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TALLAHASSEE, FLORIDA

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*Amend & Rest*  
G. Gouletto APR 26 2007

# AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560

Writer's Direct Line (850) 425-5446

April 26, 2007

## VIA HAND DELIVERY

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Talquin Water and Wastewater, Inc.  
Document Number N06000003915

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Amended and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is our check for \$43.75 for the amendment fee and a certified copy.

Please call me at 425-5446 when the certified copy is ready and I will arrange for someone to pick it up.

Thank you for your assistance.

Sincerely,



Chris Vause  
Secretary to John T. "Tim" Leadbeater

JTL/cv

Enclosures

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 26, 2007

AUSLEY & MCCMULLEN  
CHRIS VAUSE  
TALLAHASSEE, FL

SUBJECT: TALQUIN WATER AND WASTEWATER, INC.  
Ref. Number: N06000003915

We have received your document for TALQUIN WATER AND WASTEWATER, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 007A00028478

RESUBMITTED APRIL 26, 2007.9

RECEIVED  
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DIVISION OF CORPORATIONS  
2007 APR 26 PM 4:01  
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TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
TALQUIN WATER AND WASTEWATER, INC.**

**A Florida Not-for-profit Corporation**

The undersigned, a majority of whom are citizens of the United States, desire to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and do hereby certify:

Article 1.  
Name

The name of this Corporation shall be **Talquin Water and Wastewater, Inc.**

Article 2.  
Principal Office

The principal place of business of the Corporation shall be 1640 West Jefferson Street, Quincy, Florida 32351-2134; and the mailing address shall be Post Office Box 1679, Quincy, Florida 32353-1679.

Article 3.  
Corporate Purposes

The Corporation shall be a member, nonprofit organization formed and operated within the meaning of Section 501(c)(12) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(12). The sole or primary function of the corporation is to construct, maintain or operate a water and/or wastewater system within the State of Florida.

Article 4.  
Corporate Powers

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. Specifically, except as provided in Article 7, no part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, or any other person, 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 purposes set forth in Article 3 above.

07 APR 26 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

Article 5.  
Board of Directors

Section 5.01. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

Section 5.02. The initial Board of Directors of the Corporation shall consist of nine members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

Colin English, Jr. - Director 4267 English Lane Tallahassee, FL 32301	Mal Green - President 7882 Bandits Run Tallahassee, FL 32308
Bernard Lewis – Secretary/Treasurer 591 Lewis Lane Quincy, FL 32352	Samuel Fenn - Director 3539 Lakeview Drive Tallahassee, FL 32310
Amos Sumner – Vice President 19506 NE Old Blue Creek Road Hosford, FL 32334	Bobby J. Strickland - Director 108 Coleman Road Crawfordville, FL 32327
Joseph Alexander - Director 507 Deerwood Circle Quincy, FL 32352	Carrie Durden - Director 4120 Fairbanks Ferry Road Havana, FL 32333
William VanLandingham - Director 519 Telogia Creek Road Quincy, FL 32351	

Article 6.  
Amendments

These Articles of Incorporation may be altered, amended or repealed by the members of the Board of Directors present at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

Article 7.  
Dissolution

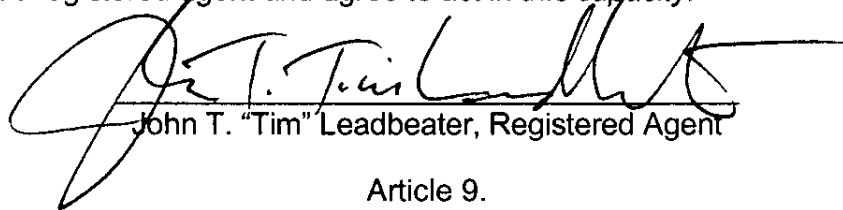
Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to Talquin Electric Cooperative, Inc. None of the assets shall be distributed to any officer or director of the Corporation, or any other person or organization not described in the preceding sentence.

