

NO7041

Division of Corporations

Page 1 of 2

6/22/11

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BONITA BAY COMMUNITY ASSOCIATION, INC.**

Certificate of Status	0
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Amended
Revised Art.
06/23/11
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FAX AUDIT #: H11000165033 3

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
BONITA BAY COMMUNITY ASSOCIATION, INC.
(A Corporation Not for Profit)**

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

The name of the corporation is: **BONITA BAY COMMUNITY ASSOCIATION, INC.**, hereinafter referred to as the "ASSOCIATION."

ARTICLE II

PURPOSES

The purposes of the ASSOCIATION are:

1. To provide for maintenance, preservation, control and operation of property within the community development of **BONITA BAY**, located near the city of Bonita Springs in Lee County, Florida, and such other property as may be added thereto;
2. To enhance the civic, social and recreational interests of its Members; and
3. To otherwise promote the health, safety, and welfare of its Members and their property within **BONITA BAY**.

ARTICLE III

POWERS

1. **General Powers.** The ASSOCIATION shall have all the powers of a corporation not for profit which are not prohibited by law or in conflict with the provision of these Articles or the Declaration of Covenants and Restrictions for **BONITA BAY**.
2. **Necessary Powers.** The ASSOCIATION shall have all of the powers reasonably necessary to implement its purposes, including, but not limited to, the following:
 - A. To exercise all the powers and privileges and to perform all of the duties and obligations of the ASSOCIATION as set forth in that certain Amended and Restated Declaration

FAX AUDIT #: H11000165033 3

of General Protective Covenants and Restrictions for Bonita Bay, as may be amended from time to time recorded in Official Records Book 4525, Page 4562 of the Public Records of Lee County, Florida (the "Declaration"). All terms used herein which are defined in the Declaration shall have the meaning herein as therein;

B. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate or otherwise deal with the property and Improvements of every nature or kind constituting the ASSOCIATION Common Area;

C. To fix, establish, levy and collect Assessments against Members' property and operate, without pecuniary profit, for the benefit of its Members in accordance with the Declaration;

D. To make, amend or rescind Bylaws for the ASSOCIATION; provided that at no time shall the Bylaws conflict with these Articles or the Declaration; and

E. To pay all taxes and other Assessments which are liens against the ASSOCIATION.

ARTICLE IV

PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME

The ASSOCIATION shall never have nor issue any shares of stock, nor shall the ASSOCIATION distribute any part of its income, if any, to its Members, Directors or Officers. All monies and title to all properties acquired by the ASSOCIATION and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provision of these Articles and with the Bylaws of the ASSOCIATION. Nothing herein, however, shall be construed to prohibit the ASSOCIATION from conferring benefits upon its Members or from making any payments or distributions to Members of monies or properties permitted by Section 617.011, Florida Statutes, or a statute of similar import. The ASSOCIATION may, however, reimburse its Directors, Officers and Members for expense authorized and approved by the Board of Directors and incurred for and on behalf of the ASSOCIATION and may pay compensation in a reasonable amount to its Directors, Officers and Members for actual services rendered to the ASSOCIATION as authorized and approved by the Board of Directors.

ARTICLE V

MEMBERSHIP

The Members of the ASSOCIATION shall be Bonita Bay Properties, Inc., a Florida corporation, or the person or entity who is assigned the rights of Bonita Bay Properties, Inc., as DECLARANT under the Declaration, and each Person or entity who is a record OWNER of a fee simple title to a Unit which has been assigned Property Units and which is subject to assessment by the ASSOCIATION as shall be provided, and as those terms shall be defined, in

FAX AUDIT #: H11000165033 3

the Bylaws or Declaration. Membership shall be appurtenant to and may not be separated from ownership of a Plot which is subject to assessment by the ASSOCIATION.

ARTICLE VI

VOTING RIGHTS

The COMMUNITY shall have two classes of voting memberships:

1. Class A. The Class A Members shall be all Members as provided in Article V with the exception of Bonita Bay Properties, Inc., for so long as it is a Class B Member. One vote may be cast for each Property Unit assigned to a Plat which is not owned by Bonita Bay Properties, Inc.

