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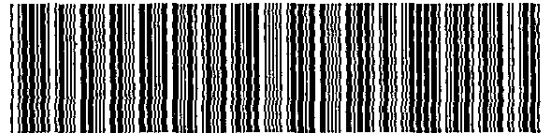
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06 MAR 31 PM 4:33

B. McKnight APR 03 2006

Holly A. Harmon, Chartered

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Naples, Florida 34110

Holly A. Harmon, Attorney at Law
Board Certified Real Estate Attorney

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March 28, 2006

VIA FEDEX OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee FL 32399

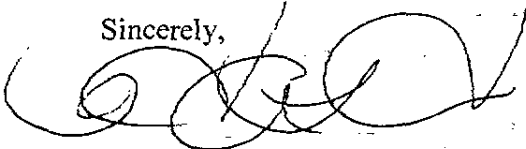
RE: Filing Articles of Incorporation – Not for Profit Corporation/Condominium Association
The Residences at Bonita Village II Condominium Association, Inc.

Dear Division of Corporations:

Enclosed is the original and one (1) conforming copy of the executed Articles of Incorporation for the referenced proposed not for profit corporation, together with Holly A. Harmon Operating Account Check No. 1011 payable to Florida Department of State in the amount of \$125.00 for associated filing fees.

At your earliest convenience, please file the enclosed articles, and return the file stamped copy of same to the undersigned at the address shown above. Thank you in advance for your cooperation and assistance.

Sincerely,



Holly A. Harmon, Attorney at Law

HAH/
Enclosures as Stated

ARTICLES OF INCORPORATION
OF
THE RESIDENCES AT BONITA VILLAGE II CONDOMINIUM ASSOCIATION, INC.

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 617.0202, Florida Statutes (the Florida Not for Profit Corporations Act), the Articles of Incorporation of The Residences at Bonita Village II Condominium Association, Inc., a Florida not for profit corporation, are hereby set forth by the incorporator, Richard L. Armalavage, 2240 Venetian Court, Naples FL 34109, as follows:

ARTICLE I

NAME AND ADDRESS: The name of the corporation is "The Residences at Bonita Village II Condominium Association, Inc." (the "Association") The address of the corporation is 2240 Venetian Court, Naples, FL 34109.

ARTICLE II

PURPOSE AND POWERS: The Association is organized and created pursuant to the provisions of Chapter 718, Florida Statutes (the Florida Condominium Act) and Chapter 617, Florida Statutes (the Florida Not for Profit Corporations Act), for the operation and management of The Residences at Bonita Village II, a condominium (the "Condominium"), which is located within the Bonita Village Community in Lee County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. The operation of the Association shall be governed by the provisions of these Articles and the By-Laws of the Association. The Association shall have all of the common law and statutory powers and duties of a corporation not for profit and set forth in the Declaration of Condominium of the Condominium, the By-Laws of the Association, and in Chapters 607 and 617, Florida Statutes, except as expressly limited or restricted by the provisions of the Florida Condominium Act, including without limitation, the following:

- (A) To contract, sue and be sued with respect to the exercise or non-exercise of its powers.
- (B) To make and collect assessments, and to lease, maintain, repair, replace the Common Elements or Association Property.
- (C) To maintain, manage and operate the Condominium Property.
- (D) To acquire title to property or otherwise hold, convey, lease and mortgage Association property for the use and benefit of the Members.
- (E) To convey a portion of the Common Elements to a condemning authority for the purpose of providing utility easements, right-of-way expansion or other public purposes, whether negotiated or as a result of eminent domain proceedings.
- (F) To purchase any land or recreation lease upon the approval of the voting interest provided

for in the Declaration.

- (G) To purchase units in the Condominium (including at a foreclosure sale resulting from the Association's foreclosure of its lien for unpaid assessments, or to take title by deed in lieu of foreclosure), and acquire and hold, lease, mortgage and convey units.
- (H) To grant, modify or move, without joinder of any Member, any easement, if the easement constitutes part of or crosses the Common Elements or Association property. The Association is not authorized to modify, move or vacate any easement created in whole or in part for the use or benefit of anyone other than the unit owners, or crossing the property of anyone other than the unit owners, without consent or approval of those other persons having the use or benefit of the easement, as required by law or by the instrument creating the easement.
- (I) To purchase adequate insurance to protect the Association, the Association property, and the Condominium property outside the Units, including the Common Elements.
- (J) To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements and the Association property, and the operation of the Association.
- (K) To approve or disapprove the transfer of ownership, leasing and occupancy of units, as and in the manner set forth in the Declaration of Condominium.
- (L) To enforce the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles, the By-Laws and any rules and regulations of the Association.
- (M) To contract for the management of the Association and the Condominium, and maintenance and management of the Condominium property, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the law or by the Condominium Documents to be exercised by the Board of Directors or the Members.
- (N) To employ accountants, attorneys, architects, and other professionals to facilitate and foster proper operation of the Condominium and the Association.
- (O) To borrow money without limit as to amount if necessary to perform its other functions hereunder.
- (P) To participate in mergers or consolidations with other condominium(s), or their associations.
- (Q) Enter into agreements, to acquire leaseholds, memberships and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas and other recreational facilities, whether or not the lands or facilities are contiguous to the Condominium Property, if they are intended to provide enjoyment, recreation or other use

by or benefit to the Members.

