

N 9600000 1933

CARL A. BERTOCH, P.A.

Requestor's Name

537 East Park Avenue

Address

Tallahassee, FL 32301 904/222-2563

City/State/Zip

Phone #

700001775677

-04/10/96--01075--004

\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Fiddler's Green Utility, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☒ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED

APR 10 PM 3:41

APR 10 PM 2:15

CLERK OF SUPERIOR COURT

SAB  
4/10/96

ARTICLES OF INCORPORATION  
OF

FIDDLER'S GREEN UTILITY, INC.  
A Not-for-Profit Corporation

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FILED  
96 APR 10 PM 3:41  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes (1993), hereby adopts the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation shall be FIDDLER'S GREEN UTILITY, INC., which shall be hereinafter referred to as "the Corporation".

ARTICLE II  
DURATION

The Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III  
PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida, particularly Chapter 617, Florida Statutes (1993).

ARTICLE IV  
MEMBERSHIP

The members of the Corporation shall be the subscribers of the utility hereto and all other persons, partnerships, corporations, or other legal entities having a reasonable accessibility to the sources of and who desire to have water and other services supplied for domestic, commercial, agricultural, industrial, or other uses from the systems constructed, maintained, and operated by the Corporation. The Corporation shall not be required to admit additional members if the capacity of its water system is exhausted by the needs of its existing members and such other persons to whom it has been supplying water.

**ARTICLE V**  
**BOARD OF DIRECTORS**

5.1 Management by Directors. The business and affairs of the Corporation shall be managed and conducted by its Board of Directors and shall be elected pursuant to Article III of the Bylaws of the Corporation. Except for the initial Board of Directors described in Article 5.2 below, the Board shall consist of five members.

5.2 Original Board of Directors. The names and addresses of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

Robert W. Spade  
6800 Placida Road  
Englewood, Florida 34224

Denn Beckstead  
7092 Placida Road  
Cape Haze, Florida 33946

Frank Clancy  
11 Amberjack Terrace  
Cape Haze, Florida 33946

**ARTICLE VI**  
**OFFICERS**

6.1 Officers Provided For. The Corporation shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

6.2 Election and Appointment of Officers. The officers of the Corporation shall be elected by the Board of Directors in the manner set forth in Article V of the Bylaws of the Corporation.

6.3 First Officers. The names and addresses of the first officers of the Corporation who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

President:                      Robert Spade  
                                     6800 Placida Road  
                                     Englewood, FL 34224

Secretary:                     Frank Clancy  
                                     11 Amberjack Terrace  
                                     Cape Haze, Florida 33946

## **ARTICLE VII MEMBERS**

7.1 The members of the Corporation shall consist of all of the record subscribers to utility services of the Corporation from time to time, and after any termination of the Corporation, shall also consist of those who were members at the time of such termination, and their successors and assigns.

7.2 Unless approved by the Board of Directors in advance, the share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner.

7.3 On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each member, which vote shall be exercised or cast in the manner provided by the Bylaws.

7.4 The Bylaws shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting.

## **ARTICLE VIII BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

## **ARTICLE IX AMENDMENTS**

8.1 Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Corporation and approved in the manner provided in Chapter 617, Florida Statutes (1993).

8.2 Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes (1993).

8.3 In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control.

## **ARTICLE X INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Robert L. Underwood, III  
537 East Park Avenue  
Tallahassee, Florida 32301

## **ARTICLE XI INDEMNIFICATION**

10.1 The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney fees and appellate attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. 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 or did act in a manner which he believed to be not in or opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

10.2 To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney fees and appellate attorney fees) actually incurred by him in connection therewith.

10.3 Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

10.4 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

10.5 The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of

the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 Corporation would have the power to indemnify him against such liability under the provisions of this Article.

