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(Requestor's Name)

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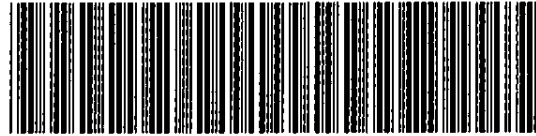
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

08 JUN 10 PM 4:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

G. Goulette JUN 10 2008

Holland & Knight, LLP	
Requestor's Name	
315 South Calhoun Street, Suite 600	
Address	
Tallahassee, FL 32301	425-5686
City/State/Zip	Phone #

Office Use Only

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

1. Agua Utilities Florida Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ 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	
<input checked="" 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 checked="" 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

Examiner's Initials

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:

Roy H. Stahl

(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:

Roy H. Stahl

(Name of Contact Person)

At (610) 645-1035

(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

FILED

2008 JUN 10 PM 4: 17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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.

57. 10/10

Roy H. Stahl, Vice President & Secretary

Lake Suzy Utility, Inc.

[Signature]

Roy H. Stahl, Vice President & Secretary

Age Group	Percentage
18-24	10%
25-34	20%
35-44	25%
45-54	20%
55-64	15%
65-74	10%
75-84	5%
85+	5%

SECRET

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

Lake Suzy Utility, Inc.

Florida

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

Lake Suzy Utility, Inc. will be merged into Aqua Utilities Florida, Inc. which will be the surviving corporation. Upon the effective date of the merger, the separate existence of Lake Suzy Utility, Inc. shall cease and Aqua Utilities Florida, Inc. shall succeed to all rights, title and interest of Lake Suzy Utility, 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:

See Plan of Merger attached.

(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

PLAN OF MERGER
Between
LAKE SUZY UTILITY, INC.
And
AQUA UTILITIES FLORIDA, INC.

THIS Plan of Merger (the "Agreement") dated as of the 10th day of June , 2008 is made by and between **Lake Suzy Utility, Inc.**, a Florida corporation ("Lake Suzy"), and **Aqua Utilities Florida, Inc.**, a Florida corporation, ("Utilities Florida"). Lake Suzy and Utilities Florida are sometimes collectively referred to as the "Merged Parties";

RECITALS

A. Lake Suzy is a Florida corporation which provides water and wastewater utility services to customers in DeSoto and Charlotte Counties, Florida.

B. Lake Suzy is a wholly owned subsidiary of Aqua Utilities, Inc. (the "Shareholder"), a Texas corporation.

C. Both the Shareholder and Utilities Florida are wholly owned subsidiaries of Aqua America, Inc., ("Ultimate Parent") a Pennsylvania corporation.

D. Lake Suzy and Utilities Florida are the constituent corporations to the merger contemplated by this Agreement (the "Merger"), which has been approved by unanimous written consents of the Board of Directors and sole shareholder of Lake Suzy and by unanimous written consents of the Board of Directors and sole shareholder of Utilities Florida, pursuant to which Lake Suzy will be merged into Utilities Florida upon the terms and conditions set forth herein.

E. Both Lake Suzy and Utilities Florida intend, by approving resolutions authorizing this Agreement, to adopt the Agreement as a "plan of reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder and to cause the merger to qualify as a reorganization under Section 368(a)(1)(A) of the Code.

NOW THEREFORE, in consideration of the recitals, covenants and agreements herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

1. The Merger

1.01 At the Effective Date (as defined in Section 1.03) in accordance with Section 607.1106 of the Florida Business Corporation Act (the "Act"), Lake Suzy shall be merged with and into Utilities Florida. The separate existence and corporate organization of Lake Suzy shall thereupon cease and Lake Suzy and Utilities Florida will be a single corporation. The term, "Surviving Corporation" shall refer to the entity which continues in existence after the merger of Lake Suzy into Utilities Florida. Utilities Florida shall be the Surviving Corporation in the Merger. The terms and conditions of the Merger, the terms of carrying the same into effect, and all other provisions deemed desirable in connection therewith are set forth in this Agreement.

1.02 The Surviving Corporation shall without further act or deed succeed to and possess all of the rights, privileges, powers and franchises, whether public or private in nature, and be subject to all the restrictions, disabilities, debts, obligations, duties and liabilities of Lake Suzy. All property of every kind, whether real, personal, or mixed, belonging to Lake Suzy shall be vested in the Surviving Corporation without further act or deed and all debts, obligations, duties or other liabilities of Lake Suzy shall thereby attach to and be assumed by the Surviving Corporation and may be enforced against it to the same extent as if the Surviving Corporation had itself incurred them.

