

ORIGINAL

State of Florida



Public Service Commission
-M-E-M-O-R-A-N-D-U-M-

DATE: November 12, 2003
TO: Division of Commission Clerk and Administrative Service
FROM: Division of Economic Regulation (Clapp) @ RP
RE: Docket No. 020945-SU - Application for transfer of Certificate No. 473-S in Highlands County from Creola, Inc. to Francis I Amenities Corporation, Inc.

Please add to the docket file the attached letter from William R. Korp, Esquire, on behalf of Francis I Utility, LLC, which addresses many of the deficiencies in this docket. Also, based upon the information included in this letter, please change the name of the purchasing entity to Francis I Utility, L.L.C.

Thank you.

Attachment

cc: Division of Economic Regulation (Rieger, Romig)
Office of the General Counsel (Vining)

NOV 12 PM 3:01
COMMISSION
CLERK

AUS _____
CAF _____
CMP _____
COM _____
CTR _____
ECR _____
GCL _____
OPC _____
MMS _____
SEC _____
JTH None

DOCUMENT NUMBER-DATE

11294 NOV 12 03

FPSC-COMMISSION CLERK.

ABEL | BAND

ATTORNEYS AND COUNSELORS AT LAW

Mailing Address: P.O. Box 49948, Sarasota, FL 34230-6948

240 South Pineapple Avenue
Sarasota, FL 34236
TEL 941-366-6660
FAX 941-366-3999

WWW.ABELBAND.COM

William R. Korp

Board Certified Real Estate Attorney

Writer's Direct Line: (941) 364-2735

Direct E-mail: wcorp@abelband.com

Please refer to our file number: 13511-1

October 14, 2003

Ms. Stephanie Clapp
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

Re: *Francis I Utility, LLC - Refiling of Docket No. 020945*

Dear Ms. Clapp:

In connection with the above referenced matter I enclose the following items:

1. Copy of the Articles of Organization of Francis I Utility, LLC.
2. Copy of Warranty Deed from Francis I Amenities Corporation to Francis I Utility, LLC
3. Copy of Assignment of Lease between Francis I Amenities Corporation, Inc., as Trustee, and Francis I Utility, LLC.
4. Copy of Agreement re: Operating Agreement between Francis I Amenities Corporation, Inc., as Manager, Francis I Amenities Corporation, Inc., as Trustee and Francis I Utility, LLC.

Additional documentation from Regulator Consultants, Inc. will be sent under separate cover. Please feel free to call me with any questions or concerns you may have.

Sincerely,

ABEL, BAND, RUSSELL, COLLIER,
PITCHFORD & GORDON, CHARTERED



William R. Korp

WRK:FrancisIUtility_PSC_ltr
Enclosures

SARASOTA, FLORIDA

VENICE, FLORIDA

DENVER, COLORADO

ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON, CHARTERED

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Organization of FRANCIS I UTILITY, L.L.C., a limited liability company organized under the laws of the state of Florida, filed on July 3, 2003, as shown by the records of this office.

The document number of this limited liability company is L03000024389.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Third day of July, 2003



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State

IN WITNESS WHEREOF, these Articles of Organization have been executed as of the
2nd day of ~~May~~ 2003.

JULY

WITNESSES:

FRANCIS I AMENITIES CORPORATION,
INC.

Leah Beuder
Print Name Leah Beuder

Christine Westcott
Print Name Christine Westcott

By: Richard Beeler
RICHARD BEELER, President

"MANAGER"

FILED
03 JUL -3 PM 1:21
STATE OF FLORIDA
TALLAHASSEE

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is:

FRANCIS I UTILITY, L.L.C.,

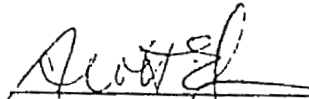
2. The name and the Florida street address of the registered agent are:

Scott E. Gordon
240 S. Pineapple Avenue
10th Floor
Sarasota, FL 34236

FILED
03 JUL -3 PM 1:21
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: July 2, 2003



SCOTT E. GORDON

"REGISTERED AGENT"

Recording: 15.00
Doc Stamps .70

This Instrument Prepared By:
William R. Korp, Esquire
Abel, Band, Russell, Collier,
Pitchford & Gordon, Chartered
240 S. Pineapple Avenue
Sarasota, FL 34236

WARRANTY DEED

This Warranty Deed is made by FRANCIS I AMENITIES CORPORATION, INC., a Florida not for profit Corporation, as Trustee Under Agreement Dated June 15, 2001 hereinafter referred to as "Grantor," to FRANCIS I UTILITY, LLC, a Limited Liability Company, whose Employer Identification Number is 20-0070228, and whose post office address is 401 Pauline Street, Sebring, Florida 33870, hereinafter referred to alternately as "Grantor" and "Grantee."

