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April 15, 1996

VIA HAND DELIVERY

Ms. Blanca S. Bayo
Director of Records and Reporting
Florida Public Service Commission
101 East Gaines Street
Tallahassee, Florida 32399-0850

960483-54

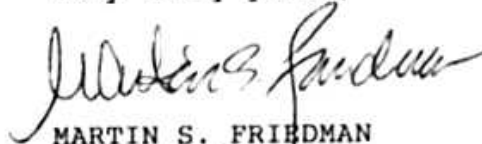
Re: Homosassa Sewer Association, Inc.; Application for NonProfit
Association Exemption
Our File No. 31055.01

Dear Ms. Bayo:

Enclosed for filing on behalf of PDG Management, Inc. is the original and fifteen copies of the Application for Nonprofit Association Exemption for Homosassa Sewer Association, Inc.

Should you have any questions regarding the enclosed, or if we can provide you with additional information, please do not hesitate to contact me.

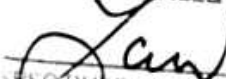
Very truly yours,


MARTIN S. FRIEDMAN
For The Firm

MSF/bsr

cc: Mr. William Verville

RECEIVED & FILED


BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

04302 APR 15 96

FPSC-RECORDS/REPORTING

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

IN RE: Application of HOMOSASSA)
SEWER ASSOCIATION, INC., for a)
Nonprofit Association Exemption.) DOCKET NO.
_____)

APPLICATION FOR NONPROFIT ASSOCIATION EXEMPTION

Applicant, HOMOSASSA SEWER ASSOCIATION, INC., by and through its undersigned attorneys and pursuant to Section 367.022(7), Florida Statutes, and Rule 25-30.060(3)(g)(3), Florida Administrative Code, files this Application for exemption from Florida Public Service Commission regulation, and in support thereof states:

1. The full name and address of the Applicant is:

HOMOSASSA SEWER ASSOCIATION, INC.
1711-A South 10th Street
Safety Harbor, FL 34695

2. The name and address of the person authorized to receive notices and communications in respect to this application is:

Martin S. Friedman, Esquire
Rose, Sundstrom & Bentley
2548 Blairstone Pines Drive
Tallahassee, Florida 32301

3. The Applicant is a Florida Not-For-Profit corporation.

4. A copy of the Articles of Incorporation filed with the Florida Secretary of State is attached hereto as Exhibit "A".

5. A copy of the By-Laws is attached hereto as Exhibit "B".

6. A description of the voting rights is set forth in the Articles of Incorporation at Article III, and in the By-Laws at Section 5.2, and Article VI. Those provisions provide that each member shall have one vote for each unit of ownership and that

DOCUMENT NUMBER-DATE

04302 APR 15 88

FPSC-RECORDS/REPORTING

control of the corporation will pass to nondeveloper members no later than seven years from the date of incorporation.

7. Attached as Exhibit "C" is a copy of the Warranty Deed for the real property upon which the wastewater treatment plant and disposal ponds are located. This Warranty Deed will be recorded upon the Commissioner's Final Order acknowledging this exemption from regulation.

I am aware that pursuant to Section 837.06, Florida Statutes, whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in Section 775.082, 775.083, or 775.084, Florida Statutes.



William Verville
President

Respectfully submitted on this
29th day of March, 1996, by:

ROSE, SUNDSTROM & BENTLEY
2548 Blairstone Pines Drive
Tallahassee, Florida 32301
(904) 877-6555

By: 
MARTIN S. FRIEDMAN



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 12, 1996

ROSE, SUNDSTROM & BENTLEY
2540 BLAIRSTONE PINES DR.
TALLAHASSEE, FL 32301

The Articles of Incorporation for HOMOSASSA SEWER ASSOCIATION, INC. were filed on April 12, 1996 and assigned document number N96000001980. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO INSURE THAT YOU RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT. TO OBTAIN A FEI NUMBER, CONTACT THE IRS AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Sheldon Bream, Document Specialist
New Filings Section

Letter Number: 096A00016966

EXHIBIT "A"

FILED

96 APR 12 PM 2:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HOMOSASSA SEWER ASSOCIATION, INC.

The undersigned acknowledges and files these Articles of Incorporation in the Office of the Secretary of State of Florida for the purpose of forming a not-for-profit corporation under and in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be HOMOSASSA SEWER ASSOCIATION, INC. (the "Corporation").

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of purchasing, constructing, maintaining and operating a wastewater collection, treatment and disposal system solely for the use and benefit of its members.

ARTICLE III
MEMBERSHIP

1. Active members of the Corporation shall be limited to property owners who obtain wastewater collection, treatment and disposal services from the Corporation.

2. Each active member shall be entitled to one vote per unit of ownership upon each matter submitted to a vote, provided the member is in good standing.

ARTICLE IV
DURATION

The Corporation shall commence its existence upon filing of these Articles of Incorporation with the Florida Secretary of State and shall exist perpetually until dissolution.

ARTICLE V
REGISTERED AGENT

The registered agent of the Corporation shall be Ben Harrill, whose office shall be located at 2435 U.S. Highway 19 North, Suite 350, Holiday, Florida 34691.

ARTICLE VI
PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 6515 Grand Teton Plaza, Suite 210, Madison, WI 53719, but the Corporation may maintain offices and transact business in other places within or without of the State of Florida as may from time to time be designated by the Board; furthermore, the Board may from time to time relocate the principal office of the Corporation.

ARTICLE VII
DIRECTORS

1. The Board shall consist of the number of directors determined in accordance with the Bylaws, but not less than three directors.

2. The directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws.

3. The names and addresses of the members of the first Board, who shall hold office until their successors are elected and have qualified in accordance herewith, or until removed, are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| William Verville | 1711-A South 10th Street Safety Harbor, FL 34695 |
| Tim Trimble | 6515 Grand Teton Plaza Suite 210 Madison, WI 53719 |
| Erwin J. Plesko | 6515 Grand Teton Plaza Suite 210 Madison, WI 53719 |

VIII
AMENDMENTS

The Articles may be amended or repealed, in whole or in part, by a majority vote at any duly organized meeting of the directors.

IX
DISSOLUTION

In the event of the dissolution or liquidation of the Corporation, either voluntarily or pursuant to order of a Court of competent jurisdiction, and after payment of all outstanding liabilities, each member shall receive on a pro rata basis in accordance with such member's voting rights to the extent assets are available to make such payments. A plan of distribution of excess capital prior to dissolution shall be set forth in the Corporation's Bylaws.

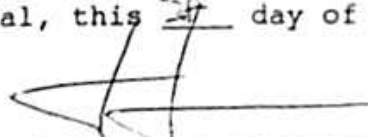
X
INCORPORATOR

The name and address of the incorporator and subscriber to these Articles is:

Tim Trimble

6515 Grand Teton Plaza
Suite 210
Madison, WI 53719

IN WITNESS WHEREOF, the incorporator and subscriber has hereunto set his hand and seal, this 29th day of March, 1996.



Tim Trimble

STATE OF Minnesota)
COUNTY OF Hennepin)

Sworn to and subscribed before me this 29th day of March, 1996, by Tim Trimble, who is personally known to me or who has produced Driver's License as identification.

(SEAL)



Elizabeth Cornelius
Print Name Elizabeth Cornelius
Notary Public Minnesota
My Commission Expires: 1-31-2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapters 48.091 and 617.0501, Florida Statutes, the following is submitted, designating the Corporation's registered office and registered agent, in compliance with those Acts:

SPRINGS/HOMOSASSA SEWER ASSOCIATION, INC., a not-for-profit corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Safety Harbor, County of Pasco, State of Florida, has named Ben Harrill located at 2435 U.S. Highway 19 North, Suite 350, Holiday, County of Pasco, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office, and I am familiar with and accept the obligations of my position as registered agent.

By: Ben Harrill
Ben Harrill
Registered Agent

FILED
96 APR 12 PM 2:29
TALLAHASSEE, FLORIDA

BY-LAWS
OF
HOMOSASSA SEWER ASSOCIATION, INC.

ARTICLE ONE

General

The name of this Corporation shall be Homosassa Sewer Association, Inc. (the "Corporation").

The Corporation shall have a seal which shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporation Not For Profit". The Secretary of the Corporation shall have custody of the seal.

The office of the Corporation shall be at such place as the Board of Directors may determine from time to time.

Words in these By-Laws which indicate a singular number shall include the plural; words that import a person shall include a corporation and any other form of entity; and words that reference only one gender shall include all genders unless the context clearly calls for a different interpretation.

ARTICLE TWO

Purposes

This Corporation is organized for the purpose of purchasing, constructing, maintaining and operating a wastewater collection, treatment and disposal system for the use and benefit of its members.

ARTICLE THREE

Membership

Any property owner holding a valid membership certificate issued by the Corporation shall be a member of the Corporation. Any property owner shall be issued a membership certificate from the Board of Directors if the following minimum standards are met:

(1) Such property owner has reasonable access to the sources of service;

(2) Such property owner has a need for service provided by the wastewater system operated by the Corporation;

(3) Such property owner agrees in writing to comply with uniform standards for membership, the rules of the Corporation as set forth in these Bylaws, and the Tariff or other regulations in effect from time to time; and

(4) Capacity of the Corporation's wastewater system is not exhausted by the needs of existing members plus any contractually reserved capacity.

There shall be no membership fee, provided that the Corporation may charge an initial connection fee, and other fees upon the issuance or acquisition of each membership certificate or a change in the number of ERCs related thereto.

If a member ceases to be eligible for membership, or a member willfully fails to comply with the By-Laws, or rules and regulations of the Corporation as set forth in its Tariff ("Cause"), the Board of Directors may terminate his membership by resolution of the Board following written notice to such member and a reasonable opportunity to cure the Cause providing the basis for termination.

Transfer by a member of his certificate of membership shall terminate such member's membership. Transfer of membership shall only be allowed in connection with the conveyance of real property for which wastewater service has been reserved.

Any member whose membership is terminated for Cause, other than ceasing to be eligible, may appeal the action of the Board of Directors to the members at their next regular or special meeting. Termination of such membership shall result in a disconnection of wastewater service to the member, provided that the disconnection shall be held in abeyance during any such appeal period. Thereafter, such member shall be reinstated by the issuance of a new membership certificate only upon such conditions as the Board of Directors may deem necessary or appropriate.

ARTICLE FOUR

Membership Certificates

This Corporation shall not have capital stock, but membership shall be represented by membership certificates.

A membership certificate shall be issued to each member upon initial connection by such member and shall be numbered consecutively, in accordance with the order of issue.

All transfers of membership certificates shall be made upon the books of the Corporation upon surrender of the certificates covering the same by the holders thereof or by their legal representatives, only to persons eligible to become members, and only when the transferring member is free from indebtedness to the Corporation.

Certificates not surrendered by members upon termination of membership in the Corporation shall be declared void, the Secretary shall so note on the books of the Corporation, and thereafter such membership certificate shall be void. Lost, stolen or destroyed certificates shall be reissued upon direction and upon such conditions as the Board of Directors may determine.

ARTICLE FIVE

Section 5.1

Membership Meetings

The annual membership meeting of the Corporation shall be held each year on any business day within 120 days of the beginning of the year. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book of the Corporation a notice telling the time and place of such annual meeting.

The presence of persons representing not less than one half of the total number of persons eligible to vote shall constitute a quorum and shall be necessary to conduct the business of the Corporation. In the event a quorum is not present, the President may adjourn the meeting for a period of not more than two weeks from the date scheduled by these By-Laws and the Secretary shall cause a notice of this rescheduled meeting to be sent to all those members who were not present in person at the meeting originally called.

Special meetings of the membership of the Corporation may be called by the President when he deems it in the best interest of the Corporation. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten but not more than 40 days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

Upon the request of a majority of the members of the Board of Directors, or members of the Corporation representing a majority of votes, the President shall cause a special meeting of the members

to be called. However, such request must be made in writing at least 40 days before the requested meeting date.

Section 5.2

Voting

At the meetings, all votes shall be by written ballot or proxy unless dispensed with by unanimous consent. Each member shall be entitled to one vote for each service connection to the wastewater system.

