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NABORS GIBLIN & WICKERSON  
(Requestor's Name)

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(Address)

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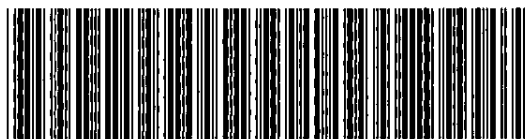
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10 MAR 29 PM 12:00

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FLORIDA DEPARTMENT OF STATE  
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RECEIVED  
10 MAR 29 AM 11:35  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

March 25, 2010

\*\*\*NABORS GIBLIN & NICKERSON\*\*\*

SUBJECT: AQUARINA UTILITY ASSOCIATION, INC.  
Ref. Number: W10000014898

We have received your document for AQUARINA UTILITY ASSOCIATION, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Principal address must be consistent through out the document.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of 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) 245-6062.

Eula Peterson  
Regulatory Specialist II  
New Filing Section

Letter Number: 010A00007381

**ARTICLES OF INCORPORATION**  
**OF**  
**AQUARINA UTILITY ASSOCIATION, INC.**

Rev. 1 - 03/05/10

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 MAR 29 PM 12:00

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I - NAME**

The name of this corporation shall be the Aquarina Utility Association, Inc. (hereinafter known as the "Association"), and shall be a non-profit corporation organized under Chapter 617, Florida Statutes, and shall have all powers given to a non-profit corporation by the provisions of said Chapter 617, Florida Statutes. The address of the corporation is 450 Aquarina Boulevard, Melbourne Beach, Florida 32951.

**ARTICLE II - PURPOSE**

The nature of the business of the Association and the objects and purposes for which it is organized are:

1. To administer, operate and manage a water system, wastewater system and irrigation system including related mains, lift stations, and other facilities (hereinafter known as the "Plant") located in the development project known as Aquarina in Brevard County, Florida and to undertake the performance of the acts and duties incident to the administration, operation and maintenance of said Plant and in accordance with the terms, provisions, conditions and authorizations contained in these Articles and which may be contained in the By-Laws of the Association to own, operate, lease, sell, trade and otherwise deal with the Plant, whether real or personal, as may be necessary or convenient in the administration of the Plant. The Association shall be conducted as a non-profit corporation for the benefit of its members. Other development projects may be added to the Plant.

2. In general, to carry on any business and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed thereunder, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others.

3. The objects and purposes specified in the foregoing clauses of this Article, shall not be limited or restricted by reference to, or inference from the terms of any other clause of this

or any other article of these Articles of Incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

### ARTICLE III - POWERS

The Association shall have the following powers:

1. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Association is chartered, and all of the powers and privileges which may be granted unto said corporation or exercised by it under any other applicable laws of the State of Florida.

2. All of the powers reasonable and necessary to implement and effectuate the purposes of the Association, including, but not limited to:

(i) Making and establishing reasonable rules and regulations governing the Plant in accordance with the terms as may be defined in the By-Laws of the Association.

(ii) Levying and collecting assessments and connection fees against members of the Association to defray the common expenses of the maintenance and operation of the Plant as may be provided in the By-Laws of this Association which shall be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, managing and otherwise trading and dealing with the Plant, whether real or personal property, which may be necessary or convenient in the operation and maintenance of the Plant and in accomplishing the purposes set forth in the Articles and By-Laws of the Association.

(iii) To own, control, operate, manage, maintain, repair and replace the Plant, any and all water services, sewage disposal systems and irrigation systems in connection therewith, including the right to reconstruct improvements after casualty and the right to make further improvements or expansions to the Plant.

(iv) Enforcing the provisions of these Articles of Incorporation, and the By-Laws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the Plant as the same may be hereafter established.

(v) To now or hereafter acquire and enter into leases and agreements of every nature, whereby the Association contracts with third parties for operations, management, construction and engineering services or acquires leaseholds, memberships and other possessory or use interests in land or facilities, to provide benefit to the members of this Association, all as may be deemed by the Board of Directors, in their sole discretion, to be in the best interests of the Association.