1.03 Upon execution of this Plan of Merger, Articles of Merger ("Articles of Merger") shall be executed by the parties and filed with the Florida Department of State in accordance with Section 607.1105 of the Act. The Merger shall become effective as of June 10, 2008, such time being herein called the "Effective Date."

2. Name and Corporate Structure

2.01 The corporate existence and registered office in Florida of the Surviving Corporation shall be unaffected by the Merger.

2.02 The Articles of Incorporation and Bylaws of the Surviving Corporation shall be unaffected by the Merger and shall remain unchanged and in full force and effect as a result of the Merger.

2.03 Upon the Effective Date, the directors and officers of the Surviving Corporation shall continue to serve as directors and officers of the Surviving Corporation until successors are elected and shall qualify. If, by reason of death or otherwise, any such person on the Effective Date cannot or will not act as a director or officer, the vacancy thereby created will be filled after the Merger becomes effective in accordance with the Bylaws of the Surviving Corporation. Upon the Effective Date, the term of office of each director and officer of Lake Suzy shall terminate.

2.04 The Merger shall not affect the issued or outstanding shares of capital stock of the Surviving Corporation and the number of authorized shares of the Surviving Corporation shall be unaffected by the Merger.

2.05 On the Effective Date, the stock transfer books of Lake Suzy shall be deemed to be closed and no transfer or purported transfer of shares of the capital stock of Lake Suzy shall thereafter be made, effected, consummated or given effect.

2.06 The shares of stock of the Surviving Corporation and Lake Suzy are owned, either directly or indirectly, by the Ultimate Parent. Accordingly, at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, each share of outstanding capital stock of Lake Suzy shall be cancelled automatically.

3. Effect of the Transaction

3.01 At the Effective Date, the following actions shall occur:

- (a) the separate existence of Lake Suzy shall cease;
- (b) the Surviving Corporation shall possess all the rights, privileges, powers and franchises of Lake Suzy;
- (c) all the property, real, personal and mixed, and franchises of Lake Suzy and all debts due on whatever account to it, including any choses in action belonging to it, shall be deemed to be transferred to and vested in the Surviving Corporation by operation of law and without further acts or deeds;
- (d) all rights, privileges, powers and franchises, and all and every other interest of Lake Suzy shall be thereafter the property of the Surviving Corporation as they were of Lake Suzy;
- (e) the title to and interest in any real estate vested by deed, lease or otherwise in Lake Suzy shall not revert or be impaired;
- (f) the Surviving Corporation shall be responsible for all the liabilities and obligations of Lake Suzy, but the liabilities of Lake Suzy or its Shareholder, directors or officers shall not be affected by the Merger;
- (g) the officers or directors of Lake Suzy shall execute and deliver all such instruments and take all such actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such properties, assets, rights privileges and franchises and otherwise to carry out the purposes of this Agreement.

4. Conduct Pending the Merger

4.01 Neither Lake Suzy, the Shareholder nor Utilities Florida shall, prior to the Effective Date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan and Agreement of Merger.

5. Conditions

5.01 In the event that the Florida Public Service Commission shall issue an order disapproving or not acknowledging the transactions contemplated by this Agreement, Utilities Florida will take all actions necessary to abide by such order issued by the Florida Public Services Commission.

6. Representations and Warranties

6.01 Lake Suzy is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and Utilities Florida is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida.

6.02 Lake Suzy and Utilities Florida, each has full power and lawful authority to execute and deliver this Agreement, subject to any applicable order by the Florida Public Service

Commission, and has the authority to consummate and perform the transactions contemplated hereby. This Agreement will constitute the legal, valid and binding obligations of the signatories thereto, enforceable against them in accordance with its terms.

6. Execution and Counterparts

6.01 This Plan and Agreement of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute one original instrument.

SIGNATURE PAGE FOLLOWS

LAKE SUZY UTILITY, INC.

By: 

Christopher H. Franklin, President

AQUA UTILITIES FLORIDA, INC.

By: 

Christopher H. Franklin, President