Section 5.3

Rates, Charges and Assessments

The Corporation shall operate its utility system pursuant to a Tariff adopted by the Board and setting forth the rates, charges, rules and policies which govern the provision of service to the members. The Board may amend the Tariff from time to time provided that the Tariff provisions shall always be just, reasonable, and not unfairly discriminatory to the members. A copy of the Tariff, with all rates then in effect, shall be maintained at the offices of the Corporation and made available to any member or prospective member upon request. Each member agrees to comply with the requirements of the Tariff in effect and further agrees to sign such agreements for the provision of service as the Corporation shall from time to time provide and require.

The Board shall have the power and authority to levy assessments upon the Members to secure funds to carry out the purposes of the Corporation. The Board of Directors shall also have the power to adopt reasonable fees and charges for services provided to the members, and it shall have the discretion to bill such fees and charges to members at such intervals as may be determined by the Board of Directors. Any rates, charges, or assessments levied by the Board of Directors which remain unpaid following provision of notice to the member in the manner set forth in the Tariff shall subject the member to disconnection of wastewater service. In the event that the Corporation institutes or otherwise becomes a party to any action, suit or proceeding in law or in equity to enforce applicable provisions of the Articles, Bylaws or Tariff the Corporation will be entitled to recover its reasonable attorney's fees and costs necessarily incurred in connection with such enforcement.

ARTICLE SIX

Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of three members, or, in the event the member is not a natural person, it's authorized representative. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United States. Election of directors shall be conducted in the following manner:

1. Election of directors shall be held at the first membership meeting and at each annual meeting of the members thereafter.

2. A nominating committee of three members shall be appointed by the Board. Not less than 50 days prior to the annual meeting the Committee shall nominate not less than three and not more than six candidates. Any other natural person wishing to run for a seat on the Board shall be included on the ballot, provided that such person is a member in good standing and has obtained the signatures of not less than five percent of the membership on a written petition endorsing that person as a candidate for the Board, and that such petition has been delivered to the Secretary of the Corporation not less than 30 days prior to the date of annual meeting.

3. The election shall be by written vote (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast one vote per service connection for each director to be elected; provided, however, that there shall be no cumulative voting.

4. Vacancies in the Board occurring between annual meetings shall be filled by the remaining directors and that director shall serve until the next annual membership meeting.

Notwithstanding anything above to the contrary, Paradise Development Group, Inc., its successors and assigns, shall elect a majority of the members of the Board of Directors so long as it or a related party owns property capable of being served by the Corporation, or upon the expiration of seven years from the date of incorporation, whichever shall occur first.

The Board of Directors shall have the control and management of the affairs and business of the Corporation. Such Board of Directors shall only act in the name of the Corporation when it shall be regularly convened by its chairman after due notice of such meeting to all the directors.

A majority of the then serving members of the Board of Directors shall constitute a quorum. The Board of Directors may appoint one or more of their members as an executive committee which shall

have the power and authority by majority vote to do those things that the full board could do, subject to limitations imposed by Florida law provided that the Executive Committee shall not have authority to amend the Tariff, Bylaws or Articles, or to terminate the membership of a member. The Board of Directors may establish such other Committees as it deems necessary or appropriate.

Each director shall have one vote on each matter presented to the Board for a vote.

The Board of Directors may make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.

The President of the Corporation, by virtue of his office, shall be Chairman of the Board of Directors. The Board of Directors shall select a secretary, who may be a non-board member.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may, in its discretion, consider necessary for the best interests of the Corporation for a removal hearing.

The Board of Directors, executive committee, and any other Committee that may be established by the Board of Directors may hold meetings by conference call or may take action in lieu of a formal meeting as provided by law. Meetings of the Board of Directors shall be held at the location to be determined by the President. The quorum and voting requirements set forth herein for the Board of Directors shall also apply to the Executive Committee and any other Committee that may be established.

ARTICLE SEVEN

Officers

The officers of the Corporation shall be elected by the directors. The officers of the Corporation shall be as follows:

President
Vice-President (one or more)
Secretary
Treasurer

President

The President shall preside at all meetings.

