

LAW OFFICES OF  
**JOHN D. SPEAR**  
SUNSHINE PROFESSIONAL CENTER  
9200 BONITA BEACH ROAD  
SUITE 204  
BONITA SPRINGS, FLORIDA 34135-4278

JOHN D. SPEAR  
JAMES E. KERR

N 93000002592  
March 28, 1997  
D-97 947-110  
FAX (847) 947-5005

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

Re: Articles of Amendment for Bonita Springs Community Redevelopment Corporation.

Dear Sir or Madam:

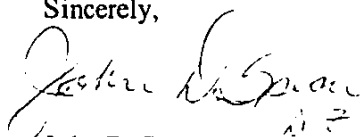
Enclosed are two originals of the Articles of Amendment for the above-named corporation. Also enclosed is a check in the amount of \$87.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy	<u>\$52.50</u>
	\$87.50

Please file the enclosed Articles of Amendment and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,



John D. Spear  
/dz

400002128054--6  
-03/31/97--01023--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosures

cc: Bonita Springs Community Redevelopment Corporation.

FILED  
97 APR 15 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended  
& Restated  
w/ Name Change  
4/4/97

LAW OFFICES OF  
**JOHN D. SPEAR**  
SUNSHINE PROFESSIONAL CENTER  
9200 BONITA BEACH ROAD  
SUITE 204  
BONITA SPRINGS, FLORIDA 34135-4278

JOHN D. SPEAR  
JAMES E. KERR

(941) 947-1102  
FAX (941) 947-6066

April 11, 1997

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: BONITA SPRINGS COMMUNITY REDEVELOPMENT CORPORATION

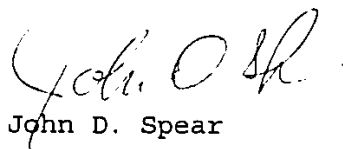
Dear Sir or Madam:

Enclosed you will find two (2) original Articles of Incorporation for the above-referenced corporation. We have made the changes suggested in your correspondence of April 4, 1997, which is attached hereto.

If anything further is needed, please contact us immediately.

Thank you for your courtesies in this matter.

Sincerely,



John D. Spear

JDS/sav

Enclosures: Two (2) Original Articles  
Correspondence



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 4, 1997

JOHN D. SPEAR - LAW OFFICES  
SUNSHINE PROF. CENTER  
9200 BONITA BCH RD, STE 204  
BONITA SPRINGS, FL 34135-4278

SUBJECT: BONITA SPRINGS COMMUNITY REDEVELOPMENT  
CORPORATION  
Ref. Number: N93000002592

We have received your document for BONITA SPRINGS COMMUNITY REDEVELOPMENT CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please complete the date at the bottom of page 6 of the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 997A00017177

RECEIVED  
APR 14 AM 8:05  
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
BONITA SPRINGS COMMUNITY REDEVELOPMENT CORPORATION  
A FLORIDA NOT FOR PROFIT CORPORATION**

We the undersigned, being the President and Secretary of BONITA SPRINGS COMMUNITY REDEVELOPMENT CORPORATION, a nonprofit corporation organized under the laws of the State of Florida, hereby certify that the following Amended and Restated Articles of Incorporation was duly adopted by the Members and the Board of Trustees, at a meeting duly held by them on the 27th day of February, 1997.

**ARTICLE I - NAME**

The name of the corporation is BONITA SPRINGS MAIN STREET, INC.

**ARTICLE II - DURATION**

The Corporation shall have perpetual duration.

**ARTICLE III - PURPOSES**

The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically:

- (a) to promote the historic preservation, protection and use of Bonita Springs traditional downtown area, including that area's commercial, civic and religious enterprises and residences;
- (b) to take remedial actions to eliminate the physical, economic and social deterioration of the Bonita Springs traditional downtown area and thereby promote Bonita Springs historic preservation, contribute to its community

FILED  
97 APR 15 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

betterment while lessening the burdens of Lee County government;

- (c) to disseminate information of and promote interest in the preservation, history, culture, architecture and public use of Bonita Springs traditional downtown area;
- (d) to hold meetings, seminars and other activities for the instruction of members and the public in those activities such as building rehabilitation and design, economic restructuring and planning management that foster the preservation of Bonita Springs traditional downtown area, and enhance the understanding and appreciation of its history, culture and architecture;
- (e) to aid, work with and participate in the activities of other organizations, individuals and public and private entities located within and outside Bonita Springs engaged in similar purposes;
- (f) to solicit and receive and administer funds for educational purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purposes of the corporation without limitation, except such limitation, if any as may be contained in the instrument under which such property is received, the

bylaws of the corporation, or any laws applicable thereto.

In addition in furtherance but not in limitation thereof:

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The Corporation shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Code. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office, nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986. In the event of dissolution or liquidation of the corporation, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501(c)(3) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described in the immediately preceding subparagraphs lettered (a) through (e).

No part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation or other private individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the Corporation shall be distributed directly or indirectly to any member of the Corporation except in fulfillment of its charitable and educational purposes enumerated herein.

The Corporation also has such powers as are now or may hereafter be granted under the laws of the State of Florida that are furtherance of the Corporation's exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the

corresponding section of any future federal tax codes.

#### **ARTICLE IV - CORPORATE ADDRESS**

The street address of the principal office of the Corporation shall be 27040 Old 41 Road, Suite 1, Bonita Springs, Florida, 34135, and the mailing address of the Corporation shall be 27040 Old 41 Road, Suite 1, Bonita Springs, Florida, 34135.

#### **ARTICLE V - MEMBERSHIP**

The Corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. Qualifications for membership shall be set forth in the bylaws.

#### **ARTICLE VI - REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 27040 Old 41 Road, Suite 1, Bonita Springs, Florida, 34135. The name of its registered agent at such address is NANCY HARTLEY.

#### **ARTICLE VII - BOARD OF DIRECTORS**

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The numbers of Directors of the Corporation shall be set forth in the bylaws but shall not be less than the minimum number required by state law and, shall be eleven (11). The term of office and manner of selecting and removing Directors shall be set forth in the bylaws. The Directors shall be:

TINA SCHUCKLAT-BOOIE  
11140 Orangewood Drive  
Bonita Springs, FL 34135

GINA BENSON  
24830 Burnt Pine Drive  
Bonita Springs, FL 34134

ELIZABETH ANN HATFIELD  
27251 Elwood Drive  
Bonita Springs, FL 34135

PATRICIA LORD  
27128 Edenbridge Court  
Bonita Springs, FL 34135

HOLLY K. SALMON  
22673 Island Lakes Drive  
Estero, FL 33928

BARBARA MONTI  
1120 Sarah Jean Circle  
Naples, FL 34110

SCOTT WILSON  
27090 Mora Road  
Bonita Springs, FL 34135

HENRY HOCHSTETLER  
10591 Landau Lane  
Bonita Springs, FL 34135

CLARA ANN GRAHAM-ELLIOTT  
25201 Divot Drive  
Bonita Springs, FL 34135

J. REX SIMS  
28125 Mango Drive  
Bonita Springs, FL 34134

STEPHEN TRUDNAK  
554 104th Avenue North  
Naples, FL 34108

JAY BARCLAY  
3635 Woodlake Drive  
Bonita Springs, FL 34134

#### **ARTICLE VIII - MEETINGS**

Regular Board of Directors meetings shall be held at a time and place specified by the President, or at such place or places as the Board of Directors may designate from time to time by resolution.

#### **ARTICLE IX - ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a



meeting and that the Articles of Incorporation of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

#### ARTICLE X - OFFICERS

The Corporation shall have the following officers: President, Treasurer, Secretary, and such other officers as the bylaws of this Corporation may authorize. The qualifications, duties, method of selection and term of office for each officer shall be as set forth in the bylaws.

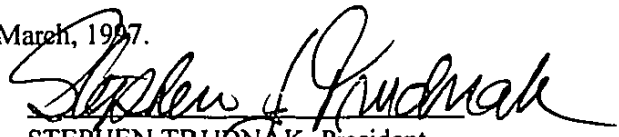
#### ARTICLE XI - BYLAWS

The bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, in accordance with the procedures set forth in the bylaws. Until bylaws shall be adopted providing for an alternative procedure, such action may be by resolution of the Board of Directors.

#### ARTICLE XII - AMENDMENTS

These Articles of Incorporation may be amended by affirmative vote of two thirds of the total membership of the Board of Directors, or alternatively, as provided by law.

The undersigned natural person, being the incorporator of this Corporation for the purpose of formation of this Not For Profit Corporation under the Laws of Florida, has executed these Articles of Incorporation on this 27<sup>th</sup> day of March, 1997.

  
STEPHEN TRUONAK, President  
of the Corporation

  
ELIZABETH ANN HATFIELD, Secretary  
of the Corporation

STATE OF FLORIDA

COUNTY OF LEE

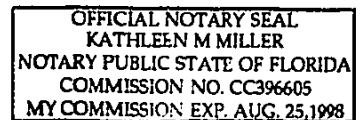
The foregoing instrument was acknowledged before me this 27th day of March, 1997, by STEPHEN TRUDNAK, President of BONITA SPRINGS MAIN STREET, INC., a Florida corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

Kathleen M. Miller  
Signature of Notary Public

**KATHLEEN M. MILLER**

\_\_\_\_\_  
Printed Name of Notary Public

Commission Expires:



STATE OF FLORIDA

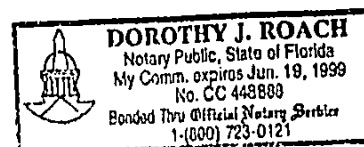
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 27th day of March, 1997, by ELIZABETH ANN HATFIELD, Secretary of BONITA SPRINGS MAIN STREET, INC., a Florida corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

Dorothy J. Roach  
Signature of Notary Public

Dorothy J. ROACH  
Printed Name of Notary Public

Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS SHALL BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That BONITA SPRINGS MAIN STREET, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Lee County, State of Florida, has named NANCY HARTLEY as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
NANCY HARTLEY  
REGISTERED AGENT