N96000005288

KELLY, PRICE, PASSIDOMO & SIKET

CHARTERED

CHARLES M. KELLY, JR.
BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES LAWYER
MASTER OF LAWS IN ESTATE PLANNING
CERTIFIED PUBLIC ACCOUNTANT

KATHLEEN C. PASSIDOMO
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GREY OAKS BUILDING
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NAPLES, FLORIDA 34105-3203

TELEPHONE (941) 261-3453
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JASON H. KORN

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MASTER OF LAWS IN ESTATE PLANNING

OF COUNSEL

RONALD A. LISAK*

JEROME M. STRAUSS*
FELLOW, THE AMERICAN COLLEGE OF TRUST AND ESTATE COUNSEL

*ALSO ADMITTED IN INDIANA

FILED
97 FEB 13 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 27, 1997

Secretary of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002073641--8
-01/30/97--01045--018
****105.00 *****35.00

RE: 1. The Villages of Bonita Master Association, Inc.
2. The Villages of Bonita Homeowners' Association, Inc.
3. The Villages of Bonita Condominium Association, Inc.

Dear Sir/Madam:

Enclosed for filing are Amended and Restated Articles of Incoproration for the three entities referenced above. Also enclosed is our check in the amount of $105.00 ($35.00 each) for your filing fee. We are also enclosing a self-addressed, stamped envelope for the filing receipt.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

KELLY, PRICE, PASSIDOMO & SIKET

R. Scott Price

R. Scott Price

ja
Enclosures

ArtAmend.Ltr

Amended & Rest. Art.

VS
2/13

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 5, 1997

R. SCOTT PRICE
GREY OAKS BLDG., STE. 315
2640 GOLDEN GATE PKWY.
NAPLES, FL 34105-3203

SUBJECT: THE VILLAGES OF BONITA MASTER ASSOCIATION, INC.
Ref. Number: N96000005288

We have received your document for THE VILLAGES OF BONITA MASTER ASSOCIATION, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 597A00006091

KELLY, PRICE, PASSIDOMO & SIKET
CHARTERED

CHARLES M. KELLY, JR.
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*ALSO ADMITTED IN INDIANA

January 27, 1997

Velma Shepard
Corporate Specialist
Secretary of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: 1. The Villages of Bonita Master Association, Inc.
2. The Villages of Bonita Homeowners' Association, Inc.
3. The Villages of Bonita Condominium Association, Inc.

Dear Velma:

Pursuant to our telephone conversation earlier today, I am enclosing the revised Amended and Restated Articles of Incorporation for the 3 Associations referenced above.

I have revised page 1 for both the Master Association and the Homeowners' Association (to correct the typographical error from "at" to "of"), and attached requisite Certificates to each of the Articles.

Many thanks for your help. Please give me a call if further corrections are required.

Sincerely,

KELLY, PRICE, PASSIDOMO & SIKET

Jackie Angelone

J. Angelone
Legal Assistant

ja
Enclosures
ArtAmend.Let

FILED
97 FEB 13 PM 12:46

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE VILLAGES OF BONITA MASTER ASSOCIATION, INC.

The following provisions of the Articles of Incorporation of **The Villages of Bonita Master Association, Inc.**, a Florida non-profit corporation, as filed in the offices of the Secretary of State, State of Florida in Tallahassee, Florida on October 15, 1996, and assigned document number N96000005288, be and they are hereby amended and restated as follows:

ARTICLE I
Corporate Name

The name of the corporation is **The Villages of Bonita Master Association, Inc.**, hereinafter called the "Association".

ARTICLE II
Address

The initial mailing address of the Association shall be **28000 Spanish Wells Boulevard, Bonita Springs, FL 34135.** The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

ARTICLE III
Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distribution of income to its members, directors or officers. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots, common areas and improvements (as defined in the MASTER DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS, referred to hereinafter as the "Declaration") according to the provisions of the Declaration, within that certain plat to be recorded among the public records of **Lee County**, Florida, to wit:

> a residential planned development subdivision of **Villages of Bonita, Lee County, Florida**, according to the plat thereof recorded in Public Records of **Lee County**, Florida.

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the By-Laws of the Association.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the property and recorded or to be recorded in the Public Records of Lee County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) To maintain, repair and operate the property of the Association;

(e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners;

(f) To reconstruct improvements after casualty and make further improvements upon the property;

(g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and By-Laws of the Association, and the rules and regulations adopted pursuant thereto;

(h) To employ personnel to perform the services required for proper operation of the Association;

(i) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the association.

ARTICLE IV
Membership

Section 1. Membership Generally: No person except an Owner or a Developer, as such terms are defined in the Declaration, is entitled to membership in the Association; and all Owners and Developers, regardless of whether a Developer is also an Owner, shall be either Class A or Class B members of the Association, as provided in this Article.

