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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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***122.50 ***122.50

Carl A. Bandrosch, PA
(Requestor's Name)
537 E. Park Ave.
(Address)
Tallahassee 222-2563
(City, State, Zip) (Phone #)

OFFICE USE ONLY

RECEIVED
95 JAN 11 AM 8:37
DIVISION OF CORPORATION

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

- Little Gasparilla Utility, Inc.
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

Walk in Pick up time _____

Certified Copy *Pls. call*

Mail out Will wait Photocopy

Certificate of Status

222-2563

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" 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

D. BROWN JAN 11 1996

Examiner's Initials

96 JUN 11 AM 9:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LITTLE GASPARILLA UTILITY, INC.
A Not-for-Profit Corporation

The undersigned Incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes (1993), hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be **LITTLE GASPARILLA UTILITY, INC.**, which shall be hereinafter referred to as "the Corporation".

ARTICLE II
DURATION

The Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III
PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida, particularly Chapter 617, Florida Statutes (1993).

ARTICLE IV
MEMBERSHIP

The members of the Corporation shall be the subscribers of the utility hereto and all other persons, partnerships, corporations, or other legal entities having a reasonable accessibility to the sources of and who desire to have water and other 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 water system is exhausted by the needs of its existing members and such other persons to whom it has been supplying water.

**ARTICLE V
BOARD OF DIRECTORS**

5.1 Management by Directors. The business and affairs of the Corporation shall be managed and conducted by its Board of Directors and shall be elected pursuant to Article III of the Bylaws of the Corporation. Except for the initial Board of Directors described in Article 5.2 below, the Board shall consist of five members.

5.2 Original Board of Directors. The names and addresses of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

Mr. Jack Boyer
7092 Placida Road
Cape Haze, FL 33946

Robert L. Underwood, III
537 East Park Avenue
Tallahassee, FL 32301

Bruce A. Woitho
P. O. Box 14
Placida, FL 33946

**ARTICLE VI
OFFICERS**

6.1 Officers Provided For. The Corporation shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

6.2 Election and Appointment of Officers. The officers of the Corporation shall be elected by the Board of Directors in the manner set forth in Article V of the Bylaws of the Corporation.

6.3 First Officers. The names and addresses of the first officers of the Corporation who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

President: Mr. Jack Boyer
7092 Placida Road
Cape Haze, FL 33946

Secretary: Robert L. Underwood, III
537 East Park Avenue
Tallahassee, FL 32301

**ARTICLE VII
MEMBERS**

7.1 The members of the Corporation shall consist of all of the record subscribers to utility services of the Corporation from time to time, and after any termination of the Corporation, shall also consist of those who were members at the time of such termination, and their successors and assigns.

7.2 Unless approved by the Board of Directors in advance, the share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner.

7.3 On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each member, which vote shall be exercised or cast in the manner provided by the Bylaws.

7.4 The Bylaws shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting.

**ARTICLE VIII
BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

**ARTICLE IX
AMENDMENTS**

8.1 Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Corporation and approved in the manner provided in Chapter 617, Florida Statutes (1993).

8.2 Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes (1993).

8.3 In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control.

**ARTICLE X
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Robert L. Underwood, III
537 East Park Avenue
Tallahassee, Florida 32301

**ARTICLE XI
INDEMNIFICATION**

10.1 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 contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney fees and appellate attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

10.2 To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney fees and appellate attorney fees) actually incurred by him in connection therewith.

10.3 Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

10.4 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

10.5 The Corporation shall have the power to purchase and maintain insurance on behalf of any person who 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 any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

10.6 The provisions of this Article XI shall not be amended.

ARTICLE XII SPECIAL BOARD OF DIRECTOR POWER

The Corporation, by majority vote of the Directors, shall have the absolute authority, without vote of the members, to acquire, sell, merge the Corporation, or the utility systems operated by the Corporation, with another utility company or system that has facilities or operations within Charlotte County, Florida.

ARTICLE XIII TAX STATUS

The Corporation shall be organized and operated in a manner so that the Corporation qualifies as an organization described in Section 501(12) of the Internal Revenue Code, Title 26, United States Code.

ARTICLE XIV DISOLUTION EVENTS

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 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, 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 the date of incorporation 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 By-Laws.

ARTICLE XV
INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the principal office of the Corporation is Little Gasparilla Island, Charlotte County, Florida. The initial registered agent of this corporation is Robert L. Underwood, III, whose mailing address is Carl A. Bertoch, P.A., 537 East Park Avenue, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 6th day of January, 1996



Robert L. Underwood, III

This Instrument Prepared by:
Robert L. Underwood, III
Carl A. Bertoch, P.A.
537 East Park Avenue
Tallahassee, Florida 32301

STATE OF FLORIDA)
):ss
COUNTY OF CHARLOTTE)

The foregoing instrument was acknowledged before me this 6th day of January 1996 by Robert L. Underwood, Incorporator and Registered Agent, Little Gasparilla Utility, Inc., who is personally known to me and executed the foregoing instrument on behalf of the corporation.



(NOTARY SEAL)
Commission Expires:

E.A. Lucille Fountain
Signature

E.A. Lucille Fountain
Type or Print Name

NOTARY PUBLIC, STATE OF Florida

Commission Number CC 149103

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TALLAHASSEE
FLORIDA

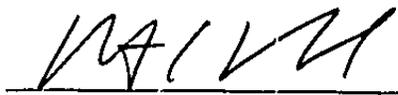
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

That **LITTLE GASPARILLA UTILITY, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Little Gasparilla Island, Charlotte County, Florida, has named as its agent **ROBERT L. UNDERWOOD**, located at 537 East Park Avenue, Tallahassee, FL 32301, to accept service of process within Florida.

I having been named to accept service of process for the above-stated corporation, at 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 6th day of January, 1996



Robert L. Underwood, III
Registered Agent

This Instrument Prepared by:
Robert L. Underwood, III
Carl A. Bertoch, P.A.
537 East Park Avenue
Tallahassee, Florida 32301

N96000000196



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

SEASIDE LITTLE GASPARILLA UTILITY, INC., a Florida corporation, document
number P95000047600

INTO

LITTLE GASPARILLA UTILITY, INC., a Florida corporation, N96000000196

File date: January 18, 1996

Corporate Specialist: Karen Gibson

N96 000000196

Carl A. Bortch PA
(Requestor's Name)

537 E Park Ave
(Address)

Tallahassee, FL 32311 222-2563
(City, State, Zip) (Phone #)

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Call Lucy 222-2563

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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

1. Seaside/Little Gasparilla Utility, Inc.
(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

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96 JAN 16 PM 12:34
DIVISION OF CORPORATION

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 checked="" 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

Merger
738
1/18

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

January 16, 1996

CARL A. BERTOCH P.A.
537 E. PARK AVENUE
TALLAHASSEE, FL 32301

SUBJECT: LITTLE GASPARILLA UTILITY, INC.
Ref. Number: N9600000196

We have received your document for LITTLE GASPARILLA UTILITY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

- (1) the date of the meeting of members at which the plan of merger was adopted
- (2) a statement that the number of votes cast for the merger was sufficient for approval, and
- (3) the vote on the plan - or a statement that such plan was adopted by written consent and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 496A00001951

Carl A. Bertoch, P.A.
Attorney at Law

837 EAST PARK AVENUE
POST OFFICE BOX 3108
TALLAHASSEE, FLORIDA 32316-3108
TELEPHONE (904) 222-2883
FAX (904) 224-2408

CARL A. BERTOCH
MEMBER FLORIDA AND OHIO BARS

OF COUNSEL:
ROBERT L. UNDERWOOD, III
MEMBER D.C. BAR ONLY

January 18, 1996
HAND DELIVERED

Ms. Karen Gibson
Corporate Specialist
Division of Corporations
Tallahassee, Florida 32314

RE: Little Gasparilla Utility, Inc.

Dear Ms. Gibson:

Your letter of January 16, 1996, regarding the referenced corporation has been received. In response to your concerns, enclosed please find a copy of the Articles of Incorporation and we call your attention to Article XII "Special Board of Director Power" which indicates that members have no right to vote on a merger and the Board has the power to consummate same.

We believe this will resolve your concerns and hopefully these documents may be filed.

Thank you for your cooperation in this matter.

Sincerely yours,



Robert L. Underwood

Enclosure
RLU/lf

ARTICLES OF MERGER

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Pursuant to the provisions of Section 617.051, F.S. and Section 607.1105, F.S., the undersigned Florida corporations have adopted Articles of Merger for the purpose of merging them into one such corporation:

1. The Plan of Merger was approved by each of the undersigned corporations, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.
2. As to each of the undersigned corporations, the Plan of Merger was adopted in the following manner:
 - (a) The Plan of Merger was adopted by **SEASIDE/LITTLE GASPARILLA UTILITY, INC.** by unanimous written consent of the Directors and Shareholders on January 12, 1996.
 - (b) The Plan of Merger was adopted by **LITTLE GASPARILLA UTILITY, INC.** by the Directors on January 12, 1996. There are no members entitled to vote as stated in Article XII of the Articles of Incorporation.
3. The name of the surviving corporation is **LITTLE GASPARILLA UTILITY, INC.**, a Florida Not-for-Profit corporation.
4. The manner of the adoption of the Plan of Merger and the vote by which it was adopted constitute full legal compliance with the provisions of Section 617.051, F.S. and Section 607.1103 F.S. and with the Articles of Incorporation and By-Laws of the undersigned corporations.
5. The effective date of the merger is the date on which the Certificate of Merger is issued by the Florida Department of State.

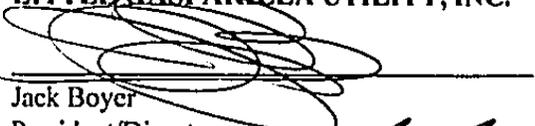
DATED: 1/12/96

**SEASIDE/LITTLE GASPARILLA
UTILITY, INC.**



Jack Boyer
President/Director

LITTLE GASPARILLA UTILITY, INC.



Jack Boyer
President/Director



Robert L. Underwood
Secretary/Director

STATE OF FLORIDA _____)
)ss
COUNTY OF CHARLOTTE.)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Jack Boyer, President/Director of Seaside Little Gasparilla, Inc. who is personally known to me ~~or who has produced _____~~ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of January, 1996.

Era Lucille Fountain
Notary Public

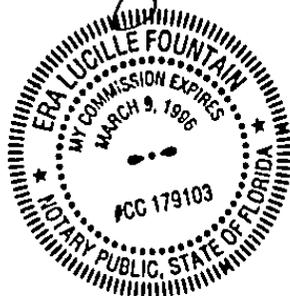
Era Lucille Fountain
(Print or Type Name)

Commission Number: CC179103

STATE OF FLORIDA _____)
)ss
COUNTY OF CHARLOTTE.)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Jack Boyer, President/Director and Robert L. Underwood, Secretary/Director of Little Gasparilla Utility, Inc., who is personally known to me ~~or who has produced _____~~ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of January, 1996.



Era Lucille Fountain
Notary Public

Era Lucille Fountain
(Print or Type Name)

Commission Number: CC179103

MERGER AGREEMENT

Agreement made this 12th day of January, 1996, between **SEASIDE/LITTLE GASPARILLA UTILITY, INC.**, a corporation organized under the laws of the State of Florida, having its principal office at Palm Island, Cape Haze, Florida, and **LITTLE GASPARILLA UTILITY, INC.**, a Not-for-Profit corporation organized under the laws of the State of Florida, having its principal office and place of business at Little Gasparilla Island, Cape Haze, Florida.

RECITALS

The respective Directors and Shareholders of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders/members that **SEASIDE/LITTLE GASPARILLA UTILITY, INC.** be merged into **LITTLE GASPARILLA UTILITY, INC.**

For reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Sections 607.1101, 607.1103, 607.1105, and 607.1106 and Section 617.051, Florida Statutes, that **SEASIDE/LITTLE GASPARILLA UTILITY, INC.** shall be merged into **LITTLE GASPARILLA UTILITY, INC.** as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger and the method of carrying it into effect.

SECTION ONE

LITTLE GASPARILLA UTILITY, INC. TO BE SURVIVING CORPORATION

SEASIDE/LITTLE GASPARILLA UTILITY, INC. shall be merged into **LITTLE GASPARILLA UTILITY, INC.** and the corporate existence of **SEASIDE/LITTLE GASPARILLA UTILITY, INC.** shall cease and the corporate existence of **LITTLE GASPARILLA UTILITY, INC.** shall continue under the name of **LITTLE GASPARILLA UTILITY, INC.**, which shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and **LITTLE GASPARILLA UTILITY, INC.** shall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

become the subject to all the debts and liabilities of the constituent corporations in the same manner as if **LITTLE GASPARILLA UTILITY, INC.** had itself incurred them.

**SECTION TWO
PRINCIPAL OFFICE**

The principal office of **LITTLE GASPARILLA UTILITY, INC.** shall remain the principal office of the corporation following this merger.

**SECTION THREE
OBJECTS AND PURPOSES**

The nature of the business and purposes proposed to be transacted and carried on by the corporation following the merger remain the same as prior to the merger, as provided in Chapter 617, Florida Statutes.

