

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

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| In re: Joint Application for Acknowledgement of Corporate Reorganization and Approval of Name Changes for Duval Waterworks, Inc.; Gator Waterworks, Inc.; Lake Talquin Waterworks, Inc.; Seminole Waterworks, Inc.; Okaloosa Waterworks, Inc.; Sunny Hills Utility Company | Docket No. 2022xxxxx-WU Filed: November 11, 2022 |
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**JOINT APPLICATION FOR ACKNOWLEDGEMENT OF CORPORATE
 REORGANIZATION AND APPROVAL OF NAME CHANGES FOR DUVAL
 WATERWORKS, INC.; GATOR WATERWORKS, INC.; LAKE TALQUIN
 WATERWORKS, INC.; SEMINOLE WATERWORKS, INC.; OKALOOSA
 WATERWORKS, INC.; SUNNY HILLS UTILITY COMPANY**

Applicants Duval Waterworks, Inc.; Gator Waterworks, Inc.; Lake Talquin Waterworks, Inc.; Seminole Waterworks, Inc.; Okaloosa Waterworks, Inc.; Sunny Hills Utility Company (collectively the "Utilities"), by and through its undersigned representative and pursuant to Sections 367, Florida Statutes (F.S.), and Rule 25-30.039, Florida Administrative Code (F.A.C.), hereby file this Joint Application for Acknowledgement of Corporate Reorganization and Approval of Name Changes.

I. APPLICANT INFORMATION

1. The names of the Utilities and their mailing address are:

Duval Waterworks, Inc.
 Gator Waterworks, Inc.
 Lake Talquin Waterworks, Inc.
 Seminole Waterworks, Inc.
 Okaloosa Waterworks, Inc.
 Sunny Hills Utility Company

4939 Cross Bayou Blvd.
 New Port Richey, Florida 34652
 (727) 848-8292 (Telephone)
 (727) 848-7701 (Facsimile)

2. The names and addresses of the Utilities' authorized representatives are:

Troy Rendell
Vice President – Investor Owned Utilities
U.S. Water Services Corporation
4939 Cross Bayou Blvd.
New Port Richey, Florida 34652
(727) 848-8292, ext. 245 (Telephone)
(727) 848-7701 (Facsimile)

3. The Utilities are all Florida Corporations. The surviving company, North Florida Community Water Systems, Inc. will be created as a result of this merger and will also be a Florida Corporation. The Counties of operation and Commission-issued water and/or wastewater certificate numbers are set forth in the following table:

| Utility Name | County | Certificate No. |
|-------------------------------|------------|-----------------|
| Duval Waterworks, Inc. | Duval | 641-W & 551-S |
| Gator Waterworks, Inc. | Alachua | 555-W |
| Lake Talquin Waterworks, Inc. | Leon | 678-W |
| Seminole Waterworks, Inc. | Leon | 672-W |
| Okaloosa Waterworks, Inc. | Okaloosa | 676-W |
| Sunny Hills Utility Company | Washington | 501-W & 435-S |

II. CORPORATE REORGANIZATION

4. The Utilities have common majority shareholders. The surviving utility also shares the common majority shareholder.

5. The proposed corporate reorganization will merge Duval Waterworks, Inc.; Gator Waterworks, Inc.; Lake Talquin Waterworks, Inc.; Seminole Waterworks, Inc.; Okaloosa Waterworks, Inc.; Sunny Hills Utility Company into North Florida Community Water Services, Inc., the surviving utility. The corporate reorganization by merger will take place effective 12:01 a.m. on January 1, 2023.

6. As a result of the corporate reorganization, the certificated names for Duval Waterworks, Inc.; Gator Waterworks, Inc.; Lake Talquin Waterworks, Inc.; Seminole Waterworks, Inc.; Okaloosa Waterworks, Inc.; Sunny Hills Utility Company should be changed to North Florida Community Water Services, Inc.

7. The officers and directors of the surviving utility will remain the same after the reorganization as the existing merging Utilities, as will the management, operations, customer service, mailing address and telephone of each Utility.

8. Attached as Exhibit "A" is the Affidavit of Gary Deremer, President of each Utilities and the surviving Utility affirming that ownership and control of the Utilities will not change as a result of the reorganization.

