

# BELL ATLANTIC CORPORATION

## Secretary's Certificate

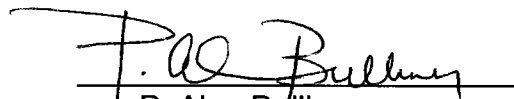
The undersigned certifies that he is the Secretary of Bell Atlantic Corporation, a Delaware corporation (the "Corporation"), and that, as such, he is authorized to execute this certification on behalf of the Corporation, and further certifies that:

(1) Attached hereto is a complete and correct copy of the resolutions duly adopted by the Board of Directors of the Corporation at a Special Meeting held on July 27, 1998 at 1095 Avenue of the Americas, Borough of Manhattan, The City of New York, N.Y., at which a quorum was present and acting throughout; and

(2) Said resolutions have not been rescinded or amended and are in full force and effect on the date hereof.

WITNESS the seal of the Corporation and the signature of the undersigned this 14th day of September, 1998.

[Seal]

  
P. Alan Bulliner  
Secretary

Bell Atlantic Corporation  
Board of Directors  
July 27, 1998

**[Proposed Bell Atlantic Corporation and GTE Corporation Merger]**

WHEREAS, it is proposed that the Corporation enter into an Agreement and Plan of Merger (the "Merger Agreement"), by and among the Corporation; Beta Gamma Corporation, a wholly-owned subsidiary of the Corporation ("Sub"); and GTE Corporation, a New York corporation ("Gamma"), pursuant to which, among other things, (i) Sub will merge with and into Gamma, with Gamma surviving as a wholly-owned subsidiary of the Corporation (the "Merger"), (ii) the Corporation will amend and restate its Restated Certificate of Incorporation (the "Certificate Amendment") and amend its Bylaws (the "Bylaws Amendment") and (iii) the Corporation and Gamma will execute a Stock Option Agreement granting an option to Gamma (the "Corporation Stock Option Agreement") and a Stock Option Agreement granting an option to the Corporation (the "Gamma Stock Option Agreement" and, together with the Corporation Stock Option Agreement, the "Stock Option Agreements");

NOW, THEREFORE, BE IT

RESOLVED, that, after taking into consideration the presentation and recommendation of management, the presentation and opinions of Bear, Stearns & Co. Inc. and Merrill, Lynch, Pierce, Fenner & Smith Incorporated, financial advisors to the Corporation, and such other factors as the Board has deemed relevant, this Board concludes that the Merger is fair to and in the best interests of the Corporation and its shareowners; and

RESOLVED FURTHER, that the Merger Agreement be, and it hereby is, approved and adopted in substantially the form presented to this meeting, and that the consummation by the Corporation of the transactions contemplated by the Merger Agreement, including without limitation the Merger and the issuance of shares (the "Stock Issuance") of the Corporation's common stock, par value \$0.10 per share ("Common Stock") (including shares issuable under Options (as defined below), the "Merger Shares"), be, and they hereby are, approved and authorized in all respects, and that the Chairman and the Vice Chairman, President and Chief Executive Officer (the "Authorized Officers") be, and each of them hereby is, authorized to execute and deliver the Merger Agreement with such changes therein as such officer executing the same shall determine to be appropriate, such determination to be conclusively established by his execution thereof, and that the Secretary or any Assistant Secretary of the Corporation be, and hereby is, authorized to attest to the execution of such Merger Agreement; and

RESOLVED FURTHER, that the Board unanimously recommends that the shareowners of the Corporation vote in favor of the Stock Issuance in accordance with the rules of the New York Stock Exchange; and

RESOLVED FURTHER, that the proposed amendment to the Restated Certificate of Incorporation of the Corporation to increase the number of shares of all classes of stock which the Corporation has authority to issue from 2,500,000,000 to 4,250,000,000 be, and it hereby is, approved and adopted substantially in the form presented to this meeting, and that, upon the terms and subject to the conditions set forth in the Merger Agreement, including shareowner approval of the Certificate Amendment, the appropriate officers be, and each of them hereby is, authorized to execute and file such amended and restated Certificate of Incorporation with the Secretary of State of the State of Delaware, with such changes therein as such officer or officers executing the same shall determine to be appropriate, such determination to be conclusively

established by his execution thereof, such that the Certificate Amendment shall be effective at the Effective Time (as defined in the Merger Agreement), and that the Secretary or any Assistant Secretary of the Corporation be, and hereby is, authorized to attest to the adoption of the Certificate Amendment; and

RESOLVED FURTHER, that, the Board unanimously recommends that the shareowners of the Corporation vote in favor of the Certificate Amendment; and

RESOLVED FURTHER, that, pursuant to Section 7.06 of the Corporation's existing Bylaws, the proposed amendments to the Bylaws of the Corporation be, and they hereby are, approved and adopted substantially in the form attached to these resolutions as Exhibit A, to be effective as of the Effective Time, and that, upon the terms and subject to the conditions set forth in the Merger Agreement, including shareowner approval of the Certificate Amendment, the Bylaws shall be amended and restated to incorporate such amendments effective as of the Effective Time, and that at such time the Secretary and any Assistant Secretary be, and each of them hereby is, authorized and directed to place such amended and restated Bylaws in minute books of the Corporation, with such changes therein as such officer or officers executing the same shall determine to be appropriate, such determination to be conclusively established by execution thereof, and that the Secretary or any Assistant Secretary of the Corporation be, and hereby is, authorized to attest to the adoption of the Bylaws Amendment; and

RESOLVED FURTHER, that each of the Stock Option Agreements be, and each hereby is, approved and adopted in substantially the form presented to this meeting, and that the consummation by the Corporation of the transactions contemplated by the Stock Option Agreements, including without limitation the issuance of shares of Common Stock and the making of cash payments pursuant to the Corporation Stock Option Agreement, be, and they hereby are,

approved and authorized, in all respects, and that the Authorized Officers be, and each of them hereby is, authorized to execute and deliver the Stock Option Agreements with such changes therein as such officer or officers executing the same shall determine to be appropriate, such determination to be conclusively established by his execution thereof, and that the Secretary or any Assistant Secretary of the Corporation be, and hereby is, authorized to attest to the execution of the Stock Option Agreements; and

RESOLVED FURTHER, that the appropriate officers and employees be, and each of them hereby is, authorized in the name and on behalf of the Corporation to prepare and file with the Securities and Exchange Commission such documents as are necessary or desirable in connection with the Merger, the Stock Issuance and the Certificate Amendment and to register the Merger Shares under the Securities Act of 1933, as amended, including a Registration Statement on Form S-4 (including a proxy statement-prospectus) relating to the Merger, the Stock Issuance, the Certificate Amendment and the Merger Shares, as such may be amended and supplemented, such registration statements on Form S-8 as may be required in connection with the Options, and, if required, a Registration Statement on Form S-3 in connection with the Stock Option Agreements; and to take any action deemed necessary or advisable in order to register or qualify for offer and sale the Merger Shares under the securities or "blue sky" laws of any of the United States, the District of Columbia or any foreign country or territory, and in connection therewith to execute, acknowledge, verify, deliver, file and publish all such applications, reports, resolutions and other papers and instruments as may be necessary or appropriate under such laws; and

RESOLVED FURTHER, that the Corporation hereby authorizes the substitution, as of the Effective Time, of Common Stock for Gamma Common Stock under employee stock options and warrants to purchase Gamma Common Stock (collectively, the "Options") and the assumption of the other obligations

required of the Corporation in connection therewith, all as set forth in the Merger Agreement; and

RESOLVED FURTHER, that the appropriate officers be, and each of them hereby is, authorized in the name and on behalf of the Corporation to reserve for issuance and to issue the Merger Shares (and such Merger Shares, upon issuance, shall be duly authorized, validly issued, fully paid and non-assessable); to execute the necessary stock certificates; to make application to the New York Stock Exchange ("NYSE") and any one or more other domestic or foreign stock exchanges to list the Merger Shares, and in connection therewith to execute, acknowledge, verify, deliver and file all such applications, statements, certificates, agreements, and other papers and instruments as may be required or necessary to accomplish such listing; and to appoint an exchange agent for the Merger; and

RESOLVED FURTHER, that the appropriate officers and employees be, and each of them hereby is, authorized to prepare, execute and file, and to cooperate with Gamma in the preparation, execution and filing of, any reports, statements, applications and information which may be required to be filed by the Corporation or Gamma or any of their respective subsidiaries (including, without limitation, Sub) in connection with the Merger and the Merger Agreement pursuant to the statutes, rules and regulations of the Federal government or any state or pursuant to the requirements of any applicable state, local or foreign authority or regulatory body (including, but not limited to, the requirements of the NYSE; the requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended; and the requirements of the Federal Communications Commission);

RESOLVED FURTHER, that the appropriate officers be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any other actions which such officers deem necessary,

appropriate or advisable in connection with the preparation, execution and filing of any reports, statements, applications and information which may be required to be filed by the Corporation in connection with the Merger and the Merger Agreement; and

RESOLVED FURTHER, that the engagement of Bear, Stearns & Co. Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated as financial advisors, substantially on the terms described to the Board, is hereby ratified, confirmed and approved in all respects; and

RESOLVED FURTHER, that all actions previously taken by any officer or employee of the Corporation in connection with the Merger or any other transaction contemplated by the foregoing resolutions, including without limitation the organization of Sub, are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation as fully as if such actions had been presented to this Board for its approval prior to such actions being taken; and

RESOLVED FURTHER, that the appropriate officers and employees be, and each of them hereby is, authorized to take or cause to be taken any and all such further actions and to execute and deliver or cause to be executed and delivered all such further agreements, documents, certificates and undertakings in the name and on behalf of the Corporation as such officer or employee shall determine to be necessary, proper or desirable to carry into effect the Merger and the other transactions contemplated by the foregoing resolutions and the intent and purpose of any and all of the foregoing resolutions.