

NO3000003430

Angela J. Jones, Esquire.
6460 Justice Avenue
Milton, Florida 32570

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NORTH ESCAMBIA REGIONAL UTILITIES COOPERATIVE, INC.

A Not-for-Profit Corporation

ARTICLE I - NAME

The name of this corporation is: **NORTH ESCAMBIA REGIONAL UTILITIES COOPERATIVE, INC.** The principal office of this Corporation is located at 1590 Old Chemstrand Road, Cantonment, Florida 32533.

ARTICLE II - TERM

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

This Corporation is established for the non-profit purpose of sharing information pertaining to creating, operating, and maintaining a water supply and utility service, together with related services, to residents in north Escambia County, Florida, and geographic areas near to adjacent thereto so as to assure the provisions of such services on a continuous basis to residences and businesses within such area and all other lawful business.

ARTICLE IV - MEMBERSHIP

The membership of the Corporation shall consist of five members who shall have equal shares of the Corporation and equal voting rights. These members shall be as follows:

1. Gonzalez Utilities, Inc., 1610 Old Chemstrand Road, Cantonment, Florida 32533;
2. Farm Hill Utilities, Inc., Post Office Box 61, Cantonment, Florida 32533

3. Central Water Works, Inc., 1101 Byrneville Road, Century, Florida 32535;
4. Molino Utilities, Inc., Post Office Box 126, Molino, Florida 32577;
5. Walnut Hill Water Works, Inc., 5026 Arthur Brown Road, Walnut Hill, Florida 32568.

The above-named members shall be called herein the “initial members.”

Additional members may be admitted to the Corporation upon the unanimous consent of all existing members, evidenced by written resolution from the governing body of each of the existing members. Such resolution shall be a precondition to the admission of any new member. The decision by each of the members whether to allow additional membership shall be left to their sole discretion, and additional membership may be denied by any then existing member with or without cause.

Membership in the Corporation may be transferred only upon advance express written consent of all other members, and no member’s share shall or may be subdivided. The foregoing notwithstanding, membership may be transferred without written consent if the transfer is to a successor of a then-existing member. For purposes hereof, a “successor” shall be defined as those entities (a) that acquire all the assets of a member; (b) assume all financial commitments and obligations of the member; (c) are Florida not-for-profit corporations; and (d) provide one-year written notice, in advance, to the Board of Directors of the Corporation and all existing members of its intent to assume the transferred membership of the member. Any entity that meets these criteria shall be deemed a “successor” and shall be classified as an initial member.

Voting and Other Rights. Members shall have no voting rights except as expressly set forth in these Articles. Members, individually, shall have no right to manage or decide the affairs of the

Corporation; rather, the powers of the Corporation shall be exercised, conducted, managed, and administered by a Board of Directors. However, the Corporation shall be managed and operated in such a manner that minimizes water, and other utility charges to the members and their respective customers. The Corporation shall have the right to differentiate between members and non-members with respect to the supply of utility charges and charges for such services.

Termination. No membership in the Corporation may be terminated except for a member's voluntary withdrawal of membership. Withdrawn members shall be responsible for any financial obligation made while a member. A one-year written notice of intent to withdraw membership must be provided to the Board of Directors and all then-existing members.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6460 Justice Avenue, Milton, Florida 32570, and the name of the initial registered agent of this Corporation at that address is Angela J. Jones, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have five directors, initially. The number of directors may be either increased or diminished from time to time so that each member has one representative on the Board of Directors, AS STATED IN THE BYLAWS. The names and addresses of the initial directors of this Corporation are:

1. Wayne Brewton, Gonzalez Utilities, Inc., 1590 Old Chemstrand Road, Cantonment, Florida 32533;
2. Larry Batzloff, Farm Hill Utilities, Inc., Post Office Box 61, Cantonment, Florida

32533;

3. Joe Whittington, Central Water Works, Inc., 1101 Byrneville Road, Century, Florida 32535;
4. Vernon Prather, Molino Utilities, Inc., Post Office Box 126, Molino, Florida 32577; and
5. Andrew Peters, Walnut Hill Water Works, Inc., Post Office Box 428, Jay, Florida 32565.

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

1. Wayne Brewton, Gonzalez Utilities, Inc., 1590 Old Chemstrand Road, Cantonment, Florida 32533;
2. Larry Batzloff, Farm Hill Utilities, Inc., Post Office Box 61, Cantonment, Florida 32533;
3. Joe Whittington, Central Water Works, Inc., 1101 Byrneville Road, Century, Florida 32535;
4. Vernon Prather, Molino Utilities, Inc., Post Office Box 126, Molino, Florida 32577; and
5. Andrew Peters, Walnut Hill Water Works, Inc., Post Office Box 428, Jay, Florida 32565.

ARTICLE VIII - BYLAWS

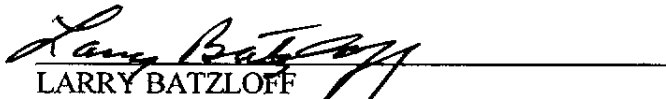
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any such adoptions, alterations, amendments or rescissions must be unanimously approved by the Board of Directors (members).

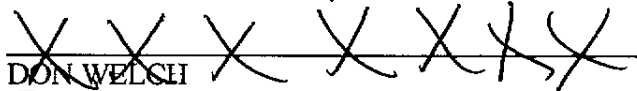
ARTICLE IX - AMENDMENT


This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, by unanimous consent of the members, and any right conferred upon the members is subject to this reservation.

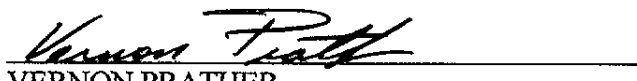
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 1st day of April, 2003.



WAYNE BREWTON


LARRY BATZLOFF


DON WELCH


JOE WHITTINGTON


VERNON PRATHER

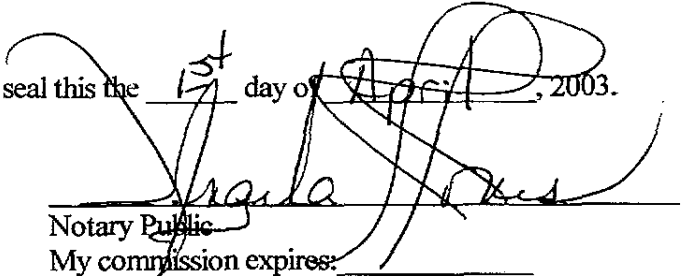

ANDREW PETERS

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared the Incorporators listed in Article VII, to me well known and known to me to be the individuals described in or who presented Florida drivers licenses as identification, and who executed the foregoing Articles of Incorporation of **North Escambia Regional Utilities Cooperative, Inc.**, and being duly sworn acknowledged that they executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 15th day of April, 2003.



Notary Public

My commission expires: _____

ANGELA J. JONES
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION #CC954703
EXPIRES 7/28/2004

FILED

03 APR 18 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted:

NORTH ESCAMBIA REGIONAL UTILITIES COOPERATIVE, INC., desiring
to organize under the Laws of the State of Florida with its
principal office as indicated in the Articles of Incorporation at
1590 Old Chemstrand Road, Cantonment, Florida 32533, Escambia
County, Florida, has named **Angela J. Jones**, 6460 Justice Avenue,
Milton, Florida 32570, as agent to accept service of process
within the state.

Dated this the 24 day of April, 2003.

**NORTH ESCAMBIA REGIONAL UTILITIES
COOPERATIVE, INC.**

BY: Larry Batzloff
Larry Batzloff

ACCEPTANCE

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of the act relative to keeping open an office.

Angela J. Jones
Angela J. Jones