

THE ATTACHED AMENDMENT WAS FILED ON JUNE 16, 1981, BUT WAS
MISSING FROM THE RECORDS. A COPY OF THE AMENDMENT WAS
RECEIVED AND FORWARDED TO IMAGE ON 11/30/98.

SUSAN PAYNE/AMENDMENTS

11/30/98

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AMENDED ARTICLES OF
INCORPORATION

OF
HIDDEN LAKE PROPERTY OWNER'S ASSOCIATION, INC.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JUN 16 3 08 PM '81

WHEREAS, on April 21, 1978, Articles of Incorporation were filed with Florida Secretary of State, Charter Number 742388;

WHEREAS as said Articles provided in Article XI that the Article may be amended by the vote of seventy-five (75%) percent of the members;

WHEREAS on April 20, 1981 at a duly noticed meeting of the members the following amendments were approved by 100% of the members;

NOW THEREFORE the Articles of Incorporation are amended in their entirety as follows:

I. AMENDED ARTICLES OF INCORPORATION
OF
HIDDEN LAKE PROPERTY OWNERS ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes and certify as follows:

ARTICLE I
NAME

The name of this corporation shall be HIDDEN LAKE PROPERTY OWNERS' ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association".

ARTICLE II
PURPOSES

The Association is organized for the following purposes:

A. To provide an entity responsible for the operation and maintenance of portions of a subdivision in Palm Beach County, Florida, known as HIDDEN LAKE upon which will be constructed single-family houses (the "Subdivision"). The Plat of the subdivision has been recorded in Plat Book 40, Page; 49-50, of the Public Records of Palm Beach County, Florida.

B. To enforce through appropriate legal means the covenants, restrictions, reservations and servitudes from time to time impressed upon and running with the lands within the Subdivision.

C. To insure that the lands in the Subdivision herein-after defined and the improvements constructed thereon shall be maintained in a manner to insure the comfort, convenience and accommodation of its residents.

D. To acquire title to certain common areas within the Subdivision and to control and maintain same.

EXHIBIT B

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ARTICLE III
POWERS

1. The Association shall have all of the following powers:

A. All of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

B. All of the powers set forth and described in Section 617.021 of the Florida Statutes.

C. The Association shall have all the powers and duties expressly conferred upon it as set forth in the Declaration of Covenants and Restrictions that may from time to time be filed with respect to lands within the subdivision, and all of the powers and duties reasonably necessary to fulfill the obligations and perform the services as set forth in the Declaration of Restrictions herein mentioned.

D. To operate and manage the Association in accordance with the sense, meaning, direction, purpose and intent of the Declaration of Covenants and Restrictions herein mentioned, and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to the Association by the Restrictions or these Articles.

E. To perform such other activities of the Association which, in the opinion of the Board of Directors thereof, shall be reasonably appropriate to its accomplishment of the purposes for which it is organized and the performance of its duties and obligations.

F. To fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors to enter into agreements with other property owners' groups or associations for the collection of such assessments.

2. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation and the By-Laws.

3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the By-Laws.

ARTICLE IV
MEMBERS

1. The members of the Association shall consist of all record owners of lots in the Subdivision known as HIDDEN LAKE, according to the plat thereof, recorded in Plat Book 40, Pages 49-50, of the Public Records of Palm Beach County, Florida.

2. Change of ownership in the Association shall be established by the recording in the Public Records of Palm Beach County, Florida, of a deed or other instrument establishing a record title to a lot, and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except upon transfer of his lot.

ARTICLE V
VOTING AND ASSESSMENTS

1. Subject to the restrictions and limitations herein-after set forth, each lot owner member shall have a minimum of one (1) vote. Any lot or parcel in multiple ownership shall, notwithstanding such multiple ownership, only be entitled to the same vote or votes as if singly held.

2. The Association will obtain funds with which to operate by assessment of its members in accordance with provisions of the Declaration of Covenants and Restrictions relating to HIDDEN LAKE, as supplemented by the provisions of the By-Laws of the Association relating thereto.

ARTICLE VI
DIRECTORS

1. The affairs of the Association will be managed by a Board of Directors consisting of the number of directors as shall be determined by the By-Laws, but not less than three (3) directors, and in the absence of such determination 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 By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

3. The directors appointed herein shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by Hidden Lake Associates, Ltd., (the "Developer"), its successors or assigns. The first election shall not take place until the earlier of:

A. The sale of all lots within the Subdivision to the first persons purchasing the same for their residential use, or

B. December 31, 1983.

C. Upon the occurrence of A or B above, the officers and directors of the Association then serving shall resign and the Developer shall call a special election to elect their successors.

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

PHILIP J. PROCACCI	7298 N.W. 4th Avenue Boca Raton, Florida
PAT PROCACCI	7298 N.W. 4th Avenue Boca Raton, Florida
ROBERT A. EISEN	1499 West Palmetto Park Road Boca Raton, Florida

ARTICLE VII
OFFICERS

The affairs of the Association shall be administered by 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:

President	Pat Procacci 7298 N.W. 4th Avenue Boca Raton, Florida
Secretary and Treasurer	Philip J. Procacci 7298 N.W. 4th Avenue Boca Raton, Florida

ARTICLE VIII
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses, losses, costs and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings 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, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willfull misfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX
BY-LAWS

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

ARTICLE X
AMENDMENTS

1. These Articles may be altered, amended or repealed as herein provided. No amendment affecting HIDDEN LAKE ASSOCIATES, a Limited Partnership (as the same is defined in the Declaration of Covenants and Restrictions) shall be effective without the prior written consent of said corporation, or its successors or assigns.

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

A. 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.

B. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or

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by proxy at the meetings considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors, and by not less than seventy-five percent (75%) of the votes of the membership of the Association.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership, nor the voting rights of members, nor change Section 3 of Article VI herein, nor change any of the rights, privileges, powers or options of the Developer unless the Developer shall consent.

D. A copy of each amendment shall be certified by the Secretary of State of Florida and recorded in the Public Records of Palm Beach County, Florida.

ARTICLE XI
TERM

The existence of this corporation shall be perpetual and may not be terminated as long as the Declaration of Covenants and Restrictions relating to HIDDEN LAKE, a Subdivision, as recorded in the Public Records of Palm Beach County, Florida, are in full force and effect.

ARTICLE XIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7298 N.W. 4th Avenue, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is Philip J. Procacci.

II. The above designated Amendments to the Articles of Incorporation were approved and adopted by the requisite vote of the members of the corporation at a regular meeting of members which was hereby noticed and convened on April 20, 1981 in Palm Beach County, Florida.

IN WITNESS WHEREOF, the President and Secretary of HIDDEN LAKE PROPERTY OWNER'S ASSOCIATION, INC. have executed these Amendments to the Articles of Incorporation this 23rd day of April, 1981.

HIDDEN LAKE PROPERTY OWNER'S
ASSOCIATION, INC.

By: Pat Procacci
Pat Procacci, President

Attest: Philip J. Procacci
Philip J. Procacci,
Secretary

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STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared PAT PROCACCI and PHILIP J. PROCACCI, well known to me to be the President and Secretary, respectively, of HIDDEN LAKE PROPERTY OWNER'S ASSOCIATION, INC., a Florida corporation not-for-profit, and they acknowledged executing the foregoing instrument as their act and deed for the corporation and that the seal affixed thereto is the true seal of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of April, 1981.

Dandra Lee Borne
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES DEC 13 1983
BONDED THRU GENERAL INS. UNDERWRITERS