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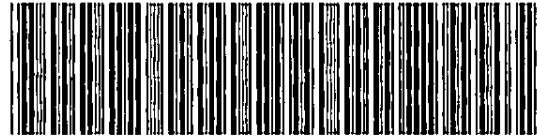
(Business Entity Name)

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GOEDE / ADAMCZYK / DEBOEST / CROSS

ATTORNEYS AND PROFESSIONAL COUNSEL

INFO@GADCLAW.COM / WWW.GADCLAW.COM

May 8, 2020

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation for:
Bella Vida at Entrada Homeowners' Association, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Amended and Restated Articles of Incorporation of Bella Vida at Entrada Homeowners' Association, Inc, along with a check for \$43.75 to cover the filing fee, and fee to obtain a certified copy. Please return the certified copy to our office in the envelope provided.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,
GOEDE, ADAMCZYK, DEBOEST
& CROSS, PLLC

Jean M. Morningstar
Paralegal to Attorney
Richard D. DeBoest

/jmm

Enclosures as stated

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
BELLA VIDA AT ENTRADA HOMEOWNERS' ASSOCIATION, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amended and Rested Articles adopted:

See attached Exhibit "A" for full text.

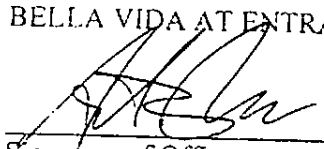
SECOND: The date of adoption of the amended and restated Articles was January 30, 2020.

THIRD: Adoption of amended and restated Articles (Check one):

☒ The amended and restated Articles were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

BELLA VIDA AT ENTRADA HOMEOWNERS' ASSOCIATION, INC.


Signature of Officer

Andrew F. Pizarra
Print Name of Officer

President

Title of Officer

2/12/2020
Date

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

Bella Vida at Entrada Homeowners' Association, Inc., a not-for-profit Florida corporation

In order to form a corporation not-for-profit under and in accordance with the provisions of Chapter 617.001, of the Florida Statutes, the undersigned, acting as incorporator, hereby adopts the following Articles of Incorporation for the purposes and with the powers hereinafter mentioned, hereby certifies and sets forth the following:

First: The name of the Corporation is **Bella Vida at Entrada Homeowners' Association, Inc.**

Second: The Corporation is incorporated as a corporation not-for-profit under the provisions of Chapter 617 Florida Statutes, "Florida Not For Profit Act", and will be referred to hereafter as the "Corporation".

Third: The principal office and post office address of the Corporation shall be located at the location registered with the Florida Department of State Division of Corporations from time to time. The address of the Registered Office of the Corporation is the same as that of the principal office.

Fourth: The purposes for which this Corporation is formed do not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the residence Lots and of the Common Area on the Property more particularly described in Exhibits "B and C" to the Declaration of Covenants, Conditions and Restrictions of Bella Vida at Entrada (the "Declaration") and such other purposes as are provided for in the Declaration. This Corporation shall have the following powers:

- A. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration of Covenants, Conditions and Restrictions of Bella Vida at Entrada, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Lee County, Florida, as the same may be amended from time to time as therein provided; said Declaration is by reference incorporated herein as is set forth at length;
- B. To fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the



Corporation, including licenses, taxes or government charges levied or imposed against the property of the Corporation;

- C. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;
- D. To borrow money, to mortgage, pledge, encumber, or hypothecate any or all of the Corporation's real or personal property as security for money borrowed or debts incurred; and
- E. To have and to exercise any and all powers, rights and privileges which a corporation, organized under the corporation not-for-profit law of the State of Florida, may by law now or hereafter have or exercise.

Fifth: Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject by the Declaration to assessment by the Corporation, including contract sellers, shall be a Member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No Owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Corporation. Ownership of such Lot shall be the sole qualification for membership.

Sixth: The Corporation shall have one class of voting membership:

Class A. Class A Members shall be all those Owners as defined in Article Fifth. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article Fifth. When more than one person hold such interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Seventh: The term for which this Corporation is to exist is perpetual.

Eighth: The affairs of the Corporation are to be managed by the following officers:

President
Vice President
Secretary
Treasurer

Ninth: Reserved

Tenth: This Corporation shall be governed by a Board of Directors consisting of five (5) persons.

Directors of the Corporation shall be elected at the annual meeting of the Members of the Corporation, which annual meeting will be held pursuant to the provisions of the By-Laws. Vacancies in the Board of Directors shall be filled by the remaining Directors at a special meeting called for that purpose and a Director so elected shall serve the remainder of the unexpired term.

Eleventh: The Board of Directors shall have all the powers and duties referred to in the Declaration and in the laws of the State of Florida respecting corporations not-for-profit. The powers of the Board of Directors shall include, but shall not be limited to the following: (a) to elect the Officers of the Corporation, (b) to administer the affairs of the Corporation, (c) to engage the services of a manager or managing agent for the Property and to fix the terms of such management agreement and the compensation and the authority of the manager or managing agent, (d) to promulgate such rules and regulations concerning the operation and use of the Property, as may be consistent with the Declaration and to amend the same from time to time, (e) to provide for the maintenance and repair of the property owned by the Corporation, and (f) to estimate and adopt an annual operating budget and to provide for the assessment and collection from the Lot Owners of their respective shares or all estimated expenses.

Twelfth: The initial By-Laws of this Corporation are those adopted by the Board of Directors and entered in the Minute Book of the Corporation. Such By-Laws may be altered, amended, added to or repealed by the Members of the Corporation in the manner provided for in said initial By-Laws and in conformity with the provisions and requirements of the Florida Not For Profit Act, as amended from time to time.

Thirteenth: These Articles of Incorporation may be altered, amended, changed, added to, or repealed, in the manner or hereafter prescribed by statute or herein or by the By-Laws of this Corporation as they exist from time to time, at any duly called meeting of the Members of this Corporation provided that (a) the notice of the meeting is given in the manner provided in the By-Laws, and it contains a full statement of the proposed alteration, amendment, change, addition, or repeal, and (b) there is an affirmative vote of fifty-one percent (51%) of the Members voting in person or by proxy of said proposed alteration, amendment, change, addition, or repeal.

Fourteenth: This Corporation shall never have or issue shares of stock nor will it ever have or provide for non-voting membership.

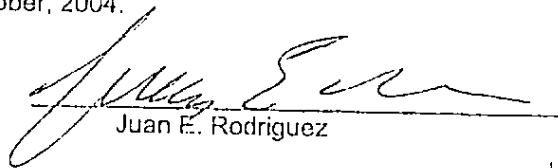
Fifteenth: The Corporation shall have all the powers set forth and described in the Florida Statutes regulating corporations not-for-profit, as amended from time to time, which are currently set forth in Chapter 617.0302 of the Florida Statutes, together with those powers conferred by the Declaration, these Articles and any and all lawful By-Laws of the Corporation.

Sixteenth : Each Director and officer of this Corporation shall be indemnified by the Corporation 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 or officer of this Corporation, such expense to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify such Director or officer 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 or officer, 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 or officer in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this Corporation to indemnify any such Director or officer against any liability of the Corporation 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 or officer may be entitled as a matter of law or otherwise.

Acceptance of Service As Registered Agent

The undersigned, Juan E. Rodriguez, having been named as registered agent to accept service of process for **Bella Vida at Entrada Homeowners' Association, Inc.**, a not-for-profit Florida corporation, at the registered office designated in the Articles of Incorporation of said Corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.023 Florida Statutes, and will comply with the provisions of all statutes of Florida relative to the performance of his duties as registered agent.

Dated this 22nd day of October, 2004.



Juan E. Rodriguez

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