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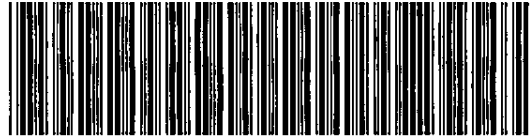
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Six Mile Corporate Park
12140 Carissa Commerce Court, Suite 200
Fort Myers, Florida 33966

March 16, 2015

4001 Tamiami Trail North, Suite 410
Naples, Florida 34103

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Imperial Bonita Estates Lot Owners Association, Inc.

To Whom It May Concern:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation along with check number 2220 in the amount of \$35.00 to cover the cost of filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,



Sarah E. Spector, Esquire
For the Firm

SES/sdi
Enclosures (as stated)
ACTIVE: 6734200_1

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IMPERIAL BONITA ESTATES LOT OWNERS ASSOCIATION, INC.**

These are the Amended and Restated Articles of Incorporation of Imperial Bonita Estates Lot Owners Association, Inc., originally filed with the Florida Department of State the 3rd day of May 1990, under Charter Number N37981. Amendments included have been added pursuant to Chapters 617, Florida Statutes (2014).

For historical reference, the street address of the initial principal office was 27288 Duvernay Drive, Bonita Springs, Florida 33923, and the initial mailing address cannot be ascertained from the original documents filed with the Florida Department of State. The names of the original incorporators, and their addresses at the time of incorporation, were Ralph Thomas, 27483 Duvernay Drive, Bonita Springs, Florida 33923, William A. Honaker, 27288 Duvernay Drive, Bonita Springs, Florida 33923, Elaine Spurlock, 27312 Valois Drive, Bonita Springs, Florida 33923, Wilbur Beck, 27405 Duvernay Drive, Bonita Springs, Florida 33923, Henry Binney, 27432 Rue Viauv Drive, Bonita Springs, Florida 33923, Wilfrid Herbet, 27338 Duvernay Drive, Bonita Springs, Florida 33923, and Joe Vesce, 27397 Duvernay Drive, Bonita Springs, Florida 33923. The street address of the initial registered office was 27288 Duvernay Drive, Bonita Springs, Florida 33923 and the name of the initial registered agent was William A. Honaker. The address of the current registered office is c/o Becker & Poliakoff, P.A., 12140 Carissa Commerce Court, Suite 200, Fort Myers, Florida 33966. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the registered agent, in the manner provided by law.

1. NAME. The name of the corporation shall be Imperial Bonita Estates Lot Owners Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Corporation," the Deed of Restrictions as "Deed of Restrictions," these Articles of Incorporation as the "Articles," and the Bylaws of the Corporation as the "Bylaws."

2. PURPOSE. The purpose for which the Corporation is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, including but not limited to the power to operate, administer, and manage the Common Areas in Imperial Bonita Estates in accordance with the Deed of Restrictions and other Governing Documents, and to provide for the architectural control and the administration and enforcement of covenants and restrictions applicable to the Lots in Imperial Bonita Estates. Without limiting the generality of the foregoing, the Corporation is further organized for the following purposes:

(a) To assure all real property owners of the lands located in Lee County, Florida, described as follows: All of the Southeast one quarter (SE ¼) of the Northeast one quarter (NE ¼) of Section 36, Township 47 South, Range 25 East, of the right to enjoy their peace without

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nuisance, harassment and degradation of property value by others, and that all owners may live in harmony with each other.

(b) To maintain, repair, replace, operate and manage common and private areas as may be placed under the jurisdiction of this Corporation, including without limitations all property described in subparagraph (a) above, any water management system approved by any governmental agency, drainage easements and street lights.

(c) To fulfill all of the purposes listed above and to exercise all of the powers listed below with respect to all properties which may be brought under the jurisdiction of this Corporation.

(d) The purposes of this Corporation will not include or permit pecuniary gain or profit nor distribution of its income to its Members, Officers or Directors.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the original Deed of Restrictions, recorded in Official Records Book 589 at Page 685, *et seq.*, of the Public Records of Lee County, Florida, and as subsequently amended, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The powers of the Corporation shall include and be governed by the following:

4.1 General. The Corporation shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of the Deed of Restrictions, these Articles, the Bylaws or prohibited by law.

4.2 Enumeration. The Corporation shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Deed of Restrictions and as it may be amended from time to time, these Articles and as they may be amended from time to time, and the Bylaws and as they may be amended from time to time, including but not limited to the following:

4.2.1 To make and collect Assessments and other Charges against Members as Owners of Lots within Imperial Bonita Estates, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Corporation.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Corporation property and other property acquired or leased by the Corporation for use by Owners.

4.2.4 To purchase insurance upon the Corporation's property and insurance for the protection of the Corporation, its officers, Directors, and Members.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Corporation property and for the health, comfort, safety and welfare of the Owners.

4.2.6 To enforce by legal means the provisions of the Deed of Restrictions, these Articles, the Bylaws, and the Rules and Regulations.

4.2.7 To contract for the management of the Corporation and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Corporation except those which require specific approval of the Board of Directors or the membership of the Corporation.

4.2.8 To employ personnel to perform the services required for proper operation of the Corporation.

4.2.9 To convey a portion of the Common Areas or personal property of the Corporation to a condemning authority or a public or private utility as determined appropriate by the Board of Directors for the purpose of providing utility easements, dedicating or transferring title to utility installations, permitting right-of-way expansion, or other utility-related purposes deemed appropriate by the Board, whether negotiated or as a result of eminent domain proceedings.

4.3 Corporation property. All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Deed of Restrictions, these Articles and the Bylaws.

4.4 Distribution of income. The Corporation shall make no distribution of income to its Members, Directors or Officers.

4.5 Limitation. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Deed of Restrictions and the Bylaws.

5. MEMBERS AND VOTING. The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

5.1 Members. The membership of the Corporation shall be comprised of the Owner Members. The Owner of every Lot shall become an Owner Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Dwelling Unit or Lot. Each such Owner shall notify this Corporation of said recordation within ten (10) days thereof and shall transmit to the Corporation true copies of such instrument.

5.2 Voting Rights; Number of Votes. Each Member shall possess one vote for any Lot owned by such Member.

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5.3 Applicability of Governing Documents to Members. Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

6. TERM OF EXISTENCE. The Corporation shall have perpetual existence.

7. OFFICERS. The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Corporation at its first meeting following the annual meeting of the Members of the Corporation and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Corporation shall be managed by a board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

8.2 Duties and Powers. All of the duties and powers of the Corporation existing under the Deed of Restrictions, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to Members when such approval is specifically required.

8.3 Election; Removal. Directors of the Corporation shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9. BYLAWS. The Bylaws of this Corporation may be altered, amended or repealed in the manner provided in the Bylaws.

10. DISSOLUTION. This Corporation may be dissolved with the assent given in writing and signed by not less than eighty percent (80%) of the entire Voting Interests. Upon dissolution of this Corporation, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was formed, conveyed to the Members as tenants in common, or otherwise disposed of as provided in the resolution of dissolution.

11. AMENDMENTS. These Articles may be amended in the following manner:

11.1 Proposal of Amendments. An amendment may be proposed by the President of the Corporation, the Directors, or by twenty-five percent (25%) of the entire Voting Interests.

11.2 Adoption of Amendments. An amendment so proposed may be adopted by a vote of a majority of the Voting Interests of the Corporation present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of a

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majority of the entire Voting Interests. Amendments correcting errors, omissions, scrivener's errors, violations of applicable law, or conflicts between the Governing Documents, may be executed by the Officers of the Corporation, upon Board approval, without need for Corporation membership vote.

11.3 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Lee County, Florida.

11.4 Effective Date. An amendment when adopted shall become effective after being recorded in the Lee County Public Records.

12. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

13. INDEMNIFICATION.

13.1 Indemnity. The Corporation shall indemnify any Officer, Director, or Committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a Director, Officer, or Committee member of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his or her conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. It is the intent of the membership of the Corporation, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee members as permitted by Florida law. 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 interest of the Corporation.

13.2 Defense. To the extent that a Director, Officer, or Committee member of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 13.1 above, or in defense of any claim, issue, or matter therein,

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he/she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

13.3 Advances. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee member to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Corporation as authorized by this Article 13. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his or her conduct was unlawful, the Corporation shall not be obligated to pay for any expenses incurred prior to the final disposition of the subject action.

13.4 Miscellaneous. The indemnification provided by this Article 13 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee member and shall inure to the benefit of the heirs and personal representatives of such person.

13.5 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee member, employee, or agent of the Corporation, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the duty to indemnify him against such liability under the provisions of this Article.

14. MISCELLANEOUS.

14.1 Gender. Whenever the masculine or singular form of a pronoun is used in these Articles, it shall be construed to mean the masculine, feminine or neuter; singular or plural, as the context requires.

14.2 Severability. Should any portion hereof be void or become unenforceable, the remaining provisions of the instrument shall remain in full force and effect.

14.3 Conflict. If any irreconcilable conflict should exist, or hereafter arise, with respect to the interpretation of these Articles, the Deed of Restrictions, or the Bylaws, the provisions of the Deed of Restrictions and the Articles shall prevail over the provisions of the Bylaws, and the provisions of the Deed of Restrictions shall prevail over the Articles.

ACTIVE: 6469178_4

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