

P98000059360

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000115872 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : CUMMINGS & LOCKWOOD
Account Number : 102336001100
Phone : (239) 649-3186
Fax Number : (239) 263-0703

BASIC AMENDMENT

BONITA CASA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing

Public Access Help

*Reslated
Art.*

04 MAY 28 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
04 MAY 28 PM 3:58
DIVISION OF CORPORATIONS

CUMMINGS & LOCKWOOD LLC

Jean Marie Mundell
Corporate Paralegal

239.649.3186 Direct
239.430.3348 Fax
jmundell@cl-law.com
www.cl-law.com

Street Address:
3001 Tamiami Trail North
Naples, FL 34103

Post Office Address:
P.O. Box 413032
Naples, FL 34101

239.262.8311 Phone
239.263.0703 Fax

June 11, 2004

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Thelma Lewis

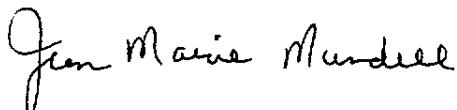
Re: Bonita Casa, Inc.
Charter #P98000059360
Restated Articles filed on 5/28/04

Dear Ms. Lewis:

Enclosed please find the originally executed Plan of Recapitalization, which is Exhibit A referenced in the Restated Articles of Incorporation, for Bonita Casa, Inc. We inadvertently failed to file this Plan of Recapitalization when we originally filed the Restated Articles (see attached copy of filing). Per my telephone conversation with Cheryl today, she instructed me to send you this Plan of Recapitalization to be microfilmed and included with Bonita Casa, Inc.'s Restated Articles as filed on May 28, 2004.

Thank you for your time and attention to this matter. If you have any questions, please call me at 239-649-3186.

Very truly yours,



Jean Marie Mundell

JMM:ml
Enclosures

.NplLib1:537242.1 06/11/04

H04000115872 3

RESTATED
ARTICLES OF INCORPORATION
OF

BONITA CASA, INC.
(a Florida corporation)

04 MAY 28 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Restated Articles of Incorporation:

1. The name of this corporation is **BONITA CASA, INC.** (the "Corporation").
2. The following Restated Articles of Incorporation were unanimously adopted by the Director and Shareholder (the number of votes cast being sufficient for approval) of the Corporation, on May 13, 2004, in the manner prescribed by Sections 607.0704, 607.0821, 607.1003 and 607.1006 of the Act.
3. The shares of the issued and outstanding common stock of the Corporation in existence immediately prior to the filing of the following Restated Articles of Incorporation with the Department of State of the State of Florida shall be reclassified into One Thousand (1,000) Shares of Class A Voting Common Stock, with One Cent (\$.1) par value per share, and Ninety-Nine Thousand (99,000) Shares of Class B Non-Voting Common Stock, with One Cent (\$.1) par value per share, without any action on the part of the holders thereof. The sole Shareholder of record shall surrender all of his certificates formally representing the common stock of the Corporation. Upon the surrender to the Corporation of all such certificates, the sole Shareholder shall receive One Thousand (1,000) Shares of the Class A Voting Common Stock, with One Cent (\$.1) par value per share, and Ninety-Nine Thousand (99,000) Shares of the Class B Non-Voting Common Stock, with One Cent \$ (.1) par value per share, of the Corporation. The provisions of this paragraph are provided in accordance with Section 607.1006(1)(c) of the Act.
4. The following Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to such articles:

"ARTICLE I
NAME

The name of the corporation is **BONITA CASA, INC.** (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is
6947 Verde Way, Naples, Florida 34108

H04000115872 3

H04000115872 3

ARTICLE III
SHARES

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Stock</u>	<u>Par Value</u>
25,000	Class A Voting Common	One Cent
2,475,000	Class B Non-Voting Common	One Cent

The holders of the Class A Voting Common Stock and the holders of the Class B Non-Voting Common Stock shall have identical rights with respect to: (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matter submitted for consideration or approval by the shareholders of the Corporation, whether by vote, written consent or otherwise (except as otherwise provided in the Florida Business Corporation Act).

The shares of the issued and outstanding common stock of the Corporation in existence immediately prior to the filing of these Restated Articles of Incorporation with the Department of State of the State of Florida, all of which are held by the sole Shareholder, shall be reclassified into One Thousand (1,000) Shares of Class A Voting Common Stock, with One Cent \$ (.1) par value per share, and Ninety-Nine Thousand (99,000) Shares of Class B Non-Voting Common Stock, with One Cent (\$.1) par value per share, without any action on the part of the holder thereof, on the terms and subject to the conditions set forth in the Plan of Recapitalization attached hereto as Exhibit "A."

