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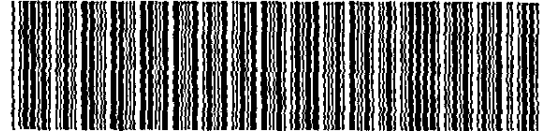
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GEORGE V. MATLOCK

LAW OFFICES

2549 Barrington Circle
Tallahassee, Florida 32308
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April 7, 2006

Via Hand Delivery

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

Re: North Gulf Water & Sewer Cooperative, Inc.

Gentlemen:

Enclosed for filing is an original and one copy of Articles of Incorporation for the above not for profit corporation. I have enclosed a check in the amount of \$78.75, representing the applicable filing fees plus the \$8.75 fee for a certified copy.

I request that you call my office to pick up the filed Articles when ready. Thank you for your assistance.

Sincerely,


George V. Matlock

Enclosures —

**ARTICLES OF INCORPORATION
OF
NORTH GULF WATER & SEWER COOPERATIVE, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a not for profit corporation under Chapter 617 of the Florida Statutes, and certify as follows:

Article I.

The name of the corporation is North Gulf Water & Sewer Cooperative, Inc. (hereinafter the "corporation").

Article II.

The address of the initial principal office of the corporation is 4060 Highway 71 North, Wewahitchka, Gulf County, Florida 32465.

Article III.

The purposes for which the corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

1. To construct, maintain, and operate a water system for the supplying of water for domestic, commercial, agricultural, industrial, and other purposes to its members and for the sale of any surplus water remaining after the needs of its members have been satisfied and to engage in any activity relating thereto, including but not limited to the acquisition of water by appropriation, drilling, pumping, and/or purchase, and the purchase, laying, institution, operation, maintenance and repair of wells, pumping equipment, water mains, pipelines, valves, meters, and all other equipment necessary to the construction, maintenance and operation of a water system; and
2. To construct, maintain, and operate a sewage disposal system for the benefit and use of its members.

Article IV.

Upon the terms and conditions prescribed in the corporation's Bylaws, the corporation shall admit as members only:

1. Such persons, churches, schools, corporations or other legal entities having a reasonable accessibility to the source of, and who are in need of having water, sewerage and other services supplied for domestic, commercial, agricultural,

industrial or other uses from the systems constructed, maintained and operated by the corporation;

2. Who have made such application for, and signed such agreements for the purchase of water and/or sewage disposal services as shall be approved by the Board of Directors; and
3. Whose application has been approved by the Board of Directors and to whom a certificate of membership has been issued;

provided that the corporation shall not be required to admit additional members if the capacity of its water or sewage disposal system is exhausted by the needs of its existing members and such other person to whom it has been supplying services.

Article V.

The corporation is empowered:

1. To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof;
2. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the corporation's property;.
3. To establish reserves and to invest the funds thereof in stocks, bonds and other property as the Board of Directors may deem satisfactory;
4. To make charges for services and to levy assessments in such manner and in such amount as may be provided for in the Bylaws of the corporation; and
5. To enter into contracts with third parties for the management and operation of the corporation's water and sewer systems.

Article VI.

Bylaws of the corporation shall be adopted by the initial board of directors. Thereafter, the bylaws of this corporation may be amended or changed:

1. By a majority vote of the board of directors at any annual meeting of directors or any special meeting of the board of directors called for that purpose, provided that any provisions in the bylaws relating to distributions of surplus funds, quorum and voting requirements, or any other provisions reserved by law or by

these Articles of Incorporation to the members must be approved by the members; or

2. By a majority vote of the members at any annual meeting of the membership of the corporation or at any special meeting of the members called for that purpose.

Article VII.

The composition of the board of directors and officers of the corporation shall be as follows:

1. The board of directors of the corporation shall be no less than three and no more than nine members. The exact number of directors comprising the board shall be determined as set forth in the Bylaws. The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

Alan McNair	Jerry Huft	James Townsend
P.O. Box 266	P.O. Box 595	Post Office Box 633
Wewahitchka, FL 32465	Wewahitchka, FL 32465	Port St. Joe, FL 32465
2. The officers of the corporation shall be as set forth by the board of directors in the Bylaws. Officers shall be elected by the directors of the corporation in the manner therein set out, and shall serve until their successors are elected and have qualified.
3. The directors of the corporation will serve without compensation. Officers of the corporation shall be entitled to reasonable compensation as determined by the board of directors. A director may also serve as an officer of the corporation.

Article VIII.

To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may be amended, permits the limitation or elimination of the liability of directors, no director of the corporation shall be personally liable to the corporation or its Members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article IX.

The assets and income of this non-profit corporation shall be utilized to promote its purposes. Should this corporation be dissolved, after the payment of all outstanding liabilities of the corporation, nothing herein shall prevent the return of such assets as may have been donated to the corporation to the donors thereof, distribution of its assets to its members in proportion to their capital accounts in this corporation, or the conveyance of the corporation's assets to a similar not-for profit water and sewer cooperative which is assuming the provision of service to the members of the corporation.

Article X.

The name of the incorporator of these Articles of Incorporation is George V. Matlock, 2549 Barrington Circle, Tallahassee, Florida 32308.

The initial registered office of the corporation is 2549 Barrington Circle, Tallahassee, Florida 32308, and the initial registered agent at that address is George V. Matlock.

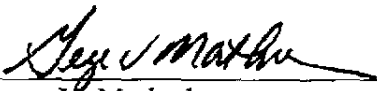
In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of April, 2006.


George V. Matlock

Acceptance by Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 7th day of April, 2006.


George V. Matlock
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA