

09/04/2007

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

TOTAL WATER SERVICE, INC.

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**ARTICLES OF INCORPORATION**  
**of**  
**TOTAL WATER SERVICE, INC.**

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

**ARTICLE I**  
**Name**

The name and address of this corporation shall be: **TOTAL WATER SERVICE, INC., 906 Hickory Avenue, Fruitland Park, FL 34731.**

**ARTICLE II**  
**Purposes**

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE III**  
**Stock**

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

**ARTICLE IV**  
**Subscribers, Incorporators & Directors**

The name and address of the Subscriber and Incorporator are:

**NAME**

**SCOTT EDWARD HINEBAUGH**

**ADDRESS**

**906 Hickory Ave.  
Fruitland Park, FL 34731**

Ashley S. Hunt, Esquire  
Cauthen & Feldman, P.A.  
Attorneys at Law  
215 North Joanna Avenue  
Tavares, FL 32778  
(352)343-2225  
Florida Bar #0845361  
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The names and addresses of the Director(s) is/are.

NAMEADDRESS**SCOTT EDWARD HINEBAUGH****906 Hickory Avenue  
Fruitland Park, FL 34731****TANYA LILLIAN HINEBAUGH****906 Hickory Avenue  
Fruitland Park, FL 34731****ARTICLE V**Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- D. Dissolution of the corporation.

**ARTICLE VII**Term of Existence

This corporation shall exist perpetually.

**ARTICLE VIII**Directors

A. The business of the corporation shall be managed initially by a board of Two director(s). The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office

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without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of the director's own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill the vacancy by voting for the removed director without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of the shareholder's own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

#### **ARTICLE IX**

##### **Effective Date**

The date that corporate existence shall begin is the date of filing of these Articles with the Department of State. This election is pursuant to Florida Statute 607.0123.

#### **ARTICLE X**

##### **Registered Office and Registered Agent**

The address of the initial registered office of this corporation is 906 Hickory Avenue, Fruitland Park, FL 34731. The name of the Registered Agent of this corporation is TANYA LILLIAN HINEBAUGH at the above office address.

#### **ARTICLE XI**

##### **Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the shareholders entitled to vote, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 31st day of August, 2007.

  
**SCOTT EDWARD HINEBAUGH**

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**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for **TOTAL WATER SERVICE, INC.**, as stated in these Articles of Incorporation.

Dated: August 31, 2007

  
TANYA MILLIAN HINEBAUGH

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