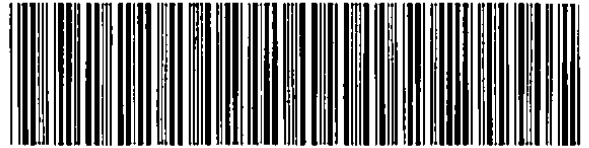


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Special Instructions to Filing Officer:

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: LAKE BERESFORD WATER ASSOCIATION, INC.

DOCUMENT NUMBER: 707442

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Diana Jones

(Name of Contact Person)

LAKE BERESFORD WATER ASSOCIATION, INC.

(Firm/ Company)

P. O. Box 527

(Address)

DeLand 32721-0527

(City/ State and Zip Code)

lberesfordwa@hotmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Diana Jones

386 738-0066

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address

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

Street Address

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

Articles of Amendment
to
Articles of Incorporation
of

LAKE BERESFORD WATER ASSOCIATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

707442

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

NA

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

NA

*(Principal office address **MUST BE A STREET ADDRESS**)*

C. Enter new mailing address, if applicable:

NA

*(Mailing address **MAY BE A POST OFFICE BOX**)*

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: NA

NA

(Florida street address)

New Registered Office Address:

NA

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

| | | |
|--|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u> |
| <input checked="" type="checkbox"/> Remove | <u>V</u> | <u>Mike Jones</u> |
| <input checked="" type="checkbox"/> Add | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--------------------------------------|--------------|-------------|----------------|
| 1) <input type="checkbox"/> Change | _____ | NA | _____ |
| <input type="checkbox"/> Add | | | _____ |
| <input type="checkbox"/> Remove | | | _____ |
| 2) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | | | _____ |
| <input type="checkbox"/> Remove | | | _____ |
| 3) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | | | _____ |
| <input type="checkbox"/> Remove | | | _____ |
| 4) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | | | _____ |
| <input type="checkbox"/> Remove | | | _____ |
| 5) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | | | _____ |
| <input type="checkbox"/> Remove | | | _____ |
| 6) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | | | _____ |
| <input type="checkbox"/> Remove | | | _____ |

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED 2 COPIES OF ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
LAKE BERESFORD WATER ASSOCIATION, INC.

**AMENDED ARTICLES OF INCORPORATION OF THE
LAKE BERESFORD WATER ASSOCIATION, INC.**

This document is an amendment of the Articles of Incorporation for LAKE BERESFORD WATER ASSOCIATION, INC. filed June 15, 1964 with the Division of Corporations for the State of Florida as document number 707442. These amended Articles of Incorporation are adopted in accordance with FL Statutes 617.1002 and 617.1007 at a meeting of the members of the Association held on July 30, 2019 and a meeting of the Board of Directors held on May 14, 2019.

CERTIFICATE

This Certificate is provided in accordance with FL Statute 617.1007:

1. These Amended Articles have been approved by a majority of the members.
2. These Amended Articles have been approved by a majority of the Board of Directors.
3. These Amended Articles supersede the original Articles of Incorporation and all prior amendments in their entirety.



John Wilton, President, Director

The Articles of Incorporation of LAKE BERESFORD WATER ASSOCIATION, INC. are amended as follows:

ARTICLE I

Name

The name of the corporation shall be:

LAKE BERESFORD WATER ASSOCIATION, INC.

- (a) The Seal of the Corporation shall have inscribed upon it the name of the corporation, the year of its organization, and shall contain the words "Corporation Not for Profit".
- (b) The Secretary/Treasurer of the corporation shall have custody of the seal.

ARTICLE II

Principal Office and Mailing

Addresses

The address of the principal office is 820 West New York Avenue, DeLand, FL 32720 and the mailing address of the corporation is P.O. Box 527, DeLand, Florida 32721-0527

ARTICLE III

Purposes

(a) This corporation is organized and shall be managed and operated expressly for providing water service to the members of the Lake Beresford Water Association (LBWA). As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain water service related activities and to take any other action that, from time to time, shall be deemed expedient to the Board of Directors of this corporation and which shall further the said purposes. It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its stated purposes.

ARTICLE IV

Powers and Limitation on Powers

(a) This corporation shall have and exercise all powers necessary or convenient to accomplish any and all of the water service purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is

exempt from federal income taxation as an organization described in Section 501(c)(12) of the Internal Revenue Code.

ARTICLE V

Effective Date

The effective date for these corporate amendments shall be July 30, 2019.

Fiscal Year

The fiscal year of the corporation shall begin the first day of June in each year.

ARTICLE VI

Membership

Any person or business having reasonable accessibility to the source of, and who is in need of, services provided by the water system or other services operated by the corporation may become a member by completing an application for the purchase of water and water services.

ARTICLE VII

Registered Agent and Registered Office

The registered agent of this corporation shall be Diana Jones, and the registered office of this corporation shall be 820 West New York Avenue, DeLand, FL 32720. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VIII

Incorporators

The name and address of the initial incorporators to these Articles of Incorporation were J. R Spell, Hontoon Road, DeLand, Florida; Frank M. Hamby, River Ridge Road, DeLand, Florida; Helen L. Lee, River Ridge Road, DeLand, Florida.

ARTICLE IX

Board of Directors & Officers

(a) The affairs of this corporation shall be managed by a Board of Directors which shall be elected as provided herein, and by officers who shall be appointed by the Board of Directors. The officers to be appointed in such fashion shall be a President, a Vice President, a Secretary/Treasurer, and such other officers as may be provided for in the bylaws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the bylaws.

(b) The number of Directors shall be seven (7), all of whom shall be members of the corporation. The Secretary/Treasurer need not be a member of the corporation, in which case the Secretary/Treasurer is an officer of the corporation but not a voting Director. Subject to the bylaws of this corporation, meetings of the Directors may be held within or outside of the State of Florida.

(c) A quorum of the Board of Directors shall consist of no fewer than four (4) Directors, determined under these Articles and the bylaws. The bylaws may, in regard to specific matters such as indemnification of officers and directors or amendment of the bylaws, provide for a higher number of directors to constitute a quorum.

(d) The bylaws may provide for a second class of directors, that second class being identified as Alternate Directors. The number of Alternate Directors shall not exceed two. Alternate Directors may attend and participate in meetings of the Board of Directors, but they do not vote.

(e) Directors of the corporation shall be elected at the annual meeting of the members. If a Director vacates the office before end of term, the remaining Directors shall, by majority vote, choose a successor.

(f) Directors shall receive no compensation for their services as such. Compensation of Officers may be assigned as determined by the Board of Directors.

(g) Officers and Directors may be removed from office for good cause in the following manner: any member, officer or director may present charges against a director or

officer by filing such charges with the Secretary of the corporation. If presented by a member, the charges must be accompanied by a petition signed by ten (10) percent of the membership of the corporation. Such removal shall be voted on at the next regular or special meeting of the members. The officer or director in question shall be informed, in writing, of such charges no less than five (5) days prior to the meeting. Said director shall be heard in person or by counsel and may present witnesses. If removal is approved, the vacancy of a director shall be filled. The vacancy of an Officer shall be filled through an election by the Board of Directors.

ARTICLE X

Officers of the Corporation

(a) The Officers of this corporation shall consist of the following members, such members to hold office until his or her successor or successors have been duly elected and qualified. The names and street addresses of the initial officers are:

- John Wilton, 820 West New York Avenue, DeLand, FL 32720
- Keith Koshiol, 820 West New York Avenue, DeLand, FL 32720
- Diana Jones, 820 West New York Avenue, DeLand, FL 32720

ARTICLE XI

Benefits of Members

(a) From the source of the water supply, the corporation shall operate and maintain a main distribution pipeline and then service lines to the property of each member of the corporation, at which points meters owned and maintained by the corporation shall be installed, unless otherwise approved by the Board. The cost of the service line from its main distribution line shall be paid by the corporation. Cut-off valves installed in each service line shall be maintained by the corporation. The corporation shall have the sole and exclusive right to operate cut-off valves as needed.