Article 8.  
Registered Office and Registered Agent

The name and Florida street address of the Registered Agent of the Corporation are as follows:

John T. "Tim" Leadbeater  
227 South Calhoun Street  
Tallahassee, Florida 32301

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

  
John T. "Tim" Leadbeater, Registered Agent

Article 9.  
Incorporators

The names and addresses of the incorporators of the Corporation are:

Colin English, Jr. - Director 4267 English Lane Tallahassee, FL 32301	Mal Green - President 7882 Bandits Run Tallahassee, FL 32308
Bernard Lewis – Secretary/Treasurer 591 Lewis Lane Quincy, FL 32352	Samuel Fenn - Director 3539 Lakeview Drive Tallahassee, FL 32310
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William VanLandingham - Director 519 Telogia Creek Road	

Quincy, FL 32351

IN WITNESS WHEREOF, we have executed these Amended and Restated Articles of Incorporation of Talquin Water and Wastewater, Inc. on this 26 day of April, 2007.

Mal Green  
Signature/Incorporator

Date: April 26, 2007

Samuel Fenn  
Signature/Incorporator

Date: April 26, 2007

Bernard Lewis  
Signature/Incorporator

Date: April 26, 2007

Bobby J. Stuckland  
Signature/Incorporator

Date: April 26, 2007

Whit (1) O  
Signature/Incorporator

Date: April 26, 2007

Colin Engle  
Signature/Incorporator

Date: April 26, 2007

Debra Alcala  
Signature/Incorporator

Date: April 26, 2007

Edna Sumner  
Signature/Incorporator

Date: April 26, 2007

Arnell Darden  
Signature/Incorporator

Date: April 26, 2007

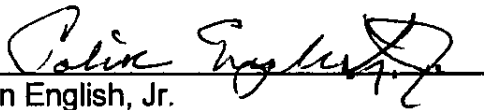
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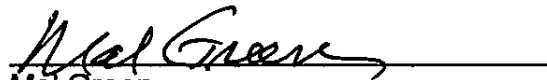
**CONSENT OF DIRECTORS**  
**TALQUIN WATER AND WASTEWATER, INC.**

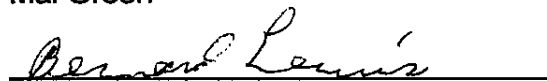
The undersigned, being all of the Directors of **TALQUIN WATER AND WASTEWATER, INC.**, a Florida not for profit corporation, and, as such, being the only persons entitled to notice of a meeting of the Directors held for the purpose of taking the actions set forth herein, hereby waive all requirements of meeting and notice thereof and consent to the adoption of this writing.

The recitals and resolutions set forth below are hereby adopted. The Secretary of the Corporation is instructed to file this writing in the corporate minute book.

1. The undersigned hereby consent to amending and restating the Articles of Incorporation to be filed with the Florida Secretary of State on April 26, 2007, and hereby ratify and approve the Amended and Restated Articles of Incorporation in the form attached hereto.
2. The undersigned hereby authorize and direct President and Secretary of the Corporation to do all acts and execute and attest, as appropriate, all documents as are required or advisable in connection with amending and restating the Articles of Incorporation, including filing same with the Florida Department of State.
3. The undersigned further consent to and hereby adopt the Amended and Restated bylaws of the Corporation dated April 26, 2007 in the form attached hereto as Exhibit B.
4. The undersigned further note that one of the purposes of the new water and wastewater entity is to engage in or promote the cause of rural electrification which is a consequence of and one of the benefits of separating the water and wastewater assets from the same entity that owns the electrification assets.
5. The Restatement was adopted by the Board of Directors and does not contain any\*  
This Consent is effective as of the 26th day of April 2007. \*amendments requiring member approval.


  
Colin English, Jr.

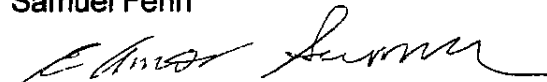
  
Mal Green


  
Bernard Lewis

  
Joseph Alexander

  
William VanLandingham

  
Samuel Fenn

  
Amos Sumner

  
Bobby J. Strickland

  
Carrie Durden