(vi) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to its By-Laws.

(vii) To levy and collect adequate rates, fees and/or assessments against members of the Association for the costs of maintenance, operation and management of the Plant.

(viii) To mortgage, pledge, hypothecate and assign the Associations assets as security for a loan or loans.

#### ARTICLE IV - ASSOCIATIONS ASSETS

The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein and in the By-Laws of this Association. The assets and income of this non-profit Corporation shall be utilized solely to promote its purposes. No salaries or fees shall be paid to the Directors or Officers of this Association for their services as Directors or Officers, but nothing herein shall prevent the hiring of employees or engaging of others to perform services for the Association or to prevent the reimbursement of any person who makes outlays for the reasonable expenses of the Association.

#### ARTICLE V - AUTHORIZED CAPITAL

The authorized Capital of this Association shall consist of membership shares at \$1.00 par value. The initial, issue of this stock shall be 1,000 membership shares at \$1 .00 par value. The amount of capital with which this Association shall begin business shall be not less than Ten Dollars (\$10.00). No holder of a share of the Association shall be entitled to have any preferential, preemptive or other right to subscribe for or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities, which the Association may at any time issue that may be convertible into share of the Association.

#### ARTICLE VI - MEMBERS

The members of the Association shall be the owners of a unit, lot or parcel physically connected to the Plant who have subscribed for and have been issued a share in the Association. Other persons, partnerships, corporations, or other legal entities having a reasonable accessibility to the sources of and who desire to have water/wastewater/irrigation supplied for domestic, commercial or other uses from the systems constructed, maintained, and operated by the Association may seek admission as a member. The Association shall not be required to admit additional members or issue additional subscriptions if the capacity of its water/wastewater/irrigation system, in the sole discretion of the Board of Directors, may be impaired or exhausted by the needs of its existing members and such other persons to whom it has been supplying water/wastewater/irrigation. Membership is not transferable except as an appurtenance to a unit, lot or parcel. The Association shall have one class of voting membership. The owners of a unit, lot or parcel who have subscribed and have been issued a share in the Association shall be

entitled to one vote for each unit, lot or parcel physically connected to the Plant. Voting by proxy is permitted.

#### ARTICLE VII - TERM

The Association shall exist perpetually unless dissolved according to law.

#### ARTICLE VIII - BOARD OF DIRECTORS

The business of the Association shall be conducted by a Board of Directors consisting of not less than three (3) nor more than six (6) persons. The number of Directors shall be determined by the By-Laws. They shall be elected as provided by the By-Laws of the Association at the Annual Meeting of the members and shall hold office until their successors are elected. The name and street addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the members to be held in the year 2010 or until their successors are elected or appointed, and have qualified are as follows:

NAME	ADDRESS and CONTACT INFORMATION
Donald E. Schwinn	378 Aquarina Blvd, Melbourne Beach Fl 32951 321-373-5784, <a href="mailto:donschwinn@comcast.net">donschwinn@comcast.net</a>
Dick Omrod	123 Caledonia Dr., Melbourne Beach Fl 32951 321-723-5977, <a href="mailto:romrod@cfl.rr.com">romrod@cfl.rr.com</a>
Jim Totten	110 Whaler Dr. Unit 403, Melbourne Beach Fl 32951 321-768-1128, <a href="mailto:jtotten@maine.rr.com">jtotten@maine.rr.com</a>
James I. Minnes	208 Osprey Villas Ct. Melbourne Beach, Fl 32951 321-327-5477, <a href="mailto:taprte@gmail.com">taprte@gmail.com</a>
Michael A Carney	859 Aquarina Blvd. Melbourne Beach, Fl 32951 321-768-1686, <a href="mailto:mv94carney@yahoo.com">mv94carney@yahoo.com</a>

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to 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 Association, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided, that in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

No Director(s) or Officer(s), individually or jointly, may be party or parties to, or may be interested in a contract or transaction of the Association, or in which the Association is interested.

