



Public Service Commission

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-M-E-M-O-R-A-N-D-U-M-

DATE: January 21, 1996
TO: Records and Reporting
 Division of Legal Services, Alice Crosby
FROM: Division of Water & Wastewater, J. Travis Coker *JTC*
RE: DOCKET NO. *941042-W5* Application for exemption to provide water service
 in Charlotte County by Little Gasparilla Utility, Inc.

Please include the attached information in the above referenced docket file. If you have any additional questions, please do not hesitate to call me.

- ACK _____
- AFA _____
- APP _____
- CAF _____
- CMU _____
- CTR _____
- EAG _____
- LEG _____
- LIN _____
- OPC _____
- RCH _____
- SEC 1 _____
- WAS _____
- OTH _____

Carl A. Bertoch, P.A.
Attorney at Law

837 EAST PARK AVENUE
POST OFFICE BOX 3106
TALLAHASSEE, FLORIDA 32315-3106
TELEPHONE (904) 222-2563
FAX (904) 224-2406

CARL A. BERTOCH
(MEMBER FLORIDA AND OHIO BARS)

OF COUNSEL
ROBERT L. UNDERWOOD, III
(MEMBER D.C. BAR ONLY)

January 18, 1996

Mr. Travis Coker
Public Service Commission
Capital Circle Office Center
The Gunter Building
2540 Shumard Oaks Boulevard
Tallahassee, Florida 32399-0850

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Florida Public Service Commission
Division of Water and Wastewater

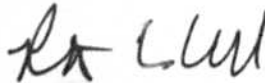
RE: Little Gasparilla Utility, Inc.

Dear Mr. Coker:

Enclosed please find a total of five (5) copies of the Articles of Merger with Little Gasparilla Utility, Inc. the surviving Florida corporation along with pertinent documents pertaining to said merger to supplement your file regarding the referenced utility.

Thank you for your cooperation and guidance in this matter.

Sincerely yours,



Robert L. Underwood

Enclosure

RLU/lf

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 18, 1996

CARL A. BERTOCH P.A.
537 E. PARK AVENUE
TALLAHASSEE, FL 32301

Re: Document Number N96000000196

The Articles of Merger were filed January 18, 1996, for LITTLE GASPARILLA UTILITY, INC., the surviving Florida corporation.

The certification you requested is enclosed.

Should you have any further questions concerning this matter, please feel free to call (904) 487-6050, the Amendment Filing Section.

Karen Gibson
Corporate Specialist
Division of Corporations

Letter Number: 596A00002237

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on January 18, 1996, for LITTLE GASPARILLA UTILITY, INC., the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is N96000000196.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Eighteenth day of January, 1996



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of Section 617.051, F.S. and Section 607.1105, F.S., the undersigned Florida corporations have adopted Articles of Merger for the purpose of merging them into one such corporation:

1. The Plan of Merger was approved by each of the undersigned corporations, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.
2. As to each of the undersigned corporations, the Plan of Merger was adopted in the following manner:
 - (a) The Plan of Merger was adopted by **SEASIDE/LITTLE GASPARILLA UTILITY, INC.** by unanimous written consent of the Directors and Shareholders on January 12, 1996.
 - (b) The Plan of Merger was adopted by **LITTLE GASPARILLA UTILITY, INC.** by the Directors on January 12, 1996. There are no members entitled to vote as stated in Article XII of the Articles of Incorporation.
3. The name of the surviving corporation is **LITTLE GASPARILLA UTILITY, INC.**, a Florida Not-for-Profit corporation.
4. The manner of the adoption of the Plan of Merger and the vote by which it was adopted constitute full legal compliance with the provisions of Section 617.051, F.S. and Section 607.1103 F.S. and with the Articles of Incorporation and By-Laws of the undersigned corporations.
5. The effective date of the merger is the date on which the Certificate of Merger is issued by the Florida Department of State.


DATED: 1/12/96

**SEASIDE/LITTLE GASPARILLA
UTILITY, INC.**




Jack Boyer
President/Director

LITTLE GASPARILLA UTILITY, INC.



