

Division of Corporations

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INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

BOCA GRANDE ISLES PROPERTY OWNERS ASSOCIATION, INC.

The original Articles of Incorporation (the "Articles") of Boca Grande Isles Property Owners Association, Inc. (the "Association") were filed with the Office of the Secretary of State on September 16, 1974, and were assigned document number 730686.

Pursuant to the provisions of Section 617.1007 of the Florida Corporation Not for Profit Act, and Section 9.2(a) of the original Articles of Incorporation, the undersigned, being the President of the Association, pursuant to a resolution duly adopted by its Members, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE 1. NAME

The name of the corporation is BOCA GRANDE ISLES PROPERTY OWNERS ASSOCIATION, INC. Its principal office and mailing address is at c/o Juffe & Flischel, CPAs, 900 E. Pine Street, Suite 126, Englewood, Florida 34223, or at such other places as may be designated, from time to time, by the Board of Directors.

ARTICLE 2. NOT-FOR-PROFIT CORPORATION

The Association is a not-for-profit corporation.

ARTICLE 3. DURATION

The Association was incorporated on September 16, 1974, and shall have perpetual existence thereafter.

ARTICLE 4. PURPOSE

The purpose of the Association is to provide an entity pursuant to the Declaration of Restrictions for the Boca Grande Isles Subdivision, as such Declaration of Restrictions may be amended from time to time (the "Restrictions"), which Restrictions are recorded in the Public Records of Lee County, Florida, to operate and maintain the "Common Area" as defined in the Restrictions and to further the interests of the Members, including without limitation, the architectural control of the property subject to the Restrictions, and to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in the Restrictions, including the establishment and enforcement of payment of Assessments and fines contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their Lots. Unless otherwise defined in these Articles, all terms used herein which are defined in the Restrictions shall have the same meaning herein as therein.

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ARTICLE 5. POWERS

The powers of the Association shall include and be governed by the following provisions:

5.1. **Common Law and Statutory Powers.** The Association shall have all of the common law and statutory powers granted to it as a homeowners' association and corporation not-for-profit under Florida law, as the same may be amended or supplemented, together with those powers conferred by the Restrictions, these Articles and any and all lawful Bylaws of the Association.

5.2. **Necessary Powers.** The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

5.2.1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Restrictions.

5.2.2. The power to fix, levy and collect Assessments against the Lots, as provided for in the Restrictions.

5.2.3. The power to contract for services necessary to operate, maintain, repair, replace, and improve the Common Areas and related common infrastructure, along with all requisite power and authority needed to operate, maintain, repair, replace, and improve the Common Areas and related common infrastructure in accordance with the Restrictions.

5.2.4. The power to expend monies collected for the purpose of paying the expenses of the Association.

5.2.5. The power to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or dedicate for public use or otherwise dispose of real or personal property, and to grant easements over, under and through any real property owned by the Association, all in connection with the affairs of the Association.

5.2.6. The power to manage, control, operate, maintain, repair and improve the Association Property.

5.2.7. The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation and management of the Association Property.

5.2.8. The power to insure and keep insured the Association Property as provided in the Restrictions.

5.2.9. The power to employ the personnel required for the operation and management of the Association Property.

5.2.10. The power to pay utility bills for utilities serving the Association Property.

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5.2.11. The power to pay all taxes and assessments which are liens against the Association Property.

5.2.12. *The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.*

5.2.13. The power to control and regulate the use of the Association Property.

5.2.14. The power to make reasonable guidelines, rules and regulations and to amend the same from time to time, with respect to the use of the Common Areas and the property subject to the Restrictions.

5.2.15. *The power to enforce by any legal means the provisions of these Articles, the Bylaws, the Restrictions and the rules and regulations promulgated by the Association from time to time.*

5.2.16. The power to borrow money; to mortgage, pledge, encumber or hypothecate any or all of the Association Property as security for money borrowed or debts incurred; and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the Bylaws.

5.2.17. The power to enter into a contract with any person, firm, corporation or management agent of any nature or kind to provide for the maintenance, operation, repair and upkeep of the Association Property.

5.2.18. The power to appoint committees as the Board of Directors may deem appropriate.

5.2.19. The power to collect delinquent Assessments, charges, and fines levied pursuant to the Restrictions or Florida Statutes by suit or any lawful means, to abate nuisances and to fine, enjoin or seek damages from Members for violation of the provisions of the Restrictions, these Articles of Incorporation, the Bylaws or the rules and regulations.