#### ARTICLE IX - OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws of this Association. The Officers will be elected by the Board of Directors following the annual meeting of the members of the Association. The Board of Directors shall appoint a President, Vice President and Secretary/Treasurer and as many additional Vice Presidents and Assistant Secretary/Treasurers as the Board shall determine. With the approval of the Board of Directors the Officers may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Plant and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member or Director of the Association. The President shall be elected from among the membership of the Board of Directors but no other Officer needs to be a Director. The Officers shall serve for such terms and have such duties as may be determined by the Board of Directors. The terms of office of the first officers shall be until the first Director's meeting and thereafter annually until their successors are elected.

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

#### NAME

#### ADDRESS

President

Donald E. Schwinn, President                      378 Aquarina Blvd, Melbourne Beach Fl 32951

Secretary

Jim Totten, Secretary Treasurer                      110 Whaler Dr. Unit 403, Melbourne Beach Fl 32951

#### ARTICLE X - PRINCIPAL OFFICE

The principal office of the Association shall be located at 450 Aquarina Boulevard, Melbourne Beach, Florida 32951, but the Association may maintain offices and transact business in such other places within the State of Florida as may be designated by the Board of Directors.

#### ARTICLE XI- INCORPORATOR/SUBSCRIBER

The name and street address of the incorporator/subscriber to these Articles of incorporation is:

NAME

ADDRESS

James I. Minnes, Director Incorporator 208 Osprey Villas Ct. Melbourne Beach, FL 32951

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
10 MAR 29 PM 12:00

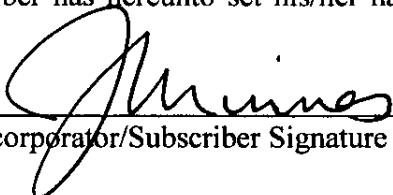
ARTICLE XII - BY-LAWS

The original By-Laws of the Association shall be adopted by the Board of Directors and thereafter such By-Laws may be altered or rescinded in such manner as said By-Laws may provide.

ARTICLE XIII - AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon the subscribers herein are granted subject to this reservation.

IN WITNESS WHEREOF, the Incorporator/Subscriber has hereunto set his/her hand and seal this 17 day of March, 2010.

  
Incorporator/Subscriber Signature

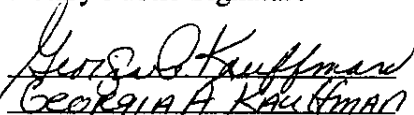
James I. Minnes  
Print Name

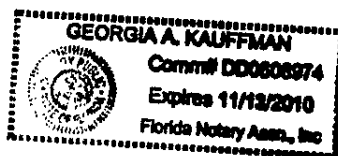
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day James Minnes personally appeared before me, the undersigned authority, James Minnes to me well known to be the person of the name described in and who executed the foregoing instrument and ~~he~~she acknowledged before me that ~~he~~she executed the said instrument as ~~his~~her free and voluntary act and deed for the uses and purposed therein set forth and expressed, and who did take an oath.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal on this 17th day of March 2010.

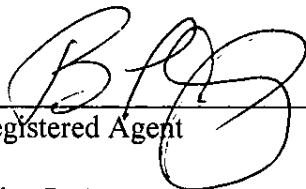
My Commission expires: 11/13/2010  
Notary Public Signature

  
GEORGIA A. KAUFFMAN  
Print Notary Public Name





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 appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Registered Agent

Brian P. Armstrong  
1500 Mahan Drive, Suite 200  
Tallahassee, FL 32308  
Telephone: (850) 224-4070  
Facsimile: (850) 224-4073

3/29/2010  
Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 MAR 29 PM 12:00