholders of this corporation shall have no preemptive right to subscribe to any issue of shares of stock of this corporation now or hereafter made.

(d) Each full share of the former Common Stock Series B with the par value of twenty-five cents (\$.25) each ("Common Stock Series B") which shall be outstanding immediately prior to the time when this Article FOURTH shall become effective, shall, upon such effectiveness, automatically and without any further action on the part of the holder thereof, be changed and reclassified into one full share of Common Stock. Each certificate representing a share or shares of Common Stock Series B (including those certificates representing a share or shares of the former Common Stock Series A) shall thereafter represent a like number of shares of Common Stock of this corporation into which the shares of Common Stock Series B have been changed and reclassified and shall for all purposes be deemed evidence of the ownership of a like number of shares of Common Stock of this corporation into which the shares of Common Stock Series B have been changed and reclassified. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock, but, as such certificates representing shares of Common Stock Series B are surrendered for transfer, this corporation shall cause to be issued certificates representing shares of Common Stock, and, at any time upon surrender by any holders of certificates representing Common Stock Series B, this corporation shall cause to be issued thereof certificates for a like number of shares of Common Stock of this corporation."

FIFTH: The minimum amount of capital with which it will commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The name and place of residence of each of the incorporators are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
L. H. HERMAN	Wilmington, Delaware
WALTER LENZ	Wilmington, Delaware
W. T. HOBSON	Wilmington, Delaware

SEVENTH: This corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

To make, alter, and repeal the by-laws subject to the power of the stockholders to change or repeal such bylaws; provided, however, that prior to the second Tuesday in March, 1937, no by-laws shall be adopted or amended by the directors so as to authorize or provide (a) for the holding of any meeting of stockholders for the election of directors at any place other than Minneapolis, Minnesota or at any time prior to the holding of the first annual meeting of stockholders for election of directors on the second Tuesday in March, 1937; or (b) for the holding of meetings of directors, prior to such first meeting of stockholders for the election of directors, at any place other than as provided in the original by-laws;

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to alter or abolish any such reserve;

To fix, determine, and vary from time to time the amount to be maintained as surplus and the amount or amounts to be set apart for working capital.

All of the powers of this corporation, insofar as the same lawfully may be vested by this Certificate in the Board of Directors, are hereby conferred upon the Board of Directors of this corporation.

Directors need not be elected by ballot, unless voting by ballot shall be requested by the holders of ten percent (10%) or more of the shares of stock represented at the meeting of stockholders at which the directors are to be elected.

TENTH: This corporation may in its by-laws make any other provisions or requirements for the management or conduct of the business of this corporation provided the same be not

inconsistent with the provisions of this Certificate or contrary to the laws of the State of Delaware, and subject to the limitations upon amendment of by-laws contained in this Certificate of Incorporation.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors, and stockholders herein are granted subject to this reservation.

TWELFTH: A. director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the directors duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

B. No modification or repeal of the provisions of this Article shall adversely affect any right or protection of any director of the corporation existing at the date of such modification or repeal or create any liability or adversely affect any such right or protection for any acts or omissions of such director occurring prior to such modification or repeal.

IN WITNESS WHEREOF, said **CITIZENS COMMUNICATIONS COMPANY** has caused this Certificate to be signed by Edward O. Kipperman, its Vice President, and attested by Charles J. Weiss, its Secretary, on this 19th day of May, 2000.

CITIZENS COMMUNICATIONS COMPANY

By: 
Edward O. Kipperman
Vice President

ATTEST:

By: 
Charles J. Weiss
Secretary

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
CITIZENS COMMUNICATIONS COMPANY**

*State of Delaware
Secretary of State
Division of Corporations
Delivered 12:00 PM 07/23/2008
FILED 12:00 PM 07/23/2008
SRV 080810233 - 0345219 FILE*

THE UNDERSIGNED, being the Secretary of Citizens Communications Company, hereby certifies that:

FIRST: The name of the Corporation is CITIZENS COMMUNICATIONS COMPANY.

SECOND: The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 12, 1935.

THIRD: Articles FIRST and THIRD of the Restated Certificate of Incorporation are hereby amended as follows:

(a) Article FIRST is hereby amended to read in its entirety as follows:

FIRST: The name of the corporation is **FRONTIER COMMUNICATIONS CORPORATION.**

(b) Article THIRD is hereby amended to read in its entirety as follows:

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, as from time to time amended.

FOURTH: The foregoing amendment of the Restated Certificate of Incorporation herein certified has been duly adopted by the stockholders and the Board of Directors, respectively, of the Company in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: The capital of the Corporation will not be reduced under or by reason of any amendment in this Certificate of Amendment hereinafter set forth.

SIXTH: The foregoing amendment in this Certificate of Amendment shall be effective as of 12:01 a.m. on July 31, 2008.

IN WITNESS WHEREOF, the Secretary of the Corporation has caused this Certificate of Amendment to be issued this 23rd day of July 2008.



Hilary E. Glassman
Senior Vice President, General Counsel and
Secretary