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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 28, 2009

VIA FEDERAL EXPRESS

Diane Cushing, Supervisor
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: MS UTILITIES CORPORATION
– Conversion from For Profit to Not For Profit

Dear Ms. Cushing:

In furtherance of our discussion, attached is the original Court Order together with the attached Articles for filing. Also enclosed is a check in the amount of \$70. reflecting the filing fee.

Kindly confirm the filing of same via mail.

Should you have any questions, please advise via e-mail.

Thank you for your assistance and personal attention to this most important matter.

Respectively submitted,
CHAPIN, BALLERANO & CHESLACK

Jay D. Mussman, Esq.

JDM/phs
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN THE CIRCUIT COURT OF THE 15TH JUDICIAL
CIRCUIT, IN AND FOR PALM BEACH COUNTY,
FLORIDA

IN RE: MS UTILITIES CORPORATION

Case No. _____

50 2009 CA 039708 XXXX MB

AD

**JUDGMENT FOR CONVERSION OF
CORPORATION FOR PROFIT TO CORPORATION NOT FOR PROFIT**

Petitioner, MS UTILITIES CORPORATION, filed its Petition to convert the nature of MS UTILITIES CORPORATION from a for profit corporation to a not for profit corporation, with proposed Articles of Incorporation attached.

This Court finds that the Petition and Articles are in proper form, copy of Articles attached hereto.

IT IS THEREFORE ADJUDGED AND ORDERED that Petitioner MS UTILITIES CORPORATION be converted in form from a profit corporation to a not for profit corporation under the laws of this State.

IT IS FURTHER ADJUDGED AND ORDERED that all of the property of MS UTILITIES CORPORATION become the property of the successor nonprofit corporation, subject to all indebtedness and liabilities of the petitioning corporation.

ORDERED IN West Palm Beach, Florida, on _____ **SIGNED & DATED**

DEC 01 2009

JUDGE JACK SCHRAMM COX

Judge of Circuit Court

Copies furnished to:

Chapin, Ballerano & Cheslack

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ARTICLES OF INCORPORATION

(A Florida Corporation, Not For Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation not for profit, under and in accordance with Chapter 617 of the Florida Statutes, the undersigned, hereby incorporate this corporation not for profit, for the purposes and with the powers hereinafter set forth and to that end, do by these Articles of Incorporation (hereinafter called the "Articles"), certify as follows:

**Article I
NAME**

The name of this Corporation is MS UTILITIES CORPORATION
(hereinafter called the "Corporation").

**Article II
ADDRESSES**

The address of the principal office and the mailing address of the Corporation shall be: 6855 N. Ocean Boulevard
Ocean Ridge, FL 33435

The physical location of the Corporation is: 6830 N. Ocean Boulevard
Ocean Ridge, FL 33435

Article III EXISTENCE

The period of the duration of the Corporation is perpetual unless dissolved according to law.

Article IV PURPOSE

The purpose and general nature of the business of the Corporation is the ownership and operation of a sewerage disposal plant (inclusive of real and personal property) and all acts incidental thereto. The Corporation is formed to benefit the Members (as hereinafter defined) of the Corporation; said Members are cooperatives under Florida Statutes Chapter 719, the Cooperative Act (hereinafter called the "Act"). The Act specifically provides the ability to utilize a Florida not for profit corporation, as a type of entity for a cooperative [F.S. 719.103(2)]. The Corporation as a sewerage disposal plant assists in the operation of the cooperatives by providing necessary sewerage disposal services.

Article V POWERS

The Corporation shall have the following powers, together with all statutory powers pursuant to Florida Statutes 617.0302: to acquire, own, maintain and use its assets for the purposes for which it is organized; to assess its Members (as hereinafter defined); to raise funds by any legal means and consistent with its purpose; to acquire, hold, own, use and dispose of real and/or personal property in connection with its purpose; to exercise all powers necessary or convenient to the furtherance of its purpose; and to exercise all powers granted to a corporation not for profit under Florida Law.

In addition to the powers specified above, the Corporation shall have the additional powers specified in its bylaws (hereinafter called the "Bylaws") as adopted from time to time.

Article VI BOARD OF DIRECTORS

The management of the Corporation shall be vested in the Corporation's Board of Directors (hereinafter called the "Board"), the members of which shall be not less than four. A director must be an officer of a Member. Each Member shall be entitled to one Board seat.

The current Board consists of the following individuals:

Jack Aalfs
6830 N. Ocean Boulevard
Ocean Ridge, FL 33435

Theodore Strange
6830 N. Ocean Boulevard
Ocean Ridge, FL 33435

John McKinney
6830 N. Ocean Boulevard
Ocean Ridge, FL 33435

Louisa Ahlefeldt
6830 N. Ocean Boulevard
Ocean Ridge, FL 33435

Article VII MEMBERS

The Corporation shall have one class of members (hereinafter called the "Member"). Each Member shall be issued a membership certificate. The membership certificate will reflect a certain number of membership units applicable to each Member. The Corporation shall have a first and prior lien upon all membership units registered in the name of each Member, for debts due the Corporation by such Member. Each membership certificate shall contain a legend reflecting the Corporation's lien. In this regard, each Member continuously pledges its membership units to the Corporation.