The Association shall be bound by and shall comply with all governing provisions of Florida law, including without limitation, the Florida Condominium Act and the Florida Not for Profit Corporations Act. The Association is authorized hereunder to operate two or more condominiums (act as a multicondominium association) if not prohibited from doing so under governing law, and in that event shall be bound by and comply with all provisions relating to the existence and operation of multicondominiums.

ARTICLE III

MEMBERSHIP:

- (A) The owners of the Units shall be members of the Association, as further provided in the By-Laws.
- (B) *Membership in the Association may not be transferred, conveyed or assigned in any manner except as an appurtenance to a Unit in the Condominium.*
- (C) Each Member shall be entitled to 1 vote (voting interest) in Association matters, as described in the Declaration of Condominium and By-Laws. The manner of exercising the voting rights are set forth in the By-Laws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BY-LAWS. The By-Laws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS.

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of directors set forth in the By-Laws, but in no event fewer than 3. In the absence of a Bylaw provision to the contrary, the Board shall consist of 3 directors.
- (B) Directors of the Association shall be elected by the Members in the manner set forth in the By-Laws. Directors may be removed and recalled, and vacancies on the Board of Directors shall be filled, in the manner provided by the By-Laws.
- (C) The business of the Association shall be conducted by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members, and shall serve at the pleasure of the Board.

ARTICLE VII

AMENDMENTS. Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Prior to recordation of the Declaration of Condominium in the public records of the county where the Condominium is located, these Articles may be amended by an instrument in writing signed by the President or Vice President and the Secretary or an Assistant Secretary and filed with the Florida Department of State. The instrument amending these Articles shall identify the particular provisions being amended, shall recite the exact language of such amendment, and shall reflect the date of adoption of the amendment by the Board of Directors. A certified copy of each such amendment shall be attached to any certified copy of these Articles, and shall be an exhibit to the Declaration of Condominium upon recordation of same. Amendments shall comply in all respects with the provisions of Chapter 617, Florida Statutes.
- (B) After recordation of the Declaration of Condominium, these Articles may be amended in the following manner:
 - 1. Proposal. Amendments may be proposed by a majority of the directors of the Board, or by petition of Members owning 25% of the total voting interests. The proposal shall be made by written instrument, which shall be signed by the directors, or by the owners of the proposing voting interests, as applicable.
 - 2. Procedure. Upon receipt of a proposal by the directors or Members for amendment to these Articles, such proposed amendment or amendments shall be submitted to a vote of the Members at an annual or special meeting, but in no event later than the next annual meeting for which proper notice can be given.
 - 3. Vote Required. Except as otherwise required by governing law, these Articles may be amended upon approval by a majority of the total voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been properly given to the Members, and the notice contains the full text of the proposed amendment or amendments.
 - 4. Effective Date. An amendment shall become effective upon filing with the Florida Department of State and recordation of a certified copy of the amendment(s) in the public records of the county where the Condominium is located.

ARTICLE VIII

INITIAL REGISTERED AGENT.

The initial registered office of the Association shall be at:

2240 Venetian Court
Naples, Florida 34109

The initial registered agent at said address shall be:

Richard L. Armalavage

ARTICLE IX

INDEMNIFICATION:

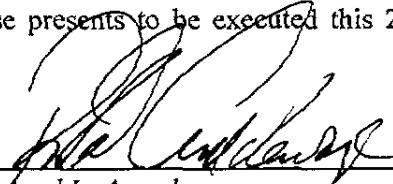
To the fullest extent permitted by Florida law, the Association shall indemnify and hold each and every director and officer of the Association harmless against expenses and liabilities, including attorneys fees, actually and reasonably incurred by, or imposed upon said director in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party by virtue of his current or former status as a director or officer of the Association. The foregoing indemnification and hold harmless shall not be available if it is established by judgment or other final adjudication that a director or officer's actions or inactions were material to the cause adjudicated, and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to obtain a judgment in its favor.
- (B) A violation of criminal law, unless the director or officer had no reasonable cause to believe his action was unlawful, or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply, unless the Board of Directors approves such settlement as being in the best interests of the Association. The foregoing rights of indemnification and hold harmless shall be in addition to, and not exclusive of, all other rights and entitlements to which a director or officer may be entitled.

The indemnification hereby afforded to directors and officers shall extend to any entity other than the Association held responsible or liable for the actions of such individuals in their capacity as directors or officers, including without limitation, Developer.


WHEREFORE the incorporator has caused these presents to be executed this 23rd day of February, 2006.


Richard L. Armalavage

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 23rd day of February, 2006, by Richard L. Armalavage, who (☒) is personally known to me or who (☐) has produced as identification.

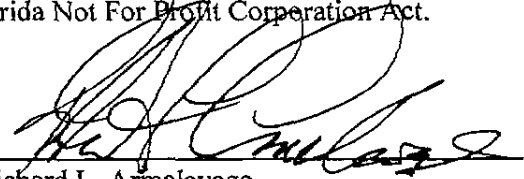
(Notary Seal)


Signature of Notary Public

Richard F. Pappalardo
My Commission DD275751
Printed Name of Notary Public Expires December 17 2007
Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for The Residences at Bonita Village II Condominium Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.


Richard L. Armalavage

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