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COR AMND/RESTATE/CORRECT OR O/D RESIGN

WATER PARTNERS, INC.

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*Amended and
restated*

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

WATER PARTNERS, INC.

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

FILED
08 APR 22 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the not for profit corporation shall be: **WATER PARTNERS, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this not for profit corporation shall be:

201 E. Kennedy Boulevard
Suite 600
Tampa, FL 33602

ARTICLE III

PURPOSE

The not for profit 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 not for profit 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

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

ARTICLE IV

DIRECTORS

The affairs of the not for profit corporation shall be managed by a Board of Directors of not less than two or more than seven members. The number of Directors shall be determined by the by-laws. They shall hold office for two years or until successors replace them. The officers shall be appointed by the Board of Directors.

ARTICLE V

DIRECTORS AND OFFICERS

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

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

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

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ARTICLE VI

CONTINUING REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial, and continuing, registered agent is:

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

ARTICLE VII

AMENDED AND RESTATED ARTICLES BY BOARD OF DIRECTORS

All of the members of the Board of Directors of this not for profit corporation have unanimously authorized, adopted, and approved these Amended and Restated Articles of Incorporation at a meeting of the Board of Directors held April 22, 2008 in Tampa, Florida

ARTICLE VIII

BYLAWS

The bylaws of the not for profit 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 not for profit corporation, but nothing shall prevent the hiring of employees or engaging others to

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perform services for the not for profit corporation or to prevent the reimbursement of any person who makes outlays for the reasonable expense of the not for profit 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 not for profit 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 not for profit corporation according to a plan of distribution of assets duly adopted by the not for profit 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

REVIEW BOARD

The Board of Directors shall appoint a Review Board comprised of a representative member from Hillsborough County, a representative member from Mosaic Fertilizer, LLC. or its successor entity, and other representative members, as may be appropriate or as may be required by funding agreements. The Review Board is established for the purpose of reviewing and consenting to the actions of 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 Review Board shall at all times have reasonable access to the books and records of the not for

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profit corporation. Members of the Review Board need not be members, officers, or directors of the not for profit corporation.

All of these members of the Board of Directors, and the officers below, certify their unanimous authorization, adoption, and approval of these Amended and Restated Articles of Incorporation on behalf of this not for profit corporation, according to the requirements of Section 617.1007 Florida Statutes, at a Board of Director's meeting held April 22, 2008 in Tampa, Florida.

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.

By: [Signature]
Signature/Registered Agent
Date: 4/22/08

By: Thomas A. Lash
Thomas A. Lash
As Its President
As a Member of the Board of Directors
Date: 4/22/08

By: [Signature]
John W. Wilcox
As Its Vice President
As a Member of the Board of Directors
Date: 4/22/08

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