III. NAME CHANGE

9. In connection with the reorganization, the Utilities seek approval from the Commission to change names of Duval Waterworks, Inc.; Gator Waterworks, Inc.; Lake Talquin Waterworks, Inc.; Seminole Waterworks, Inc.; Okaloosa Waterworks, Inc.; Sunny Hills Utility Company to North Florida Community Services, Inc, which will take place simultaneously with the merger.

10. Attached hereto as Exhibit "B" is a proposed Customer Notice to be sent to the customers of the Utilities whose names will change informing them of the name change.

IV. TARIFFS AND CERTIFICATES

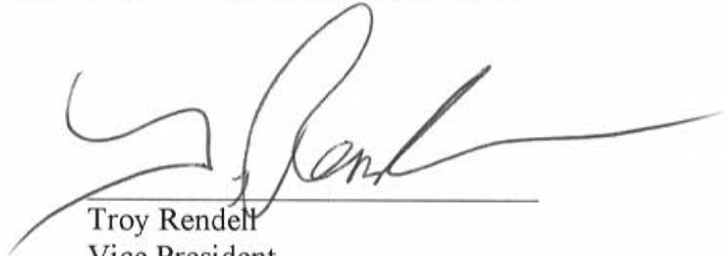
11. Since the Commission no longer issues Certificates separate from the Orders, no Certificates are attached.

12. It is understood that the Commission Staff prefers to prepare the Tariff, no Tariff is attached.

WHEREFORE, the Utilities respectfully request that the Commission do the following:

- A. Issue an Order acknowledging the corporate reorganization;
- B. Approve the name change for these Utilities;
- C. Cancel, issue and or amend water and wastewater certificates in accordance with the corporate reorganization;
- C. Grant such further relief as the Commission deems fair, just, equitable and appropriate.

Respectfully submitted this 11th day of November 2022.

A handwritten signature in black ink, appearing to read 'Troy Rendell', is written over a horizontal line. The signature is fluid and cursive, extending to the right of the line.

Troy Rendell
Vice President
Investor Owned Utilities
4939 Cross Bayou Blvd.
New Port Richey, Florida 34652
(727) 848-8292 (Telephone)

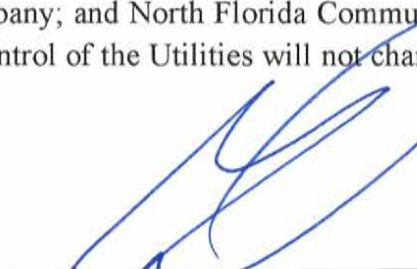
EXHIBIT "A"

AFFIDAVIT OF GARY DEREMER

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, personally appeared Gary Deremer, who is the President of Gator Waterworks, Inc.; Lake Talquin Waterworks, Inc.; Seminole Waterworks, Inc.; Okaloosa Waterworks, Inc.; Sunny Hills Utility Company; and North Florida Community Water Services, Inc., who affirms that the ownership and control of the Utilities will not change as a result of the corporation merger and reorganization.



Gary Deremer

STATE OF FLORIDA

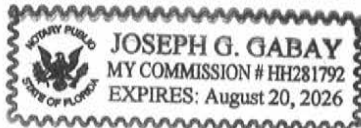
COUNTY OF PASCO

Sworn to and subscribed before me this ~~XX~~¹¹th day of November, 2022 by Gary Deremer, President, who is personally known to me.

NOTARY PUBLIC – STATE OF FLORIDA

Print Name: 

My Commission Expires:



AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Agreement") is entered into this 1st day of January 2023, by and among the corporations identified on Schedule 1 attached hereto (each a "Merging Company" and collectively, the "Merging Companies").

RECITALS

A. Each of the Merging Companies is a Florida corporation.

B. The Board of Directors (the "Board") and the shareholders holding the majority of the voting stock of each of the Merging Companies ("Majority Shareholders"), have, with respect to each of their respective Merging Companies, determined that it is in the best interest of such Merging Company that it enter into this Agreement to effect and consummate a business combination and legal consolidation of the Merging Companies by merging all of the Merging Companies into a single new Florida corporation to be known as North Florida Community Water Systems, Inc. ("NFCWS" or "Surviving Entity"), with NFCWS being the surviving entity (the "Merger").