Jack Boyer
President/Director



Robert L. Underwood
Secretary/Director

STATE OF FLORIDA _____)
) ss
COUNTY OF CHARLOTTE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Jack Boyer, President/Director of Seaside Little Gasparilla, Inc. who is personally known to me ~~or who has produced~~ _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of January, 1996.

Era Lucille Fountain
Notary Public

Era Lucille Fountain
(Print or Type Name)

Commission Number: CC179103

STATE OF FLORIDA _____)
) ss
COUNTY OF CHARLOTTE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Jack Boyer, President/Director and Robert L. Underwood, Secretary/Director of Little Gasparilla Utility, Inc., who is personally known to me ~~or who has produced~~ _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of January, 1996.



Era Lucille Fountain
Notary Public

Era Lucille Fountain
(Print or Type Name)

Commission Number: CC179103

MERGER AGREEMENT

Agreement made this 12th day of January, 1996, between SEASIDE/LITTLE GASPARILLA UTILITY, INC., a corporation organized under the laws of the State of Florida, having its principal office at Palm Island, Cape Haze, Florida, and LITTLE GASPARILLA UTILITY, INC., a Not-for-Profit corporation organized under the laws of the State of Florida, having its principal office and place of business at Little Gasparilla Island, Cape Haze, Florida.

RECITALS

The respective Directors and Shareholders of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders/members that SEASIDE/LITTLE GASPARILLA UTILITY, INC. be merged into LITTLE GASPARILLA UTILITY, INC.

For reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Sections 607.1101, 607.1103, 607.1105, and 607.1106 and Section 617.051, Florida Statutes, that SEASIDE/LITTLE GASPARILLA UTILITY, INC. shall be merged into LITTLE GASPARILLA UTILITY, INC. as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger and the method of carrying it into effect.

SECTION ONE LITTLE GASPARILLA UTILITY, INC. TO BE SURVIVING CORPORATION

SEASIDE/LITTLE GASPARILLA UTILITY, INC. shall be merged into LITTLE GASPARILLA UTILITY, INC. and the corporate existence of SEASIDE/LITTLE GASPARILLA UTILITY, INC. shall cease and the corporate existence of LITTLE GASPARILLA UTILITY, INC. shall continue under the name of LITTLE GASPARILLA UTILITY, INC., which shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and LITTLE GASPARILLA UTILITY, INC. shall

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TALLAHASSEE, FLORIDA

become the subject to all the debts and liabilities of the constituent corporations in the same manner as if **LITTLE GASPARILLA UTILITY, INC.** had itself incurred them.

**SECTION TWO
PRINCIPAL OFFICE**

The principal office of **LITTLE GASPARILLA UTILITY, INC.** shall remain the principal office of the corporation following this merger.

**SECTION THREE
OBJECTS AND PURPOSES**

The nature of the business and purposes proposed to be transacted and carried on by the corporation following the merger remain the same as prior to the merger, as provided in Chapter 617, Florida Statutes.

**SECTION FOUR
ARTICLES OF INCORPORATION**

The Articles of Incorporation of **LITTLE GASPARILLA UTILITY, INC.** shall not be amended and shall continue to be the Articles of Incorporation of the surviving corporation.

**SECTION FIVE
BY-LAWS**

The present By-Laws of **LITTLE GASPARILLA UTILITY, INC.** insofar as not inconsistent with this Agreement of Merger, shall be the By-Laws of the corporation following the merger until altered, amended, or repealed as therein provided.

**SECTION SIX
NAMES AND ADDRESSES OF DIRECTORS**

The names and addresses of the persons who constitute the Board of Directors of **LITTLE GASPARILLA UTILITY, INC.**, following merger, and who shall hold office until the first annual meeting of the members of **LITTLE GASPARILLA UTILITY, INC.** following merger, are as follows:

<u>Name</u>	<u>Address</u>
Jack Boyer	7092 Placida Road, Cape Haze, Florida
Robert L. Underwood	537 East Park Avenue, Tallahassee, Florida

**SECTION SEVEN
EXTRAORDINARY TRANSACTIONS**

Neither corporation shall, prior to the effective date of the merger, engage in any activity other than in the ordinary course of business except as contemplated by this agreement.

