

State of Florida

Secretary of State



I, Tom Adams, Secretary of State of the State of Florida,
Do Hereby Certify That the following is a true and correct copy of

Certificate of Incorporation
of

AUBURN WATER SYSTEM, INC.

a corporation not for profit organized and existing under the Laws of the
State of Florida, filed on the 28th day of April

A.D., 19 69 as shown by the records of this office.

Given under my hand and the Great Seal of the
State of Florida, at Tallahassee, the Capital,
this the 6th day of May
A.D. 19 69.



Secretary of State

ARTICLES OF INCORPORATION
OF
AUBURN WATER SYSTEM, INC.

ARTICLE I.

The name of this corporation shall be AUBURN WATER SYSTEM, INC., and shall be a non-profit corporation organized under Chapter 617, Florida Statutes, and shall have all powers given to a non-profit corporation by the provisions of said Chapter 617, Florida Statutes.

ARTICLE II

The nature of the business of the corporation and the objects and purposes for which it is organized are:

A. To construct, maintain, and operate a water system for the supplying of water for domestic, commercial, agricultural, industrial, and other purposes to its members and for the sale of any surplus water remaining after the needs of its members have been satisfied and to engage in any activity related thereto, including but not limited to the acquisition of water appropriation, drilling, pumping, and/or purchase, and the purchase, laying, institution, operation, maintenance, and repair of wells, pumping equipment, water mains, pipelines, valves, meters, and all other equipment necessary to the construction, maintenance and operation of a water system, and

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1953 FEB 20 AM 5:30

ARTICLE III

"The members of the corporation shall be the subscribers hereto and all other persons, partnerships, corporations or other legal entities having a reasonable accessibility to the sources of and who desire to have water and other services supplied for domestic, commercial, agricultural, industrial, or other uses from the systems constructed, maintained, and operated by the corporation. The corporation shall not be required to admit additional members if the capacity of its water system is exhausted by the needs of its existing members."

NOW, THEREFORE, your Petitioners, duly elected and qualified officers of the Board of Directors, certify that they have complied in all respects with the laws of the State of Florida and, therefore pray that the Charter of the AUBURN WATER SYSTEM, INC., be so amended.

SIGNED THIS the 10th day of March, A.D., 1993.

THE AUBURN WATER SYSTEM, INC.

Charles W. Corkins, Jr.
President CHARLES W. CORKINS, JR.

Attest:

B. W. Wetherington
Secretary B. W. WETHERINGTON

The foregoing instrument was acknowledged before me this 10th day of March, 1993 by Charles W. Corkins Jr who is personally known to me.

Kathy S Van Stee
Kathy S Van Stee
C.C 055411

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Nov. 23, 1994.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

B. To construct, maintain, and operate a sewage disposal system for the use and benefit of its members.

ARTICLE III

The members of the corporation shall be the subscribers hereto and all other persons, partnerships, corporations or other legal entities having a reasonable accessibility to the sources of and who desire to have water and other services supplied for domestic, commercial, agricultural, industrial, or other uses from the systems constructed, maintained, and operated by the corporation. The corporation shall not be required to admit additional members if the capacity of its water system is exhausted by the needs of its existing members and such other persons to whom it has been supplying water.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V.

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Charles W. Corkins	Route 1, Box 179 AB Crestview, Florida 32536
G. G. Lundy	Route 1 Laurel Hill, Florida 32567
Mrs. Eloise Coker	Route 1, Box 61 Crestview, Florida 32536
J. D. Miller	Route 2 Crestview, Florida 32536

Mrs. Anna L. Griggs	Route 1, Box 190 Crestview, Florida 32536
John R. Stafford	Route 1 Crestview, Florida 32536
Clinton A. Taylor	Route 1, Box 104 Crestview, Florida 32536

ARTICLE VI

The affairs of the corporation are to be managed by a board of directors of not less than three nor more than seven members. The number of directors shall be determined by the by-laws. They shall be elected at the annual meeting of the members and shall hold office for one year or until their successors are elected.

ARTICLE VII

The officers who shall serve until the first election or until their successors are elected shall be as follows:

Charles W. Corkins,	President
Clinton A. Taylor,	Vice-President
Mrs. Eloise Coker,	Secretary
G. G. Lundy,	Treasurer

The term of office of the foregoing officers shall be for a period of one year or until their successors are elected. The officers shall be elected by the board of directors.