He shall, by virtue of his office, be Chairman of the Board of Directors.

He shall be appointed to all committees, temporary or permanent.

He shall see that all books, reports and certificates, as required by law, are properly kept or filed.

He shall be one of the officers who may sign the checks or drafts of the Corporation.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any corporation.

Vice President(s)

A Vice-President shall, in the absence or disability of the President, perform the duties of the President, provided however, that in the case of the death, resignation, or disability of the President, the Board of Directors may declare the office of the President vacant and elect a successor.

Secretary

The Secretary shall keep the minutes and records of the Corporation in the appropriate books.

It shall be his duty to file, or cause to be filed, any certificates required by any statute, federal or state.

He shall give and serve all notices of the Corporation.

He shall be the official custodian of the records and seal of the Corporation.

He may be one of the officers required to sign the checks and drafts of the Corporation.

He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the Corporation.

He shall attend to all correspondence of the Corporation and shall exercise all duties incident to the office of the Secretary.

Treasurer

The Treasurer shall have the care and custody of all monies belonging to the Corporation and shall be solely responsible for such monies or securities of the Corporation. He must be one of the officers who can sign checks or drafts of the Corporation.

He shall render, at stated periods as the Board of Directors shall determine, a written account of the finances of the Corporation and such report shall be physically affixed to the minutes of the Board of Directors of such meetings.

He shall exercise all duties incident to the office of Treasurer.

ARTICLE EIGHT

Compensation

No officer shall, for reason of his office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the Corporation for duties other than as a director or officer.

Salaries

The Board of Directors shall hire and fix the compensation of any and all employees, management firms, or consultants which it, in its discretion, may determine to be necessary in the conduct of the business of the Corporation. The members of the Board of Directors shall serve without compensation, but may be entitled to reimbursement of costs of attending meetings.

ARTICLE NINE

Committees

All committees of this Corporation shall be appointed by the Board of Directors and their term of office shall be for a period of one year, and until these successors are duly appointed and qualified, or less if sooner terminated by the action of the Board of Directors.

ARTICLE TEN

Amendments

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of a majority of the Board of Directors, at which a quorum is present, provided that the Board may not alter, amend, repeal or add any provisions of these By-Laws relative to Section 5.2 of these By-Laws or to the election of members of the Board of Directors. These By-Laws may be repealed or amended by a

vote of a majority of the members present at a regular meeting of the membership of the Corporation at which a quorum is present, or at a special meeting of the Corporation, at which a quorum is present, called for that purpose, notice of which was mailed at least 30 days prior to such meeting.

ARTICLE ELEVEN

Indemnification

The Corporation shall, and hereby does, to the fullest extent permitted or authorized by the laws of the State of Florida, as may be amended from time to time, indemnify any person made a party to any action, suit or proceeding, whether civil or criminal, brought to impose a liability or penalty on such person in his capacity of director or officer of the Corporation, or of any other corporation which he served as such at the request of this Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

The foregoing rights of indemnification shall apply to the heirs, personal representatives, and administrators of any such director or officer and shall not be exclusive of other rights to which such director or officer may be entitled pursuant to any provision of Florida law, the Articles of Incorporation, these By-Laws, any vote of the members or otherwise.

The Corporation shall have the power to purchase and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation against any liability, asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such.

Costs, charges and expenses (including attorneys' fees) incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation, to the fullest extent permitted by law, in advance of the final disposition of such proceeding upon receipt of an undertaking on behalf of the officer

or director to repay such amount if such person is ultimately found not entitled to indemnification by the Corporation. Expenses incurred by other employees and agents may be paid in advance upon such terms and conditions that the Board deems appropriate.

ARTICLE TWELVE

Benefits and Duties of Members

The Corporation will install, maintain, and operate a wastewater collection, treatment and disposal system within the area as designated by the Board of Directors, and may extend into such other areas upon vote of the Board of Directors and upon terms and conditions as may be determined by Board of Directors in their sole discretion.