**SECTION EIGHT
REGISTERED AGENT OF SURVIVING CORPORATION**

The individual hereinafter named shall be the registered agent to the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands may be served:

<u>Name</u>	<u>Address</u>
Robert L. Underwood	CARL A. BERTOCH, P.A. 537 East Park Avenue Tallahassee, FL 32301

**SECTION NINE
ASSETS OF DISAPPEARING CORPORATION**

All property, real, personal and mixes and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to **SEASIDE LITTLE GASPARILLA UTILITY, INC.** shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger.

**SECTION TEN
LIABILITIES OF DISAPPEARING CORPORATION**

The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against **LITTLE GASPARILLA UTILITY, INC.** may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

**SECTION ELEVEN
EFFECTIVE DATE OF AGREEMENT**

This Agreement shall become effective on the date of filing of the Articles of Merger with the Office of the Secretary of State.

**SECTION TWELVE
OFFICERS OF SURVIVING CORPORATION**

On the effective date of the merger, the following persons shall be elected to the offices hereinbelow described, to serve in such capacities until the next annual meeting of the Board of Directors, or until their successors shall be elected and shall qualify:

President:	Jack Boyer
Secretary:	Robert L. Underwood

**SECTION THIRTEEN
CONVERSION OF SHARES**

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows: Each share of common stock of SEASIDE/LITTLE GASPARILLA UTILITY, INC. outstanding on the effective date of the merger shall thereupon, without further action, be surrendered and canceled. Further, after this merger, LITTLE GASPARILLA UTILITY, INC. shall be owned one hundred percent by the members as they are defined in the Articles of Incorporation of LITTLE GASPARILLA UTILITY, INC..

IN WITNESS WHEREOF, the directors, or a majority thereof, of SEASIDE/LITTLE GASPARILLA UTILITY, INC., and the directors, or a majority thereof of LITTLE GASPARILLA UTILITY, INC. have caused this agreement to be executed under their respective corporate seals on the day and year first above written.

Attest:



Corporate Secretary

SEASIDE/LITTLE GASPARILLA UTILITY, INC.

By: 

Jack Boyer, President

Attest:



Corporate Secretary

LITTLE GASPARILLA UTILITY, INC..

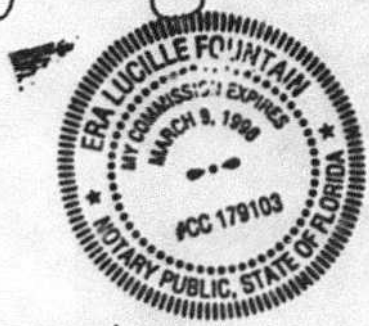
By: 

Jack Boyer, President

STATE OF Florida)
) ss
COUNTY OF CHARLOTTE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Jack Boyer, President/Director of Island Dreams North, Inc., who is personally known to me or who has produced _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of January, 1996.



Era Lucille Fountain
Notary Public
Era Lucille Fountain
(Print or Type Name)
Commission Number: CC 179103

STATE OF Florida)
) ss
COUNTY OF CHARLOTTE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Jack Boyer, President/Director of Seaside Service System, Inc., who is personally known to me or who has produced _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of January, 1996.



Era Lucille Fountain
Notary Public
Era Lucille Fountain
(Print or Type Name)
Commission Number: CC 179103

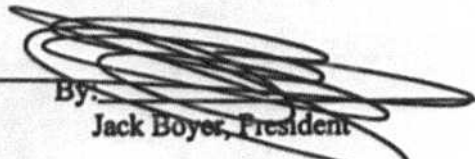
**Certificate Designating Registered Office
for the Service of Process Within the
State of Florida, and Naming the Registered
Agent Upon Whom Process May be Served**

In compliance with the Florida Statutes, and as reflected in the Plan of Merger between SEASIDE/
LITTLE GASPARILLA UTILITY, INC., and LITTLE GASPARILLA UTILITY, INC., and
the Articles of Merger, the following is submitted:

1. That LITTLE GASPARILLA UTILITY, INC. under the laws of the State of Florida, with
its principal place of business in the County of Charlotte, State of Florida, has named
ROBERT L. UNDERWOOD, located at Carl A. Bertoch, P.A. 537 East Park Avenue,
Tallahassee, FL 32301 as its Registered Agent to accept service of process within the State
of Florida.

