

MEMORANDUM

March 3, 1997

TO: DIVISION OF RECORDS AND REPORTING

FROM: DIVISION OF LEGAL SERVICES (CROSBY)

RE: DOCKET NO. 930301-WS - APPLICATION FOR EXEMPTION FROM FLORIDA PUBLIC SERVICE COMMISSION REGULATION FOR PROVISION OF WATER AND WASTEWATER SERVICE IN DUVAL COUNTY BY NORMANDY VILLAGE UTILITY CO-OP, INC.

Attached is a letter dated February 10, 1997, from Mr. Raymond F. Gmuca, President, transmitting Normandy Village Utility Co-op's Articles of Incorporation and By-Laws. **PLEASE PLACE THIS INFORMATION IN THE ABOVE-REFERENCED DOCKET FILE.**

Also, it should be noted that when the association reincorporated as a non-profit corporation, it incorporated under the name of Normandy Village Utility Co-op, Inc. **PLEASE CHANGE THE NAME ON THE DOCKET FILE TO READ AS SHOWN IN THE IN RE: OF THIS MEMORANDUM.**

Thanks.

alc

Attachments

cc: Division of Water and Wastewater
(Chase)

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

DOCUMENT NUMBER-DATE

02315 MAR-45

FPSC-RECORDS/REPORTING

NORMANDY VILLAGE UTILITY CO-OP, INC.
1828 FOURAKER ROAD
JACKSONVILLE, FLORIDA 32221

February 10, 1997

Ms. Alice Crosby
Legal Division
Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

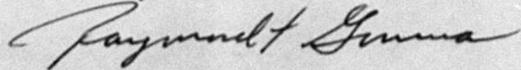
Dear Ms. Crosby:

This letter is to certify to you that no developers are involved with our company as it is only members of the association.

Also enclosed in this package, is a set of the Articles of Incorporation and By-Laws of Normandy Village Utility Co-Op, Inc. for your files. This is the non-profit entity is taking over the assets of the water and sewer utility of Normandy Village Utility Co.

Thank you for working with us. It is appreciated.

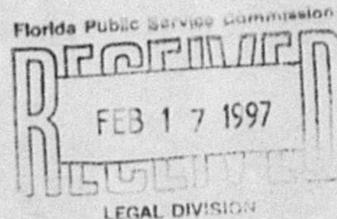
Sincerely,



Raymond F. Gmuca
President

RFG/dl

cc: W. R. Frazier, Esquire
File



Telephone: (904) 781-1194

Fax: (904) 781-0537

COPY
FOR YOUR FILES

ARTICLES OF INCORPORATION
OF
NORMANDY VILLAGE UTILITY CO-OP, INC.

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ARTICLE I.

The name of the corporation shall be Normandy Village Utility Co-Op, Inc.

The principal place of business of this corporation shall be 1828 Fouraker Road, Jacksonville, Florida 32221.

ARTICLE II.

The period of the duration of this corporation is perpetual, unless dissolved according to law.

ARTICLE III.

The purposes for which the corporation is organized are: To operate and maintain on a non-profit, cooperative basis the water and sewer utility assets serving the Normandy Village subdivision and certain adjacent neighborhoods located in Jacksonville, Florida.

ARTICLE IV.

The qualifications for members and the manner of their admission are as provided in the Corporate By-laws, as same may be adopted and amended from time to time.

ARTICLE V.

The Directors of this corporation shall be elected in accor-

dance with the procedures set forth in the Corporate By-laws, as same may be adopted and amended from time to time. The number constituting the initial Board of Directors of the corporation is eight (8), and the names and addresses of the persons who are to serve initially are:

<u>NAME</u>	<u>ADDRESSES</u>
Norman D. Study	4631 Magill Road Jacksonville, FL 32219
Leon C. Martin	7967 Limoges Drive South Jacksonville, FL 32210
Ralph L. Durbin	2143 Lavalley Drive Jacksonville, FL 32210
Billy J. Crenshaw	7811 Lemans Drive Jacksonville, FL 32210
Raymond F. Gmuca	8209 Bazaine Drive Jacksonville, FL 32210
Dorothy E. Letien	8091 Lourdes Drive South Jacksonville, FL 32210
Robert L. Huffman	8146 Bergerac Drive Jacksonville, FL 32210
Robert E. Leverock	2042 Monteau Drive Jacksonville, FL 32210

ARTICLE VI.

This corporation is organized under a non-stock basis.

