

*NO00000001502*  
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February 28, 2000

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

600003153316-3  
-03/01/00-01089-017  
\*\*\*122.50 \*\*\*\*\*78.75

RE: HIDDEN COVE ASSOCIATION II, INC.

Ladies and Gentlemen:

Enclosed please find the Articles of Incorporation for HIDDEN COVE ASSOCIATION II, INC., a Florida corporation not for profit. Also enclosed please find Check Number 2116 in the amount of \$122.50 for the filing fee.

Please return the Certificate of Incorporation to me at the above address.

As always, should you have any questions, or if I can be of any further assistance in this matter, please do not hesitate to call me.

Very truly yours,

CHRISTIE S. JONES, P.A.

*Christie S. Jones*  
Christie S. Jones, Esquire

Enclosures

FILED  
00 MAR -1 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*3-8 WC*

**ARTICLES OF INCORPORATION**

of

**HIDDEN COVE ASSOCIATION II, INC.**

FILED  
00 MAR -1 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, by and under the provisions of statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit, do hereby declare as follows:

**ARTICLE I. - NAME OF CORPORATION**

The name of this corporation shall be HIDDEN COVE ASSOCIATION II, INC., hereinafter referred to as the Association.

**ARTICLE II. - GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the condominium known as HIDDEN COVE APARTMENTS II, A CONDOMINIUM, located at 3900-34th Avenue South, City of St. Petersburg, Pinellas County, Florida, and to perform all acts provided in the Declaration of Condominium of said condominium and the Condominium Act, Chapter 718, Florida Statutes (1999).

**ARTICLE III. - POWERS**

The Association shall have all of the statutory powers of a corporation not-for-profit and all of the powers and duties set forth in the Condominium Act and the Declaration of Condominium of Hidden Cove Apartments II, a Condominium. As more particularly set forth in the Declaration of Condominium of Hidden Cove Apartments II, A Condominium, the Association may enter into lease agreements and may acquire and enter into agreements acquiring leasehold, membership and other possessory or use interests for terms up to and including ninety-nine (99) years (whether or not such interests relate to property contiguous to the land of the condominium) intended to provide for the enjoyment, recreation, or other use or benefit of the Association members, including but not limited to the lease of recreation areas and facilities. In addition, the Association shall have the power to operate and maintain common property, specifically including, without limitation, any surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

#### ARTICLE IV.- MEMBERS

All persons owning a vested present interest in the fee title to a condominium unit in Hidden Cove Apartments II, A Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Pinellas County, Florida, shall be members of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall terminate automatically and immediately at the time a member's vested interest in the fee title terminates, except that upon the termination of the condominium, the membership of a unit owner who conveys his unit to the trustee as provided in the Declaration of Condominium shall continue until the trustee makes a final distribution of such unit's share of the funds collected and held by the trustee.

After the Association approves of a conveyance of a unit as provided in the Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

Membership shall be appurtenant to and shall not be separated from ownership of the unit.

Prior to the recording of the Declaration of Condominium of Hidden Cove Apartments II, A Condominium, the subscriber hereto shall constitute the sole member of the Association.

#### ARTICLE V.- VOTING RIGHTS

Each condominium unit shall be entitled to one (1) vote at Association meetings. When more than one person owns a unit in the condominium, the vote for that unit shall be exercised as they, among themselves, determine, but in no event shall more than one (1) vote be cast with respect to any one unit, and the vote will not be divided among the owners of any one unit. If one (1) owner owns more than one (1) unit such owner shall have one (1) vote for each unit owned. If units are joined together and occupied by one (1) owner such owner shall have one (1) vote for each unit owned.

#### ARTICLE VI.- INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

#### ARTICLE VII.- EXISTENCE

The Association shall exist perpetually unless dissolved according to law. If the Association is dissolved, the property consisting of any surface water management system shall

be conveyed to an appropriate agency of local government and, if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE VIII.- REGISTERED OFFICE, REGISTERED AGENT,  
PRINCIPAL PLACE OF BUSINESS

The registered office of the Association shall be at 944-39th Avenue North, St. Petersburg, Florida 33703, and the registered agent at such address shall be Joseph T. Lettelier, until such time as another registered agent is appointed by resolution of the board of directors. The initial principal place of business of the Association shall be 944-39th Avenue North, St. Petersburg, Florida 33703.

ARTICLE IX.- NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a board of directors which shall consist of not less than three (3) persons, as shall be designated by the Bylaws.

