

N99000002452

Dominique Rihs, P.A.
Dominique Rihs, Attorney at Law
5131 Sunbary Court
Naples, Florida 34104-4791
(941) 643-1845 phone
(941) 643-5149 Fax
March 27, 1999

FLORIDA DEPARTMENT OF STATE
CORPORATE FILINGS
P.O. Box 6327 { or 409 E. Gaines St. zip 32399 if FED X)
Tallahassee, FL 32314

RE: INCORPORATION OF GOLF VILLAS OF BONITA SPRINGS CONDOMINIUM ASSOC, Inc.

Dear Clerk:

Please find enclosed one original & one copy of the Articles of the above corporation for filing purposes along with check of \$87.50 for filing fee & Certificate of good standing. If you should have any questions, please do not hesitate to contact my office.

If for any reason this corporation may not be filed, please call collect to 941-643-1845 for Dominique Rihs, Esq.

Sincerely,

DOMINIQUE RIHS

Enclosures as stated: 1 original & 1 copy of Articles
\$87.50

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FILED
99 APR 19 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dm
4/19/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 12, 1999

DOMINIQUE RIHS, P.A.
5131 SUNBURY COURT
NAPLES, FL 34104-4731

SUBJECT: GOLF VILLAS OF BONITA SPRINGS CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: N05037

We have received your document for GOLF VILLAS OF BONITA SPRINGS CONDOMINIUM ASSOCIATION, INC. 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The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1986 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application or annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year.

Therefore, the total amount due to reinstate the corporation is \$1032.50. Add an additional \$8.75 for each certificate of status requested.

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.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

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
(850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 899A00018361

MR: Doug Spitler:

Please apply \$87.⁵⁰ to Certified Copy & Filing of
new corporate Articles per our telephone conversation
on 4-16-99. Please file new Articles of Incorporation.

Dominique Ribes

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99 APR 19 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

GOLF VILLAS OF BONITA SPRINGS CONDOMINIUM

ASSOCIATION, INC.

A Corporation Not for Profit

I.

A. IDENTITY.

1. These are the Articles of GOLF VILLAS OF BONITA SPRINGS CONDOMINIUM ASSOCIATION, INC., [the "Association "], a Florida corporation not for profit. The association has been organized for the purpose of administering the operation & management of Golf Villas of Bonita Springs, a condominium pursuant to the Declaration of Condominium, established via recording of a Declaration of Condominium in the Public Records of Lee County, Florida, pursuant to Florida Chapter 718 the Florida Condominium Act [the "Act"] upon land situated in Lee County, Florida described in the Declaration of Condominium for GOLF VILLAS OF BONITA SPRINGS, A CONDOMINIUM [herein after the "Condominium"] This association will be responsible for the management & operation of the Condominium under said Declaration of Condominium.

2. The provisions of these Articles [hereinafter referred to as the "Articles"] are applicable to the Condominium and are subject to the provisions of the Declarations. A copy of these Articles & a copy of the Bylaws will be annexed, as Exhibits to the Declaration of Condominium of Golf Villas of Bonita Springs, a condominium, which will be recorded in the Public Records of Lee County, Florida, The terms and provisions of the Declaration shall control wherever the same may conflict herewith.

3. The name of the corporation is GOLF VILLAS OF BONITA SPRINGS CONDOMINIUM ASSOCIATION, INC. (the "Association") and its principal address and registered agent address is 10085 Maddox Lane, Bonita Springs, Florida, 34135.

II.

The purposes and objects of the Association shall be to administer the operation and management of GOLF VILLAS OF BONITA SPRINGS, A CONDOMINIUM, (the "Condominium"), to be established as a condominium in accordance with the Florida Condominium Act (the "Act") upon land situated in Lee County, Florida, described in Exhibit 1 of the Declaration of Condominium, and to perform the acts and duties incident to the operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the By-laws of the Association which will be adopted (the "By-laws"), and the Declaration of Condominium of the Condominium (the "Declaration"), which will be recorded in the Public Records of Lee County, Florida, when the Land, and the improvements now and to be constructed thereon, are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

III.

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing the use of the Units, Common Elements and Limited Common Elements in and of the Condominium, as such terms are defined in the Declaration.

2. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium, as provided in the Declaration and the By-laws; including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium

Property, including Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

3. Maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and further to improve and add to the Condominium Property.

4. Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-laws, and the Act.

5. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-laws, and all rules and regulations governing use of the Condominium which may from time to time be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

IV.

The qualification of members, the manner of their admission to and the termination of membership, and voting by members shall be as follows:

A. The record owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided for in Paragraph E, Article IV, hereof.

B. Membership shall be established by the acquisition of fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-laws.

D. On all matters on which the membership shall be entitled to vote, there shall be one, and only one, vote for each Unit in the Condominium, (the "Voting Interest") which Voting Interest may be exercised or cast by the owner(s) of each Unit as will be provided for in the By-laws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one (1) Voting Interest for each such Unit, in the manner provided by the By-laws.

E. Until such time as the Land, and the improvements now and to be constructed thereon, are submitted to the condominium form of ownership by recordation of the Declaration in the Public Records of Lee County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

V.