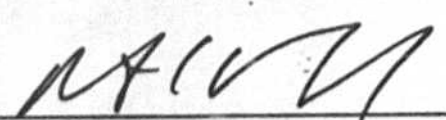
DATED: 1/12/96

LITTLE GASPARILLA UTILITY, INC.


By: _____
Jack Boyer, President

Having been named to accept service of process for the above stated corporation at the place
designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the
provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 1/12/96

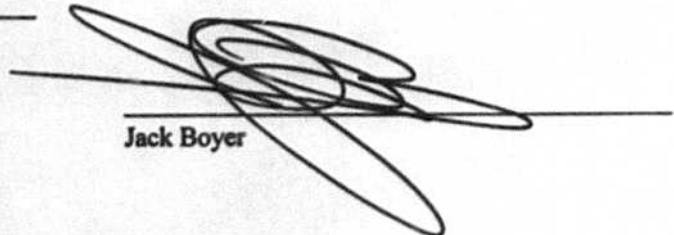


Robert L. Underwood

**ACTION BY WRITTEN CONSENT
OF SHAREHOLDERS AND DIRECTORS
SEASIDE LITTLE GASPARILLA UTILITY, INC.**

Pursuant to the authority contained in Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act, the undersigned directors and shareholders of Seaside Little Gasparilla Utility, Inc., a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

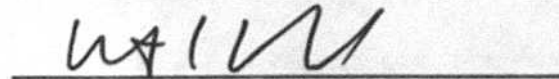
DATED: 1/12/96



Jack Boyer

Certification by Corporate Secretary

I hereby certify that the foregoing is the resolution passed by the Director and Shareholder on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.



DATED: 1/12/96

**WAIVER OF NOTICE OF SPECIAL MEETING
OF THE
BOARD OF DIRECTORS
OF
LITTLE GASPARILLA UTILITY, INC.**

The undersigned Directors of the Corporation, hereby agree and consent that a meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjournment meeting were held after notice.

Place of Meeting: Cape Haze, Florida
Date of Meeting: January 12, 1996
Time of Meeting: 12:00 noon
Purpose of Meeting: Consider a plan of Merger
Date: January 12, 1996



Director



Director

Director

**MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS
OF
LITTLE GASPARILLA UTILITY, INC.**

The special meeting of the directors of the above captioned corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the President who stated that a quorum of Directors was present for the conduct of the business before the meeting. The Secretary thereupon presented and read the Waiver of Notice to the Meeting duly signed by the Directors, which was ordered to be made a part of the minutes of this meeting.

The President then stated that the Board of Directors had the power to adopt a Plan of Merger pursuant to the power vested them in Article XII of the Articles of Incorporation. A copy of the plan was submitted to be made a part of the minutes.

Upon motion duly made, seconded and carried by the required majority, it was

RESOLVED, that the corporation adopt the Plan of Merger presented to this meeting.

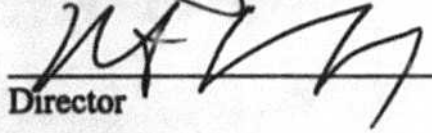
RESOLVED, that the President and Secretary be and they hereby are authorized and directed to execute Articles of Merger, a copy of which document is attached to and made part of these minutes, jointly with Seaside/Little Gasparilla Utility, Inc., a Florida corporation, and to have said document filed in the offices of the Secretary of State in Tallahassee, Florida.

RESOLVED, that the President and Secretary be and they hereby are authorized and directed to pay any and all legal and other fees and costs and to take all action and execute any further documents that may be necessary to effectuate and implement the proposed merger.

There being no further business, it was on motion duly made, seconded and carried, adjourned.



Director

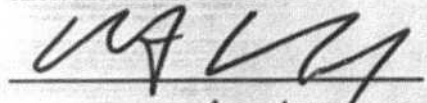


Director

Director

Certification by Corporate Secretary

I hereby certify that the foregoing is the resolution passed by the Directors on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.



DATED: 1/12/96