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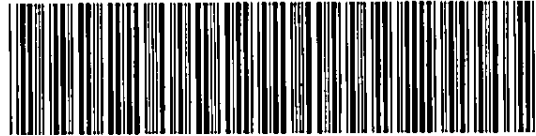
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Annotated
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NOV 27 2018

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HIDDEN RIVER ASSOCIATION INC

DOCUMENT NUMBER: 722086

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

Please return all correspondence concerning this matter to the following:

DONALD MARTENEY

(Name of Contact Person)

HIDDEN RIVER ASSOCIATION INC

(Firm/ Company)

3468 HIDDEN RIVER RD

(Address)

SARASOTA, FL 34240

(City/ State and Zip Code)

HIDDEN.RIVER@YMAIL.COM

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

For further information concerning this matter, please call:

DONALD MARTENEY

941

322-8033

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:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
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

CERTIFICATE OF AMENDMENT
ARTICLES OF INCORPORATION
OF
HIDDEN RIVER ASSOCIATION, INC.

FILED
2018 NOV 13 PM 3:41
SECRETARY
TALLAHASSEE

We hereby certify that the attached amendments to the Articles of Incorporation of Hidden River Association, Inc., originally filed with the Florida Department of State, Division of Corporations on November 15, 1971, were approved and adopted by a majority of the Board of Directors at a meeting of the Board of Directors held on October 30, 2018 in accordance with Section 617.1002(1)(b), Florida Statutes.

DATED this 9 day of November, 2018.

Signed, sealed and
delivered in the presence of:

HIDDEN RIVER ASSOCIATION, INC.

Sign: [Signature]

By: [Signature]

Jorge Neumann as Vice-President

Print: Carlo Gonzalez

Sign: [Signature]

Print: Theresa Pitzer

ATTEST:

Sign: [Signature]

By: [Signature]

Donald Marteney as Secretary

Print: Carlo Gonzalez

Sign: [Signature]

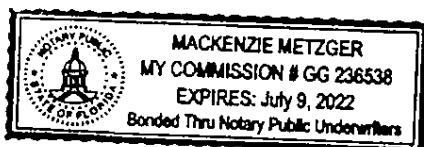
[Corporate Seal]

Print: Theresa Pitzer

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 9 day of November, 2018, by Jorge Neumann as Vice-President of Hidden River Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or has produced FL driver's license as identification.

NOTARY PUBLIC



Sign: [Signature]

Print: Mackenzie Metzger

State of Florida at Large (Seal)

My Commission expires: July 9, 2022

SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

HIDDEN RIVER ASSOCIATION, INC.

The Members of Hidden River Association, Inc. adopt these Second Amended and Restated Articles of Incorporation. The original Articles of Incorporation were filed with the Florida Department of State, Division of Corporations on November 15, 1971. The terms used in these Articles of Incorporation shall have their ordinary meaning unless otherwise defined in the Amended and Restated Bylaws of Hidden River Association, Inc. and, then, shall have such meaning.

ARTICLE 1

Identity and Principal Address

1.1 Name of Corporation and Principal Address. The name of the corporation shall be Hidden River Association, Inc. (the "Club"). The principal office of the Club shall be located at 3468 Hidden River Rd., Sarasota, Florida 34240. The Club's Board of Directors may change the location of the principal address from time to time.

ARTICLE 2

Purpose

2.1 Purpose. The Club is organized for the purpose of being a social membership club to allow its Members to meet, socialize, participate and collectively address matters of common interest. The Club shall make no distribution of income to its Members, directors or officers unless specifically authorized by the Bylaws or the Florida Not For Profit Corporation Act.

ARTICLE 3

Powers

3.1 Powers.

(a) Common Law and Statutory Powers. The Club shall have all of the common law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles of Incorporation, the Bylaws or the Florida Not For Profit Corporation Act.

(b) Specific Powers. The Club shall have all powers granted to it by Florida law, these Articles of Incorporation, and the Bylaws, including all corporate powers set forth in Section 617.0302, Florida Statutes, all of which shall be exercised by its Board of Directors unless the exercise thereof is otherwise restricted in these Articles of Incorporation, the Bylaws or the Florida Not For Profit Corporation Act and all of the powers reasonably necessary to operate the Club including, but not limited to, the following:

(1) To make, amend and collect annual membership dues and other charges to pay the common expenses and losses of the Club.

(2) To use the proceeds of annual membership dues and other charges in the exercise of its powers and duties.

(3) To maintain, repair, alter, improve, replace, administer and operate property, equipment, or facilities owned by the Club.

(4) To purchase insurance upon any property, equipment, or facilities owned by the Club or any other property it elects to maintain, repair, alter, improve, replace, administer or operate and insurance for the protection of the Club, its directors, officers and Members.

(5) To reconstruct improvements after casualty and to further improve any property, equipment, or facilities owned by the Club.

(6) To make and amend reasonable rules regarding membership in the Club and the use of any property, equipment, or facilities owned by the Club.

(7) To prescribe and approve or disapprove applications for membership in the Club.

(8) To enforce by legal means the provisions of these Articles of Incorporation, the Bylaws or the Florida Not For Profit Corporation Act.

(9) To contract for the management, operation, administration and maintenance of property, equipment, or facilities owned by the Club and to delegate to such contracting party any powers and duties of the Club, except such as are specifically required by these Articles of Incorporation or the Bylaws to have the approval of the Board of Directors or the membership.

(10) To employ personnel for reasonable compensation to perform the services required for proper administration and operation of the Club.

(11) To enter into agreements acquiring leaseholds, membership and other possessory or use interests in lands, equipment or facilities intended to provide for the enjoyment, recreation or other use benefits of its members.

(12) To purchase, acquire or take title to property for the purpose of owning, selling or leasing same.

(13) To sue and be sued.

(c) Emergency Powers. The Club shall have all of the emergency powers set forth in Section 617.0303, Florida Statutes.

ARTICLE 4

Members

4.1 Members.

(a) Members. The Members of the Club shall consist of those persons having submitted an application for membership, having paid the annual membership dues, and having been approved by the Board of Directors. Membership shall extend to, and include, a Member's lawful spouse, immediately family related by blood or marriage, and not more than two people residing together as a single housekeeping unit along with any minor children residing with such persons.

(b) Change of Membership. Membership in the Club may not be assigned or transferred but only obtained by submitting an application for membership, paying the annual membership dues and being approved by the Board of Directors.

(c) Vote. Each Member shall be entitled to one (1) vote on behalf of a membership. The manner of exercising voting rights shall be determined by the Bylaws.

ARTICLE 5 Board of Directors

5.1 Board of Directors.

(a) Board of Directors. The affairs of the Club shall be managed by the Board of Directors, composed as provided in the Bylaws, but in no event consisting of less than three (3) directors. A director must fulfill all requirements of eligibility provided in the Bylaws.

(b) Election of Directors. The directors of the Club shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. A director may be removed, and vacancies on the Board of Directors shall be filled, in the manner provided by the Bylaws.

ARTICLE 6 Officers

6.1 Officers.

The affairs of the Club shall be administered by the officers designated in the Bylaws as directed by the Board of Directors. The officers shall be elected by the Board of Directors at its organizational meeting following the annual meeting of the Members and shall serve at the pleasure of the Board of Directors.

6.2 Indemnification of Officers and Directors.

(a) Indemnity. The Club shall indemnify any director, officer, committee member or volunteer 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 or she is or was a director, officer, or committee member or volunteer of the Club, against expenses, including reasonable attorney's fees and appellate attorney's fees; judgments; fines; and amounts paid in settlement actually and reasonably incurred by him or her 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 or she did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Club, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her 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, in and of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Club, and with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful. It is the intent of the membership of the Club, 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.

(b) Defense. To the extent that a director, officer, or committee member or volunteer of the Club has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 6.2(a) above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses, including attorney's fees and appellate attorney's fees, actually and reasonably incurred by him or her in connection therewith.

(c) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Club 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 subject to the understanding and agreement of such director, officer, or committee member to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Club as authorized by this Article 6.

(d) Miscellaneous. The indemnification provided by this Article 6 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.

(e) Insurance. The Club has the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, volunteer, employee, or agent of the Club, or a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Club would have the power to indemnify him or her against such liability under the provisions of this Article 6.

(f) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 6 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

(g) Delegation. To the extent permitted by law, the powers and duties of the directors and officers may be delegated for the purpose of management.

ARTICLE 7

Bylaws

7.1 Bylaws. The Bylaws may be amended in the manner provided in the Bylaws.

ARTICLE 8

Amendments

8.1 Amendments. These Articles of Incorporation may be amended from time to time upon the approval of not less than a majority of the Members in good financial standing with the Club at the time of the vote at a membership meeting. A copy of the proposed amendment and notice of such meeting shall be furnished to all Members by mail, e-mail or hand-delivery at the Member's address as it last appears on the records of the Club not less than fourteen (14) days before such meeting. A copy of each approved amendment shall be filed with the Florida Secretary of State.

ARTICLE 9

Miscellaneous

9.1 Term. The term of the Club shall be perpetual, unless sooner dissolved according to law.

9.2 Interpretation. The Board of Directors is responsible for interpreting the provisions of these Articles of Incorporation. The Board of Directors' interpretation shall be binding upon all parties unless wholly unreasonable.

A written opinion rendered by legal counsel that an interpretation adopted by the Board of Directors is not wholly unreasonable shall conclusively establish the validity of such interpretation.

9.3 Registered Office and Agent. The registered agent and office of the Club, until otherwise determined by the Board of Directors, shall be Donald L. Marteney, 3776 Hidden River Road, Sarasota, Florida 34240. The Board of Directors is authorized to change its Registered Agent and Office in the manner provided by Florida law

9.4 Original Subscribers.

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

<u>Name</u>	<u>Address</u>
Curtis L. Eskew	Route 2-50 Hidden River Road Sarasota, Florida
Richard Kremm	Sarasota, Florida
Louise Hergenrother	Sarasota, Florida

OCTOBER 30, 2018

The date of each amendment(s) adoption: _____, 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 NOVEMBER 9, 2018 _____

Signature Donald L Marteney
(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)

DONALD MARTENEY

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)