W I T N E S S E T H :

Grantor, in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, hereby conveys to Grantee, the following described property in Highlands County, Florida:

See attached Exhibit "A"

The Identification Number for the above described real property is C053529-06000A00000.

Subject to and together with valid easements, reservations and restrictions of record and taxes for the current year and subsequent years.

Subject to that certain mortgage in favor of REPUBLIC BANK, as recorded in Official Records Book 1614, Page 1420, all of the Public Records of Highlands County, Florida.

Grantor hereby covenants with Grantee that Grantor is lawfully seized of the property in fee simple; that Grantor has good right and lawful authority to sell and convey the property; and that Grantor hereby fully warrants the title to the property and will defend the title against the lawful claims of all persons whomsoever.

Executed on the 10 day of August, 2003.

WITNESSES:

[Signature]
Print Name Cynthia Brown

[Signature]
Print Name Todd P. Sebill

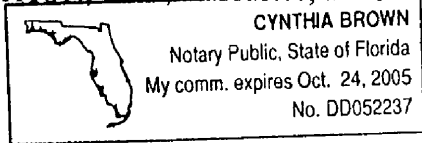
FRANCIS I AMENITIES CORPORATION,
INC., a Florida not for profit Corporation, as
Trustee

[Signature]
By: _____

RICHARD BEELER, President
Address: 401 Pauline Street, Sebring, FL

STATE OF FLORIDA
COUNTY OF Highlands

The foregoing instrument was acknowledged before me this 10 day of August, 2003,
by RICHARD BEELER as its authorized representative of FRANCIS I AMENITIES
CORPORATION, INC. as Trustee, a Florida not for profit Corporation.



[Signature]
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known (OR) Produced Identification
Type of identification produced _____

Assignment of Lease

WHEREAS, on the 15th day of June, 2001 CREOLA, INC. referred to as "Seller" and FRANCIS I AMENITIES CORPORATION, INC., as Trustee, therein referred to as "Buyer" entered into a certain 99-year lease agreement for the wastewater treatment facility located in Highlands County, Florida being operated under a Public Service Commission Certification known as SU658


WHEREAS, under the requirements of the Public Service Commission for the State of Florida regarding holders of utility certificates it is necessary that FRANCIS I AMENITIES CORPORATION, INC., as Trustee, assign its interest under such lease to FRANCIS I UTILITY, LLC, a Limited Liability Company organized under the State of Florida.

NOW THEREFORE for and in consideration of the sum of TEN DOLLARS and valuable considerations, FRANCIS I AMENITIES CORPORATION, INC., as Trustee, and as Lessee under the above-described 99-year lease agreement does hereby assign to FRANCIS I UTILITY, LLC, all of its right title and interest in and to such lease and in and to the benefits thereof and the duties and obligations thereunder fully and completely as though FRANCIS I UTILITY, LLC was the original Lessee under such agreement.

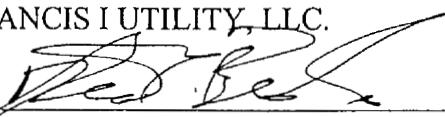
For its part, FRANCIS I UTILITY, LLC accepts the assignment and agrees to be bound by all the terms and conditions of such lease and to release and exonerate FRANCIS I AMENITIES CORPORATION, INC., as Trustee, from any further obligation thereunder.

IN WITNESS WHEREOF, this Agreement has been executed by parties on the 12th day of August, 2003.

FRANCIS I AMENITIES CORPORATION, INC.,
as Trustee

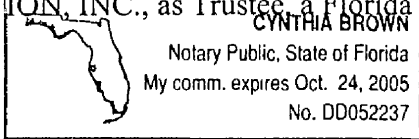
By: 
Richard Beeler, President

FRANCIS I UTILITY, LLC.

By: 
Richard Beeler, President

STATE OF FLORIDA
COUNTY OF Highlands

The foregoing instrument was acknowledged before me this 12 day of August, 20013
by RICHARD BEELER as its authorized representative of FRANCIS I AMENITIES
CORPORATION, INC., as Trustee, a Florida not for profit Corporation.



