EXHIBIT "B"

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION OF BONITA NATIONAL HOMEOWNER'S ASSOCIATION, INC. A FLORIDA CORPORATION NOT-FOR-PROFIT

The undersigned incorporator, a resident of the State of Florida, hereby adopts the following Articles of Incorporation and files the same with the Secretary of the State of Florida in order to form a corporation not for profit in accordance with the laws of the State of Florida, including but not limited to Chapters 617 and 720.

ARTICLE I: NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is: BONITA NATIONAL HOMEOWNER'S ASSOCIATION, INC., hereinafter sometimes called the "Association." The principal office and mailing address of this corporation shall be: 10481 Six Mile Cypress, Fort Myers, Florida 33966.

These Articles of Incorporation may hereinafter be referred to as the "Articles", and the bylaws of the Association may hereinafter be referred to as the "Bylaws." The Association is not a condominium association under Chapter 718, Florida Statutes.

ARTICLE II: PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members hereof. This Association is formed specifically to promote the health, safety and general welfare of the owners of all or any portion of land located within the residential development known as "Bonita National" lying and being in Lee County, Florida, including without limitation, any additional land that may be brought within the jurisdiction of the Association by proper filing and recording in the Public Records of Lee County, Florida of a Supplement to the Declaration of Covenants, Conditions, Restrictions and Easements for Bonita National (the said Declaration, inclusive of all supplements and amendments thereto, are hereinafter referred to as the "Declaration"). This Association is formed generally to perform any legal act or to perform any legal duty or obligation as may legally be permitted by the Florida Not For Profit Corporation Act, *Florida Statutes*, Chapter 617. All terms used herein that are defined in the Declaration shall have the same meaning as set forth in the Declaration.

The powers of the Association include but are not limited to: (a) own and convey property; (b) establish rules and regulations; (c) assess members and enforce assessments; (d) to sue and to be sued; (e) operate and maintain common property, specifically including the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas (collectively "surface water management systems") or to contract for

services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company; (f) require all lot owners to be members, (g) such purposes and powers as may be set forth in the Declaration, as same may be amended and supplemented from time to time; and (h) to take any other action necessary for the purposes for which the Association is organized.

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c) (7) of the Internal Revenue Code of 1986, nor shall the Association engage in any other activity or perform any act in violation of any provision governing such tax exempt organizations as determined by the federal revenue laws. The Association's amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate of any assessment paid or the amount of the rebate.

ARTICLE III:
MEMBERS/VOTING

Every person or legal entity, who is a record Owner of a present fee simple interest in any Lot, or portion thereof which is subject to the Declaration, shall be a Member of the Association. Membership in the Association, the designation of Membership Classification(s), if any, the qualifications and rights of Members, quorum and voting requirements for meetings and activities of the Members, and notice requirements sufficient to provide notice of meetings and activities of the Members shall be in accordance with and subject to the provisions set forth in the Declaration and the By-Laws of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot, or portion thereof that is subject to the provisions of the Declaration.

ARTICLE IV:
CORPORATE EXISTENCE AND DISSOLUTION

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Corporation shall have perpetual existence. Notwithstanding anything in the foregoing to the contrary, the Association may be terminated in accordance with the Declaration and the Bylaws, subject however to any required prior governmental approval, and provided that upon such termination proper written consent must be duly recorded in the Public Records of Lee County, Florida. In the event of dissolution, the assets owned by the Association, including without limitation, the control and right of access to all surface water management system facilities, shall be conveyed or dedicated to an appropriate agency of local government, and if such agency refuses to accept such assets, then such assets shall be transferred to a non-profit corporation similar to the Association.

ARTICLE V:
BOARD OF DIRECTORS

The business affairs of the Association shall be managed by a Board of Directors consisting initially of three (3) Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the By-Laws of the Association, but in no event shall there by less than three (3) Directors. All Directors shall be appointed, elected, removed, or replaced as the case may be, and shall serve for such terms as may be provided from time to time in the By-Laws.

The names and addresses of the persons constituting the first Board of Directors are as follows:

Name:	Address:
Anthony J. Burdett	10481 Six Mile Cypress, Fort Myers, Florida 33966
Darin McMurray	10481 Six Mile Cypress, Fort Myers, Florida 33966
Lance Ellis	10481 Six Mile Cypress, Fort Myers, Florida 33966

ARTICLE VI:
OFFICERS

The Association shall have the Officers described in the Bylaws, who shall be elected or appointed at such time and for such terms as provided in the Bylaws. The names of the first appointed Officers of the Association are as follows:

Name:	Title:
Anthony J. Burdett	President
Darin McMurray	Vice President
Lance Ellis	Secretary/Treasurer

ARTICLE VII:
INCORPORATOR

The name and address of the Incorporator is as follows:

Charles Mann
Pavese Law Firm
1833 Hendry Street
Fort Myers, Florida 3390

ARTICLE VIII:
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of the Corporation is 1833 Hendry Street, Fort Myers, Florida 33901. The name of the initial Registered Agent of the Corporation is Pavese Law Firm, 1833 Hendry Street, Fort Myers, Florida 33901.

ARTICLE IX:
AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved in the manner provided in Chapter 617, Florida Statutes; provided however, that (i) to the maximum extent lawful the Declarant may unilaterally amend these Articles and/or shall have the right to approve any proposed amendments hereto not initiated by the Declarant and (ii) if not unilaterally amended by the Declarant, the vote required to amend these Articles shall be 66 2/3% of the total votes of the Members; and (iii) notwithstanding any provision of these Articles to the contrary, no amendment shall abridge, reduce, amend, affect or modify the rights of Declarant without the prior written consent of the Declarant, which consent may be withheld for any reason whatsoever.

Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

ARTICLE X:
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any Officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all Officers and Directors for any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE XI:
INTERPRETATION

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions of these Articles shall be consistent with the provisions of the Declaration, and these Articles shall be interpreted, construed and applied so as to avoid inconsistencies or conflicting results. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control. In case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

IN WITNESS WHEREOF, for the purposes of forming a corporation not for profit pursuant to the laws of the State of Florida, the undersigned Incorporator hereby duly executes the foregoing Articles of Incorporation this 19th day of November, 2013.

Charles Mann, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 19th day of November, 2013, by Charles Mann [X] who is personally known to me, or, [ ] who has produced _____ as identification.

My Commission expires:

NOTARY PUBLIC
(SEAL)

Notary Public State of Florida
Alyssa Allenhofen
My Commission EE096286
Expires 05/23/2015

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

BONITA NATIONAL HOMEOWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 10481 Six Mile Cypress, Fort Myers, Florida 33966, has named Pavese Law Firm, with registered office at: 1833 Hendry Street, Fort Myers, Florida 33901, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Pavese Law Firm

By: _____
Charles Mann

DATED this the 19th day of November, 2013.

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