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ARTICLES OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Wedgewood at Bonita Bay Neighborhood Association, Inc.

SECOND: The attached Second Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Second Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 21st day of March 2019, which was lawfully adjourned to the 16th day of April 2019.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES (TWO):

Amanda Smith
Signature
Amanda Smith
Printed Name

Ashley Phillips
Signature
Ashley Phillips
Printed Name

WEDGEWOOD AT BONITA BAY NEIGHBORHOOD ASSOCIATION, INC.

BY: David A. Hussey
David Hussey, President

Date: 5-1-19

(CORPORATE SEAL)

STATE OF FL)
) SS:
COUNTY OF Lee)

The foregoing instrument was acknowledged before me this 1 day of May 2019 by David Hussey as President of Wedgewood at Bonita Bay Neighborhood Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification.

Notary Public State of Florida
Annette Hernandez
My Commission GG 182017
Expires 02/04/2022

Notary Public
Annette Hernandez
Printed Name

My commission expires: 2/4/22

ACTIVE. 12225784_1

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WEDGEWOOD AT BONITA BAY NEIGHBORHOOD ASSOCIATION, INC.

These are the Second Amended and Restated Articles of Incorporation for Wedgewood at Bonita Bay Neighborhood Association, Inc., originally filed with the Florida Department of State the 5th day of May 1987. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapters 617 and 720, Florida Statutes.

For historical reference, the names of the original subscribers, and their addresses at the time of incorporation, were:

Richard C. Grant	158 Caribbean Road Naples, Florida 33963
Alice D. Raulerson	158 Caribbean Road Naples, Florida 33963
Jacquelyn F. Allen	158 Caribbean Road Naples, Florida 33963

The street address of the initial registered office was 600 Fifth Avenue South, Suite 101, Naples, Florida 33940, and the name of the initial registered agent was Richard C. Grant. The name and address of the registered agent and office is Ralph L. Weidner, c/o Gulf Breeze Management Services of SW Florida, Inc., 8910 Terrence Court, #200, Bonita Springs, Florida 34135. The Board may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the registered agent, in the manner provided by law.

1. NAME. The name of the corporation shall be Wedgewood at Bonita Bay Neighborhood Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association," the Second Amended and Restated Declaration of Restrictive Covenants and Easements as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Corporation as the "Bylaws."

2. PURPOSE. The purpose for which the Corporation is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, including but not limited to the power to operate, administer, and manage the Community known as "Wedgewood at Bonita Bay" in accordance with the Declaration and other Governing Documents.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Second Amended and Restated Covenants, Conditions and

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Restrictions for Wedgewood at Bonita Bay, and as subsequently amended, unless herein provided to the contrary, or unless the context otherwise requires.

4. **POWERS.** The powers of the Association shall include and be governed by the following:

4.1 General. The Corporation shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of the Governing Documents or prohibited by law.

4.2 Enumeration. The Corporation shall have all the powers set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited or modified by the Declaration and as it may be amended from time to time, these Articles and as they may be amended from time to time, and the Bylaws, as they may be amended from time to time, including but not limited to the following:

4.2.1 To make and collect Assessments and other Charges against Members as Owners of Units within Wedgewood at Bonita Bay, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Association.

4.2.3 To maintain, repair, replace, reconstruct, add to, improve, and operate the Common Areas and other property acquired or leased by the Association for use by Owners.

4.2.4 To purchase insurance upon the Association's property and insurance for the protection of the Association, its Officers, Directors, and Members.

4.2.5 To make and amend reasonable Rules and Regulations concerning the use of the Common Areas, and the administration and operation of the Association (including Policies and Procedures), subject to any limitations contained in the Declaration.

4.2.6 To enforce the provisions of the Governing Documents.

4.2.7 To contract for the management of the Association and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

4.2.8 To employ personnel to perform the services required for proper operation of the Association.

4.2.9 To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any

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of its obligations by mortgage and pledge of all or any of its property, franchises, Assessments, special assessments, income or rights.

4.2.10 To participate in mergers and consolidations with other non-profit corporations within Bonita Bay organized for the same or similar purposes, or to annex additional property and Common Areas, provided that such mergers, consolidation or organization shall have the consent of two-thirds (2/3) of the Voting Interests of the Association.

4.3 Association Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Governing Documents.

4.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Governing Documents.

5. MEMBERS AND VOTING. The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

5.1 Members. The membership of the Association shall be comprised of the Unit Owners. Membership shall be established as follows:

5.1.1 Owner Members. The Owner of every Unit shall become a Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Unit. Each such Owner shall notify this Association of said recordation within thirty (30) days thereof and shall transmit to the Association true copies of such instrument.

5.2 Voting Rights. The voting rights of the Members shall be as follows:

5.2.1 Number of Votes. There shall be one (1) Voting Interest for each Unit, which may be cast by the Member.

5.3 Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

6. TERM OF EXISTENCE. The Association shall have perpetual existence.

7. OFFICERS. The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.

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8. BOARD OF DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Governing Documents shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to Members' approval when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected or appointed in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9. INDEMNIFICATION.

9.1 Indemnity. The Association shall indemnify any Officer, Director, or Committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, or Committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee members as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board approves such settlement as being in the best interest of the Association.

9.2 Defense. To the extent that a Director, Officer, or Committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 9.1 above, or in defense of any claim, issue, or matter therein, he

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shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

9.3 Advances. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article 9. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, the Association shall not be obligated to pay for any expenses incurred prior to the final disposition of the subject action.

9.4 Miscellaneous. The indemnification provided by this Article 9 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee member and shall inure to the benefit of the heirs and personal representatives of such person.

9.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the duty to indemnify him against such liability under the provisions of this Article.

9.6 Delegation. To the extent permitted by law, the powers and duties of the Directors and Officers may be delegated for the purpose of management.

10. BYLAWS. The Bylaws of this Association may be altered, amended or replaced in the manner provided in the Bylaws.

11. AMENDMENTS. These Articles may be amended in the following manner:

11.1 Proposal of Amendments. An amendment may be proposed by the President of the Association, the Directors, or by twenty-five percent (25%) of the entire Voting Interests.

11.2 Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted

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immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER _____ (OR DOCUMENT BEING COMPLETELY AMENDED) FOR PRESENT TEXT."

11.3 Notice. Written notice setting forth the proposed amendment or a summary of the changes shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

11.4 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of at least two-thirds (2/3rds) of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum has been attained, or by the written agreement of at least two-thirds (2/3rds) of the entire Voting Interests. Amendments correcting errors, omissions, scrivener's errors, violations of applicable law, conflicts between the Governing Documents, or if determined necessary and desirable by the Board to comply with the requirements of the secondary mortgage market, may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.

11.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Lee County Public Records according to law and filed with the Secretary of State according to law.

12. CONSTRUCTION. These Articles of Incorporation and the Bylaws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the Bylaws, the following order of priority shall apply: The Declaration, the Articles of Incorporation, and the Bylaws.

13. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. The registered office address and the name of the registered agent of the Association shall be as determined by the Board of Directors from time to time.

ACTIVE: 11673017_6

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