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*Amended &
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*Dr
5/31/06*

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560
Writer's Direct Line (850) 425-5482

May 30, 2006

VIA HAND DELIVERY

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Talquin Water and Wastewater, Inc.
Document Number N06000003915

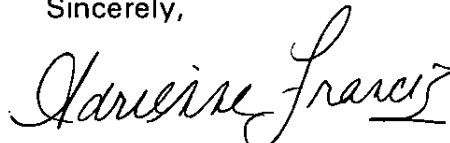
Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Amended and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$43.75 for the amendment fee and a certified copy.

If convenient, please telephone me at 425-5482 when the certified copy is ready and I will arrange for someone to pick it up. Please do not hesitate to call me if you have any questions.

Thank you for your assistance.

Sincerely,



Adrienne U. Francis
Paralegal

Enclosures

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
TALQUIN WATER AND WASTEWATER, INC.
A Florida Not-for-Profit Corporation

FILED
06 MAY 30 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a majority of whom are citizens of the United States, desire to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and do hereby certify:

Article 1.

Name

The name of this Corporation shall be **Talquin Water and Wastewater, Inc.**

Article 2.

Principal Office

The principal place of business of the Corporation shall be 1640 West Jefferson Street, Quincy, Florida 32351-2134; and the mailing address shall be Post Office Box 1679, Quincy, Florida 32353-1679.

Article 3.

Corporate Purposes

The Corporation shall be a non-member, nonprofit organization formed and operated within the meaning of Section 501(c)(12) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(12). The sole or primary function of the corporation is to construct, maintain or operate a water and/or wastewater system within the State of Florida.

Article 4.

Corporate Powers

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. Specifically, except as provided in Article 7, no part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, or any other person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 above.

Article 5.
Board of Directors

Section 5.01. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

Section 5.02. The initial Board of Directors of the Corporation shall consist of nine members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

Colin English, Jr. - Director 4267 English Lane Tallahassee, FL 32301	Mal Green - President 7882 Bandits Run Tallahassee, FL 32308
Bernard Lewis – Secretary/Treasurer 591 Lewis Lane Quincy, FL 32352	Samuel Fenn - Director 3539 Lakeview Drive Tallahassee, FL 32310
Amos Sumner – Vice President 19506 NE Old Blue Creek Road Hosford, FL 32334	Bobby J. Strickland - Director 108 Coleman Road Crawfordville, FL 32327
Joseph Alexander - Director 507 Deerwood Circle Quincy, FL 32352	Carrie Durden - Director 4120 Fairbanks Ferry Road Havana, FL 32333
William VanLandingham - Director 519 Telogia Creek Road Quincy, FL 32351	

Article 6.
Amendments

These Articles of Incorporation may be altered, amended or repealed by the members of the Board of Directors present at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

Article 7.
Dissolution

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to Talquin Electric Cooperative, Inc. None of the assets shall be distributed to any officer or director of the Corporation, or any other person or organization not described in the preceding sentence.

Article 8.
Registered Office and Registered Agent

The name and Florida street address of the Registered Agent of the Corporation are as follows:

Gary Stallons
1640 West Jefferson Street
Quincy, Florida 32351

Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Gary Stallons, Registered Agent

Article 9.
Incorporators

The names and addresses of the incorporators of the Corporation are:

Colin English, Jr. - Director 4267 English Lane Tallahassee, FL 32301	Mal Green - President 7882 Bandits Run Tallahassee, FL 32308
Bernard Lewis – Secretary/Treasurer 591 Lewis Lane Quincy, FL 32352	Samuel Fenn - Director 3539 Lakeview Drive Tallahassee, FL 32310
Amos Sumner – Vice President 19506 NE Old Blue Creek Road Hosford, FL 32334	Bobby J. Strickland - Director 108 Coleman Road Crawfordville, FL 32327

Joseph Alexander - Director 507 Deerwood Circle Quincy, FL 32352	Carrie Durden - Director 4120 Fairbanks Ferry Road Havana, FL 32333
William VanLandingham - Director 519 Telogia Creek Road Quincy, FL 32351	

IN WITNESS WHEREOF, we have executed these Articles of Incorporation of Talquin Water and Wastewater, Inc. on this 24th day of May, 2006.


Signature/Incorporator

Date: May 24, 2006


Signature/Incorporator

Date: May 24, 2006


Signature/Incorporator

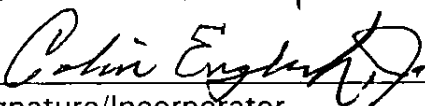
Date: May 24, 2006


Signature/Incorporator

Date: May 24, 2006


Signature/Incorporator

Date: May 24, 2006


Signature/Incorporator

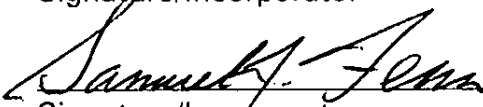
Date: May 24, 2006


Signature/Incorporator Mal Green-President

Date: May 24, 2006


Signature/Incorporator

Date: May 24, 2006


Signature/Incorporator

Date: 5/24/, 2006

These amended and restated articles were adopted by the directors on 5-24-06.
There are no members.