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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FLORIDA WATER SERVICES AUTHORITY, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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ARTICLES OF
INCORPORATION

☐ Mail out

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☒ Certificate of Status

NEW FILINGS

☐ Profit

☒ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

EFFECTIVE DATE

01/31/03

FILED

2003 FEB -4 PM 12:00

ARTICLES OF INCORPORATION

OF

FLORIDA WATER SERVICES AUTHORITY, INC.
(a Florida corporation not-for-profit)

ARTICLE I: NAME.

The name of the Corporation shall be FLORIDA WATER SERVICES AUTHORITY, INC.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS.

The principal place of business and mailing address of the corporation shall be 315 Fairpoint Drive, Gulf Breeze, Florida 32561.

ARTICLE III: CORPORATE PURPOSES AND POWERS.

The Corporation is organized exclusively for the charitable, non-profit purposes of (i) promoting, planning, establishing, financing, acquiring, constructing, equipping, operating, maintaining, owning, expanding, improving, consolidating, furnishing, managing, diversifying, developing, conserving, and leasing, contracting and disposing, of public utilities, including without limitation, water, wastewater, sewerage, alternative water source, and water reuse utilities; (ii) relieving the burdens of government in developing and managing water resources, providing utility services to the public, and exploring, developing and producing natural resources and their by-products for such purposes; (iii) to assist, cooperate, joint venture or otherwise collaborate with governmental officials and public agencies in connection with public utilities, including, without limitation, water wastewater, sewerage, alternative water source, and water reuse utilities; (iv)

promoting, planning, establishing, financing, acquiring, constructing, equipping, operating, maintaining, owning, expanding, improving, consolidating, furnishing, managing, diversifying, developing, conserving, and leasing, contracting and disposing, of plants, facilities, and resources for production, storage, transmission, distribution, treatment, collection, disposal, reuse, recycling, and environmental management of water and wastewater.

In order to assist in carrying out its purposes, the Corporation shall have the power to borrow the necessary funds to pay for acquisition, construction, renovation and/or other improvements of capital projects, the indebtedness for which borrowed money may be evidenced by securities or obligations of the Corporation of any kind or character issued from time to time, which may either be unsecured or secured by any mortgage, deed of trust, or other lien upon any part or all of the funds, properties and assets, at any time then or thereafter acquired by the Corporation, and to provide (or arrange for the provision of) services necessary for acquisition, construction, renovation, other improvement, operation, management, and maintenance of such affordable housing projects.

Subject to the limitations otherwise set forth in these Articles of Incorporation, the Corporation shall have all of the powers, privileges and rights necessary or convenient for carrying out the purposes for which the Corporation is formed and all the benefits, privileges, rights and powers created, given, extended or conferred by the provisions of all applicable laws of the State of Florida pertaining to not-for-profit corporations and any additions or amendments thereto.

ARTICLE IV: MEMBERSHIP.

The Corporation shall have no members.

ARTICLE V: INITIAL REGISTERED AGENT.

The name and street address of the initial registered agent is Bruce Culpepper, Akerman, Senterfitt & Eidson, P.A., 301 South Bronough, Suite 200, Tallahassee, Florida 32301-1707.

ARTICLE VI: DIRECTORS.

The directors of the Corporation shall be appointed by the Cities of Gulf Breeze, Florida and Milton, Florida, as more particularly described herein. The Corporation shall initially have three (3) directors, two (2) appointed by Gulf Breeze and one (1) appointed by Milton. The number of directors which the Corporation may have shall thereafter be determined by Gulf Breeze, provided (i) there shall never be less than three (3) nor more than seven (7) director positions, and (ii) at least twenty percent (20%) of the director positions shall be appointed by Milton. Directors shall be appointed for such terms as the Gulf Breeze or Milton (whichever appointed the particular director) may determine, and shall be subject to removal by Gulf Breeze.

The names and addresses of the initial directors of the Corporation, who shall hold offices as provided above, are as follows:

<u>Name</u>	<u>Address</u>
Lance Reese	119 Eufaula Avenue Gulf Breeze, Florida 32561
Brenda Pollak	6730 Epping Forest Way North Apartment 107 Jacksonville, Florida 32217
Robert Smith	5579 Stewart Street Milton, Florida 32570

ARTICLE VII: BYLAWS.

Bylaws of the Corporation shall be adopted by the Directors and may be altered, amended or rescinded by the Directors in the manner provided in the Bylaws.

ARTICLE VIII: AMENDMENTS.

These Articles of Incorporation may be amended or repealed, in full or in part, by a majority vote at any duly organized meeting of the Board of Directors; provided, however, to the extent permitted by applicable law, after the issuance of any securities or obligations of the Corporation and while any such securities or obligations may be outstanding, the powers, restrictions and limitations set forth herein may not be amended or rescinded unless necessary to comply with the requirements of applicable law.

ARTICLE IX: RESTRICTIONS AND LIMITATIONS.

1. No dividends shall be paid by the Corporation and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the provisions set forth in Article III hereof. The Corporation is authorized to make payments to Gulf Breeze and Milton as contemplated in that certain Interlocal Agreement made and entered into by and between Gulf Breeze and Milton as of September 16, 2002, a true and correct copy of which is recorded in Official Records Book 2053, at Page 499, of the Public Records of Santa Rosa County (the "Interlocal Agreement").

2. The Corporation shall be authorize and empowered to reimburse an officer or director for actual, reasonable out-of-pocket expenses incurred by an officer or director while acting in his official capacity on behalf of the Corporation. The Corporation shall be authorized to compensate its officers and directors in the manner contemplated in the Interlocal Agreement.

3. In the event of dissolution, the residual assets of the Corporation shall be distributed to the Cities of Gulf Breeze and Milton, Florida, for public purposes, and none of the assets shall be distributed to any officer or director of the corporation.

4. The Corporation shall not, without the affirmative vote of 100% of the members of its Board of Directors and the prior written consent of Gulf Breeze:

- (a) Institute a proceeding to be adjudicated insolvent, or consent to the institution of any bankruptcy or insolvency case or proceeding against it, or file or consent to a petition under any applicable federal or state law relating to bankruptcy, seeking the Corporation's liquidation or reorganization or any other relief for the corporation as debtor, or consent to the appointment of a receiver, liquidator, assignee, trustee, custodian or sequestrator (or other similar official) of the corporation or a substantial part of its property, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take any corporate action in furtherance of any such action;
- (b) Amend, alter, change or repeal Article III hereof or this Article IX;
- (c) Engage in any business or activity other than as authorized by Article III hereof; or
- (d) Consolidate with or merge into any other entity or convey, transfer or lease its properties or assets substantially as an entirety to another entity, or permit any entity to merge into the Corporation or convey, transfer or lease its properties and assets substantially as an entirety to the Corporation.

ARTICLE X: CORPORATE EXISTENCE

As contemplated in Florida Statutes Section 617.0203, the Corporation's existence shall be deemed to have begun on January 31, 2003.

ARTICLE XI: INCORPORATOR.

The incorporator of the Corporation is Bruce Culpepper, Akerman, Senterfitt & Eidson, P.A., 301 South Bronough, Suite 200, Tallahassee, Florida 32301-1707.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 4 day of February, 2003.


BRUCE CULPEPPER

STATE OF FLORIDA :
COUNTY OF LEON :

SWORN TO AND SUBSCRIBED before me this 4 day of February 2003, by
BRUCE CULPEPPER, is personally known to me.


NOTARY PUBLIC

(Name of officer typed, printed
or stamped)

My Commission Expires:

Commission/serial number



Phyllis L. Dunaway
MY COMMISSION # CC816593 EXPIRES
March 11, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE
FOR
FLORIDA WATER SERVICES AUTHORITY, INC.**

Pursuant to the provisions of Section 617.0501, Florida Statutes, FLORIDA WATER SERVICES AUTHORITY, INC., a corporation not-for-profit organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is FLORIDA WATER SERVICES AUTHORITY, INC.
2. The name and address of the registered agent and office is:

Bruce Culpepper
Akerman, Senterfitt & Eidson, P.A.
301 South Bronough, Suite 200
Tallahassee, Florida 32301-1707

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

Dated this 4 day of February, 2003.

AKERMAN, SENTERFITT & EIDSON, P.A.
a Florida corporation

By: Bruce Culpepper
Bruce Culpepper
Its: Attorney / registered agent

2003 FEB -4 PM 12:00
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TALLAHASSEE, FLORIDA