ARTICLE IV
DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 26811 South bay Drive, # 200, Bonita Springs, Florida 34134, and the name of the Corporation's registered agent at that office is Bond, Schoneck & King.

H04000115872 3

05/28/2004 14:54 FAX 2392630703

CUMMINGS LOCKWOOD

004

H04000115872 3

The undersigned President of the Corporation has executed these Restated Articles of Incorporation as of the 13th day of May, 2004.

BONITA CASA, INC.,
a Florida corporation

By: 

THIES PICKENPACK, President

.Np1141:534873.1 05/13/04

H04000115872 3

PLAN OF RECAPITALIZATION

OF

BONITA CASA, INC.

This Plan of Recapitalization (this "**Plan**") is adopted by the Board of Directors of **BONITA CASA, INC.**, a Florida corporation (the "**Corporation**"), as of the 13th day of May, 2004.

I

PRESENT CAPITALIZATION

The authorized capital stock of the Corporation is Seven Thousand Five Hundred (7500) shares of common stock, with one dollar (\$1.00) par value per share (the "**Common Stock**"), of which one hundred (100) shares are issued, fully paid, and outstanding.

II


THE PROPOSED PLAN OF RECAPITALIZATION

2.1 The Recapitalization.

(a) Subject to the terms and conditions of this Plan, at the Effective Time (as such term is defined in Section 2.1(b) hereof), each share of Common Stock will be reclassified (the "**Reclassification**") in the manner set forth in Section 2.2 hereof in exchange for the Recapitalization Consideration (as such term is defined in Section 2.3(b) hereof).

(b) The Reclassification shall become effective upon the filing of the Restated Articles of Incorporation of the Corporation (the "**Restated Articles**") with the Department of State of the State of Florida in accordance with the provisions of Section 607.1007 of the Florida Business Corporation Act (the "**Act**"). The date and time when the Reclassification shall become effective is herein referred to as the "**Effective Time**."

2.2 Reclassification of Stock. At the Effective Time, the authorized, issued and outstanding shares of Common Stock shall, without any action on the part of the holder thereof, be reclassified as, and converted into, the right to receive: (i) One Thousand (1,000) fully paid and nonassessable shares of Voting Common Stock, with One Cent (\$.1) par value per share, of the Corporation ("**Class A Stock**"); and (ii) Ninety-Nine Thousand (99,000) fully paid and nonassessable shares of Non-Voting Common Stock, with One Cent (\$.1) par value per share, of the Corporation ("**Class B Stock**"). The holders of Class A Stock and Class B Stock shall have identical rights with respect to: (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Common Stock shall not be entitled to vote on any matter submitted for consideration or



approval by the shareholders of the Corporation, whether by vote, written consent or otherwise (except as otherwise provided in the Act).

2.3 The Exchange.

(a) Upon the surrender to the Corporation of a certificate or certificates formally representing the Common Stock, the sole Shareholder shall receive One Thousand (1,000) shares of the Class A Stock and Ninety-Nine Thousand (99,000) shares of the Class B Stock, all in accordance with Section 2.2 hereof.

(b) The Class A Stock and the Class B Stock are sometimes referred to herein as the "**Recapitalization Consideration**."

(c) Articles of Incorporation of the Corporation. The Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be amended and restated at the Effective Time in the manner set forth in the Restated Articles of Incorporation, and as so amended and restated, shall be the Articles of Incorporation of the Corporation until thereafter amended as provided therein and in accordance with the Act.

2.4 Bylaws of the Corporation. The Bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall be amended and restated at the Effective Time in the manner set forth in the Amended and Restated Bylaws of the Corporation attached as an exhibit hereto (the "**Amended and Restated Bylaws**"), and as so amended and restated, shall be the Bylaws of the Corporation until thereafter amended as provided therein and in accordance with the Articles of Incorporation of the Corporation or the Act.

III

CONDITIONS PRECEDENT

3.1 Conditions Precedent to Consummation of the Reclassification. The consummation of the transactions contemplated by this Plan (collectively, the "**Recapitalization**") is subject to the satisfaction or waiver (subject to applicable law) of each of the following conditions:

(a) Approval of the Plan. The approval of this Plan and all actions contemplated by this Plan that require the approval of the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(b) Approval of the Articles. The approval of the Restated Articles by the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(c) Approval of the Bylaws. The approval of the Amended and Restated Bylaws by the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

The Corporation, pursuant to authority duly given by its Board of Directors, has caused this Plan to be duly executed by its president and attested by its secretary.

BONITA CASA, INC.,
a Florida corporation

By: _____

THIES PICKENPACK, President

Attest:

THIES PICKENPACK, Secretary