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SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA

Amended / Restated

NOV - 9 2017  
I ALBRITTON

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE ANCHORAGE AT BONITA BAY PROPERTY OWNERS' ASSOCIATION, INC.  
(A Florida Corporation Not For Profit)**

**RECITALS**

A. Substantial changes have been made to the Articles of Incorporation of THE ANCHORAGE AT BONITA BAY PROPERTY OWNERS' ASSOCIATION, INC. (the "**Association**"). Refer to the Articles of Incorporation of the Association recorded in Official Records Book 2242, Page 127 et seq., of the Public Records of Lee County, Florida (the "**Prior Articles**"), for the original text being revised and replaced by the Amended and Restated Articles of Incorporation that follow.

B. The Prior Articles of the Association were filed with the Secretary of State of Florida on July 15, 1991, and assigned document number N44275.

C. The Amended and Restated Articles of Incorporation of the Association that follow (the "**Articles**"), contain extensive amendments and restatements to the Prior Articles requiring approval of the Members of the Association. The Board of Directors of the Association unanimously proposed and approved these Articles on May 24, 2017. These Amended and Rested Articles were adopted and approved by the Members of the Association at a duly called and noticed special meeting of the Members at which a quorum was present on October 18, 2017, adjourned to and reconvened on October 20, 2017, and the number of votes cast for these Articles was sufficient for approval.

D. These Articles shall become effective upon filing with the Florida Department of State. Upon such filing, these Articles shall amend, restate and replace the Prior Articles in their entirety.

NOW, THEREFORE, the Association hereby amends, restates and replaces the Prior Articles as follows:

**ARTICLE I - Name**

The name of the corporation is THE ANCHORAGE AT BONITA BAY PROPERTY OWNERS' ASSOCIATION, INC. (the "**Corporation**" or "**Association**").

**ARTICLE II - Purpose**

The purpose for which the Corporation is organized is to act as the governing homeowners' association of THE ANCHORAGE AT BONITA BAY, a residential community located in Lee County, Florida, pursuant to the Homeowners' Association Act, Chapter 720, Florida Statutes, as it hereafter may be amended.

**ARTICLE III - Membership**

The qualification of Members in the Association and the manner of their admission shall be as follows: Any person or persons or entity that hold(s) record title in fee simple to a Lot (unit) in THE ANCHORAGE AT BONITA BAY community shall, by virtue of such ownership and upon submission of such Lot to the Declaration (hereinafter defined), automatically be a Member of the Corporation.

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#### ARTICLE IV - Duration

The Corporation shall exist perpetually.

#### ARTICLE V - Subscriber

The name and address of the person executing and filing these Amended and Restated Articles of Incorporation is as follows:

PHILIP KNELL                      27577 Riverbank Drive  
Bonita Springs, Florida 33923

#### ARTICLE VI – Principal Office; Registered Agent Name and Address

The principal office address, mailing address and street address of the registered office of the Corporation is 8910 Terrene Court, Suite 200, Bonita Springs, FL 34135, or at such other place as may be subsequently designated by the Board of Directors. The name of the registered agent is GULF BREEZE MANAGEMENT, INC., and the street address of the registered agent is 8910 Terrene Court, Suite 200, Bonita Springs, FL 34135, or such other registered agent and at such other place as may be subsequently designated by the Board of Directors.

#### ARTICLE VII – Board of Directors

The affairs of the Corporation are to be managed by a Board of Directors of not less than three (3) or more than seven (7) persons. The number of Directors may be increased or decreased by the Board of Directors from time to time, but a decrease in the number of Directors shall not reduce the term of office for a seated Director. Directors will be elected each year at the annual meeting of the Members of the Corporation, or at any other meeting or by any other method, each as provided for in the Bylaws of the Corporation. A Director must be a Member of the Association.

#### ARTICLE VIII - Officers

The names of the officers currently serving under the Articles of Incorporation and Bylaws of the Corporation (and who will continue to serve under the Amended and Restated Articles of Incorporation and Bylaws of the Corporation), are:

PHILIP KNELL President	27577 Riverbank Drive Bonita Springs, FL 34134
RICHARD GOSSELIN Vice-President	27548 Riverbank Drive Bonita Springs, FL 34134
JAMES TEES Treasurer	27549 Riverbank Drive Bonita Springs, FL 34134

CLAIRE LEVESQUE      27524 Riverbank Drive  
Secretary              Bonita Springs, FL 34134

#### ARTICLE IX - Directors

The persons constituting the current Board of Directors (and who will continue to serve under the Amended and Restated Articles of Incorporation), are:

PHILIP KNELL              27577 Riverbank Drive  
                                    Bonita Springs, Florida 34134

RICHARD R GOSSELIN    27548 Riverbank Drive  
                                    Bonita Springs, Florida 34134

JAMES TEES                27549 Riverbank Drive  
                                    Bonita Springs, Florida 34134

CLAIRE LEVESQUE        27524 Riverbank Drive  
                                    Bonita Springs, FL 34134

DENNIS STONE             27591 Riverbank Drive  
                                    Bonita Springs, FL 34134

#### ARTICLE X - Bylaws

The Bylaws of the Corporation are to be made, altered or rescinded as provided for in the Bylaws of the Corporation.

#### ARTICLE XI - Amendment

Amendments to these Amended and Restated Articles of Incorporation may be proposed and adopted at any regular or specially called meeting of the Members of the Association by a majority vote of all the Members. Due notice of the meeting must be given as provided for in the Bylaws of the Corporation.

#### ARTICLE XII – Membership Vote

Each Lot (unit) in THE ANCHORAGE AT BONITA BAY shall have one (1) full, indivisible Membership vote. If there is more than one (1) owner with respect to a Lot as a result of the fee simple interest in such Lot being held by more than one (1) person or entity, such owners, collectively, shall be entitled to only one (1) vote in the manner determined by the Declaration and Bylaws of the Corporation.

#### ARTICLE XIII – Corporation Not For Profit

The Corporation is a corporation not for profit under Chapter 617, Florida Statutes, as it hereafter may be amended, and is not formed for pecuniary profit. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Member, person or entity (except that reasonable

compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), or through the rebate of the excess membership dues, fees or assessments to the extent permitted by Florida Statutes as they hereafter may be amended. No Member or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation.

#### ARTICLE XIV - Indemnification

Each Director and Officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which such Director or Officer has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted or neglected by him or her as such Director or Officer. The Corporation shall reimburse each such person for all legal expenses reasonably incurred by them in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with, any claim or liability arising out of such Director's or Officer's willful misconduct or intentional tort.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law, and the Corporation shall indemnify each such Director and Officer to the full extent permitted by law.

#### ARTICLE XV - Interpretation

In the event of a conflict between or among the provisions of the Declaration of Restrictive Covenants, Conditions, Restrictions and Easements for the Anchorage at Bonita Bay, as it hereafter may be amended (the "**Declaration**"), these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation, the provisions of the Declaration shall control. In the event of a conflict between the provisions of these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation, the provisions of these Amended and Restated Articles of Incorporation shall control.

***[Remainder of page is Intentionally Blank; Signature Page Follows.]***

IN WITNESS WHEREOF, THE ANCHORAGE AT BONITA BAY PROPERTY OWNERS' ASSOCIATION, INC. has executed these Amended and Restated Articles of Incorporation this \_\_\_\_ day of \_\_\_\_\_, 2017.

Witnesses:

THE ANCHORAGE AT BONITA BAY PROPERTY OWNERS' ASSOCIATION, INC.

*Brittany Riddle*  
Print Name: Brittany Riddle

*Philip Knell*  
PHILIP KNELL  
President

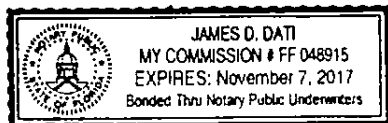
*James D. Dati*  
Print Name: James D. Dati

[Corporate Seal]

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 26 day of October, 2017 by PHILIP KNELL, as President of THE ANCHORAGE AT BONITA BAY PROPERTY OWNERS' ASSOCIATION, INC., ☐ who is personally known to me (or ☒ who produced driver license as identification), and who acknowledged to and before me that s/he executed the instrument for the purposes therein expressed.

WITNESS my hand and seal this 26 day of October, 2017.



*James D. Dati*  
Notary Public  
My Commission Expires:

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### STATEMENT OF REGISTERED AGENT

Pursuant to the provisions of Section 617.0501 (or 617.0502), Florida Statutes, as it hereafter may be amended, the following written statement is submitted:

The undersigned hereby accepts the appointment as registered agent for THE ANCHORAGE AT BONITA BAY PROPERTY OWNERS' ASSOCIATION, INC., at the place designated in the above Amended and Restated Articles of Incorporation. The undersigned is familiar with and accepts the obligations of the position and agrees to act in this capacity.

GULF BREEZE MANAGEMENT, INC.

Date: 11/3/17

Ralph L. Widner  
Name: Ralph L. Widner  
Title: Registered Agent

[Corporate Seal]