The Association shall have perpetual existence.

VI.

The principal office of the Association shall be located in Florida, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

VII.

The affairs of the Association shall be managed by the President of the Association assisted by the Vice Presidents, Secretary and Treasurer, and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel for the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

VIII.

The number of members of the first Board of Directors shall be three. The number of members of succeeding Board of Directors shall be not less than three, or as otherwise provided for from time to time by the By-laws, and they shall be elected by the members of the Association at the annual meetings of the membership as provided by the By-laws. At least a majority of the members of all Board of Directors shall be members of the Association or shall be

authorized representatives, officers or employees of a corporate member of the Association.

The Developer shall have the right to appoint the members of the board of directors for so long as the law will permit it to do so. Unit owners, other than the Developer, shall have the right to elect such directors at such time and in such manner as the law requires. The Developer shall have the right to elect, in the manner provided in the By-laws one (1) member of the Board of Directors so long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Units in the Condominium. Notwithstanding the foregoing, the Developer shall be entitled at any time to waive in writing its rights hereunder, and thereafter to vote in elections for members of the Board of Directors in the same manner as any other member of the Association. After Unit owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall, within the time required by law and in the manner to be provided in the By-laws, relinquish control of the Association and shall deliver to the Association all property of the Unit Owners and of the Association held or controlled by the Developer.

IX.

The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

X.

The names and residence addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-laws, shall hold office until the annual meeting of the Association in the year following the year this corporation is formed and thereafter until their successors are selected and have qualified, are as follows:

W. Jack Kalins
Box 592 Lake Drive
Lake Harmony, PA 18624

Barbara Kalins
Box 592 Lake Drive
Lake Harmony, PA 18624

Barbara L. Frohnheiser
10085 Maddox Lane
Bonita Springs, FL 34135

XI.

The Subscribers to these Articles of Incorporation and their respective addresses, are set forth below:

W. Jack Kalins
Box 592 Lake Drive
Lake Harmony, PA 18624

Barbara Kalins
Box 592 Lake Drive
Lake Harmony, PA 18624

Barbara L. Frohnheiser
10085 Maddox Lane
Bonita Springs, FL 34135

XII.

The Officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-laws, and have qualified, shall be the following

President
V. Pres.
Secretary
Treasurer

W. Jack Kalins
Barbara Kalins
Barbara L. Frohnheiser
Barbara L. Frohnheiser

XIII.

The original By-laws of the Association shall be adopted by a majority vote of the Directors of this Association at a meeting at which a majority of the Directors is present, and, thereafter, the By-laws may be altered or rescinded only by affirmative vote of two-thirds (2/3) of the votes entitled to be cast by members of the Association.

XIV.

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with 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, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

XV.

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid.

Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than two-thirds (2/3) of the Units in the Condominium in order for such amendment or amendments to become effective.

Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Lee County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State.

Notwithstanding the foregoing provisions of this Article XV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of the Developer.

IN WITNESS WHEREOF, the Subscribers hereto have hereunto set their hands and seals this 31st day of MARCH 1999.

W. Jack Kalins
W. JACK KALINS

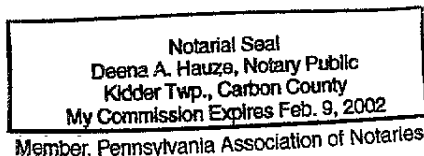
Barbara Kalins
BARBARA KALINS

Barbara L. Frohnheiser
BARBARA L. FROHNHEISER

STATE OF PENNSYLVANIA
COUNTY OF CARBON

The foregoing instrument was acknowledged before me this 31st day of MARCH, 1999 by, W. Jack Kalins & Barbara Kalins, on behalf of the non-profit corporation. They are personally known to me and did not take an oath.

Deena A. Hauze
NOTARY PUBLIC
Printed Name: Deena A. Hauze
MY COMMISSION EXPIRES: _____



STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 31st day of MARCH, 1999, by, Barbara L. Frohnheiser, on behalf of the non-profit corporation. She is personally known to me and did not take an oath.



KELLY B. DUVAL
COMMISSION # CC 684525
EXPIRES SEP 30, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Kelly B. Duval
NOTARY PUBLIC
Printed Name: Kelly B. Duval
MY COMMISSION EXPIRES: Sep 30, 2001

FILED
99 APR 19 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091, 617.023, and 607.034, the following is submitted:

GOLF VILLAS OF BONITA SPRINGS CONDOMINIUM ASSOCIATION, INC., desiring to organize as a non profit corporation under the laws of the State of Florida, has designated 10085 Maddox LANE, BONITA SPRINGS, FLORIDA 34135, as its initial Registered Office, and has named BARBARA L. FROHNHEISER, located at said address, as its initial Registered Agent.

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091, 617.023, and 607.034 relative to keeping open said office.

Barbara L. Frohnheiser
BARBARA L. FROHNHEISER
REGISTERED AGENT

DCR:GOLF.INC 102897 as RESTATED ARTICLES

RESTATED & AMENDED ARTICLES OF INCORPORATION (EXHIBIT 2)