ARTICLE VII.

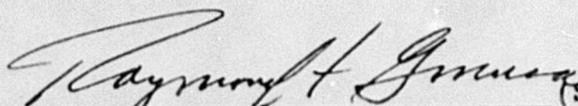
In the event of dissolution, the residual assets of the corporation will be turned over to one or more corporations or organizations which themselves are tax-exempt as corporations or organizations described in Section 501 of the Internal Revenue Code of 1986 or corresponding sections of any prior or future

law, or to the Federal, State, or Local Government exclusively for public purposes.

ARTICLE VIII.

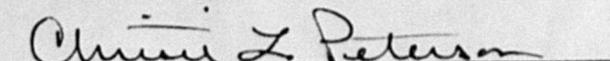
The name and address of the incorporator is Raymond F. Gmuca, 1828 Fouraker Road, Jacksonville, Florida 32221.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of September, 1996.


Raymond F. Gmuca, Incorporator (SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

THE FOREGOING instrument was acknowledged and sworn to before me this 6th day of September, 1996, by RAYMOND F. GMUCA, as incorporator of Normandy Village Utility Co-Op, Inc..


Christi L. Peterson
Notary Public, State of Florida
at Large
My commission expires:

(SEAL)



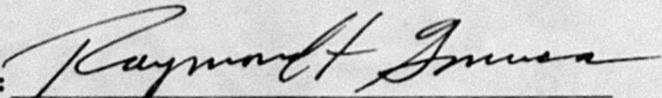
CHRISTI L. PETERSON
MY COMMISSION # CC346875 EXPIRES
February 19, 1998
BONDED THRU TROY FAIR INSURANCE, INC

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

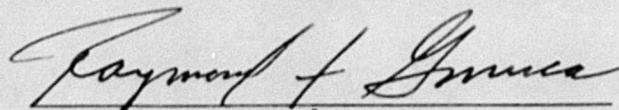
1. The name of the corporation is Normandy Village Utility Co-Op, Inc.
2. The name and address of the registered agent and office is: Raymond F. Gmuca, 1828 Fouraker Road, Jacksonville, Florida 32221.

NORMANDY VILLAGE UTILITY CO-OP, INC.

By: 
Raymond F. Gmuca, President

Date: September 6, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Raymond F. Gmuca

Date: September 6, 1996

NORMANDY VILLAGE UTILITY CO-OP, INC.

BY-LAWS

ARTICLE I.

PURPOSES

The purposes for which the corporation is organized are: To operate and maintain on a non-profit, cooperative basis the water and sewer utility assets serving the Normandy Village subdivision and certain adjacent neighborhoods located in Jacksonville, Florida.

ARTICLE II.

MEMBERSHIP

SECTION 1. Each customer of the corporation shall automatically become a member. Upon ceasing to be a customer of the corporation, each former customer shall thereupon automatically cease being a member thereof.

SECTION 2. The Board of Directors may revise or amend the requirements for membership. However, such revision or amendment shall not apply retroactively and also shall not be inconsistent with Article I hereof.

ARTICLE III.

MEMBERSHIP MEETINGS

SECTION 1. The annual meeting of the general membership shall be held on the second Tuesday of March of each year, at the hour of 8:00 p.m. for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. Special meetings of the general membership may be called by the President, the Board of Directors, or at the written request of at least ten percent (10%) of the membership. The corporate Secretary will provide appropriate advance notice of all meetings of the general membership.

SECTION 2. The rules contained in Robert's Rules of Order Newly Revised shall govern the conduct of all meetings of the corporation to include meetings of the Board of Directors. There shall be no quorum requirement for a meeting of the general membership.

SECTION 3. Members may attend and vote at all regular or special membership meetings, either in person or by proxy.

ARTICLE IV.
BOARD OF DIRECTORS

The property and business of this corporation shall be managed by its Board of Directors, eight (8) in number, and shall be qualified to be elected or appointed by being a member of the corporation. Each annual meeting of members of the corporation shall elect the necessary number of Directors to fill the positions of those Directors whose terms of office expire as of the date of the said annual meeting. Directors so elected shall have their length of terms in office so arranged as to elect two (2) new members each year. In the event no successor shall have been selected and qualified to succeed any Director upon the expiration of his term of office, he shall continue in office until a successor is elected and qualified. The powers and duties of the Board of Directors may be delegated by them to some officer or agent of the corporation.

In addition to the powers and authority by these By-Laws expressly conferred upon them, the Board may exercise all such powers of the corporation and do all such lawful acts and things as are not by the statute or by the Certificate of Incorporation, or by these by-laws directed or required to be exercised or done by the members.

Regular meetings of the Board may be held without notice, at such time and place as shall from time to time be determined by the Board. Special meetings of the Board may be called by the President on one day's notice either personally or by mail or facsimile.

At all meetings of the Board, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business.

Vacancies in the Board of Directors by reason of death, resignation, retirement or otherwise, may be filled by a majority vote of the remaining directors.

ARTICLE V.
OFFICERS

The officers of the corporation shall be chosen by the Directors, and shall consist of a President, Vice President, Secretary and Treasurer, and such assistant officers as the Board of Directors may from time to time elect. The Secretary and Treasurer may be the same person. The officers of the corporation shall be required to be members of the corporation, and may but need not be members of the Board of Directors. The salary of all officers and agents of the corporation shall be fixed by the Board of Directors or by such officer or officers as the Board of Directors shall designate.

The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer elected or appointed may be removed at any time without cause by a

majority of the Board of Directors.

PRESIDENT

The President shall be chief executive officer of the corporation, shall preside at all meetings of the members and directors, shall execute all instruments in the name of the corporation and inscribe the seal where necessary or required, shall execute the orders and resolutions of the corporation subject only to the power and authority conferred on him by the Board of Directors.

VICE PRESIDENT

The Vice President shall act in the place of the President when directed to do so by the President, or when the latter is absent.

SECRETARY

The Secretary shall attend the meetings of the members and the Board of Directors, and record the minutes of such proceedings in a book to be kept for that purpose, shall give notice of all meetings of members and of the Board, keep whatever other records the President shall direct, and perform such other duties as may from time to time be prescribed for this officer.

TREASURER

The Treasurer shall have the custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements, deposit all moneys in the name and to the credit of the corporation in designated depositories, disburse the funds of the corporation upon proper authority, and render full account of the financial affairs of the corporation at such times as is required by the Board of Directors or the President.

ARTICLE VI.

CORPORATE SEAL

A circular impression with the words "Normandy Village Utility Co-Op, Inc." is the official seal of the Corporation.

ARTICLE VII.

CHECKS

All checks or demands for money and notes and other obligations of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate by Resolution.

**ARTICLE VIII.
AMENDMENTS**

Any modifications to the By-Laws shall be proposed by a majority of the Board of Directors and submitted for approval by the affirmative vote of one-third (1/3) of the general membership at any annual or special meeting. The entire text of any such proposed modification must be included in the notice of the meeting provided to the members.

**ARTICLE IX
RESCISSION AND ADOPTING**

All prior By-Laws of the corporation are hereby rescinded. This shall in no way affect the legality or propriety of any action taken under former provisions. The By-Laws contained herein were adopted and approved by the Board of Directors at an organizational meeting thereof held in Jacksonville, Florida, on February 10, 1997.

**ARTICLE X.
NOTICES**

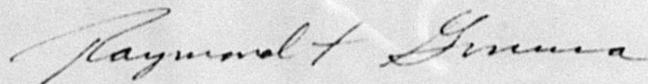
Whenever under the provisions of these By-Laws notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the post office or letter box, in a post-paid sealed wrapper, addressed to such member, officer or director at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Any member, director, or officer may waive any notice required to be given under these By-Laws.

**ARTICLE XI.
REBATES TO CUSTOMERS**

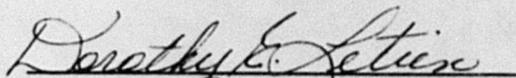
Any amount of the gross receipts realized by the corporation on the sale of its sewer and water services to its customers which are not in the opinion of the Board of Directors required in the conduct and/or expansion of the business of the corporation, shall each year be returned to the customers of the corporation as rebates or refunds in the proportion that the gross amount of business furnished by any such customer bears to the gross amount of business done by the company with its customers. The decision of the Board of Directors as to the percentage and/or amount to be refunded or rebated to each such customer shall be conclusive; provided,

however, that such decision shall be subject to change by majority vote of the members upon a showing of bad faith on the part of the Board of Directors.

Handwritten signature of Raymond F. Gnuca in cursive script.

Raymond F. Gnuca, President

ATTEST:

Handwritten signature of Dorothy E. Letien in cursive script.

Dorothy E. Letien, Secretary