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PLEASE REPLY TO FORT PIERCE

June 29, 2000

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*****78.75 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: Tropical Isles Utilities Corporation

Our File No. 1070-002

Dear Sir or Madam:

Enclosed is an original and one copy of the articles of incorporation for Tropical Isles Utilities Corporation. Please certify the copy of the articles and return to this office at your earliest convenience. I have enclosed our firm check in the amount of \$78.75 for the required fees and certification.

Sincerely,

Valerie M. Canant

Valerie M. Canant
Secretary to Mr. Harrell

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL -3 AM 7:57

FILED

ARTICLES OF INCORPORATION OF TROPICAL
ISLES UTILITIES CORPORATION

Article I. Name

The name of this corporation shall be TROPICAL ISLES UTILITIES CORPORATION and it shall be a nonprofit corporation organized under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, and shall have all powers given to a nonprofit corporation by the provisions of Chapter 617, Florida Statutes.

Article II. Purpose

The nature of the business of the corporation and the objects and purposes for which it is organized are:

A. To acquire, construct, maintain, and operate a wastewater collection, treatment, and disposal system on a cooperative basis for the use and benefit of its members and to engage in any activity related thereto, and

B. To carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed under Chapter 617, Florida Statutes.

Article III. Members

The members of the corporation shall be the subscribers hereto and all other persons, partnerships, corporations, or other legal entities having a reasonable accessibility to the wastewater system and who desire to have wastewater services supplied for domestic, commercial, agricultural, industrial, or other uses from the systems constructed, maintained, and operated by the corporation. The corporation shall not be required to admit additional members if the capacity of its wastewater system is exhausted by the needs of its existing members.

Article IV. Duration

This corporation shall have perpetual existence unless sooner dissolved according to law.

Article V. Subscribers

The names and residences of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Roger Shacket	281 Tropical Isles Circle Fort Pierce, FL 34982
Louis G. McGough	491 Thames Bluff Ridge Fort Pierce, FL 34982
Donna M. Nickel	240 Old Key West Place Fort Pierce, FL 34982

Article VI. Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 281 Tropical Isles Circle, Fort Pierce, FL 34982. The name of the initial registered agent of this corporation is Roger Shacket.

Article VII. Directors

The Board of Directors of this corporation shall consist of not less than three (3) nor more than seven (7) members. The directors named in these Articles of Incorporation shall serve until the first annual meeting of the members and thereafter until their successors are elected and have qualified. At the first meeting, directors shall be elected for staggered terms of one (1) year, two (2) years, and three (3) years. At each annual meeting thereafter, the members shall elect for a term of three (3) years the number of directors whose terms of office have expired.

Article VIII. Indemnification of Directors

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

B. The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including

attorney's fees, actually and reasonably incurred by him or her in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for in this article shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided in this article, the corporation shall have power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors.

Article IX. Officers

The affairs of the corporation are to be managed by a President, Vice-President, Secretary, Treasurer, and such other officers as may be deemed appropriate by the Board of Directors. The officers who shall serve until the first election of officers or until their successors are elected shall be as follows:

<u>Name</u>	<u>Office</u>
Roger Shackel	President
Louis G. McGough	Vice President
Donna M. Nickel	Secretary/Treasurer

The term of office of the foregoing officers shall be until the first Directors' meeting, and thereafter for a period of one (1) year or until their successors are elected. The officers shall be elected by the Board of Directors.

Article X. Initial Directors

The first Board of Directors shall consist of three members who shall serve until the first election or until their successors are elected. The names and addresses of the members of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Roger Shackel	281 Tropical Isles Circle Fort Pierce, FL 34982

Louis G. McGough

491 Thames Bluff Ridge
Fort Pierce, FL 34982

Donna M. Nickel

240 Old Key West Place
Fort Pierce, FL 34982

Article XI. Committees

This corporation may have certain committees, each of which shall consist of two (2) or more Directors and such other persons as the Board of Directors may, in its sole discretion, include. Each such committee will have and exercise the authority that is delegated to it by the Board of Directors. Such authority shall be granted specifically and shall be circumscribed as the Board of Directors shall, in its sole discretion, deem proper and appropriate. The Board of Directors may terminate any such committee so created by resolution at any time.