C. The Merging Companies desire to effect the Merger pursuant to the terms and conditions of this Agreement.

D. The Board and Majority Shareholders of each Merging Company have duly approved the entering into the Merger and the execution, delivery and performance of this Agreement by such Merging Company, in accordance with the Florida Business Corporation Act (the "Florida Act").

NOW, THEREFORE, on the terms, and subject to the conditions, of this Agreement, the Merging Companies hereby agree as follows.

ARTICLE 1 THE MERGER; RELATED TRANSACTIONS

1.1 **EFFECTIVE DATE.** The Merger will be consummated in accordance with the Articles of Merger executed and delivered by the Merging Companies, which shall be in the form of Exhibit 1.1 attached hereto (the "Articles of Merger"). The Articles of Merger shall be filed with the Secretary of State of the State of Florida (the "Secretary of State") in accordance with Section 607.1101, of the Florida Act, and shall include Articles of Incorporation for the Surviving Entity. The Merger shall be effective at such time and date as are set forth in the Articles of Merger (the "Effective Date").

1.2 **MERGER.**

(a) On the Effective Date:

(i) NFCWS will be formed by filing of Articles of Incorporation with the Secretary of State;

(ii) the Merging Companies will merge with and into NFCWS, and NFCWS will continue as the surviving corporation in the Merger;

(iii) the separate existence of each of the Merging Companies will cease, and NFCWS will succeed, without other instruments of conveyance or transfer, to all the rights, property, privileges, immunities and powers of the Merging Companies, and will be subject to all the duties and liabilities of the Merging Companies; and

(iv) the members of the board of directors and officers of NFCWS as of the Effective Date shall continue as directors and officers of NFCWS following the Merger.

(b) On and after the Effective Date, the principal place of business of NFCWS shall be 4939 Cross Bayou Boulevard, New Port Richey, FL 34652.

1.3 **EFFECT ON CAPITAL STOCK**. On the Effective Date:

(a) Each share of the capital stock, regardless of par value or class, of each of the Merging Companies issued and outstanding immediately prior to the Effective Date ("Merging Company Stock") will be cancelled and retired and cease to exist.

(b) Any holder of a certificate representing any Merging Company Stock, or each person listed on the transfer books of any Merging Companies as owning any such Merging Company Stock, will cease to have any rights with respect to such cancelled and retired Merging Company Stock.

(c) NFCWS shall issue to shareholders of the Merging Companies the number of shares of the single class of common stock of NFCWS as is set forth on Exhibit 1.3(c) attached hereto. The Merging Companies hereby acknowledge and agree that NFCWS has been formed to consolidate ownership of the Merging Companies. The resulting ownership of NFCWS from the Merger has been determined by determining the fair value of each of the Merging Companies and, by reference to the ownership percentages of each shareholder in each Merging Company, calculating the resulting relative ownership percentage of each such shareholder in the combined entity resulting from the Merger, NFCWS.

1.4 **ARTICLES OF INCORPORATION AND BYLAWS**: The Articles of Incorporation of NFCWS as filed with the Article of Merger and becoming effective as of the Effective Date will be the Articles of Incorporation of NFCWS following the Merger until changed or amended as provided therein or by applicable law. The bylaws of NFCWS as of the Effective Date will be the bylaws of NFCWS following the Merger until changed or amended therein or by applicable law.

**ARTICLE 2
MISCELLANEOUS**

2.1 **AMENDMENT; WAIVER.** At any time before the filing of Articles of Merger, this Agreement, may be amended, modified or supplemented to the extent permitted by the Florida Act, by written agreement of all the Merging Companies. .

2.2 **ENTIRE AGREEMENT; ASSIGNMENT.** This Agreement constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof. Neither this Agreement nor any right, interest or obligation under this Agreement may be assigned, in whole or in part, by operation of law or otherwise, without the prior written consent of the other party.

2.3 **GOVERNING LAW.** This Agreement will be governed by and construed in accordance with the substantive laws of the State of Florida, regardless of the laws that might otherwise govern under principles of conflicts of law applicable thereto.

2.4 **PARTIES IN INTEREST.** Nothing in this Agreement, express or implied, is intended to confer upon any person, other than the parties hereto, any rights or remedies of any nature whatsoever under or by reason of this Agreement.

2.5 **COUNTERPARTS.** This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, but all of which will constitute one and the same agreement, and will become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties.

* * * *

[Signature page immediately follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Agreement and Plan of Merger to be executed on its behalf by its respective officers thereunto duly authorized, as of the date set forth above.

NFCWS:

**North Florida Community
Water Systems, Inc.**

By: _____
Gary Deremer, President

MERGING COMPANIES:

Duval Waterworks, Inc.

By: _____
Gary Deremer, President

Gator Waterworks, Inc.

By: _____
Gary Deremer, President

Lake Talquin Waterworks, Inc.

By: _____
Gary Deremer, President

Okaloosa Waterworks, Inc.

By: _____
Gary Deremer, President

Seminole Waterworks, Inc.

By: _____
Gary Deremer, President

Sunny Hills Utility Company

By: _____
Gary Deremer, President

[SCHEDULES / EXHIBITS ATTACHED]

SCHEDULE 1
Merging Companies

Duval Waterworks, Inc.
Gator Waterworks, Inc.
Lake Talquin Waterworks, Inc.
Okaloosa Waterworks, Inc.
Seminole Waterworks, Inc.
Sunny Hills Utility Company

Exhibit 1.1
Articles of Merger
(attached)

**ARTICLES OF INCORPORATION
OF
NORTH FLORIDA COMMUNITY WATER SYSTEMS, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation shall be North Florida Community Water Systems, Inc.

**ARTICLE II
Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be 4939 Cross Bayou Boulevard, New Port Richey, Florida 34652.

**ARTICLE III
Capital Stock**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,100 shares of common stock with a par value of \$0.001 per share. Each share of stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

**ARTICLE IV
Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 4939 Cross Bayou Boulevard, New Port Richey, Florida 34652 and the initial registered agent of this corporation at such office shall be William T. Rendell. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE V
Board of Directors**

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation

and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE VI
Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor or successors have been duly elected and qualify. The name and street address of the initial director are:

Gary Deremer - 4939 Cross Bayou Boulevard
New Port Richey, Florida 34652

ARTICLE VII
Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Gary Deremer - 4939 Cross Bayou Boulevard
New Port Richey, Florida 34652

ARTICLE VIII
Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act (Chapter 607, Florida Statutes) (the "Act"), and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under the Act. This corporation shall have perpetual existence.

ARTICLE IX
Bylaws

The power to adopt the bylaws of this corporation, to alter, amend, or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE X
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLES OF INCORPORATION OF
NORTH FLORIDA COMMUNITY WATER SYSTEMS, INC.**

PAGE 3

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this ___ day of _____, 2022.



Gary Deremat, Incorporator

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT OF
NORTH FLORIDA COMMUNITY WATER SYSTEMS, INC.**

The undersigned, William T. Rendell, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this ___ day of _____, 2022.



William T. Rendell

Exhibit 1.3(c)
Issuance of Shares

| Name | Shares | Percentage Ownership |
|---------------------------|---------------|-----------------------------|
| Gary Deremer | 6,920.00 | 69.1992% |
| Cecil R. Delcher, Trustee | 2,720.00 | 27.1969% |
| Edward Mitchell | 113.00 | 1.1262% |
| Aaron Voss | 158.00 | 1.5767% |
| Harry Householder | 68.00 | 0.6757% |
| William Troy Rendell | 23.00 | 0.2252% |
| | 10,002.00 | 100.0000% |

NOTICE OF APPLICATION FOR CHANGE OF NAME

Notice is hereby given on the Xrd day of December, 2022, pursuant to Section 367.1214, Florida Statutes, and Rule 25-30.039, Florida Administrative Code, of the Application of Gator Waterworks, Inc.; Lake Talquin Waterworks, Inc.; Seminole Waterworks, Inc.; Okaloosa Waterworks, Inc.; Sunny Hills Utility Company for acknowledgement of a name change to North Florida Community Water Services, Inc.

Please note that this Application is not a request for a change in rates. The name change will not affect the way you currently communicate and do business with the utility. The address and telephone number will not change. The same local employees will continue to provide you with the same quality service you expect and deserve.