

FILING COVER SHEET
ACCT. #FCA-14

N00000001112

CONTACT:

CINDY HICKS

DATE:

2/17/00

400003138464--3

-02/17/00--01023--004

*****78.75 *****78.75

REF. #:

0150

CORP. NAME:

Hidden Bay Master Association,
Inc.

☒ ARTICLES OF INCORPORATION

☐ ARTICLES OF AMENDMENT

☐ ARTICLES OF DISSOLUTION

☐ ANNUAL REPORT

☐ TRADEMARK/SERVICE MARK

☐ FICTITIOUS NAME

☐ FOREIGN QUALIFICATION

☐ LIMITED PARTNERSHIP

☐ LIMITED LIABILITY

☐ REINSTATEMENT

☐ MERGER

☐ WITHDRAWAL

☐ CERTIFICATE OF CANCELLATION ☐ UCC-1

☐ UCC-3

☐ OTHER:

STATE FEES PREPAID WITH CHECK# 7038 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

☒ CERTIFIED COPY

☐ CERTIFICATE OF GOOD STANDING

☐ PLAIN STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials

W-436

FILED RECEIVED

00 FEB 17 PM 02:17 AM ID: 40



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 17, 2000

CCRS
103 N. MERIDIAN ST.
LOWER LEVEL
TALLAHASSEE, FL 32301

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

SUBJECT: HIDDEN BAY MASTER ASSOCIATION, INC.
Ref. Number: W00000004367

We have received your document for HIDDEN BAY MASTER ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 400A00008509

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00 FEB 18 PM 2:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF
HIDDEN BAY MASTER ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be HIDDEN BAY MASTER ASSOCIATION, INC., which is hereinafter referred to as "the Association".

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Master Covenants for Hidden Bay, recorded (or to be recorded) in the Public Records of Miami-Dade County, Florida, as hereafter amended and/or supplemented from time to time (the "Covenants"). The further objects and purposes of the Association are to preserve the values and amenities in Hidden Bay and to maintain the Common Properties thereof for the benefit of the owners who become Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Declarant) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of the Articles and the Covenants above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Covenants and to provide for the general health and welfare of its membership.

Definitions set forth in the Covenants are incorporated herein by this reference.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who or which is a record owner of a fee or undivided fee interest in any property which is subject by covenants of record to assessment by the Association shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

Section 2. Voting Members. The Association shall have two (2) classes of voting membership:

Class A. The Class A Voting Members shall be those persons elected by the members of the various condominium associations having jurisdiction over condominium developments within Hidden Bay, each such association (a "Sub-Association") to elect one (1) Voting Member in the manner hereinafter set forth. A Class A Voting Member shall have the right to cast, in such Member's discretion, as many votes as there are residential units subject to the jurisdiction of the Sub-Association which elects him/her.

Class B. The Class B Voting Member shall be the Declarant. The Class B Member shall be entitled to one (1) vote, plus two (2) votes for each vote which the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Class A Members are entitled to cast from time to time. The Class B membership shall cease and terminate one (1) year after the last Unit within Hidden Bay has been sold and conveyed by Declarant, or any time prior thereto at the option of the Declarant.

Section 3. Selection off Voting Members. Each Sub-Association shall elect its Voting Member in the same manner, and subject to the same requirements and restrictions, as it elects its directors. Each Sub-Association and other party entitled to elect or designate a Voting Member shall notify the Association, in writing, of the name, address and telephone number of the Voting Member and any replacement thereof. Such notice shall be conclusive evidence, and a representation and warranty to the Association, that the person named therein has been duly elected designated and may bind the party giving the notice on all matters on which he/she votes.

Section 4. Meeting of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Voting Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Voting Members shall exist if 33-1/3% of the total votes which may be cast by the Voting Members in good standing shall be represented at the meeting by the respective Voting Members. Unless otherwise specifically required by law, references herein and in the Declaration, By-Laws and other documents administered by or binding on the Association shall be deemed to refer to meetings and votes of Voting Members.

Section 5. General Matters. Unless otherwise specified, when reference is made herein, or, in the Declaration, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members present at a duly constituted meeting thereof and not of the Members themselves.

Section 6. Transfer of Control. Notwithstanding any provisions of this Article III to the contrary, Members other than the Declarant are entitled to elect at least a majority of the members of the Board of Directors no later than three (3) months after 90 percent of the Units in Hidden Bay that will ultimately be operated by the Association have been conveyed to Members. The Declarant is entitled to elect at least one member of the Board of Directors as long as the Declarant holds for sale in the ordinary course of business at least 5 percent of the Units to be ultimately developed in Hidden Bay.

ARTICLE IV

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
John Collins	2990 South Atlantic Blvd. Daytona Beach Shores, Florida 32118
Anthony Uanino	922 Lemon Road South Daytona, Florida 321 19

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in Hidden Bay or shall be authorized representatives, officers, or employees or corporate members of the Association, or designees of the Declarant.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of Directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President:	John Collins 2990 South Atlantic Blvd. Daytona Beach Shores, Florida 32118
Vice President/Secretary:	Anthony Uanino 922 Lemon Road South Daytona, Florida 32119
Treasurer:	Mitchell Schneiderman 3370 N.E. 190 th Street Aventura, Florida 33180

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection (by affirmative vote of 66-2/3% of the Members), provided that as long as the Declarant owns any Unit, these Articles may be amended by the Declarant alone without the consent of the Members or the Board.

Section 2. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 3. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Covenants, the Covenants shall control.

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator of this Corporation is:

NAME

Mitchell Schneiderman

ADDRESS

3370 N.E. 190th Street,
Aventura, Florida 33180

ARTICLE X

INDEMNIFICATION

Section 1. The Association shall indemnify any person 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, employee, officer or agent 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 (a) it is determined by a court of competent jurisdiction, after all available 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 (b) such court further 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 did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he

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

Section 3. 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 through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as 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 power to Indemnify him against such liability under the provisions of this Article.

Section 6. The provisions of this Article shall not be amended.

ARTICLE XI

REGISTERED AGENT

Until changed, Mitchell Schneiderman shall be the registered agent of the Association and the registered office shall be at 3370 N.E. 190th Street, Aventura, Florida 33180.

This address shall also be the principal office address.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 14th day of February, 2000.

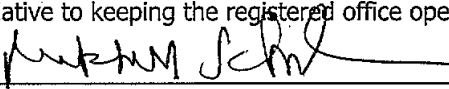

MITCHELL SCHNEIDERMAN, Incorporator

**DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, at Miami, County of Miami-Dade, State of Florida, the corporation named in said articles has named Mitchell Schneiderman, located at 3370 N.E. 190th Street, Aventura, Florida 33180, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Mitchell Schneiderman, Registered Agent

Dated this 14th day of February 2000.

FILED
MAR 17 10 28 AM '00
CLERK OF CIRCUIT COURT
MIAMI COUNTY, FLORIDA