10.6 The provisions of this Article XI shall not be amended.

## **ARTICLE XII**

### **SPECIAL BOARD OF DIRECTOR POWER**

The Corporation, by majority vote of the Directors, shall have the absolute authority, without vote of the members, to acquire, sell to, merge the Corporation and/ or the utility systems operated by the Corporation with another utility company or system that has facilities or operations within Charlotte County, Florida.

## **ARTICLE XIII**

### **TAX STATUS**

The Corporation shall be organized and operated in a manner so that the Corporation qualifies as an organization described in Section 501(c)(12) of the Internal Revenue Code, Title 26, United States Code.

## **ARTICLE XIV**

### **DISSOLUTION EVENTS**

In the event of dissolution or liquidation, either voluntarily or pursuant to order of a court of competent jurisdiction, and after the payment of all outstanding liabilities, each member shall be repaid capital credits without priority on a pro rata basis to the extent assets are available to make such payments. To the extent that assets remain following payment of all outstanding liabilities and capital credits, distribution shall be made without priority to the members and former members in the proportion which the patronage of each member or former member from the date of incorporation bears to the total patronage of all members from and after such date, to the date of such dissolution. A plan of distribution of excess capital prior to dissolution shall be set forth in the corporation's By-Laws.

**ARTICLE XV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address and mailing address of the principal office of the Corporation is 6800 Placida Road  
Charlotte County, Florida. The initial registered agent of this corporation is Robert L. Underwood, III,  
whose mailing address is Carl A. Bertoch, P.A., 537 East Park Avenue, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on  
the 8th day of April, 1996.

  
Robert L. Underwood, III

This Instrument Prepared by:  
Robert L. Underwood, III  
Carl A. Bertoch, P.A.  
537 East Park Avenue  
Tallahassee, Florida 32301


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

That FIDDLER'S GREEN UTILITY, INC., desiring to organize or qualify under the laws of the State of  
Florida, with its principal place of business at 6800 Placida Road, Englewood, Charlotte County, Florida,  
has named as its agent ROBERT L. UNDERWOOD, located at 537 East Park Avenue, Tallahassee, FL  
32301, to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in  
this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all  
Statutes relative to the proper and complete performance of my duties.

DATED this 8th day of April, 1996.

  
Robert L. Underwood, III  
Registered Agent

FILED  
96 APR 10 PM 3:41  
TALLAHASSEE, FLORIDA

This instrument Prepared by:  
Robert L. Underwood, III  
Carl A. Bertoch, P.A.  
537 East Park Avenue  
Tallahassee, Florida 32301



# N96000001933

Carl A. Berioch, P.A.  
Requestor's Name

531 E. Park Ave.  
Address

Tallahassee 222 - 2563  
City/State/Zip Phone #

400002041304--S  
12/30/96--01043--010  
\*\*\*\*35.00 \*\*\*\*35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Fiddler's Green Utility, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

RECEIVED  
96 DEC 30 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
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<input type="checkbox"/>	Change of Registered Agent
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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Please  
call 222-2563  
when ready -

Thank  
you.  
12/31

Examiner's Initials

ARTICLES OF AMENDMENT  
OF  
FIDDLER'S GREEN UTILITY, INC.

FILED  
96 DEC 30 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of FIDDLER'S GREEN UTILITY, INC., a Florida Not-for-Profit Corporation, filed in Tallahassee on April 10, 1996, be and they hereby are amended in the following particulars:

Article I be and hereby is amended to read as follows:

ARTICLE I  
NAME

The name of the corporation shall be CHP UTILITY, INC., which shall be hereinafter referred to as "the Corporation".

Article XVI is created hereby and is to read as follows:

ARTICLE XVI  
AD VALOREM TAXATION EXEMPTION

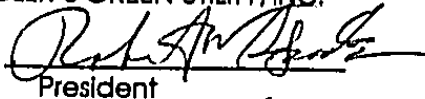
The Corporation shall be organized and operated in a manner so that the Corporation qualifies for the ad valorem taxation exemption described in Section 196.2001, Florida Statutes, as that section shall be amended from time to time and to the extent that Section 196.2001 shall require, the ownership of the Corporation and, or the utility assets of the Corporation shall be transferred to the county in which the Company conducts its business upon retirement of all outstanding indebtedness of the Company.

The foregoing amendments were approved in a manner provided in Chapter 617, Florida Statutes, on the 27<sup>th</sup> day of DECEMBER, 1996 and there are no members entitled to vote as stated in Article IX of the Articles of Incorporation.

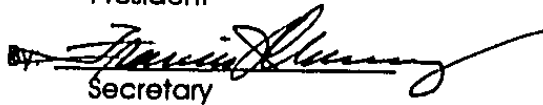
IN WITNESS WHEREOF the undersigned President and Secretary of this corporation have executed the Articles of Amendment this 27<sup>th</sup> day of DECEMBER, 1996.

FIDDLER'S GREEN UTILITY, INC.

By:

  
President

By:

  
Secretary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

That FIDDLER'S GREEN UTILITY, INC. desiring to organize or qualify under the laws of the  
State of Florida, with its principal place of business at Englewood, Charlotte County,  
Florida, has named as its agent ROBERT L. UNDERWOOD, located at 537 East Park  
Avenue, Tallahassee, FL 32301, to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at  
the place designated in this Certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all Statutes relative to the proper and  
complete performance of my duties.

DATED this 21<sup>st</sup> day of DECEMBER, 1996.



Robert L. Underwood, III  
Registered Agent

This Instrument Prepared by:  
Robert L. Underwood, III  
Carl A. Bertoch, P.A.  
537 East Park Avenue  
Tallahassee, Florida 32301

STATE OF FLORIDA

COUNTY OF CHARLOTTE

)  
)ss  
)

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of December 1996, by Robert Spade, Francis Clancy, and Robert L. Underwood, (Registered Agent), Fiddler's Green Utility, Inc., who are personally known to me and executed the foregoing instrument on behalf of the corporation.

Era Lucille Fountain  
Signature

Era Lucille Fountain  
Type or Print Name

(NOTARY SEAL)  
Commission Expires:

NOTARY PUBLIC, STATE OF Florida

Commission Number CE 529457

My Commission Expires:



ERA LUCILLE FOUNTAIN  
COMMISSION # CC 529457  
EXPIRES MAR 08, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

WAIVER OF NOTICE OF SPECIAL MEETING  
OF DIRECTORS OF  
FIDDLER'S GREEN UTILITY, INC..

The undersigned, being the Directors of Fiddler's Green Utility, Inc. A Not-For-Profit corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the special meeting of the Directors of said corporation for the purpose of considering an amendment to the Articles of Incorporation and the publication thereof and consent that the meeting shall be held at the offices of the corporation on the 21<sup>st</sup> day of December, 1996 at 12:00 noon of that day, and consent to the transaction of any and all business that may properly come before said meeting.

Francis J. Fleming  
Robert W. Harte

**MINUTES OF SPECIAL MEETING OF**

**BOARD OF DIRECTORS**

**OF**

**FIDDLER'S GREEN UTILITY, INC.**

The special meeting of the directors of the above captioned corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the President who stated that a quorum of Directors was present for the conduct of the business before the meeting. The Secretary thereupon presented and read the Waiver of Notice to the Meeting duly signed by the Directors, which was ordered to be made a part of the minutes of this meeting.

The President then stated that the Board of Directors had the power to Amend the Articles pursuant to the power vested them in Article XII of the Articles of Incorporation. A copy of the plan was submitted to be made a part of the minutes.

Upon motion duly made, seconded and carried by the required majority, it was

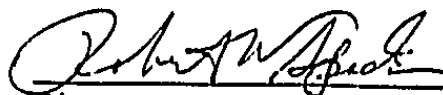
**RESOLVED**, that the corporation adopt the Amendment to the Articles of Incorporation presented to this meeting.

