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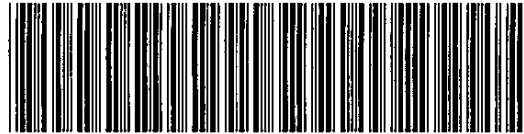
(Business Entity Name)

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TALLAHASSEE FLORIDA

Morgan

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

06 OCT 16 PM 2:52
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TALLAHASSEE FLORIDA
Corporation Act
Number

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The Plan of Merger is attached.

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

Arredondo Utility Company, Inc.



Roy H. Stahl, Vice President & Secretary

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Jurisdiction

Florida

Name

Jurisdiction

Florida

Age Group	Total	Female	Male	18-24	25-34
18-24	18.5%	22.1%	14.9%	18.5%	18.5%
25-34	17.2%	15.8%	18.6%	17.2%	17.2%
35-44	16.1%	14.3%	17.9%	16.1%	16.1%
45-54	15.3%	13.7%	16.9%	15.3%	15.3%
55-64	14.6%	13.1%	16.1%	14.6%	14.6%
65-74	13.9%	12.5%	15.3%	13.9%	13.9%
75-84	13.2%	11.9%	14.5%	13.2%	13.2%
85+	12.5%	11.2%	13.7%	12.5%	12.5%

0 100 200 300 400 500 600 700 800 900 1000 1100 1200 1300 1400 1500 1600 1700 1800 1900 2000 2100 2200 2300 2400 2500 2600 2700 2800 2900 3000 3100 3200 3300 3400 3500 3600 3700 3800 3900 4000 4100 4200 4300 4400 4500 4600 4700 4800 4900 5000 5100 5200 5300 5400 5500 5600 5700 5800 5900 6000 6100 6200 6300 6400 6500 6600 6700 6800 6900 7000 7100 7200 7300 7400 7500 7600 7700 7800 7900 8000 8100 8200 8300 8400 8500 8600 8700 8800 8900 9000 9100 9200 9300 9400 9500 9600 9700 9800 9900 10000

Age Group	Total (%)	Female (%)	Male (%)	Under 18 (%)	18-24 (%)
18-24	~100	~100	~100	~100	~100
25-34	~100	~100	~100	~100	~100
35-44	~100	~100	~100	~100	~100
45-54	~100	~100	~100	~100	~100
55-64	~100	~100	~100	~100	~100
65-74	~100	~100	~100	~100	~100
75-84	~100	~100	~100	~100	~100
85+	~100	~100	~100	~100	~100

Arredondo Utility Company, 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 Arredondo Utility Company, Inc. shall cease and Aqua Utilities Florida, Inc. shall succeed to all rights, title and interest of Arredondo Utility Company, Inc.

(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.