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Florida Department of State  
Division of Corporations  
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Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
BONAIR TOWERS NONPROFIT GP, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BONAIR TOWERS NONPROFIT GP, INC.

FILED  
2021 JUN -3 AM 8:09  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1. The name of the Corporation is Bonair Towers Nonprofit GP, Inc. (the "Corporation").

ARTICLE 2. The location of the principal place of business and mailing address of the Corporation is 4224 Renaissance Preserve Way, Fort Myers, Florida 33916.

ARTICLE 3. The Corporation is incorporated under the Florida Not For Profit Corporation Act for exclusively charitable, educational, religious, literary, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue Law) (the "Code"). In furtherance of the Corporation's purposes, the Corporation will engage in charitable activities, including, but not limited to: (a) creating, owning, developing, constructing, purchasing and/or managing and otherwise fostering affordable and/or low-income and/or moderate-income housing in Fort Myers, Florida and surrounding areas permitted under Florida law; (b) providing community and social services to the residents of such affordable housing; (c) purchasing, building, acquiring and redeveloping property for affordable housing; (d) financing affordable housing; and (e) making distributions for charitable purposes.

ARTICLE 4. All activities of the Corporation shall be subject to the following restrictions:

A. Except as otherwise provided herein, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation that is exempt from federal income tax and described in Code Section 501(c)(3), or (2) as a corporation, contributions to which are deductible under Code Section 170(c)(2).

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons or enterprises organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any such person or enterprise, except that the Corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

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E. It is intended that this Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3). All terms and provisions of these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied and carried out in accordance with this intent. If the Corporation is subject, or ever becomes subject, to the private foundation rules of the Code, the Corporation shall: (1) distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Code Section 4942; (2) not engage in any act of self-dealing as defined in Code Section 4941(d); (3) not retain any excess business holdings as defined in Code Section 4943(c); (4) not make any investments in a manner that would subject it to tax under Code Section 4944; and (5) not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE 5. The term for which the Corporation is to exist is perpetual.

ARTICLE 6. The names and addresses of the officers and directors of the Corporation are as follows:

CEO/S/D Marcia Davis - 4224 Renaissance Preserve Way, Fort Myers, FL 33916  
P/C/D E. Bruce Strayhorn - 4224 Renaissance Preserve Way, Fort Myers, FL 33916  
VP/D Mattie Young - 4224 Renaissance Preserve Way, Fort Myers, FL 33916  
D Douglas Hogg - 4224 Renaissance Preserve Way, Fort Myers, FL 33916  
D Joseph D'Alessandro - 4224 Renaissance Preserve Way, Fort Myers, FL 33916  
D Israel Suarez - 4224 Renaissance Preserve Way, Fort Myers, FL 33916  
D Meg Geltner - 4224 Renaissance Preserve Way, Fort Myers, FL 33916  
D Richard Fain - 4224 Renaissance Preserve Way, Fort Myers, FL 33916

ARTICLE 7. The Corporation shall have one (1) member: Southwest Florida Affordable Housing Choice Foundation, Inc. (the "Member").

ARTICLE 8. The powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE 9. Upon the Corporation's dissolution, the Corporation's board of directors, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to the Member, provided that the Member qualifies at such time as a Qualified Organization (as defined below). A "Qualified Organization" is an organization exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3), an organization described in Code Section 170(c)(1) or a government instrumentality described in Code Section 115. In the event that the Member does not exist at such time or fails to qualify at such time as a Qualified Organization, the Corporation's board of directors shall distribute the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, religious, educational, literary and/or scientific purposes as shall at the time qualify as a Qualified Organization or Qualified Organizations, as the Corporation's board of directors shall determine, or to the federal government or a state or local government for a public purpose. No portion of

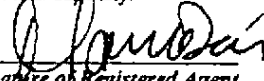
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the assets shall inure to the benefit of any director or officer of the Corporation, any other private person or any enterprise organized for profit.

ARTICLE 10. The name and Florida street address of the registered agent of the Corporation is Marcia Davis, 4224 Renaissance Preserve Way, Fort Myers, Florida 33916.

*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 accept the appointment as registered agent and agree to act in this capacity.*

  
Signature of Registered Agent

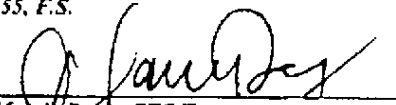
6/2/2021  
Date

ARTICLE 11. The name and post office address of the incorporator of the Corporation is as set forth in the original Articles of Incorporation of the Corporation filed with the Florida Secretary of State on January 4, 2021.

ARTICLE 12. These adopted Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE 13. These Amended and Restated Articles of Incorporation were adopted by the Board of Commissioners of the sole Member and the number of votes cast for these Amended and Restated Articles of Incorporation was/were sufficient and these Amended and Restated Articles of Amendment were adopted by the Board of Directors of the Corporation and the number of votes cast for these Amended and Restated Articles of Incorporation was/were sufficient for approval.

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
Marcia Davis, CEO/Secretary

6/2/2021  
Date

FILED  
2021 JUN -3 AM 8:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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