Section 2. Class A Membership: Until termination of Class B membership, as provided in Section 3 of this Article, every Owner who holds record title to a residential lot that is subject to assessment under the Declaration, except a Developer, shall be a Class A member of the Association. Each Class A membership shall be appurtenant to the residential lot and shall be transferred automatically by a conveyance of record title to such lot. An owner of more than one lot is entitled to one Class A membership for each residential lot to which such Owner holds record title. If more than one person holds an interest in any residential lot, all such persons shall be members; provided however, that only one vote shall be cast with respect to any one residential lot. No person other than an Owner may be a Class A member of the Association, and a Class A membership may not be transferred except by a transfer of record title to the residential lot to which it is appurtenant.

Section 3. Class B Membership: The Developer, as defined in the Declaration shall be a Class B member of the Association. The Class B membership shall terminate and be converted to Class
A membership upon the happening of either of the following, whichever occurs first:

(a) The total votes outstanding in Class A membership equals one hundred percent (100%) of the total votes outstanding of Class A and Class B membership combined; or

(b) As determined by the applicable Declaration of Covenants.

Upon termination of Class membership, all provision of the Declarations, Articles, or By-Laws referring to Class B membership shall be without further force or effect.

ARTICLE V
Voting Rights

Section 1. Class A Voting: All Class A members shall be entitled to one (1) vote for each residential lot owned. If more than one (1) person holds record title to a residential lot, there shall be only one vote cast with respect to such lot, exercised as the owners determine among themselves.

Section 2. Class B Voting: The Class B members shall be entitled to one vote for each residential lot owned. In addition, until such time as the Class B membership is converted to Class A membership, the Class B membership shall have a right of veto on all questions coming before the membership for a vote thereon.

ARTICLE VI
Board of Directors

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the by-Laws of the Association. The

names and addresses of the persons who are to act in the capacity of Directors until the selection of their successor are:

Name	Address
Thomas J. Kelly	**DCI Communities** **28000 Spanish Wells Boulevard** **Bonita Springs, FL 34135**
Steve Pate	**DCI Communities** **28000 Spanish Wells Boulevard** **Bonita Springs, FL 34135**
Joanna Boze	**DCI Communities** **28000 Spanish Wells Boulevard** **Bonita Springs, FL 34135**
Tony DeLuca	**DCI Communities** **28000 Spanish Wells Boulevard** **Bonita Springs, FL 34135**

ARTICLE VII
Officers

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the members of the Association. The names and addresses of the Officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

President	**Thomas J. Kelly** **DCI Communities** **28000 Spanish Wells Boulevard** **Bonita Springs, FL 34135**
Vice President	**Steve Pate** **DCI Communities** **28000 Spanish Wells Boulevard** **Bonita Springs, FL 34135**

Secretary	Joanna Boze DCI Communities 28000 Spanish Wells Boulevard Bonita Springs, FL 34135
Treasurer	Tony DeLuca DCI Communities 28000 Spanish Wells Boulevard Bonita Springs, FL 34135

ARTICLE VIII
Indemnification

Every Director and every Officer of the Association, and every members of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, or by reason of his having served the Association at its request, whether or not he is a Director or Officer or member serving the Association at the time such expenses or liabilities are incurred, except when the director, Officer or member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or member serving the Association may be entitled.

ARTICLE IX
By-Laws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

ARTICLE X
Dissolution

The Association may be dissolved upon written assent signed by members holding not less than one hundred percent (100%) of the total number of votes of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is

refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE XI

Term

The term of the Association shall be perpetual.

ARTICLE XII
Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the members of the Association. directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

Section 4. Certification: A copy of each amendment shall be certified by the Secretary of State.

ARTICLE XIII
Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

UCC Filing & Search Services
P.O. Box 11120
Tallahassee, FL 32302-3120

IN WITNESS WHEREOF the subscriber, being the undersigned person, named as incorporator, has hereunto set his/her hand and seal, this 22nd day of January, 1997.

Address:

28000 Spanish Wells Blvd.
Bonita Springs, FL 34135

THE VILLAGES OF BONITA MASTER ASSOCIATION, INC., a Florida not-for-profit corporation

By: _____

Name: Thomas J. Kelly

Its: President

STATE OF ~~FLORIDA~~ Illinois :
: SS
COUNTY OF Kane :

The foregoing instrument was acknowledged before me, this 22nd day of January, 1997, by Thomas J. Kelly, _____ of THE VILLAGES OF BONITA MASTER ASSOCIATION, INC., a Florida not-for-profit corporation, for and on behalf of said corporation.

_____
NOTARY PUBLIC

My Commission Expires:

"OFFICIAL SEAL"
Sonja N. Gallagher
Notary Public, State of Illinois
My Commission Expires 03/31/99

AmArts.Inc

CERTIFICATE

This Restated and Amended Articles of Incorporation was adopted by the majority of Directors of the Board of Directors on the 15th day of October, 1996, and does not contain any amendments requiring member approval.