A Member shall be entitled to one vote for each unit it holds. In addition, the number of units a Member holds is used as the basis for assessments by the Corporation to the Member. The Members of the Corporation are as follows:

MEWS SOUTH, INC., a Florida corporation
THE OCEAN MEWS, INC., a Florida corporation
6823 CORPORATION, a Florida corporation
MAISONETTES SOUTH, INC., a Florida corporation

The total number of member units applicable to the Corporation shall be 480. The member units are allocated as follows:

MEWS SOUTH, INC.	150 member units
THE OCEAN MEWS, INC.	100 member units
6823 CORPORATION	140 member units
MAISONETTES SOUTH, INC.	90 member units

Article VIII OFFICERS

The officers of the Corporation shall consist of a President, Vice-President(s), Treasurer and Secretary and such other officers as the Board of Directors may determine are necessary or proper in the conduct of the affairs of the Corporation, and with such duties consistent with the provisions of the Bylaws, as the Directors may prescribe. All officers shall be chosen by the directors at the Board's first meeting after the annual election of directors, and each shall hold office for one year and until his successor is elected. Only the Secretary of the Corporation is not required to also hold a directorship in the Corporation. One person may hold more than one office.

The names of the officers of the Corporation and their respective positions are as follows:

Jack Aalfs, President/Treasurer

Theodore Strange, Vice-President

Cathy Kelly, Secretary

Article IX INSURANCE

The Corporation shall use its best efforts to obtain and maintain adequate insurance to protect the Corporation's property.

Article X

INDEMNIFICATION

The Corporation shall indemnify each member of the Board and each officer of the Corporation at any time in office, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, by reason of the fact that he is or was a director or officer of the Corporation, against all costs, expenses (including legal fees), damages, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation; and, with respect to any criminal action or proceeding, shall not have had reasonable cause to believe that his conduct was unlawful. The foregoing right of indemnification shall not preclude any indemnification of any such director or officer, or any employee or other person acting for or in the interests of the Corporation, to which such director, officer, employee, or other person may be entitled by law or by virtue of any document or agreement, or which may be legally provided or afforded by or under any action by the officers and/or directors of this Corporation. All rights of indemnification shall inure to the benefit of the heirs, executors and administrators of the person involved.

Article XI
AMENDMENTS TO ARTICLES AND BYLAWS

The Articles and Bylaws may each be amended by majority consent (vote) of the Board as a whole together with majority consent (vote) of all of the Members of the Corporation (not merely by a majority of the Members attending a meeting of Members); unless a greater percentage is required by law.

Article XII
CONTRACTS WITH THE CORPORATION

The Corporation hereby elects to opt out of the provisions of Florida Statute Section 719.3026.

Article XIII
LIQUIDATION

The Corporation may be dissolved and the assets liquidated by majority consent (vote) of the Board as a whole together with majority consent (vote) of all of the Members of the Corporation (not merely by a majority of the Members attending a meeting of Members); unless a greater percentage is required by law. In such case, each Member will share in the net proceeds of liquidation in proportion to the number of membership units of the Corporation standing in its name.

Article XIV GENDER

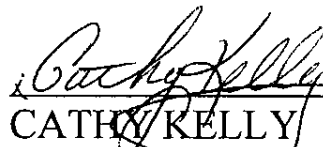
Where appropriate as used herein, the use of any gender shall be deemed to include all genders including the neuter, as the context shall require; and the singular number shall be deemed to include the plural and the plural number shall be deemed to include the singular, as the context shall require.

Article XV REGISTERED AGENT

The Corporation's registered agent and street address in the State of Florida is:

Cathy Kelly
6855 N. Ocean Boulevard
Ocean Ridge, FL 33435

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.


CATHY KELLY
Registered Agent

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TALLAHASSEE, FLORIDA
x 17
Date

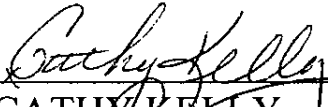
**Article XVI
INCORPORATORS**

The names and addresses of the incorporators are:

Cathy Kelly, Secretary/Incorporator
6855 N. Ocean Boulevard
Ocean Ridge, FL 33435


Jack Aalfs,
President/Incorporator
6830 N. Ocean Boulevard
Ocean Ridge, FL 33435

IN WITNESS WHEREOF, the undersigned, being the Incorporators for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on the dates reflected below.



CATHY KELLY,
Secretary & Incorporator

11-2-9
Date

x 

JACK AALFS
President & Incorporator

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