Each member shall be entitled to purchase from the Corporation, pursuant to such agreements as may from time to time be provided and required by the Corporation, such wastewater service as a member may desire, subject, however, to the provisions of the By-Laws and to such rules and regulations as may be prescribed by the Board of Directors.

The Board of Directors shall be authorized to require each member to enter into agreements for the provision of service which shall embody the principles set forth in the foregoing sections of this Article.

ARTICLE THIRTEEN

Non-Profit Operation

The Corporation shall at all times be operated on a cooperative non-profit basis for the mutual benefit of its members. No interest or dividends shall be paid or payable by the Corporation on any capital furnished by its members.

In the furnishing of wastewater services, the Corporation's operations shall be so conducted that all members will through their membership furnish capital for the Corporation. In order to induce membership and to assure that the Corporation will operate on a non-profit basis, the Corporation is obligated to account to all its members for all amounts received and receivable from the furnishing of wastewater services in excess of operating costs and expenses properly chargeable against the furnishing of such services.

All amounts received by the Corporation from its operations in excess of costs and expenses shall, insofar as permitted by law, be (a) used to offset any losses incurred during the current or any prior fiscal year, (b) to the extent not needed for that purpose, be maintained in a reserve fund to be used to offset future losses or deficits or (c) such reserves for maintenance and capital improvement.

ARTICLE FOURTEEN

Distribution of Surplus Funds Upon Dissolution

Upon the Corporation's dissolution, after all debts and liabilities of the Corporation shall have been paid, any remaining property and assets of the Corporation shall be distributed without priority among the members in the proportion which the voting rights of each member bears to the total voting rights of all members on the date of such dissolution.

ARTICLE FIFTEEN

Miscellaneous

In the event of a conflict between these By-Laws and the Articles of Incorporation, the latter shall prevail.

Documents requiring the signature of an officer or director of the Corporation shall be signed manually, or to the extent permitted by law, in facsimile, in the name and on behalf of the Corporation.

Property ID Number _____

WARRANTY DEED

THIS WARRANTY DEED, made the ____ day of March, 1996, by MICHAEL P. CONNER, AS TRUSTEE AND NOT INDIVIDUALLY UNDER TRUST AGREEMENT DATED APRIL 26, 1993, whose address is 1711 A South 10th Street, Safety Harbor, FL 34695, hereinafter called the grantor, to HOMOSASSA SEWER ASSOCIATION, INC., whose postoffice address is 6515 Grand Teton Plaza, Suite 210, Madison, WI 53719, hereinafter called the grantee:

WITNESSETH: That the grantor, for and in consideration of the sum of ten dollars (\$10.00) and other valuable considerations, receipt whereof is hereby acknowledged, hereby grants, bargains, sells, aliens, remises, releases, conveys and confirms unto the grantee, all of that certain land situate in Citrus County, Florida, viz:

A parcel of land in Section 22, Township 19 South, Range 17 East, Citrus County, Florida, as more fully described on as Lots 4, 5 and 6 on Exhibit "A" attached hereto.

TOGETHER with all the tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining.

TO HAVE AND TO HOLD, the same in fee simple forever.

AND the grantor hereby covenants with said grantee that the grantor is lawfully seized of said land in fee simple; that the grantor has good right and lawful authority to sell and convey said land; that the grantor hereby fully warrants the title to said land and will defend the same against the lawful claims of all persons whomsoever; and that said land is free of all encumbrances, except real estate taxes for 1996 and thereafter.

SUBJECT TO covenants, restrictions, reservations and easements of record, if any.

IN WITNESS WHEREOF, the said grantor has signed and sealed these presents the day and year first above written.

Signed, sealed and delivered in our presence:

Print Name _____

Michael P. Conner, as Trustee and not individually under Trust Agreement dated April 26, 1993

Print Name _____

STATE OF _____)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of April, 1996, by Michael P. Conner as Trustee and not individually under Trust Agreement dated April 26, 1993. He is personally known to me or has produced _____ as identification.

Print Name _____
Notary Public
My Commission Expires _____

This Instrument Prepared By: Martin S. Friedman, Esquire, 2548 Blairstone Pines Drive, Tallahassee, Florida 32301.

EXHIBIT "C"