2. Class B. The Class B Member shall be Bonita Bay Properties, Inc., or the person or entity who is assigned the rights of Bonita Bay Properties, Inc., as DECLARANT under the Declaration. The Class B Member may cast three votes for each Property Unit assigned to the Plots that it owns. The Class B membership shall cease and be converted to Class A membership at such time and under such circumstances as shall be provided in the Declaration.

ARTICLE VII

ADDITIONS OF PROPERTIES AND MEMBERSHIP

Bonita Bay Properties, Inc., or a parent, subsidiary, or affiliate of Bonita Bay Properties, Inc., may, so long as it owns any of the property in BONITA BAY described in Section 4.1 of the Declaration and in accordance with Article III of the Declaration, add any of the property described in said Section 4.1 to BONITA BAY and increase the number of Members.

ARTICLE VIII

REGISTERED AGENT AND OFFICE

The name of the registered agent of the corporation at its registered office, and the street address of its registered office, is as follows:

NAME

GARY DUMAS

ADDRESS

9990 Coconut Road, Suite # 200
Bonita Springs, Florida 34135

FAX AUDIT #: H11000165033 3

ARTICLE IX

BOARD OF DIRECTORS

The Board of Directors shall consist of three Directors appointed by Bonita Bay Properties, Inc. The names and addresses of the directors are:

1. Gary Dumas
9990 Coconut Road, Suite # 200
Bonita Spring, Florida 34135
2. Vincent Barraco
9990 Coconut Road, Suite # 200
Bonita Spring, Florida 34135
3. John Greeley
9990 Coconut Road, Suite # 200
Bonita Spring, Florida 34135

The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than three.

In conjunction with each annual meeting of the ASSOCIATION following the transition from the DECLARANT to OWNERS, the Members of the Association shall elect Directors for terms as set forth in the Bylaws. Directors shall be Members of the ASSOCIATION or the spouse of a Member.

ARTICLE X

OFFICERS

The Officers of the ASSOCIATION shall be a President, Vice President, Secretary, and Treasurer. The President and Secretary shall be elected from among the members of the Board; other officers may, but need not be members of the Board. The Board may create such other offices, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it may deem desirable, such offices to have such authority and perform such duties as the Board prescribes. Any two or more offices may be held by the same person, except the offices of President and Secretary. The term of each office shall be one year or until their successors are elected or appointed as provided in the Bylaws.

FAX AUDIT #: H11000165033 3

ARTICLE XI

BYLAWS

The original Bylaws of the ASSOCIATION shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided for in the Bylaws.

ARTICLE XII

DISSOLUTION

The ASSOCIATION may be dissolved if not less than three-fourths of the members of the Board of Directors adopt a resolution to that effect and not less than three-fourths of the total Voting Interests of the ASSOCIATION, and a decree is issued in accordance with Section 617.05, Florida Statutes.

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors or as provided in the Bylaws, subject to the following restrictions:

In accordance with Section 617-1007(3)(a), it is hereby certified that the Board of Directors adopted the Amended and Restated Articles of Incorporation on June 22, 2011, and the number of votes cast by the Directors for the amendments to the Articles of Incorporation appear in the Amended and Restated Articles of Incorporation were sufficient for approval.

BONITA BAY COMMUNITY ASSOCIATION, INC.

Dated: 6/22/11


Gary Dennis, President

FAX AUDIT #: H11000165033 3

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept the appointment, understand my duties 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.



Gary Dumas
Registered Agent

FAX AUDIT #: H11000165033 3

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BONITA BAY COMMUNITY ASSOCIATION, INC.**

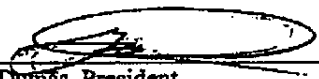
Pursuant to the provisions of Section 617-1007, Florida Statutes, this Florida not-for-profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The Articles of Incorporation were filed on January 10, 1985, and the corporation was assigned Charter number N07041.

SECOND: The Articles of Incorporation are hereby amended by deleting them in their entirety and replacing them with the Amended and Restated Articles of Incorporation attached hereto.

THIRD: The foregoing amendment was adopted by the unanimous consent of the Board of Directors on the 22nd day of June, 2011, and does not require Members' approval.

The undersigned President of this Corporation has executed these Articles of Amendment on the 22nd day of June, 2011.



Gary Dumas, President

FAX AUDIT #: H11000165033 3