(b) Each member shall be entitled to purchase from the corporation, pursuant to such agreements as may from time to time be provided and required by the corporation, such water for

domestic, commercial, agricultural, industrial and other purposes as a member may desire, subject to the provisions of these bylaws and to such rules and regulations as may be prescribed by the Board of Directors. Each member shall be entitled to have delivered through a single service line only such water as may be necessary to supply the needs of the member, including the member's family, business, agriculture or industry requirements. The water delivered through each service line shall be metered and the charges for such water shall be determined separately, irrespective of the number of service lines supplying a member.

(c) In the event the total water supply shall be insufficient to meet the needs of all the members or in the event there is a shortage of water, the corporation may ration the available water among the various members on a basis deemed equitable by the Board of Directors, and may also prescribe a schedule of hours covering use of water for commercial, agricultural or industrial purposes for particular members and require adherence thereto or prohibit the use of water for commercial, agricultural or industrial purposes. If at any time the total water supply is insufficient to meet the needs of all members, the corporation must first supply all of the members for domestic purposes before supplying any water for livestock purposes, and must supply all of the needs of the members for domestic and livestock purposes before supply any water for commercial and industrial purposes.

(d) The Board of Directors shall determine the flat minimum monthly rate to be charged to each member during the calendar year for a specified quantity of water. The amount of charges, if any, for additional water beyond the minimum quantity shall be invoiced to the member on a monthly basis, including quantity used, charges due and the due date for payment. Failure to pay water charges duly imposed shall result in the automatic imposition of the following penalties:

1. Nonpayment within ten (10) days from the due date will be subject to a penalty of ten (10) percent of the delinquent account.
2. Nonpayment within thirty (30) days of the due date will result in the water being shut off from the member's property.
3. Nonpayment for sixty (60) days after the original due date will allow the corporation to cancel and terminate a member's membership in the corporation. In such an event,

the member shall not be entitled to receive, nor the corporation obligated to supply, any water under this agreement.

4. In the event a property becomes unoccupied or abandoned, a reconnect fee based on the length of non-service (to cover any cost to the corporation for upkeep on the meter box and meter) will be charged.

(c) The Board of Directors shall be authorized to require each member of the corporation to enter into a water user's agreement, which shall embody the principles set forth in the foregoing sections of this article.

ARTICLE XII

DISSOLUTION

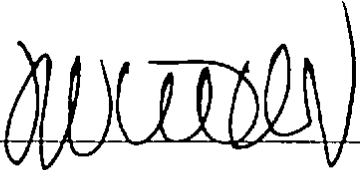
Upon dissolution, the cooperative shall distribute any gains from the sale of any appreciated assets to all who were members while the cooperative owned the assets in proportion to the amount of business done with each, so far as practical.

ARTICLE XIII

BYLAWS

The bylaws of this corporation may be made, altered, amended, or repealed, and new bylaws may be adopted from time to time, by the Board of Directors of this corporation.

IN WITNESS WHEREOF, the undersigned President has executed these Amended Articles of Incorporation this 30th day of July, 2019.

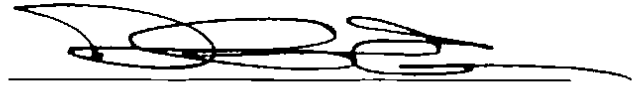


A handwritten signature in black ink, appearing to read 'John Wilton', is written over a horizontal line.

John Wilton, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of registered agent as prescribed by Sections 617.0501, Florida Statutes.

A handwritten signature in black ink, appearing to read "Diana Jones", written over a horizontal line.

Diana Jones, Registered Agent

MAY 14, 2019

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

JULY 30, 2019

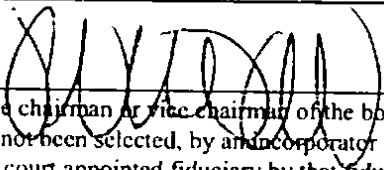
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated AUGUST 9, 2019 _____

Signature  _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JOHN WILTON

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)