

Division of Corporations

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Florida Department of State
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION**Bonita Wonder Gardens, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
BONITA WONDER GARDENS, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

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Article 1. Name. The name of the Corporation is as follows:

BONITA WONDER GARDENS, INC.

Article 2. Address. The address of the principal place of business of the Corporation is 27180 Old 41 Road, Bonita Springs, Florida, 34135 and the mailing address of the Corporation is P.O. Box 822, Bonita Springs, Florida, 34133.

Article 3. Initial Registered Agent. The name of the initial registered agent in Florida for the Corporation is L&L Para, Ltd. Co., a Florida limited liability company, and the initial registered office is located at 27911 Crown Lake Boulevard, Suite 209, Bonita Springs, Florida, 34135.

Article 4. Members. The Corporation may have Members. The Corporation shall not issue shares of stock. The Corporation shall be governed exclusively by the Board of Directors, and the Members, if any, shall have no right to vote on any matter pertaining to the Corporation.

Article 5. Purposes. The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986 (as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, hereinafter referred to as the "Code"). The Corporation is not formed for pecuniary profit. No part of the income, assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, Members or any private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article Five hereof.

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If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

Article 6. Duration. The duration (term) of the Corporation is perpetual.

Article 7. Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Therefore, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code and the Treasury Regulations promulgated thereunder. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. 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.

Article 8. Additional Limitations and Requirements. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Directors or Officers, but 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 herein.

Article 9. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said

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court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

Article 10. Board of Directors. There shall be at all times a Board of Directors consisting of at least three (3) individuals. The number of Directors may be increased or decreased from time to time in the manner specified in the Bylaws of the Corporation, but the Corporation may never have fewer than three (3) Directors. The initial Directors and their addresses are:

Ray Carroll
118 Debron Drive
Naples Florida 34112

Scott Klabunde
16501 Buonasera Court
Naples, Florida 34110

Monica V. Lyons
450 Cocohatchee Boulevard
Naples, Florida 34110

Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors.

Article 11. Officers. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

Article 12. Incorporator. The name and street address of the Incorporator is as follows:

Monica V. Lyons, Esq.
27911 Crown Lake Boulevard, Suite 201
Bonita Springs, Florida 34135

Article 13. Bylaws. The Bylaws of the Corporation are to be made and adopted by majority vote of the Board of Directors, and may be altered, amended or rescinded by majority vote of the Board of Directors.

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Article 14. Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them by majority vote of the Board of Directors.

Article 15. Indemnification and Civil Liability Immunity. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 16. Commencement of Corporate Existence. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

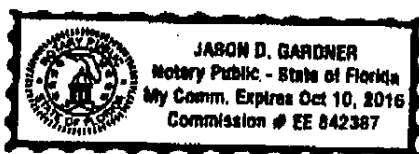
IN WITNESS WHEREOF, I, Monica V. Lyons, the undersigned Incorporator, have signed these Articles of Incorporation on November 22, 2013, and submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

Monica V. Lyons

Monica V. Lyons, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me on the 22 day of November, 2013, by Monica V. Lyons, as the Incorporator, who ☒ is personally known to me or () produced _____ as identification.



Jason D. Gardner
Notary Public

Jason D. Gardner

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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and hereby accept the appointment 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.

L&L PARA, LTD. CO., a
Florida limited liability company

By: Monica V. Lyons
Monica V. Lyons
Manager

Date: November 22, 2013

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TALLAHASSEE, FLORIDA