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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

American House - Bonita Springs Property

Owners Association, Inc.

Signature _____

Requested by: Seth

11/13/13

Name _____

Date _____

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ARTICLES OF INCORPORATION AMERICAN HOUSE - BONITA SPRINGS

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation not for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation is American House - Bonita Springs Property Owners Association, Inc., a not for profit corporation (the "Association"). All defined terms shall have the same meanings as set forth in the Declaration.

ARTICLE II

The nature of the business to be transacted shall be to engage in any activity or business permitted under the laws of the United States and of this State, pursuant to Chapters 617 of the Florida Statutes. The Association is organized for the purpose of providing an entity for the operation of an assisted living facility and senior lifestyle center along with related amenities located in Lee County, Florida.

The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a Corporation not for profit under Chapter 617, Florida Statutes, except as limited or modified by these Articles, the Declaration or the Bylaws of the Association, and it shall have all of the powers and duties reasonably necessary to operate the Association pursuant to the Declaration as it may hereafter be amended including, but not limited to, the following:

- (A) To levy and collect assessments against all Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its power and duties.
- (B) To own, lease, maintain, repair, replace or operate the Association Common Areas.
- (C) To purchase insurance upon the Association Common Areas for the protection of the Association and its Members.
- (D) To reconstruct improvements after casualty and to make further improvements of the Association Common Areas.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the Association Common Areas and the operation of the Association.
- (F) To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the Bylaws of the Association.

(G) To contract for the management and maintenance of the Association Common Areas and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

(H) To employ accountants, attorneys, architects or other professional personnel to perform the services required for proper operation of the Association Common Areas.

(I) To acquire, own and convey real property and to enter into agreements or acquire leaseholds, easements, memberships and other possessory or use interests in lands or facilities such as courses and other related facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Association, if they are intended to provide enjoyment, recreation or other use or benefit to the Members.

(J) To borrow or raise money for any purposes of the Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association.

(K) To be the responsible entity to operate and maintain the stormwater management system as permitted by SFWMD, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

Except as provided herein and in the Declaration, all funds and title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws.

ARTICLE III

The Association shall have perpetual existence.

ARTICLE IV

The qualifications required for membership, and the manner in which Members shall be admitted to membership, shall be as stated in the Declaration and/or the Bylaws of the Association. Every Owner of a Tract submitted to the Declaration shall be a Member of the Association.

ARTICLE V

The street address of the initial principal office of the Association is c/o Pavese Law Firm, 1833 Hendry Street, Fort Myers, FL 33901. The name of the initial registered agent of this Association is Charles Mann, and the address of the initial registered office is 1833 Hendry Street, Fort Myers, Florida 33901.

Having been named to accept service of process for American House - Bonita Springs Property Owners Association, Inc., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED

By:

Charles Mann

ARTICLE VI

The number of Directors shall initially consist of three (3) but may be increased pursuant to the Bylaws, and in no event shall there be fewer than three (3) in number. Directors shall be elected, or appointed to fill a vacancy, in accordance with the Bylaws of the Association.

ARTICLE VII

The name and mailing address of the Directors, President, Vice President and Secretary/Treasurer, who, subject to the Bylaws of the Association shall hold office for the first year of existence of this Association or until his or her successor is elected and has qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Dietrich Knoer, President	c/o Pavese Law Firm, 1833 Hendry Street, Fort Myers, FL 33901
Frank Kozlowski, Vice President	c/o Pavese Law Firm, 1833 Hendry Street, Fort Myers, FL 33901
Joe Schwartz, Secretary/Treasurer	c/o Pavese Law Firm, 1833 Hendry Street, Fort Myers, FL 33901

ARTICLE VIII

The Association is empowered to do and perform all acts reasonably necessary to accomplish the purposes of the Association, which acts are not inconsistent with the powers provided for in Chapter 617, Florida Statutes.

ARTICLE IX

The name and address of the subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Charles Mann	1833 Hendry Street Fort Myers, Florida 33901

ARTICLE X

Bylaws of the Association may be adopted, made, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with any provision of these Articles.

ARTICLE XI

Amendment to the Articles of Incorporation may be proposed by any Director at any regular or special business meeting of the Board of Directors at which a majority is present and, if obtaining a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the Bylaws, shall be submitted to a vote of the membership. If approved by a two-thirds (2/3) affirmative vote of the membership at a meeting of the members properly called and noticed as provided in the Bylaws, such Amendment shall be forwarded to the Secretary of State of the State of Florida and filed and shall become effective upon issuance, by said officer, of a certificate reflecting same.

ARTICLE XII

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be transferred to another not for profit Association organized for similar purposes.

ARTICLE XIII

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Corporation against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication established that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure 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.

(D) Wrongful conduct by Directors or Officers appointed by the Declarant, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approved such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

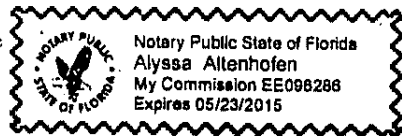
WHEREFORE the incorporator has caused these presents to be executed this 13th day of November, 2013.


By: 
Charles Mann

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 13th day of November, 2013 by Charles Mann, to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed same for the purposes therein expressed.

(SEAL)..




Notary Public
Printed Name: Alyssa Altenhofen
My Commission Expires: