

PD1000014662

COOPER, BYRNE, BLUE & SCHWARTZ, LLC

ATTORNEYS AND COUNSELORS

D. ANDREW BYRNE †
CHARLES L. COOPER, JR. ††**
WILLIAM W. BLUE
DARREN A. SCHWARTZ
FAITH L. DIXON

1358 THOMASWOOD DRIVE
TALLAHASSEE, FLORIDA 32312

(850) 553-4300

FAX: 553-9170

WEBSITE: <http://www.cooperbyrne.com>

112 WEST GREEN STREET

PERRY, FLORIDA 32347

(850) 584-3111

FAX: 584-8593

JOHN K. BYRNE *
(1930-1994)

Of Counsel:

BRAM D.E. CANTER, P.A.

ROBERT S. COHEN, P.A.

† Also Admitted in Tennessee

†† Also Admitted in Georgia

* Admitted in Tennessee Only

** Board Certified in Tax Law

REPLY TO PERRY

Monday, February 05, 2001

VIA CERTIFIED MAIL

Corporate Documents
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Fl. 32314

400003656154--2

-02/07/01--01073--007

*****78.75 *****78.75

Re.: *Sidney Hill Waste Water Consultants, Inc.*

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the following documents for filing:

Articles of Incorporation

Certificate of Designation of Registered Agent

Check No. 5844 from Mr. Sidney P. Hill, Sr., in the amount of \$78.75

If you have any questions regarding this matter, please do not hesitate to telephone me.

Cordially,

W. Blue
William W. Blue

WWB/ft

Encl.

FILED
01 FEB -7 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 8 2001

ARTICLES OF INCORPORATION

Sidney Hill Waste Water Consultants, Inc.

FILED

01 FEB -7 PM 12:32

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be Sidney Hill Waste Water Consultants, Inc.

ARTICLE II - PURPOSE

This corporation shall be organized for the purpose of engaging in any business which is lawful under the laws of the state of Florida.

ARTICLE III - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE

The initial street address of the principal office of this corporation shall be 1640 Harold Davis Road, Perry, Florida, 32348.

ARTICLE V - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 100 shares of voting common stock having a par value of ten cents (10¢) each.

ARTICLE VI - PREEMPTIVE RIGHTS, CUMULATIVE VOTING

Holders of the capital stock of the corporation shall have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VII - REGISTERED AGENT

The registered agent of this corporation shall be Sidney P. Hill, Sr. The address of the registered agent shall 1640 Harold Davis Road, Perry, Florida, 32348.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: Sidney P. Hill, 1640 Harold Davis Road, Perry, Florida, 32348.

ARTICLE IX - DIRECTORS

The number of directors for this corporation shall be set forth in the By-Laws. In no event, however, shall this corporation have less than one (1) or more than seven (7) directors. All members of the board of directors of this corporation shall consist of residents of Taylor County, Florida. The initial directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Sidney P. Hill, Sr.	1640 Harold Davis Road Perry, Florida 32348
Judith F. Hill	1640 Harold Davis Road Perry, Florida 32348
Sidney P. Hill, Jr.	1648 Courtney Road Perry, Florida 32347
Tyson M. Hill	1592 Harold Davis Road Perry, Florida 32348

ARTICLE X - COMPENSATION OF DIRECTORS

Compensation for the directors shall be approved by a majority vote of the shareholders.

ARTICLE XI - OFFICERS

The officers of the corporation shall be president, vice president, secretary, and treasurer, and such other officers or agents as may be appointed by the board of directors. All officers, agents, or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the board of directors. The names of the initial officers are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Sidney P. Hill, Sr.	1640 Harold Davis Road Perry, Florida 32348
Vice-President,	Mrs. Judith F. Hill	1640 Harold Davis Road

Secretary, Treasurer

Perry, Florida 32348

Vice-President

Sidney P. Hill, Jr.

1648 Courtney Road
Perry, Florida 32347

Vice-President

Tyson M. Hill

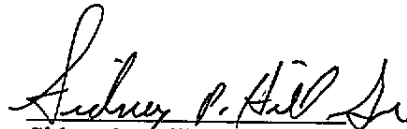
1592 Harold Davis Road
Perry, Florida 32348

ARTICLE XII - INDEMNIFICATION

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 completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he 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 expenses (including, but not limited to, attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, to the full extent permitted by law.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The undersigned incorporator has executed these Articles of Incorporation this 5th day of February 2001.


Sidney P. Hill, Sr.
AS INCORPORATOR

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SIDNEY HILL WASTE WATER
CONSULTANTS, INC.

2. The name and address of the registered agent and office is: Sidney P. Hill, Sr.

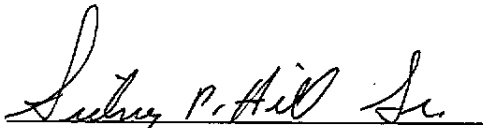
1640 Harold Davis Road

Perry, Florida 32348

FILED
01 FEB -7 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 5th day of February 2001.


SIDNEY P. HILL, SR.