Article XII. Bylaws

The Bylaws of the corporation shall be made and may be altered or rescinded by a vote of a majority of the membership.

Article XIII. Amendments

Amendments to these Articles of Incorporation may be proposed to the Board of Directors by a majority vote of the members of the corporation. A majority of the members of the Board of Directors may approve, amend, or reject such proposals and shall have final authority to adopt any amendment.

Article XIV. Benefits

The assets and income of the corporation shall be used to promote its purposes. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, and no salary or fee shall be paid to a director or officer of this corporation unless he or she is also an employee, but nothing herein shall prevent the hiring of employees or engaging of others to perform services for this corporation or to prevent the reimbursement of any person who makes outlays for the reasonable expenses of the corporation.

Article XV. Dissolution

In the event of dissolution or liquidation, either voluntarily or pursuant to order of a court of competent jurisdiction, and after the payment of all outstanding liabilities, each member shall be repaid capital credits without priority on a prorata basis to the extent assets are available to make such payments. To the extent that assets remain following payment of all outstanding liabilities and capital credits, distribution shall be made without priority to the members and former members in

the proportion which the patronage of each member or former member from and after January 1, 2001, bears to the total patronage of all members from and after such date, to the date of such dissolution. A plan of distribution of excess capital prior to dissolution shall be set forth in the corporation's bylaws.

Article XVI. Application to Internal Revenue Service

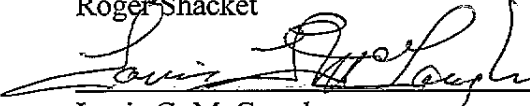
The corporation intends to be an organization described in Section 501(c)(12) of the Internal Revenue Code, Title 26 to the United States Code.

* * *


IN WITNESS WHEREOF, we have made and subscribed these Articles of Incorporation, this 27th day of June, 2000.



Roger Shacket



Louis G. McGough

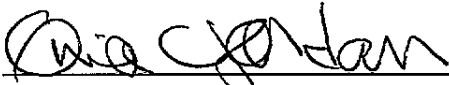


Donna M. Nickel

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 27 day of June, 2000, by Roger Shacket, who ☒ is personally known to me, or ☐ has produced _____ as identification and ☐ did ☒ did not take an oath.

[Notary Seal]



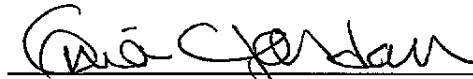
Notary Public-State of Florida
Print Name Gina C Jordan
My commission expires _____



STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 27 day of June, 2000,
by Louis G. McGough, who ☒ is personally known to me, or ☐ has produced _____
as identification and ☐ did ☒ did not take an oath.

[Notary Seal]




Notary Public-State of Florida
Print Name Gina C Jordan
My commission expires _____

STATE OF FLORIDA
COUNTY OF ST. LUCIE



The foregoing instrument was acknowledged before me this 27 day of June, 2000,
by Donna M. Nickel, who ☒ is personally known to me, or ☐ has produced _____ as
identification and ☐ did ☒ did not take an oath.

[Notary Seal]



Notary Public-State of Florida
Print Name Gina C Jordan
My commission expires _____



DESIGNATION OF REGISTERED AGENT

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.901, Florida Statutes, the following is submitted:

That TROPICAL ISLES UTILITIES CORPORATION desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in St. Lucie County, Florida, has named ROGER SHACKET as its agent to accept service of process within Florida.

DATED this 27th day of June, 2000.


ROGER SHACKET

ACCEPTANCE

HAVING BEEN named to accept service of process for the above-named corporation, the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 27th day of June, 2000.


ROGER SHACKET

00 JUL -3 AM 7:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA