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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

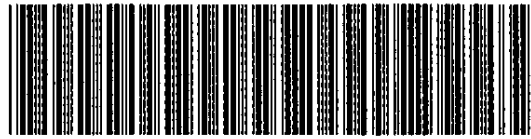
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE FLORIDA

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MAY 22 2013  
D. BRUCE

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Aqua Infrastructure, LLC  
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Lisa Piotrowski  
Name of Person

Aqua Infrastructure, LLC  
Firm/Company

762 W. Lancaster Ave.  
Address

Bryn Mawr, PA 19010  
City/State and Zip Code

lspiotrowski@aquaamerica.com  
E-mail address: (to be used for future annual report notification)

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2018 MAY 21 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

For further information concerning this matter, please call:

Lisa Piotrowski at (610) 645-1124  
Name of Person Area Code & Daytime Telephone Number

**MAILING ADDRESS:**  
Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Aqua Infrastructure, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Pennsylvania (Jurisdiction under the law of which foreign limited liability company is organized)
3. 45-2993477 (FEI number, if applicable)

4. 7/22/2011 (Date of Organization)
5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 762 W. Lancaster Ave. Bryn Mawr, PA 19010 (Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [ ]

9. The name and usual business addresses of the managing members or managers are as follows:
Aqua America, Inc.
762 W. Lancaster Ave.
Bryn Mawr, PA 19010

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Infrastructure Investment Company

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Christopher P. Luning
Typed or printed name of signee

FILED
2010 MAY 21 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

**Aqua Infrastructure, LLC**

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If unavailable, the alternate to be used in the state of Florida is:

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2. The name and the Florida street address of the registered agent and office are:

**Corporation Service Company**

(Name)

**1201 Hays Street**

Florida Street Address (P.O. Box NOT ACCEPTABLE)

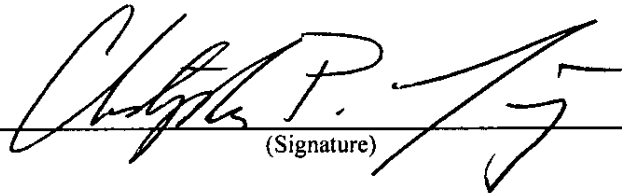
**Tallahassee**

FL

**32301**

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

  
(Signature)

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

FILED  
2018 MAY 21 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

APRIL 30, 2013

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

**Aqua Infrastructure, LLC**

is duly organized as a Pennsylvania Limited Liability Company under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT, This Subsistence Certificate shall not imply that all fees, taxes, and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, appearing to read "Carol Aichele".

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Secretary of the Commonwealth