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OFFICE USE ONLY (Document #)

2548 AIRSTONE PINE ST.
Registrant's Name

TALLA FL 32301
Address

904-877-6555
City, State, Zip Phone #

100001240721
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*****70.00 *****70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. North Key Largo Utility Corp.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

STATE OF FLORIDA
DEPARTMENT OF REVENUE
54 AUG -1 PM 3:39

Examiner's Initials

RE 8/1

SEC
DIVISION
24 AUG -1 PM 3:39

ARTICLES OF INCORPORATION

OF

NORTH KEY LARGO UTILITY CORP.

The undersigned acknowledges and files these Articles of Incorporation in the Office of the Secretary of State of Florida for the purpose of forming a not-for-profit corporation under and in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be NORTH KEY LARGO UTILITY CORP. (the "Corporation").

**ARTICLE II
PURPOSES**

This Corporation is organized exclusively for charitable purposes as described in Section 501(c)(12) of the Internal Revenue Code of 1986, as amended, including but not limited to, the provision of wastewater utility services through a mutual or cooperative organization.

**ARTICLE III
MEMBERSHIP**

1. Active members of the Corporation shall be limited to persons who obtain wastewater collection, treatment and disposal services from the Corporation.

2. Each active member shall be entitled to a number of votes upon each matter submitted to a vote, based on the amount of wastewater capacity utilized by such member, provided the member is in good standing as to the wastewater capacity represented by his votes.

**ARTICLE IV
DURATION**

The Corporation shall commence its existence on August 1, 1994 and shall exist perpetually until dissolution.

ARTICLE V
REGISTERED AGENT

The registered agent of the Corporation shall be John R. Jenkins, whose office shall be located at 2548 Blairstone Pines Drive, Tallahassee, Florida 32301.

ARTICLE VI
PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 31 Ocean Reef Drive, Key Largo, Florida 33037, but the Corporation may maintain offices and transact business in other places within or without of the State of Florida as may from time to time be designated by the Board; furthermore, the Board may from time to time relocate the principal office of the Corporation.

ARTICLE VII
DIRECTORS

1. The Board shall consist of the number of directors determined in accordance with the Bylaws, but not less than three directors.

2. The directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws.

3. The names and addresses of the members of the first Board, who shall hold office until their successors are elected and have qualified in accordance herewith, or until removed, are as follows:

<u>NAME</u>	<u>Address</u>
Alan Goldstein	31 Ocean Reef Drive, Suite A-301 Key Largo, Florida 33037
Howard K Howard	31 Ocean Reef Drive, Suite A-301 Key Largo, Florida 33037
John J. Hrad	31 Ocean Reef Drive, Suite A-301 Key Largo, Florida 33037
Tom Davidson	31 Ocean Reef Drive, Suite A-301 Key Largo, Florida 33037
Lois McClure	31 Ocean Reef Drive, Suite A-301 Key Largo, Florida 33037

Robert Kilby, Chairman	31 Ocean Reef Drive, Suite A-301 Key Largo, Florida 33037
Robert Morgan	31 Ocean Reef Drive, Suite A-301 Key Largo, Florida 33037
Frank Shumway, Jr.	31 Ocean Reef Drive, Suite A-301 Key Largo, Florida 33037
William Nesbitt	31 Ocean Reef Drive, Suite A-301 Key Largo, Florida 33037

VIII
AMENDMENTS

The Articles may be amended or repealed, in whole or in part, by a majority vote at any duly organized meeting of the directors.

IX
DISSOLUTION

In the event of the dissolution or liquidation of the Corporation, either voluntarily or pursuant to order of a Court of competent jurisdiction, and after payment of all outstanding liabilities, each member shall be repaid capital credits without priority on a pro rata 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, distributions shall be made without priority to the members and former members in the proportion which the patronage of each member or former member bears to the total patronage of all members on the date of dissolution. A plan of distribution of excess capital prior to dissolution shall be set forth in the Corporation's Bylaws.

X
CHARITABLE RESTRICTIONS AND LIMITATIONS

The Corporation intends to be an organization described in Section 501(c)(12) of the Internal Revenue Code of 1986, Title 16 to the United States Code, as amended.

XIII
INCORPORATOR

The name and address of the incorporator and subscriber to these Articles is:

John R. Jenkins

2548 Blairstone Pines Drive
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the incorporator and subscriber has hereunto set his hand and seal, this 1st day of August, 1994.

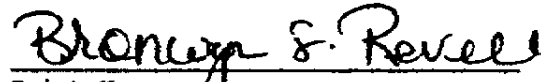

John R. Jenkins

STATE OF FLORIDA)

COUNTY OF LEON)

Sworn to and subscribed before me this 1st day of August 1994, by John R. Jenkins, who is personally known to me or who has produced _____ as identification.

(SEAL)


Print Name _____
Notary Public
State of Florida at Large
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**


In pursuance of Chapters 48.091 and 617.0501, Florida Statutes, the following is submitted, designating the Corporation's registered office and registered agent, in compliance with those Acts:

NORTH KEY LARGO UTILITY CORP., a not-for-profit corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Key Largo, County of Monroe, State of Florida, has named John R. Jenkins located at 2548 Blairstone Pines Drive, Tallahassee, County of Leon, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office, and I am familiar with and accept the obligations of my position as registered agent.

By:


John R. Jenkins
Registered Agent

APR 11 1965