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# ARTICLES OF ORGANIZATION OF SOUTHERN WATER SERVICES, L.L.C.

## ARTICLE I - NAME

The name of the limited liability company ("Company") is SOUTHERN WATER SERVICES, L.L.C., a Florida Limited Liability Company.

## ARTICLE II - ADDRESS

The mailing and street address of the Company's principal office is 1255 Old Philadelphia Church Road, Quincy, Florida 32352.

## ARTICLE III - DURATION

The period of the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

## ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent in Florida is J. WAYNE CONRAD. The address of the Company's registered office in Florida is 1255 Old Philadelphia Church Road, Quincy, Florida 32352.

## ARTICLE V - MANAGEMENT

The Company is to be managed by a manager. The number of members of the board of managers shall initially be one and shall be as provided in the Company's regulations or operating agreement, but shall never be less than one. The board of managers shall be elected by a majority vote of the voting members at the annual meeting of members. If there shall be more than one member of the board of managers, the vote of a majority of their number shall be sufficient to authorize action by the managers. The managers may designate one or more persons to serve as officers of the Company with such duties as shall be provided for in the Company's regulations. There shall be one initial member of the board of managers who will serve until the

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first annual meeting of the members. The initial member of the board of managers is J. WAYNE CONRAD, whose address is 1255 Old Philadelphia Church Road, Quincy, Florida 32352.

#### ARTICLE VI - CLASSES OF MEMBERSHIP AND ADMISSION OF NEW MEMBERS

A. *Classes of Membership.* There shall be two classes of membership - voting and non-voting. The rights, duties and obligations of each class of membership shall be the same in all respects other than the right to vote on Company matters. Only voting members shall be entitled to vote on Company matters. The vote of each voting member shall be weighted in proportion to the voting members' relative capital accounts; however, if the capital account of each voting member is negative or zero, each voting member shall have one vote.

B. *Admission of New Members.* Voting members of the Company have the right to admit new members, both voting and no-voting. Additional members may be admitted only on the unanimous written consent of the existing voting members. At the time new members are admitted, the existing voting members shall determine the amount and nature of the contributions by the new members and their membership classification.

#### ARTICLE VII - CONTINUATION OF BUSINESS

The remaining voting members of the Company have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining voting members. In the event there is only one (1) voting member, then in the event of his or her death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the class of non voting members shall automatically become voting members notwithstanding any other provision of the Articles or the regulations and/or operating agreement.

#### ARTICLE VIII - ADDITIONAL PROVISIONS

A. *Amendment of Articles of Organization.* The Company's Articles of Organization may be amended only by a majority vote of the voting members.

B. *Adoption and Amendment of Regulations.* The power to adopt, alter, amend, or repeal the regulations of the Company is vested in the voting members and in the board of managers

provided for in Article V. Any regulations adopted by the voting members may be changed only by the voting members.

**IN WITNESS WHEREOF**, these Articles of Organization have been executed on this 7<sup>th</sup> day of March, 2007, at Quincy, Florida.

  
\_\_\_\_\_  
**J. WAYNE CONRAD**

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**SOUTHERN WATER SERVICES, L.L.C.  
CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT/REGISTERED OFFICE  
AND  
ACCEPTANCE BY RESIDENT AGENT**


Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

- (1) The name of the limited liability company is **SOUTHERN WATER SERVICES, L.L.C.**
- (2) The name and address of the registered agent and office is:


**J. WAYNE CONRAD, 1255 Old Philadelphia Church Road, Quincy, Florida 32352.**

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, J. WAYNE CONRAD, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned, J. WAYNE CONRAD, further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his/her duties as resident agent, and states that he/she is familiar with and accepts the obligations of his/her position as registered agent.

**SOUTHERN WATER SERVICES, L.L.C.**

By:   
**J. WAYNE CONRAD**  
Its Manager

Dated MARCH 7, 2007

  
**J. WAYNE CONRAD**  
Resident Agent

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