5.2.20. The power to bring suit and to litigate on behalf of the Association and the Members, subject to the terms of the Restrictions, and the power to be sued and to defend the Association in court.

5.2.21. The power to adopt, alter and amend or repeal the Bylaws of the Association as may be desirable or necessary for the proper management of the Association.

5.2.22. The power to provide any and all supplemental municipal services as may be necessary or proper.

5.2.23. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

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5.3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Members in accordance with the provisions of the Restrictions. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association. Nothing herein shall prohibit the Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Association.

5.4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Restrictions.

ARTICLE 6. QUALIFICATIONS OF MEMBERSHIP

Every owner of a platted lot known as Lots 1 through 59 and Lots 61 through 123 ("Lot"), within the subdivision plat of Boca Grande Isles, as recorded Plat Book 29, Pages 4-6, inclusive, of the Public Records of Lee County, Florida (the "Plat") shall be a Member of the Association. The Association shall never have or issue shares of stock, nor will it ever have or provide for non voting membership.

ARTICLE 7. VOTING RIGHTS

The right to vote on Association matters shall be exercised by the Members as provided in the Restrictions and Bylaws.

ARTICLE 8. LIABILITY FOR DEBTS

Neither the Members nor the officers or directors of the Association shall be personally liable for the debts of the Association, except where officers or directors of the Association are finally adjudged in an action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct.

ARTICLE 9. BOARD OF DIRECTORS

9.1. The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association, as are more fully set forth in the Restrictions and the Bylaws of the Association. The number of the members of the Board of Directors shall never be less than three (3) nor more than seven (7) and may be increased or decreased from time to time as provided in the Bylaws.

9.2. The method of election and terms of office, removal and filling of vacancies shall be as set forth in the Bylaws of the Association.

ARTICLE 10. BYLAWS

The Bylaws of the Association may be adopted, amended, altered or rescinded as provided therein and in conformity with the provisions and requirements of the Florida Not for Profit Corporation Act, as amended from time to time; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Restrictions.

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ARTICLE 11. CONSTRUCTION

These Articles of Incorporation and the Bylaws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Restrictions. In the event of any conflict between the terms of the Restrictions, these Articles of Incorporation or the Bylaws, the following order of priority shall apply: the Restrictions, the Articles of Incorporation and the Bylaws.

ARTICLE 12. SUBSCRIBER

The name and address of the person signing these Amended and Restated Articles of Incorporation is as follows:

John Jackobnice
1607 Treasure Lane
Boca Grande, Florida 33921

ARTICLE 13. INDEMNIFICATION

Each Director, officer, and committee member of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his having been a Director, officer, or committee member of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself) made with a view to curtailment of costs of litigation. The Association shall not, however, indemnify such Director, officer, or committee member with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty as such Director, officer, or committee member, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of settlement shall substantially exceed the expense which might reasonably be incurred by such Director, officer, or committee member in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this Association to indemnify any such Director, officer, or committee member against any liability of the Association to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right to indemnification shall be in addition to any other rights to which any such Director, officer, or committee member may be entitled as a matter of law or otherwise.

ARTICLE 14. OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws.

ARTICLE 15. AMENDMENT

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Amendments to these Articles of Incorporation shall require the affirmative vote of Voting Members present in person or by proxy and casting at least two-third (2/3) of the votes cast at a duly called meeting of the Members held in accordance with the Bylaws. Any notice for a meeting to consider an amendment to these Articles of Incorporation shall contain a full statement of the proposed amendment.

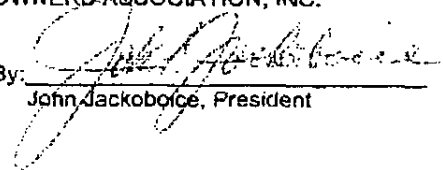
ARTICLE 16. REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Alejandra M. Juffe, and the street address of the registered office of the Association is 900 E. Pine Street, Suite 126, Englewood, FL 34223.

In accordance with Section 617.1006, Florida Statutes, it is hereby certified that the Members of the Association adopted the Amended and Restated Articles of Incorporation at a meeting duly noticed and held on March 12, 2015, and the number of votes cast by the Members for the amendments to the Articles of Incorporation appearing in the Amended and Restated Articles of Incorporation were sufficient for approval.

BOCA GRANDE ISLES PROPERTY
OWNERS ASSOCIATION, INC.

Dated: March 12, 2015

By: 
John Jackoboice, President