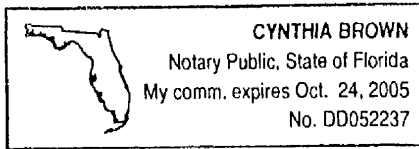
[Signature]

Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known (OR) Produced Identification _____
Type of identification produced _____

STATE OF FLORIDA
COUNTY OF Highland s

The foregoing instrument was acknowledged before me this 12 day of August, 20013
by RICHARD BEELER as its authorized representative of FRANCIS I UTILITY, LLC, a Limited
Liability Company.



[Signature]

Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known (OR) Produced Identification _____
Type of identification produced _____

Agreement re: Operating Agreement

On the 15th day of June, 2001 FRANCIS I AMENITIES CORPORATION, INC., a Florida corporation (the Manager) and FRANCIS I AMENITIES CORPORATION, INC., as Trustee (the Utility) entered into an Operating Agreement.

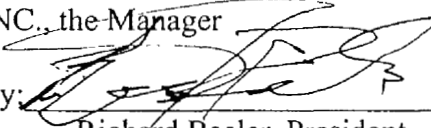
On the 12 day of August, 2003 FRANCIS I AMENITIES CORPORATION, INC., as Trustee, transferred ownership of certain lands in Highlands County, Florida on which lands exists a wastewater treatment facility, to FRANCIS I UTILITY LLC, a Limited Liability Company (the New Utility).

For good and valuable consideration the New Utility agrees to assume the Utility's rights, duties and obligation under the above-referenced Operating Agreement and confirms to the Manager the continued existence of such Agreement and the Manager and the New Utility by these presents do release and exonerate FRANCIS I AMENITIES CORPORATION, INC., as Trustee, from any obligation under such Operating Agreement.

IN WITNESS WHEREOF, this Agreement has been executed by the New Utility, the Utility and by the Manager.

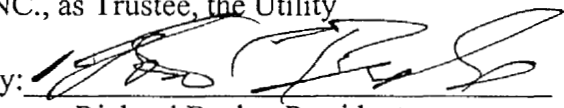
Dated: August 12, 2003

FRANCIS I AMENITIES CORPORATION,
INC., the Manager

By: 
Richard Beeler, President


Dated: August 12, 2003

FRANCIS I AMENITIES CORPORATION,
INC., as Trustee, the Utility

By: 
Richard Beeler, President

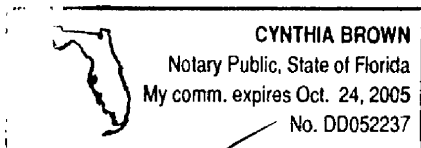
Dated: August 12, 2003

FRANCIS I UTILITY, LLC, the New Utility

By: 
Richard Beeler,

STATE OF FLORIDA
COUNTY OF Highlands

The foregoing instrument was acknowledged before me this 17 day of August, 2003
by RICHARD BEELER as its authorized representative of FRANCIS I AMENITIES
CORPORATION, INC., a Florida not for profit Corporation.

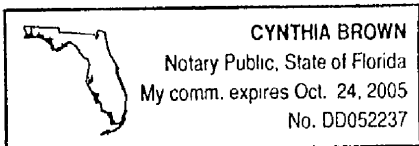


[Signature]
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known (OR) Produced Identification _____
Type of identification produced _____

STATE OF FLORIDA
COUNTY OF Highlands

The foregoing instrument was acknowledged before me this 17 day of August, 2003,
by RICHARD BEELER as its authorized representative of FRANCIS I AMENITIES
CORPORATION, INC., as Trustee, a Florida not for profit Corporation.

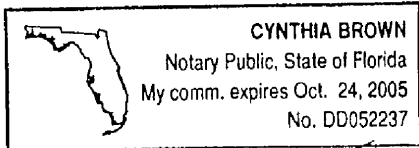


[Signature]
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known (OR) Produced Identification _____
Type of identification produced _____

STATE OF FLORIDA
COUNTY OF Highlands

The foregoing instrument was acknowledged before me this 17 day of August, 2003
by RICHARD BEELER as its authorized representative of FRANCIS I UTILITY, LLC, a Limited
Liability Company.



[Signature]
Notary Public
Print Name: _____
My Commission Expires: _____

Personally Known (OR) Produced Identification _____
Type of identification produced _____