ARTICLE VIII

The first board of directors shall consist of seven members who shall serve until the first election or until their successors are elected. The names and addresses of the members of the first board of directors are as follows:

Charles W. Corkins	Route 1, Box 179 AB Crestview, Florida 32536
J. D. Miller	Route 2 Crestview, Florida. 32536
Mrs Anna L. Griggs	Route 1, Box 190 Crestview, Florida. 32536

John R. Stafford	Route 1 Crestview, Florida. 32536
Clinton A. Taylor	Route 1, Box 104 Crestview, Florida 32536
Mrs. Eloise Coker	Route 1, Box 61 Crestview, Florida 32536
G. G. Lundy	Route 1, Laurel Hill, Florida 32567

ARTICLE IX.

The by-laws of the corporation shall be made and may be altered or rescinded by a vote of a majority of the membership.

ARTICLE X.

Amendments to these Articles of Incorporation may be proposed to the board of directors by a majority vote of the members of the corporation. A majority of the members of the board of directors may approve, amend, or reject such proposals and shall have final authority to adopt any amendment.

ARTICLE XI.

The assets and income of this non-profit corporation shall be utilized to promote its purposes. No salaries or fees shall be paid to the directors or officers of this corporation, but nothing herein shall prevent the hiring of employees or engaging of others to perform services for the corporation or to prevent the reimbursement of any person who makes outlays for the reasonable expenses of the corporation. In the event of dissolution, either voluntarily or pursuant to order of a court of competent jurisdiction, and after the payment of all outstanding liabilities and the repayment to each member (then a member of record in good standing) of the amount of membership dues (initial charge or contribution) originally received from each such member by the corporation all remaining

assets shall be transferred to one or more corporations, groups, or other legal entities organized and operated exclusively for charitable, recreational, or educational purposes or any combination of such purposes, or any combination of such purposes, on a not-for-profit basis.

IN WITNESS WHEREOF, we have made and subscribed these Articles of Incorporation, this 23 day of April, 1969.

Charles W. Corkins (SEAL)
Charles W. Corkins

G. G. Lundy (SEAL)
G. G. Lundy

Eloise Coker (SEAL)
Eloise Coker

J. D. Miller (SEAL)
J. D. Miller

Anna L. Griggs (SEAL)
Anna L. Griggs

John R. Stafford (SEAL)
John R. Stafford

Clinton A. Taylor (SEAL)
Clinton A. Taylor

STATE OF FLORIDA

COUNTY OF OKALOOSA

Be it remembered, that on this 23 day of April A.D., 1969, personally appeared before me, a notary public in and for the State of Florida, Charles W. Corkins; G. G. Lundy; Eloise /

STATE OF FLORIDA

COUNTY OF OKALOOSA

AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
THE AUBURN WATER SYSTEM, INC.

WHEREAS, there was issued by the Secretary of State a Charter dated May 6, 1969, constituting and creating the AUBURN WATER SYSTEM, INC., a corporation under the laws of the State of Florida, with its principal place of business in Okaloosa County, Florida; and

WHEREAS, the undersigned officers hereby certify that the Board of Directors, the same being duly elected and qualified, placed on the agenda of the Special Membership Meeting to be held on May 18, 1973, a Resolution to Amend Article VI of the Articles of Incorporation, upon the call and notice required by law, did adopt the resolution hereinafter stated by the affirmative vote of a greater proportion than is required by the Articles of Incorporation of the outstanding members entitled to vote hereof, said Resolution being as follows:

WHEREAS, it is necessary to comply with the Farmers Home Administration instructions and the laws of the State of Florida to change Article VI of the Articles of Incorporation.

NOW, THEREFORE, BE IT ENACTED, that Article VI of the Articles of Incorporation, be and the same is hereby amended as follows and all parts of the Articles of Incorporation that are in conflict herewith are repealed, said Article to read as follows:

"The affairs of the Corporation are to be managed by a Board of Directors of seven (7) members. The Directors named in the Articles of Incorporation shall serve until the first annual meeting of the members and until their successors are elected and have qualified. At least one-fourth of the members must be elected annually."