**RESOLVED**, that the President and Secretary be and they hereby are authorized and directed to execute Articles of Amendment, a copy of which document is attached to and made part of these minutes, and to have said document filed in the offices of the Secretary of State in Tallahassee, Florida.

**RESOLVED**, that the President and Secretary be and they hereby are authorized and directed to pay any and all legal and other fees and costs and to

take all action and execute any further documents that may be necessary to effectuate and implement the proposed merger.

There being no further business, it was on motion duly made, seconded and carried, adjourned.

  
Director

  
Director

\_\_\_\_\_  
Director

Certification by Corporate Secretary

I hereby certify that the foregoing is the resolution passed by the Directors on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.



DATED: 12/26/96



N96000001933

CARL A. BERTSCH, P.A.

Requestor's Name

537 East Park Avenue

Address

Tallahassee, FL 32301 904/222-2563

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CHP Utility, Inc. N 96000001933  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Walk in

☐ Pick up time \_\_\_\_\_

☒ Certified Copy

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF AMENDMENT  
OF  
CHP UTILITY, INC.  
A Not-for-Profit Corporation

FILED  
97 SEP 18 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of CHP UTILITY, INC., a Florida Not-for-Profit Corporation, originally filed in Tallahassee on April 10, 1996, and first amended on December 30, 1996, be and they hereby are amended in the following particulars:

Article III shall be and hereby is amended to read as follows:

ARTICLE III  
PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida, particularly Chapter 617, Florida Statutes (1993) and to acquire, construct, maintain, and operate a wastewater utility system for the use and benefit of its members.

Article VII shall be and hereby is amended to read as follows:

ARTICLE VII  
MEMBERS

- 7.1 The members of the Corporation shall consist of all of the record subscribers to utility services of the Corporation from time to time, and after any termination of the Corporation, shall also consist of those who were members at the time of such termination, and their successors and assigns.
- 7.3 On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each member, which vote shall be exercised or cast in the manner provided by the Bylaws.
- 7.4 The Bylaws shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting.

Article XIII shall be and hereby is amended to read as follows:

ARTICLE XIII  
TAX STATUS

The Corporation shall be organized and operated exclusively for the promotion of the social welfare of the community so that the Corporation qualifies as an organization described in Section 501(c)(4) of the Internal Revenue Code, Title 26, United States Code.

Article XIV shall be and hereby is amended to read as follows:

ARTICLE XIV  
DISSOLUTION EVENTS

In the event of dissolution or liquidation, either voluntarily or pursuant to order of a court of competent jurisdiction, the assets shall be transferred to a governmental entity or to another tax-exempt social welfare organization or charity.

The foregoing amendments were approved in a manner provided in Chapter 617, Florida Statutes, on the 15th day of September, 1997 and there are no members entitled to vote as stated in Article IX of the Articles of Incorporation.

IN WITNESS WHEREOF the undersigned President and Secretary of this corporation have executed the Articles of Amendment this 15th day of September, 1997.

CHP UTILITY, INC.

By:

Robert W. Spade 9/16/97  
President/Director

By:

Francis J. Cheney 9/16/97  
Secretary/Director

By:

Dean L. Branstetter  
Director

STATE OF FLORIDA                   )  
  )ss  
COUNTY OF CHARLOTTE            )

The foregoing instrument was acknowledged before me this 16 day of September 1997, by Robert W. Hoffede, Francis J. Chancy, and Dean Bickstead who are personally known to me and executed the foregoing instrument on behalf of the corporation.

Betty Clemens  
Signature

BETTY CLEMENS  
Type or Print Name

(NOTARY SEAL)  
Commission Expires:



NOTARY PUBLIC, STATE OF Florida

Commission Number \_\_\_\_\_  
A rectangular notary seal stamp with a decorative border. It contains the text: Betty Clemens, Notary Public, State of Florida, Commission No. CC 612289, My Commission Exp. 3/23/2001, Bonded Through Fla. Notary Service & Bonding Co.

My Commission Expires: