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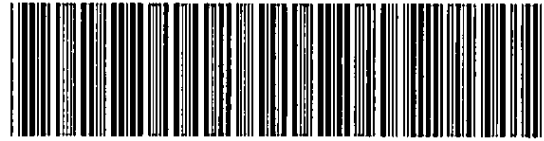
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BONITA BAY MERCHANTS ASSOCIATION, INC.
a Florida corporation, not-for-profit**

(Note: The following Amended and Restated Articles are a complete restatement of the Articles of Incorporation of Bonita Bay Merchants Association, Inc. as the same are found in the records of the Division of Corporations for the Secretary of State of Florida. Please see that document for the present text.)

The undersigned Corporation, by an affirmative vote of its Members, hereby adopts the following Amended and Restated Articles of Incorporation for such corporation pursuant to Fla. Stat. Ch. 617:

**ARTICLE I
(Name)**

The name of the corporation (hereinafter called the "Association") is BONITA BAY MERCHANTS ASSOCIATION, INC.

**ARTICLE II
(Not-for-Profit Status)**

The Association is a corporation not for profit.

**ARTICLE III
(Duration)**

The period of its duration is perpetual.

**ARTICLE IV
(Purposes and Powers)**

The specific purposes for which the Association is formed are to provide for:

(a) maintenance, preservation, and architectural control of the Plots and Common Areas; and enforcement of the Declaration of Covenants, Conditions and Restrictions for BONITA BAY MERCHANTS ASSOCIATION, a subdivision of land lying in Lee County, Florida; and

(b) to maintain and preserve the Surface Water Management Systems, including conservation easements, within the subdivision as specified and permitted by the South Florida Water Management District; all within a certain subdivided tract of real property described as BONITA BAY MERCHANTS ASSOCIATION, a Subdivision located in Lee County, Florida; and generally, to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes, the Association shall have power to:

(a) Perform all of the duties and obligations of the Merchants Association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions, as amended (the "Declaration") applicable to the Subdivision and to be recorded in the public records of Lee County, Florida, which includes the power to enforce the terms and provisions of the Declaration:

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration and the Association's Bylaws, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association including all licenses, taxes, or governmental charges levied or imposed on the property of the Association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association:

(d) Dedicate, sell, convey or transfer all or any part of the Common Areas to any government or municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the Members:

(e) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and Common Areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds (2/3rds) of the Members;

(f) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise under that Act. The Association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the Association shall be financed by assessments on Members as provided in the Declaration and/or Bylaws, and no part of any net earnings shall inure to the benefit of any Member.

(g) Enforce by any lawful means, all properly promulgated rules, ordinances, or regulations of any governmental entity relating to the Common Areas and particularly the easements, covenants and restrictions over the Plots for surface water management; and

(h) Make and enforce reasonable Rules and Regulations regarding the use of land within the Subdivision, including the levy of fines.

ARTICLE V
(Street Address, Registered Office and Agent)

The street address of the principal office and the registered office of the Association is 27180 Bay Landing Drive, Suite 4, Bonita Springs, Florida 34135, and the name of its registered agent at such address is Vesta Property Services, LLC.

ARTICLE VI
(Members)

Every person or entity who is a record Owner of a fee or undivided fee interest in any Plot which is subject by covenants of record to assessments by the Association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Plot which is subject to assessment by the Association.

ARTICLE VII
(Classes of Membership)

The Association shall have one class of voting Members.

ARTICLE VIII
(Directors)

The number of directors constituting the board of directors of the Association is three (3). The terms and method for electing directors shall be stated in the Association's Bylaws. The names and addresses of the persons who serve as the directors are:

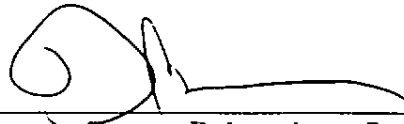
Darren Robertshaw	c/o Vesta Property Services, Inc. 27180 Bay Landing Drive, #4 Bonita Springs, Florida 34135
Fred Weinman	c/o Vesta Property Services, Inc. 27180 Bay Landing Drive, #4 Bonita Springs, Florida 34135
Randall Mercer	c/o Vesta Property Services, Inc. 27180 Bay Landing Drive, #4 Bonita Springs, Florida 34135

ARTICLE IX
(Disposition of Assets)

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

The foregoing Amended and Restated Articles of Incorporation were enacted by the Members of the Corporation by written consent of the Members on the 4th day of May, 2021 by a vote of 67% for approval/enactment. The vote was sufficient for enactment of this Amendment.

Executed this 11th day of May, 2021.

A handwritten signature in black ink, appearing to read 'Darren Robertshaw', is written over a horizontal line.

Darren Robertshaw, President