

TRANSMITTAL LETTER

N00000005994

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Florida Water Pollution Control Financing Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000003387990--9
-09/11/00--01044--010
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

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

ADDITIONAL COPY REQUIRED

FROM: Raymond K. Petty
Name (Printed or typed)

1801 Hermitage Blvd., Ste. 100
Address

Tallahassee, FL 32308
City, State & Zip

(850) 413-1198
Daytime Telephone number

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP 11 PM 1:04

FILED
00 SEP 11 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

T. Burch SEP 11 2000

FILED
00 SEP 11 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLORIDA WATER POLLUTION CONTROL FINANCING CORPORATION,
A Florida Not For Profit Corporation**

The undersigned Incorporator hereby makes and files these Articles of Incorporation on behalf of the Florida Water Pollution Control Financing Corporation (the "Corporation"), pursuant to Chapter 617, Florida Statutes, stating as follows:

1. The name of the Corporation shall be the Florida Water Pollution Control Financing Corporation, and is hereby organized as a Florida not for profit Corporation, pursuant to the provisions of Chapter 617, Florida Statutes.

2. The date and time of the commencement of its corporate existence shall be the 11th day of September, 2000. The Corporation shall terminate upon fulfillment of the statutory purposes of the Corporation as set forth in Section 403.1837, Florida Statutes.

3. The purpose for which the Corporation is organized is as follows:

(a) To provide for financing or refinancing the costs of water pollution control projects and activities described in Section 403.1835, Florida Statutes.

(b) To borrow money and issue bonds, notes, certificates of indebtedness or other obligations or evidences of indebtedness for the purpose of providing funds for projects and activities as provided in Section 403.1837(1), Florida Statutes, or for refunding bonds previously issued by the Corporation.

(c) To acquire, in any manner, property, real, personal or mixed, and to assign the Corporation's interest under any and all financing transactions to a trustee or trustees, as security for holders of bonds or other forms of indebtedness of the Corporation issued or incurred for the purposes set forth herein in Section 403.1837, Florida Statutes.

(d) To operate any program to provide financial assistance authorized under Section 403.1835(3), Florida Statutes, which may be funded from any funds received under a service contract with the Department of Environmental Protection, from proceeds of bonds issued by the Corporation, or any other funding sources obtained by the Corporation.

(e) To participate in all forms of financing agreements, necessary or appropriate to the issuance of bonds or other forms of indebtedness by the Corporation for the purposes set forth herein and in Section 403.1837, Florida Statutes, including, but not limited to, contracts, trust or bond indentures, pledge or other security agreements, offering documents or statements, letters and lines of credit or any other agreements that are necessary and desirable to further the purposes of the Corporation.

(f) To participate in all forms of service contracts with the Department of Environmental Protection pursuant to which the Corporation shall provide services to the Department of Environmental Protection in connection with financing the functions and activities provided for in Sections 403.1837, Florida Statutes.

(g) To perform all other lawful acts and do any and other things authorized by law, including all matters and things authorized by Chapter 617, Florida Statutes and Chapter 607, Florida Statutes, to the extent not inconsistent with Chapter 617 and Section 403.1837, Florida Statutes.

4. As required by Section 403.1837(2), Florida Statutes, the Board of Directors of the Corporation shall consist of the Governor's Budget Director, or a designee, the Comptroller of the State of Florida, or a designee, the Treasurer of the State of Florida, or a designee, and the Secretary of the Department of Environmental Protection or a designee. The Governor's Budget Director, the Comptroller, the Treasurer and the Secretary of the Department of Environmental Protection shall be permitted to name, either permanently or temporarily, another person to attend meetings of the Board of Directors of the Corporation (collectively, the "Designees") which Designees shall have all power and authority of the member of the Board of Directors who shall have designated them. On January 7, 2003, the Chief Financial Officer of the State of Florida, or the Chief Financial Officer's designee shall take the place of the Treasurer and the Comptroller, or their designees, on the Corporation's Board of Directors. The Board of Directors of the Corporation shall be self-perpetuating and not subject to direct appointment by any person, but rather shall always consist of the above-named officials or the Designees, as the case may be.

5. The street address of the Corporation's initial registered office, principal office and mailing address, and the name of its initial registered agent at

such address is as follows:

Horace Schow, II
General Counsel
c/o State Board of Administration
1801 Hermitage Boulevard
Tallahassee, Florida 32308

6. The number of directors constituting the initial Board of Directors of the Corporation shall be four, and the name and address of each person who is to serve as an initial director, is as follows:

1. Governor's Budget Director Donna Arduin
Executive Office of the Governor
PL-05
The Capitol
Tallahassee, FL 32399-0001
2. Comptroller Robert F. Milligan
Department of Banking & Finance
PL-09
The Capitol
Tallahassee, FL 32399-0350
3. Treasurer Bill Nelson
Insurance Commissioner
Department of Insurance
PL-11
The Capitol
Tallahassee, FL 32399-0300
4. Mr. David Struhs
Secretary
Department of Environmental Protection
3900 Commonwealth Boulevard
MS 10
Tallahassee, FL 32399-2440

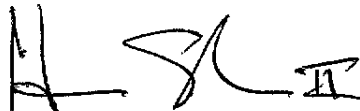
7. The name and address of the incorporator of these Articles of Incorporation is as follows:

Horace Schow, II
General Counsel
c/o State Board of Administration
1801 Hermitage Boulevard, Suite 100
Tallahassee, Florida 32308

8. The initial members of the Corporation shall be its initial Board of Directors stated above.

9. This Corporation is organized upon a nonstock, nonmembership basis. No shares of stock shall be issued, no dividends shall be paid, and no part of the income of the Corporation, if any, shall be distributed to its members, directors or officers. No payment, benefit, distribution or compensation of any kind shall be paid to the Corporation's directors, officers or members.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 11th day of September, 2000, for the purposes above stated.



Horace Schow, II, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in Paragraph 5 of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 11th day of September, 2000



Horace Schow, II