

**RESTATED ARTICLES OF INCORPORATION
OF
BONITA SPRINGS UTILITIES, INC.
Lee County, Florida.**

ARTICLE I

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The name of this corporation shall be BONITA SPRINGS UTILITIES, INC. (which must contain the word "Incorporated" or "Inc."), and shall be a non-profit corporation organized under Chapter 617, Florida Statutes, and shall have all powers given to a non-profit corporation by the provisions of said Chapter 617, Florida Statutes. The street address of the principal office and the mailing address of the corporation are 11900 East Terry Street Bonita Springs, Florida, 34135.

ARTICLE II

The nature of the business of the corporation and the objects and purposes for which it is organized are:

A. To construct, maintain, and operate a water system for the supplying of water for domestic, commercial, agricultural, industrial, and other purposes to its members and for the sale of any surplus water remaining after the needs of its members have been satisfied and to engage in any activity related thereto, including but not limited to the acquisition of water by appropriation, drilling, pumping, and/or purchase, and the purchase, laying, institution, operation, maintenance, and repair of wells, pumping equipment, water mains, pipelines, valves, meters, and all other equipment necessary to the construction maintenance and operation of a water system, and

B. To construct, maintain, and operate a sewage disposal system for the use and benefit of its members.

ARTICLE III

The members of the corporation shall be the subscribers hereto and all other persons, partnerships, corporations, or other legal entities having a reasonable accessibility to the sources of and who desire to have water and other services supplied for domestic, commercial, agricultural, industrial, or other uses from the systems constructed, maintained, and operated by the corporation. The corporation shall not be required to admit additional members if the capacity of its water system is exhausted by the needs of its existing members and such other persons to whom it has been supplying water.

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ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The names and residences of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
BYRON G. LILES	U.S. 41 Bonita Springs, Florida
T. HARVEY HAINES	Bonita Beach Road Bonita Springs, Florida
DAVID A. EDGE	P. O. Box 851 Bonita Springs, Florida
ARNOLD L. GLAZIER	Bonita Beach Road Bonita Springs, Florida
PAUL A. SCHMIDT	P. O. Box 126 Bonita Springs, Florida

ARTICLE VI

The Board of Directors of this corporation shall consist of nine (9) members. The directors named in the Articles of Incorporation shall serve until the first annual meeting of the members and until their successors are elected and have qualified. Three directors shall be elected for a term of one year; three directors for a term of two years; and three directors for a term of three years. At each annual meeting thereafter, the members shall elect for a term of three years the number of directors whose terms of office have expired.

ARTICLE VII

The officers who shall serve until the first election or until their successors are elected shall be as follows:

<u>NAME</u>	<u>OFFICE</u>
PAUL A. SCHMIDT	President

T. HARVEY HAINES

Vice-President

DAVID A. EDGE

Secretary-Treasurer

The term of office of the foregoing officers shall be for a period of one year or until their successors are elected. The officers shall be elected by the board of directors.

ARTICLE VIII

The first board of directors shall consist of five (5) members who shall serve until the first election or until their successors are elected. The names and addresses of the members of the first board of directors are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
BYRON G. LILES	U.S. 41 Bonita Springs, Florida
T. HARVEY HAINES	Bonita Beach Road Bonita Springs, Florida
DAVID A. EDGE	P. O. Box 851 Bonita Springs, Florida
ARNOLD L. GLAZIER	Bonita Beach Road Bonita Springs, Florida
PAUL A. SCHMIDT	P. O. Box 126 Bonita Springs, Florida

ARTICLE IX

The By-Laws of the corporation may be altered or rescinded as set forth in the By-Laws.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed to the board of directors by a majority vote of the members of the corporation. A majority of the members of the board of directors may approve, amend, or reject such proposals and shall have final authority to adopt any amendment.

ARTICLE XI

The assets and income of this non-profit corporation shall be utilized to promote its purposes. Reasonable compensation may be paid to the directors and officers of this corporation, and nothing herein shall prevent the hiring of employees or engaging of others to perform services for this corporation or to prevent the reimbursement of any person who makes outlays for the reasonable expenses of the corporation. In the event of dissolution or liquidation, either voluntarily or pursuant to order of a court of competent jurisdiction, and after the payment of all outstanding liabilities, each member shall be repaid capital credits without priority on a pro rata basis to the extent assets are available to make such payments. To the extent that assets remain following payment of all outstanding liabilities and capital credits, distribution shall be made without priority to the members and former members in the proportion to which the patronage of each member or former member from and after January 1, 1988, bears to the total patronage of all members from and after such date, to the date of such dissolution. A plan of distribution of excess capital prior to dissolution shall be set forth in the corporation's By-Laws.

ARTICLE XII

The corporation intends to be an organization described in Section 501(c)(12) of the Internal Revenue Code of 1986, Title 26 to the United States Code.