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FLORIDA PROFIT/NON PROFIT CORPORATION

Water Partners, Inc.

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ARTICLES OF INCORPORATION

WATER PARTNERS, INC.

In Compliance with Chapter 617, Florida Statutes, (Not for Profit)

ARTICLE I

NAME

The name of the corporation shall be: **WATER PARTNERS, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

201 E. Kennedy Boulevard
Suite 600
Tampa, FL 33602

ARTICLE III

PURPOSE

The corporation is established exclusively for charitable, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation is established to advance the science of efficient use of reclaimed treated wastewater, while lessening the burden of the government to supply water for consumptive use. This includes promoting the Reclaimed Water Project (the "Project") to explore opportunities for efficient use of treated wastewater in a supplemental water supply project of regional significance, to obtain cooperative funding in support of the Project,

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whether from public or private sources, and to disburse such funds as may be received by the corporation in strict accordance with this purpose and related funding agreements entered into by the corporation. The funds may not be used for any other purpose.

ARTICLE IV

DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors of not less than three or more than seven members. The number of Directors shall be determined by the by-laws. They shall be elected at an annual meeting of the members and shall hold office for one year or until successors are appointed. The officers shall be appointed by the Board of Directors.

ARTICLE V

INITIAL DIRECTORS AND OFFICERS

The following persons shall be the initial members of the Board of Directors and shall also serve as officers:

Thomas A. Lash, President
201 E. Kennedy Boulevard
Suite 600
Tampa, FL 33602

Hugh H. Marthinsen, Vice President
201 E. Kennedy Boulevard
Suite 600
Tampa, FL 33602

John W. Wilcox, Esq., Secretary and General Counsel
Saxon, Gilmore, Carraway, Gibbons, Lash & Wilcox, P.A.
201 E. Kennedy Boulevard
Suite 600
Tampa, FL 33602

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent is:

John W. Wilcox, Esq.
201 E. Kennedy Blvd.
Suite 600
Tampa, FL 33602

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is:

S.G. Water, Inc.
201 E. Kennedy Boulevard
Suite 600
Tampa, FL 33602

ARTICLE VIII

BYLAWS

The bylaws of the corporation shall be made and may be amended or rescinded by a vote of a simple majority of the Board of Directors constituting a quorum and present at a meeting.

ARTICLE IX

USE OF ASSETS AND CORPORATE DISSOLUTION

The assets and income of this Not-For-Profit corporation shall be utilized exclusively for the Article III purposes. No salaries or fees shall be paid to the directors or officers of this corporation, but nothing shall prevent the hiring of employees or engaging others to perform services for the corporation or to prevent the reimbursement of any person who makes outlays

for the reasonable expense of the corporation. In the event of dissolution, either voluntary or pursuant to an order of a court of competent jurisdiction, and after the satisfaction of all the corporation's obligations either by payment or assumption by another legal entity, all remaining assets shall be distributed to a state or local governmental agency or a not-for-profit corporation in order to guarantee uninterrupted operation of the corporation according to a plan of distribution of assets duly adopted by the corporation as required by statute and these Articles for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. This plan of voluntary dissolution must first be approved by the majority of the Board of Directors voting in a meeting called for said purpose.

ARTICLE X

ADVISORY BOARD

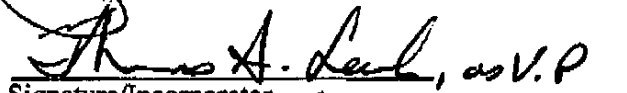
The Board of Directors shall appoint an Advisory Board comprised of a representative from Hillsborough County, a representative from Mosaic Fertilizer, LLC. or its successor entity, and other representatives, as may be appropriate or as may be required by funding agreements. The Advisory Board is established for the purpose of advising the Board of Directors on matters pertaining to the Project, including but not limited to conducting the preliminary design and engineering and the utilization of funds by the Project exclusively for the Article III purposes. The members of the Advisory Board shall at all times have reasonable access to the books and

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records of the corporation. Members of the Advisory Board need not be members, officers, or directors of the corporation.

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


Signature/Registered Agent
Date


Signature/Incorporator
Date

S. G. Water, Inc.

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