

N18 00000 6546

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(City/State/Zip/Phone #)

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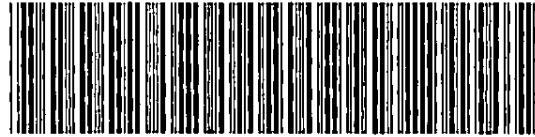
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JAN 23 2019

SECRETARY OF STATE  
TALLAHASSEE, FL

2019 JAN 29 AM 9:35

FILED

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Hidden Lake Condominium Owners' Association, Inc.

DOCUMENT NUMBER: N18000006546

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Shari Thieman Greene, Esquire

(Name of Contact Person)

Thieman Greene & Associates

(Firm/ Company)

7552 Navarre Parkway, Suite 12

(Address)

Navarre, Florida 32566

(City/ State and Zip Code)

eservice@stglaw.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ellen Woody, Paralegal to Shari Thieman Greene

850

939-0499

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |                                          |                                                                        |                                                                                                                |                                                                                                                            |
|------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

2019 JAN 29 AM 9:35

Hidden Lake Condominium Owners' Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N18000006546

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

N/A

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

N/A

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

New Registered Office Address:

N/A

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

N/A

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; GEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

Article V. Directors, Section 3 is amended to read:

[See Attached Amended Article V. Section 3.]

The date of each amendment(s) adoption: N/A, if other than the date this document was signed.

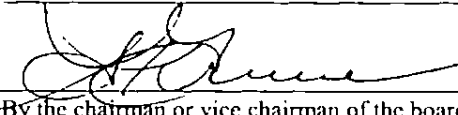
Effective date if applicable: N/A  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Adoption of Amendment(s) (CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated January 16, 2019

Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Shari Thieman Greene, Esquire

(Typed or printed name of person signing)

Attorney for Hidden Lake Condominium Owners' Association, Inc.

(Title of person signing)

## HIDDEN LAKE CONDOMINIUM

### EXHIBIT "D" TO THE DECLARATION OF CONDOMINIUM

#### AMENDED ARTICLES OF INCORPORATION FOR HIDDEN LAKE CONDOMINIUM OWNERS' ASSOCIATION, INC. A NOT-FOR-PROFIT CORPORATION

##### ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is HIDDEN LAKE CONDOMINIUM OWNERS' ASSOCIATION, INC. (hereinafter called the "Association"); the Association's principal place of business initially will be 3320 West County Highway 30-A, Santa Rosa Beach, Florida 32459.

##### ARTICLE II. PURPOSE

This corporation is organized for the purpose of providing an entity pursuant to Section 718.111, *Florida Statutes*, for the operation of Hidden Lake Condominium, a condominium located in Walton County, Florida. The corporation shall operate as a corporation not-for-profit. The Association shall have all powers necessary to establish rules and regulations, levy assessments upon members, and contract for services for the maintenance and operation of the Condominium Property and the Association.

Further, the Association shall operate and maintain any storm water management system and any storm water discharge facility exempted or permitted by the Florida Department of Environmental Protection or other state agency on the property of the Association.

##### ARTICLE III. TERM

The term of the Association shall be the life of the Condominium, unless terminated by the termination of the Condominium in accordance with the provisions of the Declaration of Condominium for Hidden Lake Condominium. Upon any such termination, any storm water management system or discharge facility for which the Association is responsible shall be maintained by local government units, including Walton County or any municipality, a municipal service taxing unit, an active water control district, a drainage district created by special act, a community development district created under Chapter 190, *Florida Statutes*, a special assessment district created under Chapter 170, *Florida Statutes*, a state or federal agency, any duly constituted communication, water, sewer, electrical, or other public utility, or any entity acceptable to the Department of Environmental Protection or its successor under its rules and regulations.

##### ARTICLE IV. INCORPORATOR

Incorporator: The name and address of the subscriber to these Articles of Incorporation is:

Max Mathews, Sr.  
3320 West County Highway 30-A  
Santa Rosa Beach, Florida 32459.

## ARTICLE V. DIRECTORS

1. The affairs of the Association will be managed by a Board consisting of the number of directors as designated by the Bylaws, but not less than three (3) directors; in the absence of such determination, the Board shall consist of three (3) directors.
2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided in the Bylaws.
3. The Developer shall have the right to appoint all the members of the Board of Directors until Unit Owners other than the Developer own fifteen (15%) percent or more of the Units that will be operated ultimately by the Association.

**Developer's right to retain control of the Association.** Pursuant to § 718.301(1), *Florida Statutes*:

(1) If unit owners other than the developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer are entitled to elect at least one-third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect at least a majority of the members of the board of administration of an association, upon the first to occur of any of the following events:

- (a) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
- (b) Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
- (c) When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business;
- (d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business;
- (e) When the developer files a petition seeking protection in bankruptcy;
- (f) When a receiver for the developer is appointed by a circuit court and is not discharged within 30 days after such appointment, unless the court determines within 30 days after appointment of the receiver that transfer of control would be detrimental to the association or its members; or
- (g) Seven years after the date of the recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(c) or the recording of an instrument that transfers title to a unit in the condominium which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first; or, in the case of an association that may ultimately operate more than one condominium, 7 years after the date of the recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(c) or the recording of an instrument that transfers title to a unit which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such

unit, whichever occurs first, for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to s. 718.403, 7 years after the date of the recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(e) or the recording of an instrument that transfers title to a unit which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first.

The Developer is entitled to elect at least one (1) member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least five (5%) percent of the Units operated by the Association. The Developer may, in its sole discretion, turn over control of the Association to Unit Owners other than the Developer prior to such dates by causing all of its appointed directors to resign, whereupon it shall be the affirmative obligation of Unit Owners other than the Developer to elect directors and assume control of the Association. Within seventy-five (75) days after the Unit Owners other than the Developer are entitled to elect a member or members of the Board of Directors, the Association shall call, and give not less than sixty (60) days' notice of an election for the members of the Board of Directors. The election shall proceed as provided in Section 718.112(2)(d), *Florida Statutes*. The notice may be given by any Unit Owner if the Association fails to do so. Upon election of the first Unit Owner other than the Developer to the Board of Directors, the Developer shall forward to the Division the name and mailing address of the Unit owner Board Member. Directors appointed by the Developer need not be Unit Owners.

4. The names of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Max Mathews, Sr.  
Max Mathews, Jr.  
James A. Mathews

#### ARTICLE VI. OFFICERS

The affairs of the Association shall be administered by the officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Max Mathews, Sr., President, 3320 W. County Hwy. 30-A, Santa Rosa Beach, FL 32459  
Max Mathews, Jr., Vice-President, 3320 W. County Hwy. 30-A, Santa Rosa Beach, FL 32459  
James A. Mathews, Sec./Treasurer, 3320 W. County Hwy. 30-A, Santa Rosa Beach, FL 32459

#### ARTICLE VII. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having

been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors' and officers' liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

#### ARTICLE VIII. BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### ARTICLE IX. AMENDMENTS

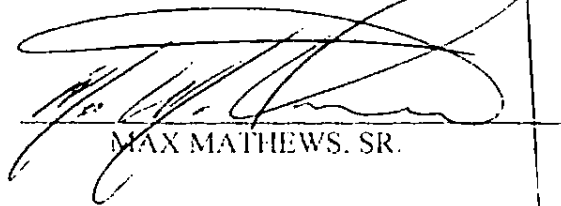
Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered;
2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors not present in person or by proxy at the meeting considering the amendment may express their agreement or disagreement in writing, provided such agreement or disagreement is delivered to the secretary or assistant secretary at or prior to the meeting, said agreement or disagreement may not be used to as a vote for or against the action taken, and may not be used for purposes of creating a quorum. A member of the Association may only vote in person or by proxy on any adoption of a proposed amendment at a meeting of the Unit Owners. Except as elsewhere provided, such adoption of a proposed amendment must be by not less than two-thirds (2/3) of the vote of the entire membership of the Association;
3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the Condominium operated by the Association;
4. Provided, further, that no amendment shall abridge, limit, or alter the rights reserved by or granted to Hidden Lake Condominium or its Developer, Mathews Development Company, Inc., a Florida Corporation, its successors or assigns, or any successor developer, by these Articles or the Bylaws without the prior written consent of Hidden Lake Condominium or its Developer, Mathews Development Company, Inc., a Florida Corporation, its successors or assigns, or a successor developer;
5. A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Walton County, Florida.

ARTICLE X. REGISTERED AGENT

The Association has named MAX MATHEWS, SR., whose address is 3320 West County Highway 30-A, Santa Rosa Beach, Florida 32459, as its Registered Agent to accept service of process within this State.

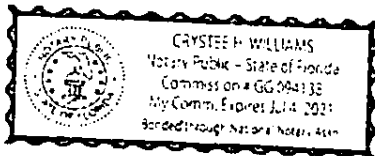
IN WITNESS WHEREOF, the incorporator has affixed his signature on the 16<sup>th</sup> day of January, 2019.

  
MAX MATHEWS, SR.

STATE of FLORIDA  
COUNTY of WALTON

The foregoing instrument was acknowledged and subscribed before me on the 16<sup>th</sup> day of January, 2019, by MAX MATHEWS, SR., who is personally well known to me, and who did/did not take an oath.

[SEAL]



Crystee H. Williams  
Notary Public, State of Florida at Large  
Print Name: Crystee H. Williams  
Commission Expires: 07/04/2021

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

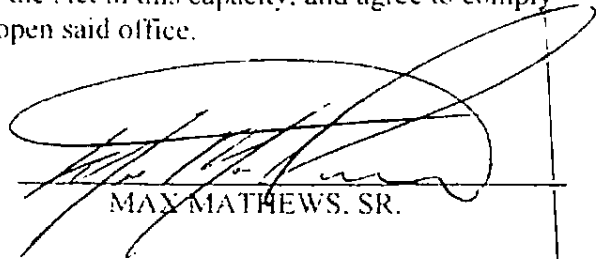
Pursuant to Section 48.091, *Florida Statutes*, the following is submitted in compliance with said Act: That Hidden Lake Condominium Owners' Association, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in Article I hereof at 3320 West County Highway 30-A, Santa Rosa Beach, Florida 32459, has named:

**MAX MATHEWS, SR., 3320 West County Hwy. 30-A, Santa Rosa Beach, Florida 32459**

as its designated Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

  
\_\_\_\_\_  
MAX MATHEWS, SR.