

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FRIENDS OF THE BONITA NATURE PLACE, INC.**

Certificate of Status	0
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850-617-6381

5/3/2010 3:27:58 PM PAGE 1/001 Fax Server

May 4, 2010

To: Ms. Karen Gibson
Fm: Daphne Poh

Dear Ms. Gibson,

Per our phone conversation ~~to~~
yesterday.

Thanks so much.

Daphne



May 3, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations
FRIENDS OF THE BONITA NATURE PLACE, INC.
27601 KENT RD
BONITA SPRINGS, FL 34135US

SUBJECT: FRIENDS OF THE BONITA NATURE PLACE, INC.
REF: N09000009944

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

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FAX AUDIT NO.: H10000053902 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRIENDS OF THE BONITA NATURE PLACE, INC.**

Document Number: N09D00009944

Pursuant to the provisions of Section 617.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE 1
NAME AND ADDRESS**

The name of this corporation shall be FRIENDS OF THE BONITA NATURE PLACE, INC. The principal business address of the corporation is 27601 Kent Road, Bonita Springs, Florida 34135.

**ARTICLE 2
PURPOSES**

The general nature of the objects and purposes of this corporation shall be:

1. To provide a quality nature center to promote conservation and environmental stewardship through education.
2. To do any and all things necessary and appropriate in connection with the foregoing purpose and incidental thereto.
3. The corporation's purposes are hereby limited in such a manner as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or under any corresponding provision of any subsequent federal tax laws, covering the distribution to organizations qualified as tax-exempt organizations under the Code.

**ARTICLE 3
QUALIFICATIONS OF MEMBERS**

The membership of this corporation shall consist of all persons hereinafter named as Directors while they serve as Directors and such other persons as, from time to time hereafter, may become members in the manner provided in the Bylaws.

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ARTICLE 4
TERM OF EXISTENCE

This corporation was incorporated on October 13, 2009 and shall exist perpetually thereafter.

ARTICLE 5
BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than three (3).

2. The Board of Directors shall be members of the corporation.

3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

4. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
STEPHEN J. TRUDNAK	27601 Kent Road Bonita Springs, Florida 34135
DALLAS REVORD	27601 Kent Road Bonita Springs, Florida 34135
KATHY MCGRATH	27601 Kent Road Bonita Springs, Florida 34135
DENNIS J. BERENS	27601 Kent Road Bonita Springs, Florida 34135
ALEXANDER GRANTT	27601 Kent Road Bonita Springs, Florida 34135
CULLUM HASTY	27601 Kent Road Bonita Springs, Florida 34135
ANDRES BRAVO	27601 Kent Road Bonita Springs, Florida 34135

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ARTICLE 6
BYLAWS

The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Amendments to the Bylaws shall be made in accordance with the terms of the Bylaws.

ARTICLE 7
AMENDMENTS

These Amended and Restated Articles of Incorporation may be amended by a majority of the Board of Directors at a duly called meeting.

ARTICLE 8
DISSOLUTION OF CORPORATION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation. In the event of dissolution of this corporation, none of the assets shall be distributed to any Director or officer of the corporation; instead, the Board of Directors, after paying or making provision for the payment of all liabilities of this corporation, shall arrange for all remaining assets to be disposed of by the Director to such organization or organizations, as said Director shall determine, which are organized and operated exclusively for such purposes and qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Code, all in accordance with the laws governing dissolution of not for profit organizations and organizations exempt from federal income tax under section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law. Provided, however, if the Director are unable to make a determination as to the recipients of the assets, the Director may arrange for such assets to be disposed of by a Court of Competent Jurisdiction in Lee County, Florida, to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes and qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Code.

ARTICLE 9
DESIGNATION OF REGISTERED AGENT

The initial resident agent of this corporation for the purpose of accepting service of process within this State shall be THOMAS E. MARTIN, whose address is 26973 Villanova Court, Bonita Springs, Florida 34125, County of Lee, State of Florida.

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ARTICLE 10
MISCELLANEOUS

1. No part of the net earnings or assets of the corporation shall inure to the benefit of any individual, member, director, or officer, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE 2 hereof.

2. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed in accordance with ARTICLE 8 hereof.

4. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or under any corresponding provision of any subsequent federal tax laws.

5. The corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of its business, provided the same are not inconsistent with these Amended and Restated Articles of Incorporation, nor contrary to the laws of the state of Florida or of the United States.

In accordance with Section 607-1007(3)(b), it is hereby certified that the Board of Directors adopted the Amended and Restated Articles of Incorporation on April 20, 2010, 2010, 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. There are no members entitled to vote.

Dated: 4/20/2010


STEPHEN J. TRUDNAK, President

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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.

Date Signed:

4/27/2010
THOMAS E. MARTIN
Registered Agent

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