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FILED
09 MAY 12 PM 12:47
TALLAHASSEE, FLORIDA

B. McKnight MAY 13 2009

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: TSG Water Resources, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Joni Shields

(Name of Person)

TSG Water Resources, Inc.

(Firm/Company)

2401 NE 18th Terrace, Ste B

(Address)

Gainesville FL 32609

(City/State and Zip code)

For further information concerning this matter, please call:

Joni Shields

(Name of Person)

at (352) 215-5235

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 4, 2009

JONI SHIELDS
2401 NE 18TH TERRACE STE B
GAINESVILLE, FL 32609

SUBJECT: TSG WATER RESOURCES, INC.
Ref. Number: W09000020897

We have received your document for TSG WATER RESOURCES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of incorporation in number 4 of the application and the date of incorporation on the certificate of existence must match.

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 (850) 245-6928.

Tim Burch
Regulatory Specialist II

Letter Number: 009A00014971

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. **TSG Water Resources, Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Georgia**

(State or country under the law of which it is incorporated)

3. **58-2069406**

(FEI number, if applicable)

4. ~~10/06/1993~~ **06/26/2002**

(Date of incorporation)

5. **perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. **03/01/2009**

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **2401 NE 18th Terrace, Ste B Gainesville FL 32609**

(Principal office address)

(Same)

(Current mailing address)

8. **Provide payroll services for subsidiary, TSG Technologies, Inc.**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **Donald L. Mayer**

Office Address: **2401 NE 18th Terrace, Ste B**

Gainesville, Florida **32609**

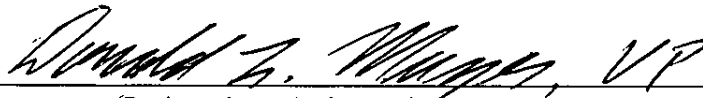
(City)

(Zip code)

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TALLAHASSEE, FLORIDA

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Arthur Dana

Address: 41 Enclave Circle

Savannah, GA 31419

Vice Chairman: _____

Address: _____

Director: Donald L. Mayer

Address: 40 Modena Island Dr

Savannah, GA 31411

Director: Jonathan D. Sprague

Address: 3 Springfield Retreat

Savannah, GA 31411

B. OFFICERS

President: Jonathan D. Sprague

Address: 3 Springfield Retreat

Savannah, GA 31411

Vice President: Donald L. Mayer

Address: 40 Modena Island Dr

Savannah, GA 31411

Secretary: Donald L. Mayer

Address: 40 Modena Island Dr, Savannah GA 31411

Treasurer: Jonathan D. Sprague

Address: 3 Springfield Retreat, Savannah GA 31411

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Donald L. Mayer, VP

(Signature of Director or Officer listed in number 12 of the application)

14. Donald L. Mayer, Director, Secretary and Vice President

(Typed or printed name and capacity of person signing application)

Control No. 0233481

STATE OF GEORGIA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

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OFFICE OF THE SECRETARY OF STATE
ATLANTA, GEORGIA

CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

TSG WATER RESOURCES, INC.

Domestic Profit Corporation

was formed or was authorized to transact business on 06/26/2002 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 27th day of April, 2009

Karen C Handel
Secretary of State