NOW, THEREFORE, your Petitioners certify that they have complied in all respects with the laws of the State of Florida and, therefore pray that

the Charter of the AUBURN WATER SYSTEM, INC. be so amended.

SIGNED this the 18th day of May, A.D., 1973.

THE AUBURN WATER SYSTEM, INC.

Charles W. Carkins
President

Attest:

Estise Caper
Secretary

Sworn to and Subscribed
before me this the 21st day of May
, A.D., 1973.

Lyle C. Sikes
Notary Public - State of Florida at
Large. My Commission Expires:
Notary Public, State of Florida at Large
My commission expires Mar. 8, 1974

(Seal)

* * * * *

The foregoing amendment is hereby approved this the _____ day
of _____, A.D., 1973, at Tallahassee, Florida.

Secretary of State
State of Florida

I hereby certify that this is a true and correct copy
of the same filed in the Official Minute Book of the corporation.

Jaqueline M. Jones

Notary Public, State of Florida at Large
My Commission Expires Apr. 7, 1976
Bonded By American Fire & Casualty Co.

STATE OF FLORIDA
COUNTY OF OKALOOSA

AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
THE AUBURN WATER SYSTEM, INC.

WHEREAS, there was issued by the Secretary of State a Charter dated May 6, 1969, constituting and creating the AUBURN WATER SYSTEM, INC., a corporation under the laws of the State of Florida, with its principal place of business in Okaloosa County, Florida; and

WHEREAS, it is necessary to amend the Certificate of Incorporation of AUBURN WATER SYSTEM, INC., in order to receive exemption as a non-profit corporation from the Florida Public Service Commission (Section 367.022(7), Florida Statutes and Rule 25-30.060(3)(g), Florida Administrative Code (F.A.C.)

NOW, THEREFORE, BE IT ENACTED, that ARTICLE II and ARTICLE III of the Articles of Incorporation, be and the same is hereby amended as follows and all parts of the Articles of Incorporation that are in conflict herewith are repealed, said Articles to read as follows:

ARTICLE II

"The nature of the business of the corporation and the objects and purposes for which it is organized are:

A. To construct, maintain, and operate a water system for the supplying of water for domestic, commercial, agricultural, industrial, and other purposes to its members and to engage in any activity related thereto, including but not limited to the acquisition of water appropriation, drilling, pumping, and/or purchase, and the purchase, laying, institution, operation, maintenance, and repair of wells, pumping equipment, water mains, pipelines, valves, meters, and all other equipment necessary to the construction, maintenance and operation of a water system, and

B. To construct, maintain, and operate a sewage disposal system for the use and benefit of its members."

RESOLUTION NO: 73-1
AUBURN WATER SYSTEM, INC.

WHEREAS, it has become necessary to amend the By-Laws of the AUBURN WATER SYSTEM, INC., hereinafter called "AUBURN", in order to comply with Farmers Home Administration instructions and the laws of the State of Florida;

NOW THEREFORE, be it resolved by the AUBURN WATER SYSTEM, INC. as follows:

That Article VIII, Section 1 and Section 5 of the By-Laws are hereby deleted and the following substituted in lieu thereof:

ARTICLE VIII
DIRECTORS AND OFFICERS

"Section 1. The Board of Directors of this corporation shall consist of seven members, a majority of whom must at all times be farmers or rural residents. The directors named in the Articles of Incorporation shall serve until the first annual meeting of the members and until their successors are elected and have qualified.

At the first annual meeting of the members three directors shall be elected for a term of one year; two directors for a term of two years; and two directors for a term of three years. At each annual meeting thereafter the members shall elect for a term of three years the number of directors whose terms of office have expired. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

Section 5. Officers and directors shall receive no compensation for their services as such."

DATED this the 18th day of May, A.D., 1973.

ATTEST:

Elaine Coker
Secretary

Charles W. Carkins
President

I hereby certify that this is a true and correct copy of the same filed in the Official Minute Book of the corporation.

Jaqueline M. Jones

Notary Public, State of Florida at Large
My Commission Expires Apr. 7, 1976
Headed By: Anderson, Elm & Company Co.