**SECTION FOUR
ARTICLES OF INCORPORATION**

The Articles of Incorporation of **LITTLE GASPARILLA UTILITY, INC.** shall not be amended and shall continue to be the Articles of Incorporation of the surviving corporation.

**SECTION FIVE
BY-LAWS**

The present By-Laws of **LITTLE GASPARILLA UTILITY, INC.** insofar as not inconsistent with this Agreement of Merger, shall be the By-Laws of the corporation following the merger until altered, amended, or repealed as therein provided.

**SECTION SIX
NAMES AND ADDRESSES OF DIRECTORS**

The names and addresses of the persons who constitute the Board of Directors of **LITTLE GASPARILLA UTILITY, INC.**, following merger, and who shall hold office until the first annual meeting of the members of **LITTLE GASPARILLA UTILITY, INC.** following merger, are as follows:

<u>Name</u>	<u>Address</u>
Jack Boyer	7092 Placida Road, Cape Haze, Florida
Robert L. Underwood	537 East Park Avenue, Tallahassee, Florida

**SECTION SEVEN
EXTRAORDINARY TRANSACTIONS**

Neither corporation shall, prior to the effective date of the merger, engage in any activity other than in the ordinary course of business except as contemplated by this agreement.

**SECTION EIGHT
REGISTERED AGENT OF SURVIVING CORPORATION**

The individual hereinafter named shall be the registered agent to the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands may be served:

<u>Name</u>	<u>Address</u>
Robert L. Underwood	CARL A. BERTOCH, P.A. 537 East Park Avenue Tallahassee, FL 32301

**SECTION NINE
ASSETS OF DISAPPEARING CORPORATION**

All property, real, personal and mixes and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to **SEASIDE LITTLE GASPARILLA UTILITY, INC.** shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger.

**SECTION TEN
LIABILITIES OF DISAPPEARING CORPORATION**

The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against **LITTLE GASPARILLA UTILITY, INC.** may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

**SECTION ELEVEN
EFFECTIVE DATE OF AGREEMENT**

This Agreement shall become effective on the date of filing of the Articles of Merger with the Office of the Secretary of State.

**SECTION TWELVE
OFFICERS OF SURVIVING CORPORATION**

On the effective date of the merger, the following persons shall be elected to the offices hereinbelow described, to serve in such capacities until the next annual meeting of the Board of Directors, or until their successors shall be elected and shall qualify:

President:	Jack Boyer
Secretary:	Robert L. Underwood

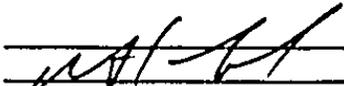
**SECTION THIRTEEN
CONVERSION OF SHARES**

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows: Each share of common stock of **SEASIDE/LITTLE GASPARILLA UTILITY, INC.** outstanding on the effective date of the merger shall thereupon, without further action, be surrendered and canceled. Further, after this merger, **LITTLE GASPARILLA UTILITY, INC.** shall be owned one hundred percent by the members as they are defined in the Articles of Incorporation of **LITTLE GASPARILLA UTILITY, INC.**

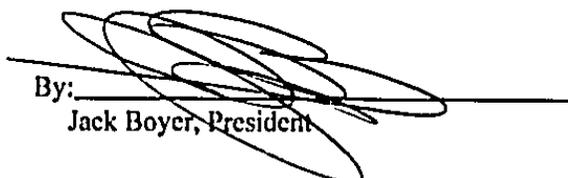
IN WITNESS WHEREOF, the directors, or a majority thereof, of **SEASIDE/LITTLE GASPARILLA UTILITY, INC.**, and the directors, or a majority thereof of **LITTLE GASPARILLA UTILITY, INC.** have caused this agreement to be executed under their respective corporate seals on the day and year first above written.

Attest:

SEASIDE/LITTLE GASPARILLA UTILITY, INC.



Corporate Secretary

By: 

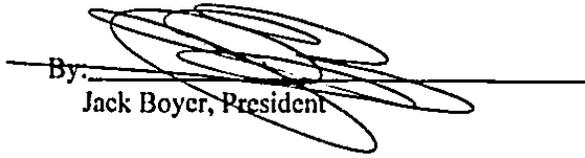
Jack Boyer, President

Attest:

LITTLE GASPARILLA UTILITY, INC.



Corporate Secretary

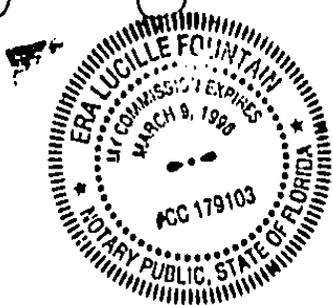
By: 

Jack Boyer, President

STATE OF Florida)
) ss
COUNTY OF CHARLOTTE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Jack Boyer, President/Director of Island Dreams North, Inc., who is personally known to me or who has produced _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of January, 1996.



Era Lucille Fountain
Notary Public

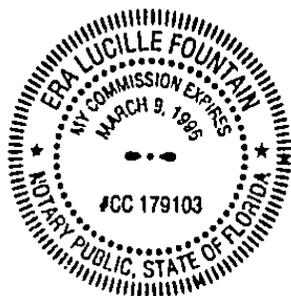
Era Lucille Fountain
(Print or Type Name)

Commission Number: CC 179103

STATE OF Florida)
) ss
COUNTY OF CHARLOTTE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Jack Boyer, President/Director of Seaside Service System, Inc., who is personally known to me or who has produced _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of January, 1996.



Era Lucille Fountain
Notary Public

Era Lucille Fountain
(Print or Type Name)

Commission Number: CC 179103

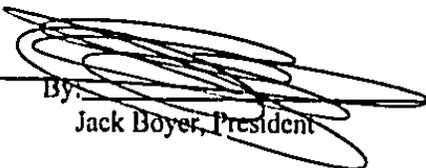
**Certificate Designating Registered Office
for the Service of Process Within the
State of Florida, and Naming the Registered
Agent Upon Whom Process May be Served**

In compliance with the Florida Statutes, and as reflected in the Plan of Merger between SEASIDE/
LITTLE GASPARILLA UTILITY, INC., and LITTLE GASPARILLA UTILITY, INC., and
the Articles of Merger, the following is submitted:

1. That LITTLE GASPARILLA UTILITY, INC. under the laws of the State of Florida, with
its principal place of business in the County of Charlotte, State of Florida, has named
ROBERT L. UNDERWOOD, located at Carl A. Bertoch, P.A. 537 East Park Avenue,
Tallahassee, FL 32301 as its Registered Agent to accept service of process within the State
of Florida.

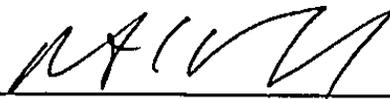
DATED: 1/12/96

LITTLE GASPARILLA UTILITY, INC.


By: _____
Jack Boyer, President

Having been named to accept service of process for the above stated corporation at the place
designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the
provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 1/12/96



Robert L. Underwood

NY600000196

Requestor's Name
 537 E. Park Avenue
 Address
 Tampa 33603
 City/State/Zip Phone #

Office Use Only

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

1. Little Gasparilla Utility, Inc.
 (Corporation Name) (Document #) *Amend*
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

01702797-01026-025
 *****35.00 *****35.00

FILED
 97 JAN -2 PM 12:16
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- 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 checked="" 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

1296
AD11
AD11
AD11
AD11

Please call when ready - Thank you

RECEIVED
 97 JAN -2 PM 10:54
 DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF AMENDMENT
OF
LITTLE GASPARILLA UTILITY, INC.**

FILED
90 JAN -2 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of LITTLE GASPARILLA UTILITY, INC., a Florida Not-for-Profit Corporation, filed in Tallahassee, Florida on January 11, 1996, be and hereby are amended in the following particulars:

Article XVI is created hereby and is to read as follows:

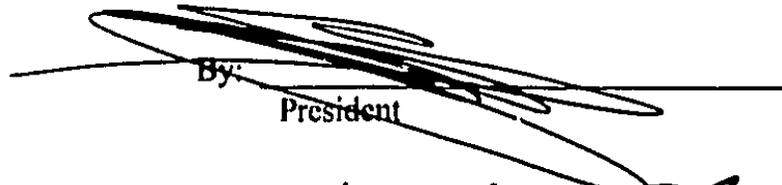
**ARTICLE XVI
AD VALOREM TAXATION EXEMPTION**

The Corporation shall be organized and operated in a manner so that the Corporation qualifies for the ad valorem taxation exemption described in Section 196.2001, Florida Statutes, as that section shall be amended from time to time and to the extent that Section 196.2001 shall require, the ownership of the Corporation and, or the utility assets of the Corporation shall be transferred to the county in which the company conducts its business upon retirement of all outstanding indebtedness of the Company.

The foregoing amendments were approved in a manner provided in Chapter 617, Florida Statutes, on the 27th day of December, 1996 and there are no members entitled to vote as stated in Article IX of the Articles of Incorporation.

IN WITNESS WHEREOF the undersigned President and
Secretary of this corporation have executed the Articles of Amendment this
27th day of December, 1996.

LITTLE GASPARILLA UTILITY, INC.

By: 
President

By: 
Secretary

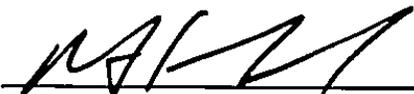
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

**IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:**

That Little Gasparilla Utility, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Little Gasparilla Island, Charlotte County, Florida, has named as its agent **ROBERT L. UNDERWOOD**, located at 537 East Park Avenue, Tallahassee, Florida 32301, to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at 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 December, 1996.



Robert L. Underwood, III
Registered Agent

This Instrument Prepared by:
Robert L. Underwood, III
Carl A. Bertoch, P.A.
537 East Park Avenue
Tallahassee, Florida 32301

STATE OF FLORIDA)
):ss
COUNTY OF CHARLOTTE)

The foregoing instrument was acknowledged before me this 27 day of Dec.,
1996, by Jack Boyer, Pres, Robert L. Underwood, and Robert L.
Underwood, (Registered Agent), Little Gasparilla Utility, Inc., who are personally known
to me and executed the foregoing instrument on behalf of the corporation.



ERA LUCILLE FOUNTAIN
COMMISSION # CC 529457
EXPIRES MAR 08, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

ERA Lucille Fountain
Signature

ERA Lucille Fountain
Type or Print Name

(NOTARY SEAL)

Commission Expires:

NOTARY PUBLIC, STATE OF Florida

Commission Number CC 529457

WAIVER OF NOTICE OF SPECIAL MEETING
OF DIRECTORS OF
LITTLE GASPARILLA UTILITY, INC.

The undersigned, being the Directors of Little Gasparilla Utility, Inc. A Not-For-Profit corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the special meeting of the Directors of said corporation for the purpose of considering an amendment to the Articles of Incorporation and the publication thereof and consent that the meeting shall be held at the offices of the corporation on the 21st day of December, 1996 at 12:00 noon of that day, and consent to the transaction of any and all business that may properly come before said meeting.

A handwritten signature, possibly reading "M. L. V. A.", is written in black ink. Below the signature are several horizontal and diagonal scribbles, suggesting a signature line or a stamp area.

**MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS
OF
LITTLE GASPARILLA UTILITY, INC.**

The special meeting of the directors of the above captioned corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the President who stated that a quorum of Directors was present for the conduct of the business before the meeting. The Secretary thereupon presented and read the Waiver of Notice to the Meeting duly signed by the Directors, which was ordered to be made a part of the minutes of this meeting.

The President then stated that the Board of Directors had the power to amend the Articles of Incorporation pursuant to the power vested them in the Articles of Incorporation. A copy of the plan was submitted to be made a part of the minutes.

Upon motion duly made, seconded and carried by the required majority, it was

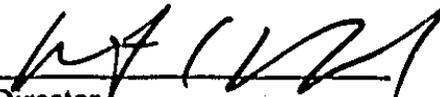
RESOLVED, that the corporation adopt the Amendment to the Articles of Incorporation presented to this meeting.

RESOLVED, that the President and Secretary be and they hereby are authorized and directed to execute Articles of Amendment, a copy of which document is attached to and made part of these minutes, and to have said document filed in the offices of the Secretary of State in Tallahassee, Florida.

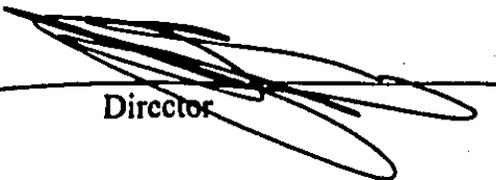
RESOLVED, that the President and Secretary be and they hereby are authorized and directed to pay any and all legal and other fees and costs and to take

all action and execute any further documents that may be necessary to effectuate and implement the amendment.

There being no further business, it was on motion duly made, seconded and carried, adjourned.



Director

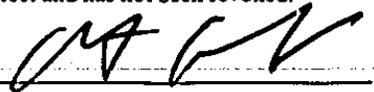


Director

Director

Certification by Corporate Secretary

I hereby certify that the foregoing is the resolution passed by the Directors on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.



DATED: 12/27/96