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FLORIDA PROFIT/NON PROFIT CORPORATION

TLP Water Company, Inc.

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ARTICLES OF INCORPORATION
of
TLP Water, Inc.
(A Corporation Not for Profit)

By these Articles of Incorporation, the undersigned forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions:

ARTICLE I - NAME

The name of this Corporation shall be TLP Water, Inc. (referred to herein as "Corporation").

ARTICLE II - PURPOSE AND POWERS OF THE CORPORATION

The Corporation shall not pay dividends, and no part of any income of the Corporation shall be distributed to its Members, Directors, or Officers. The Corporation shall have all powers given to a non-profit corporation pursuant to Chapter 617, Florida Statutes. The purpose of the Corporation is to construct, maintain, and operate a water system to supply water for domestic purposes to its Customers and to engage in any activity related 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 the well(s), pumping equipment, water mains, pipelines, valves, meters, and all other equipment necessary to the construction, maintenance, and operation of a water system.

ARTICLE III - DURATION

This Corporation shall have perpetual existence unless and until dissolved according to law. Corporate existence of the Corporation shall commence upon the filing of these Articles with the Florida Department of State. In the event of termination, dissolution or final liquidation of the Corporation, the responsibility for operation and maintenance of the Water System used to supply and deliver water to customers must be accepted by an entity that complies with all regulatory and statutory requirements governing public water supply delivery.

ARTICLE IV - DEFINITIONS

A. "Bylaws" shall mean the bylaws adopted by the Board of Directors, as amended from time to time.

B. "Customers" shall mean any household to which the Corporation delivers water for domestic use.

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C. "Members" shall mean each holder of a certificate in Three Lakes Park, Co-op, Inc.

ARTICLE V - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of three (3) Members who shall be elected by the Membership of the Corporation at the annual meetings thereof, and each shall hold office for a term of two (2) years and until their successors are duly elected and qualified. Each two year term of office of each director of the Corporation shall commence and expire in accordance with the terms of office of the initial Board of Directors:

Director William E. Carey, Term of Office commencing the 15th day of March, 2008 and expiring the 15th day of March, 2010;

Director Leon Jeffrey Herlong, Term of Office commencing the 15th day of March, 2008 and expiring the 15th day of March, 2009;

Director Larry Shutt, Term of Office commencing the 15th day of March, 2008 and expiring the 15th day of March, 2009;

ARTICLE VI - OFFICERS

The officers who shall serve until the first election or until their successors are elected shall be as follows:

William E. Carey	President
Leon J. Herlong	Vice-president
Larry Shutt	Secretary-Treasurer

The term of office of the foregoing officers shall be for a period of one year or until their successors are elected. The officers shall be elected by the Board of Directors.

ARTICLE VII - BYLAWS

The Bylaws of the Corporation shall be made and may be altered or rescinded by a vote of a majority of the Members present at any meeting called in accordance with the Bylaws.

ARTICLE VIII - AMENDMENTS

Amendments to these Article of Incorporation may be proposed to the Board of Directors by a majority vote of the Members present at any meeting called in accordance with the Bylaws.

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ARTICLE IX – PRINCIPAL OFFICE

The principal place of business of the Corporation will be located at 12315 U.S. Highway 441, Tavares, FL 32778.

ARTICLE X – INITIAL REGISTERED AGENT AND OFFICE

William E. Carey, whose address is 12315 U.S. Highway 441, Tavares, FL 32778, is hereby appointed as the initial registered agent of the Corporation.

ARTICLE XI – INDEMNIFICATION

A. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding or which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except in relation as to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Corporation approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and exclusive of all other rights to which such director or officer may be entitled.

B. The Corporation shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XII – CONFLICT WITH BYLAWS

Any provision contained within the Bylaws of the Corporation in conflict herewith shall be null and void and of no effect.

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IN WITNESS WHEREOF, the undersigned subscriber has caused these Articles of Incorporation to be executed on this 29 day of FEBRUARY, 2008.

Signed, sealed and delivered
in our presence:

Park
Three Lakes Co-Op, Inc.

Shi Anne Moore
Printed Name: Shi Anne Moore

William E. Carey
By: William E. Carey
Its: President / Incorporator
12315 U.S. Highway 441
Tavares, FL 32778

Melissa Gross-Arnold
Printed Name: MELISSA GROSS-ARNOLD

STATE OF Florida
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 29th day of Feb., 2008, by William E. Carey who is ✓ personally known to me or who has produced as identification and who did or did not take an oath.

Michelle O'Rourke
Notary Public
My Commission Expires: 10/4/2010



Acknowledgement of Registered Agent

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.

William E. Carey
William E. Carey

2/29/08
Date

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