

State of Florida



Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on December 19, 2003, for BONITA ISLE MANAGEMENT ASSOCIATION, INC. which changed its name to BONITA ISLE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 755915.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-ninth day of December, 2003



CR2EO22 (2-03)

Glenda E. Hood

Glenda E. Hood
Secretary of State

SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

BONITA ISLE MANAGEMENT ASSOCIATION, INC.
(A Corporation Not For Profit)

FILED
03 DEC 19 PM 1:30
Palm Beach County Clerk's Office

Any amendments included herein have been adopted pursuant to Section 617.020(4), F.S., and there is no discrepancy between the corporation's articles of incorporation as theretofore amended and the provisions of the restated articles of incorporation other than the inclusion of these amendments and the omission of matters of historical interest.

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify.

ARTICLE I

The name of the corporation is BONITA ISLE HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The street address of the Registered Office of the Association is Centurion Tower, 1601 Forum Place, Suite 701, West Palm Beach, Florida 33401 and the name of the Registered Agent is St. John, Core, Fiore & Lemme, P.A.

ARTICLE III

All definitions in the Declaration of Restrictions to which these Articles are attached and recorded in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for operation, maintenance, preservation and architectural control of the Lots and Common Areas, and improvements thereon, within certain real property (and any additions thereto) described in the "Declaration of Prot

ARTICLES

Exhibit "1"

Covenants, Conditions and Restrictions” Document, as recorded in the Public Records of Palm Beach County, Florida, (hereinafter referred to as the “Declaration”), and to promote the health, safety and welfare of the members of the Association.

ARTICLE V

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the association as set forth in the Declaration as recorded in the Public Records of Palm Beach County, Florida, and as the same may be amended from time to time as therein, provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment of any kind, all charges or assessments imposed pursuant to the terms of the Declaration or By-Laws of the Association; to 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 against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3rds) of the members in writing at a duly called meeting of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3rds) of the members to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association.

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the members at a duly called meeting of the Association.

(g) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(h) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;

(i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the Owners.

ARTICLE VI

MEMBERSHIP

Every owner of a Lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot, and shall include a seller under a contract to sell.

ARTICLE VII

VOTING RIGHTS

All owners shall be entitled to one (1) vote for each Lot owner. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than five (5) nor more than nine (9) persons who must be members of the Association, and elected pursuant to the provisions of the By-Laws.

In addition to the statutory powers, rights and duties as may be granted to or imposed upon a Board of Directors of a Corporation-Not-For-Profit by the State of Florida, the Board of Directors shall have such powers, rights and duties as may be set forth in the (a) Declaration of Protective Covenants, Conditions and Restrictions (b) the By-Laws (c) the Rules and Regulations of the Association, excepting those reserved to the members of the Association.

ARTICLE IX

DISSOLUTION

In the event of the dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to Lakes of Lantana Home Owners

ARTICLES

Association, Inc. (Master Association) or offered to 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

The Articles of the Association may be amended, altered or rescinded at a regular or special meeting of the members by a vote of a majority of the votes of the entire membership in person or by proxy.

ARTICLE XII

OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of directors shall from time to time determine.

ARTICLE XIII

BY-LAWS AMENDMENTS

The By-Laws of the Association may be amended, altered or rescinded at a regular or special meeting of the members by a vote of a majority of the members present in person or by proxy, providing there is a quorum at said meeting.

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall provide adequate liability insurance in an amount not to exceed two (2) million dollars to indemnify and hold harmless every director, every officer and Committee Member, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a Director or officer of the Association, including reasonable counsel fees, except as to matters wherein he/she shall be finally adjudged in such action, suit or

ARTICLES

proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of, all other rights to which such Director, Officer or Committee Member may be entitled.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of BONITA ISLES HOMEOWNERS ASSOCIATION, INC., hereby certify that these Second Amended and Restated Articles of Incorporation are true and correct.

As to witnesses:

BONITA ISLE MANAGEMENT ASSOCIATION, INC.

Maria E. Ramirez
Witness MARIE RAMIREZ

By: Victor Serra
Victor Serra, President

Robert Saldani
Witness Robert Saldani

Attest: Keith Neilson
Keith Neilson, Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12th day of December, 2003, by Victor Serra, as President and Keith Neilson, as Secretary of Bonita Isle Management Association, Inc., respectively, freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. They are personally known to me or have produced Fl. license and _____ as identification and who did take an oath.

Laurie D. Rasmussen
NOTARY PUBLIC
State of Florida at Large.
My Commission Expires: .

(SEAL)



I HEREBY ACCEPT the designation as Registered Agent as set forth in these Articles of Incorporation.

St. John, Core, Fiore & Lemme, P.A.

By: David A. Core
David A. Core, Secretary

ARTICLES