ARTICLE X.- BOARD OF DIRECTORS AND OFFICERS

The names and mailing addresses of the initial board of directors and officers are as follows:

<u>Name</u>	<u>Address</u>
JOSEPH T. LETTELIER	944-39th Avenue North St. Petersburg, Florida 33703
DAVID KNOWLTON	944-39th Avenue North St. Petersburg, Florida 33703
ROBERT DePUGH	2164-15th Circle North St. Petersburg, Florida 33713

The directors shall not be compensated by the Association for their services as directors.

#### ARTICLE XI.- RECALL AND REMOVAL OF DIRECTORS

Subject to the provisions of Article XIII hereof, and the provisions of the Florida Condominium Act, Chapter 718, Florida Statutes, and the rules and regulations promulgated pursuant thereto, directors may be recalled from office with or without cause, by the affirmative vote of a majority of the voting interests of the Association.

#### ARTICLE XII.- INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association to the maximum extent required and allowed by Florida law. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

#### ARTICLE XIII.- RIGHTS OF DEVELOPER

As more particularly set forth in Section 718.301(1), Florida Statutes, CHAF, Inc., a Florida corporation, which is the developer of Hidden Cove Apartments II, A Condominium, and which is referred to herein as the Developer, shall have the right to appoint all of the directors of the Association (which Developer appointed directors need not be unit owners), subject to the following:

A. When fifteen percent (15%) or more of the units in a condominium that will be operated ultimately by the Association are conveyed to owners other than the Developer, such unit owners shall be entitled to elect not less than one-third (1/3) of the directors.

B. Unit owners other than the Developer shall be entitled to elect not less than a majority of the directors upon the occurrence of the earliest of the following:

1. Three (3) years after fifty percent (50%) of the units that will be operated ultimately by the Association have been conveyed to purchasers; or
2. Three (3) months after ninety percent (90%) of the units that will be operated ultimately by the Association have been conveyed to purchasers; or
3. When all of 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;

4. 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; or
5. Seven (7) years after recordation of the Declaration of Condominium creating the initial phase in the Public Records of Pinellas County, Florida.

C. The Developer shall be entitled to elect at least one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the units in the Condominium. Following the time the Developer relinquishes control of the Association in accordance with the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association and Section 718.301, Florida Statutes, the Developer may exercise the right to vote any Developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the Association or selecting the majority members of the Board of Directors.

D. Any director appointed by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the unit owners.

#### ARTICLE XIV.- 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 in such Bylaws.

#### ARTICLE XV.- SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is as follows:

Name

Address


JOSEPH T. LETTELLEIR

944-39th Avenue North  
St. Petersburg, Florida 33703

#### ARTICLE XVI.- AMENDMENT

These Articles of Incorporation may be amended as set forth in Chapter 617, Florida Statutes; provided, however, that any such amendment shall be approved by at least seventy-five percent (75%) of the voting interests of the Association. Until the election of a majority of the directors by unit owners other than Developer, no amendment shall be effective without the written consent of the Developer.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 28 day of January, 2000.

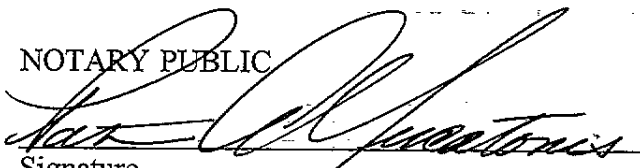
  
JOSEPH T. LETTELLEIR

STATE OF FLORIDA                     )  
COUNTY OF PINELLAS            )

The foregoing instrument was acknowledged before me, a notary public authorized to take acknowledgments in the State and County set forth above, this by JOSEPH T. LETTELLEIR, who is personally known to me and who did not take an oath, and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 28 day of January, 2000,  
in the aforesaid County and State.

NOTARY PUBLIC

  
Signature

Printed Name

Commission Number



**PATRICIA A. YUCATONIS**  
**COMMISSION # CC 548982**  
**EXPIRES JUN 17, 2000**  
**BONDED THRU**  
**ATLANTIC BONDING CO., INC.**

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Section 48.091, Florida Statutes, Hidden Cove Association II, Inc., a Florida corporation not for profit, desiring to organize under the laws of the State of Florida, hereby designates JOSEPH T. LETTELLEIR, located at 944-39th Avenue North, St. Petersburg, Florida 33703, as its Registered Agent to accept service of process within the State of Florida.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above named corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as Registered Agent.

Dated the 28 day of January, 2000.

  
JOSEPH T. LETTELLEIR

FILED  
00 MAR -1 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA