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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Mefer

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Aqua Utilities Florida, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Lisa Piotrowski

(Contact Person)

Aqua Utilities Florida, Inc.

(Firm/Company)

762 W. Lancaster Ave.

(Address)

Bryn Mawr, PA 19010

(City/State and Zip Code)

For further information concerning this matter, please call:

Lisa Piotrowski

(Name of Contact Person)

At (610) 645-1124

(Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Aqua Utilities Florida, Inc.	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Ocala Oaks Utilities, Inc.	Florida	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 10/16/2006 / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on October 1, 2006

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 1, 2006.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

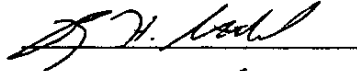
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

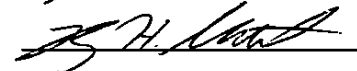
Typed or Printed Name of Individual & Title

Aqua Utilities Florida, Inc.



Roy H. Stahl, Vice President & Secretary

Ocala Oaks Utilities, Inc.



Roy H. Stahl, Vice President & Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Aqua Utilities Florida, Inc.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Ocala Oaks Utilities, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

Ocala Oaks Utilities, Inc. will be merged in Aqua Utilities, Florida, Inc. which will be the surviving corporation. Upon the effective date of the merger, the separate existence of Ocala Oaks Utilities, Inc. shall cease and Aqua Utilities Florida, Inc. shall succeed to all rights, title and interest of Ocala Oaks Utilities, Inc.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

There are no amendments to the Articles of Incorporation

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

There is no Restatement of Articles of Incorporation.