

487790

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

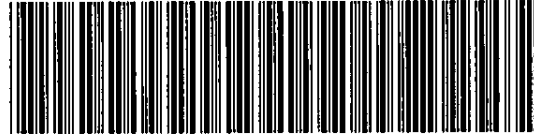
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



800279416838

RECEIVED  
DEPARTMENT OF STATE  
15 DEC -2 PM 4:10

EFFECTIVE DATE

Jan 1, 2014

*Merger*

DEC 8 - 2015

I ALBRITTON

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 892639 7576516  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 735.00

ORDER DATE : December 2, 2015  
ORDER TIME : 2:47 PM  
ORDER NO. : 892639-005  
CUSTOMER NO: 7576516

ARTICLES OF MERGER

ALAFAYA UTILITIES, INC.

INTO

UTILITIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender - EXT 62956

EXAMINER'S INITIALS:

*[Handwritten initials: id]*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Utilities, Inc. of Florida

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Debra A. Plumb

(Contact Person)

Utilities, Inc.

(Firm/Company)

2335 Sanders Road

(Address)

Northbrook, IL 60062

(City/State and Zip Code)

For further information concerning this matter, please call:

Debra A. Plumb

(Name of Contact Person)

At ( 847 ) 498-6440 -x3382

(Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**EFFECTIVE DATE**  
Jan 1, 2016

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Utilities, Inc. OF Florida</u>	<u>Florida</u>	<u>487790</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>See attachment</u>		

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 1 / 1 / 16 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)  
at 12:01 a.m.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on November 24, 2015.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 24, 2015.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

ATTACHMENT

ARTICLES OF MERGER

UTILITIES, INC. OF FLORIDA, SURVIVOR

SECOND: The name and jurisdiction of each merging corporation:

Company Name	State	Document number
ALAFAYA UTILITIES, INC.	FL •	H09451
BAYSIDE UTILITY SERVICES, INC.	FL •	P98000094407
CYPRESS LAKES UTILITIES, INC.	FL •	P97000082608
EASTLAKE WATER SERVICE, INC.	FL •	P94000041283
LABRADOR UTILITIES, INC.	FL •	P02000048326
LAKE PLACID UTILITIES, INC.	FL •	P93000041685
LAKE UTILITY SERVICES, INC.	FL •	J71557
MID-COUNTY SERVICES, INC.	FL •	333956
MILES GRANT WATER AND SEWER COMPANY	FL •	512704
PEBBLE CREEK UTILITIES, INC.	FL •	P94000025440
SANDY CREEK UTILITY SERVICES, INC.	FL •	P01000058434
SANLANDO UTILITIES CORP	FL •	352191
SOUTH GATE UTILITIES, INC.	FL •	P99000074834
TIERRA VERDE UTILITIES, INC.	FL •	V55691
UTILITIES, INC OF EAGLE RIDGE	FL •	P95000061183
UTILITIES, INC. OF HUTCHINSON ISLAND	FL •	P04000034300
UTILITIES, INC. OF LONGWOOD	FL •	P95000046456
UTILITIES, INC. OF PENNBROOKE	FL •	P03000025054
UTILITIES, INC. OF SANDALHAVEN	FL •	P98000082575
WEDGEFIELD UTILITIES, INC.	FL •	P96000006956


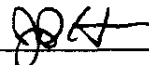
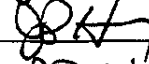
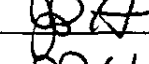
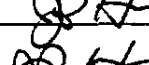
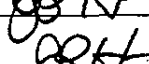
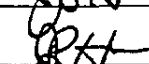
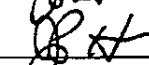

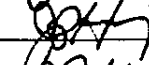
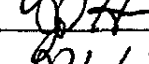
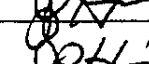


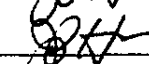
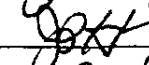
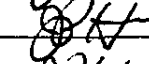

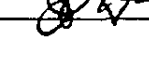




ATTACHMENT

ARTICLES OF MERGER

UTILITIES, INC. OF FLORIDA, SURVIVOR

SEVENTH: SIGNATURES FOR EACH CORPORATION:

Company Name	Date	Signature	Name / Title
ALAFAYA UTILITIES, INC.	12/1/15		John P. Hoy, Vice President
BAYSIDE UTILITY SERVICES, INC.	12/1/15		John P. Hoy, Vice President
CYPRESS LAKES UTILITIES, INC.	12/1/15		John P. Hoy, President
EASTLAKE WATER SERVICE, INC.	12/1/15		John P. Hoy, Vice President
LABRADOR UTILITIES, INC.	12/1/15		John P. Hoy, President
LAKE PLACID UTILITIES, INC.	12/1/15		John P. Hoy, President
LAKE UTILITY SERVICES, INC.	12/1/15		John P. Hoy, President
MID-COUNTY SERVICES, INC.	12/1/15		John P. Hoy, President
MILES GRANT WATER AND SEWER COMPANY	12/1/15		John P. Hoy, Vice President
PEBBLE CREEK UTILITIES, INC.	12/1/15		John P. Hoy, Vice President
SANDY CREEK UTILITY SERVICES, INC.	12/1/15		John P. Hoy, Vice President
SANLANDO UTILITIES CORP	12/1/15		John P. Hoy, President
SOUTH GATE UTILITIES, INC.	12/1/15		John P. Hoy, Vice President
TIERRA VERDE UTILITIES, INC.	12/1/15		John P. Hoy, President
UTILITIES, INC OF EAGLE RIDGE	12/1/15		John P. Hoy, President
UTILITIES, INC. OF HUTCHINSON ISLAND	12/1/15		John P. Hoy, Vice President
UTILITIES, INC. OF LONGWOOD	12/1/15		John P. Hoy, President
UTILITIES, INC. OF PENNBROOKE	12/1/15		John P. Hoy, President
UTILITIES, INC. OF SANDALHAVEN	12/1/15		John P. Hoy, President
WEDGEFIELD UTILITIES, INC.	12/1/15		John P. Hoy, Vice President
UTILITIES, INC. OF FLORIDA	12/1/15		John P. Hoy, President

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, is entered into this 1st day of December, 2015 ("Agreement of Merger"), by and among Utilities, Inc. of Florida, a Florida corporation ("UIF"), and the corporations identified on Schedule 1 hereto (each a "Terminating Company" and collectively, the "Terminating Companies.")

### RECITALS

A. Each of the Terminating Companies is a Florida corporation and is an affiliate of UIF.

B. Utilities, Inc., the sole shareholder of each of the Terminating Companies (the "Terminating Company Shareholder") and the sole shareholder of UIF (the "UIF Shareholder") has (i) determined that it is in its best interest that the parties to this Agreement consummate the business combination transaction provided for herein in which the Terminating Companies will merge with and into UIF (the "Merger") with UIF surviving on the terms, and subject to the conditions, of this Agreement, and (ii) has approved this Agreement in accordance with the Florida Business Corporation Act (the "Florida Act").

C. Utilities, Inc. has approved this Agreement and the Merger pursuant to action taken in accordance with the requirements of the Florida Act and the bylaws of each of the Terminating Companies and UIF.

D. Utilities, Inc. has been duly advised of the terms and conditions of the Merger and, by resolutions duly adopted, has authorized, approved and adopted this Agreement.

NOW, THEREFORE, on the terms, and subject to the conditions, of this Agreement, the Terminating Companies and UIF each agrees as follows.

### ARTICLE 1 THE MERGER; RELATED TRANSACTIONS

1.1 EFFECTIVE DATE. The Merger will be consummated by the Terminating Companies and UIF filing articles of merger (the "Florida Articles of Merger") with the Secretary of State of the State of Florida in accordance with Section 607.1101 of the Florida Act. The Merger shall be effective at 12:01a.m. on January 1, 2016 (the "Effective Date").

1.2 MERGER. (a) On the Effective Date:

(i) the Terminating Companies will merge with and into UIF, and UIF, with the name of UIF, will continue as the surviving corporation;

(ii) the separate existence of the Terminating Companies will cease, and UIF will succeed, without other transfer, to all of the rights, property, privileges, immunities and powers of the Terminating Companies, and will be subject to all of the duties and liabilities of the Terminating Companies; and



(iii) the members of the board of directors and officers of UIF immediately prior to the Effective Date shall continue as directors and officers of UIF following the Merger.

(b) On and after the Effective Date, the principal place of business of UIF shall be located at 200 Weathersfield Avenue, Altamonte Springs, FL 32714.

### 1.3 EFFECT ON CAPITAL STOCK.

(a) All of the issued shares of the Terminating Companies and all of the issued shares of UIF are owned by the Terminating Company Shareholder.

(b) At the Effective Date, each share of common stock, regardless of par value ("Common Stock"), of the Terminating Companies issued and outstanding immediately prior to the Effective Date will be cancelled and retired and cease to exist.

(c) Any holder of a certificate representing any such cancelled and retired Common Stock of the Terminating Companies, or each person listed on the transfer books of any Terminating Company as owning any such Common Stock, will cease to have any rights with respect to such cancelled and retired Common Stock.

(d) At the Effective Date, each outstanding share of common stock, no par value of UIF, shall remain outstanding and shall be unaffected by the Merger.

1.4 ARTICLES OF INCORPORATION AND BYLAWS. The articles of incorporation of UIF in effect at the Effective Date will be the articles of incorporation of UIF following the Merger until changed or amended as provided therein or by applicable law. The bylaws of UIF in effect at the Effective Date will be the bylaws of UIF following the Merger until changed or amended as provided therein or by applicable law.

## ARTICLE 2 MISCELLANEOUS

2.1 AMENDMENT; WAIVER. At any time before the filing of the Articles of Merger, the Terminating Companies and UIF, to the extent permitted by the Florida Act, by written agreement, may amend, modify or supplement any provision of this Agreement.

2.2 ENTIRE AGREEMENT; ASSIGNMENT. This Agreement constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof. Neither this Agreement nor any right, interest or obligation under this Agreement may be assigned, in whole or in part, by operation of law or otherwise, without the prior written consent of the other party.

2.3 GOVERNING LAW. This Agreement will be governed by and construed in accordance with the substantive laws of the State of Florida, regardless of the laws that might otherwise govern under principles of conflicts of laws applicable thereto.

2.4 PARTIES IN INTEREST. Nothing in this Agreement, express or implied, is intended to confer upon any person, other than the parties hereto, any rights or remedies of any nature whatsoever under or by reason of this Agreement.

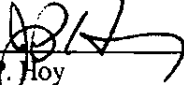
2.5 COUNTERPARTS. This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, but all of which will constitute one and the same agreement, and will become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties.

IN WITNESS WHEREOF, each of undersigned has caused this Agreement and Plan of Merger to be executed on its behalf by its respective officers thereunto duly authorized, as of the date set forth above.

**UTILITIES, INC. OF FLORIDA**

By:   
Name: John F. Hoy  
Title: President

**ALAFAYA UTILITIES, INC.**

By:   
Name: John F. Hoy  
Title: Vice President

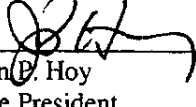
**BAYSIDE UTILITY SERVICES, INC.**

By:   
Name: John F. Hoy  
Title: Vice President

**CYPRESS LAKES UTILITIES, INC.**

By:   
Name: John F. Hoy  
Title: President

**EASTLAKE WATER SERVICE, INC.**

By:   
Name: John F. Hoy  
Title: Vice President

**LABRADOR UTILITIES, INC.**

By:   
Name: John F. Hoy  
Title: President

**LAKE PLACID UTILITIES, INC.**

By:   
Name: John P. Hoy  
Title: President

**LAKE UTILITY SERVICES, INC.**

By:   
Name: John P. Hoy  
Title: President

**MID-COUNTY SERVICES, INC.**

By:   
Name: John P. Hoy  
Title: President

**MILES GRANT WATER AND SEWER COMPANY**

By:   
Name: John P. Hoy  
Title: Vice President

**PEBBLE CREEK UTILITIES, INC.**

By:   
Name: John P. Hoy  
Title: Vice President

**SANDY CREEK UTILITY SERVICES, INC.**

By:   
Name: John P. Hoy  
Title: Vice President


**SANLANDO UTILITIES CORP.**

By:   
Name: John P. Hoy  
Title: President

**SOUTH GATE UTILITIES, INC.**

By:   
Name: John P. Hoy  
Title: Vice President


**TIERRA VERDE UTILITIES, INC.**

By:   
Name: John P. Hoy  
Title: President

**UTILITIES, INC. OF EAGLE RIDGE**

By:   
Name: John P. Hoy  
Title: President

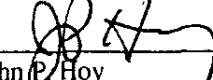
**UTILITIES, INC. OF HUTCHINSON ISLAND**

By:   
Name: John P. Hoy  
Title: Vice President

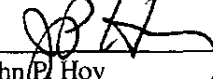
**UTILITIES, INC. OF LONGWOOD**

By:   
Name: John P. Hoy  
Title: President


**UTILITIES, INC. OF PENNBROOKE**

By:   
Name: John P. Hoy  
Title: President

**UTILITIES, INC. OF SANDALHAVEN**

By:   
Name: John P. Hoy  
Title: President

**WEDGEFIELD UTILITIES, INC.**

By:   
Name: John P. Hoy  
Title: Vice President

**SCHEDULE 1**

ALAFAYA UTILITIES, INC.
BAYSIDE UTILITY SERVICES, INC.
CYPRESS LAKES UTILITIES, INC.
EASTLAKE WATER SERVICE, INC.
LABRADOR UTILITIES, INC.
LAKE PLACID UTILITIES, INC.
LAKE UTILITY SERVICES, INC.
MID-COUNTY SERVICES, INC.
MILES GRANT WATER AND SEWER COMPANY
PEBBLE CREEK UTILITIES, INC.
SANDY CREEK UTILITY SERVICES, INC.
SANLANDO UTILITIES CORP
SOUTH GATE UTILITIES, INC.
TIERRA VERDE UTILITIES, INC.
UTILITIES, INC OF EAGLE RIDGE
UTILITIES, INC. OF HUTCHINSON ISLAND
UTILITIES, INC. OF LONGWOOD
UTILITIES, INC. OF PENNBROOKE
UTILITIES, INC. OF SANDALHAVEN
WEDGEFIELD UTILITIES, INC.

all Florida corporations