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## FLORIDA NON-PROFIT CORPORATION

Hidden Lagoon at Tropical Shores Homeowners Associat

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**ARTICLES OF INCORPORATION  
OF  
HIDDEN LAGOON AT TROPICAL SHORES HOMEOWNERS ASSOCIATION, INC.  
A Corporation Not For Profit**

The undersigned hereby forms a corporation, not-for-profit, under Chapter 6  
Florida Statutes and certifies as follows:

**ARTICLE I  
NAME**

The name of this corporation shall be "HIDDEN LAGOON AT TROPICAL SHORES  
HOMEOWNERS ASSOCIATION, INC." For convenience, the corporation shall herein be  
referred to as the "ASSOCIATION."

The address of the corporation's principal office is 5104 - 54<sup>th</sup> Street West,  
Bradenton, Florida 34210.

**ARTICLE II  
PURPOSE**

2.1. Purpose. The purpose for which the ASSOCIATION is organized is to  
provide an entity for the maintenance, preservation, management and architectural control  
of the LOTS and ASSOCIATION PROPERTY located within HIDDEN LAGOON AT  
TROPICAL SHORES, a residential development located in the city of Bradenton in  
Manatee County, Florida, same to be in accordance with the "Declaration of Covenants,  
Conditions, Easements and Restrictions of HIDDEN LAGOON AT TROPICAL SHORES,  
herein called the "DECLARATION", which is to be recorded in the Public Records of  
Manatee County, Florida, as same may be amended. The ASSOCIATION shall have the  
further purpose of promoting the health, safety and welfare of the OWNERS and occupants  
of HIDDEN LAGOON AT TROPICAL SHORES consistent with the DECLARATION, these  
ARTICLES and the BY-LAWS of the ASSOCIATION of HIDDEN LAGOON AT TROPICAL  
SHORES.

**ARTICLE III  
POWERS**

3.1. Common Law and Statutory Powers. The ASSOCIATION shall have all of  
the common law and statutory powers of a corporation not-for-profit not in conflict with  
these ARTICLES or the DECLARATION.

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3.2. Specific Powers. The ASSOCIATION shall have all of the powers and duties set forth in the DECLARATION, as amended from time to time, except as validly limited by these ARTICLES and by said DECLARATION, and all of the powers and duties reasonably necessary to own and operate the ASSOCIATION PROPERTY of HIDDEN LAGOON AT TROPICAL SHORES pursuant to said DECLARATION and to perform the maintenance, administrative, managerial and other functions for HIDDEN LAGOON AT TROPICAL SHORES, as provided in said DECLARATION, as they may be amended from time to time, including, but not limited to, the following:

A. To enforce the provisions of the DECLARATION, these ARTICLES and the BY-LAWS of this ASSOCIATION by appropriate means and carry out the obligations of the ASSOCIATION under the DECLARATION.

B. To make and collect assessments against MEMBERS as LOT OWNERS to defray the cost of the COMMON EXPENSES of HIDDEN LAGOON AT TROPICAL SHORES as provided in the DECLARATION.

C. To use the proceeds of assessments in the exercise of its powers and duties.

D. To accept, hold title to, own, purchase, acquire, replace, improve, manage, maintain and administer the use of the ASSOCIATION PROPERTY of HIDDEN LAGOON AT TROPICAL SHORES in accordance with the DECLARATION.

E. To purchase insurance upon the ASSOCIATION PROPERTY and for the protection of the ASSOCIATION and its MEMBERS.

F. To reconstruct the improvements of the ASSOCIATION PROPERTY after casualties and further to improve the ASSOCIATION PROPERTY in accordance with the DECLARATION.

G. To adopt and amend reasonable rules and regulations respecting the use of the ASSOCIATION PROPERTY in accordance with the DECLARATION.

H. To enforce, by legal means, the provisions of the DECLARATION, the BY-LAWS of the ASSOCIATION, and regulations duly adopted by the ASSOCIATION.

I. To furnish or otherwise provide for private security, fire protection or such other services as the BOARD, in its discretion, determines necessary or appropriate.

J. To pay any real and personal taxes and other charges assessed against the ASSOCIATION PROPERTY unless same are separately assessed to the OWNERS.

K. To obtain all required utility and other services for the ASSOCIATION PROPERTY.

L. To maintain architectural control over HIDDEN LAGOON AT TROPICAL SHORES in accordance with the DECLARATION.

M. To negotiate and contract for such materials and services for the benefit of all or any part of the LOT OWNERS who may subscribe to or elect to accept such materials or services as agent on behalf thereof, in accordance with the DECLARATION.

N. To borrow money and to pledge assets of the ASSOCIATION as security therefor pursuant to the DECLARATION.

O. To employ personnel for reasonable compensation to perform the services required for the proper carrying out of the ASSOCIATION responsibilities.

P. To prepare and maintain such parts of HIDDEN LAGOON AT TROPICAL SHORES as may be provided in the DECLARATION.

Q. To exercise such further authority as may be reasonably necessary to carry out each and every one of the obligations of the ASSOCIATION set forth in the DECLARATION, these ARTICLES or the BY-LAWS, including any right or power reasonably to be inferred from the existence of any other right, power, duty, or obligation given to the ASSOCIATION, or reasonably necessary to effectuate its obligation under the DECLARATION.

R. To the extent required by the DECLARATION, to operate and maintain a stormwater management system and a stormwater discharge facility as exempted or permitted by the Southwest Florida Water Management District. Should this ASSOCIATION be dissolved, any stormwater management system and discharge facility shall be maintained by an entity approved by the Southwest Florida Water Management District.

S. To maintain, repair, and replace the underdrain system as necessary.

T. To enter into one or more contracts for the management of the ASSOCIATION, the ASSOCIATION PROPERTY and any part thereof.

3.3. Assets Held in Trust. All funds and the title of all properties acquired by the ASSOCIATION and the proceeds thereof shall be held in trust for the MEMBERS, in accordance with the Provisions of the DECLARATION, these ARTICLES and the By-Laws of the ASSOCIATION.

3.4. Limitation on Exercise of Power. The powers of the ASSOCIATION shall be subject to and shall be exercised in accordance with the provisions of the laws of the state of Florida, the DECLARATION, these ARTICLES and the BY-LAWS of the ASSOCIATION.

#### ARTICLE IV MEMBERS

4.1. Members. The MEMBERS of the ASSOCIATION shall consist of the DECLARANT, Stanley B. Jay and Fred Munn, and their assigns, as the Declarant Member, until such time as the Declarant Membership is terminated and converted to Regular Membership as provided by the terms of the DECLARATION and all of the record OWNERS of LOTS in HIDDEN LAGOON AT TROPICAL SHORES subject to the DECLARATION and operated hereby.

4.2. Change of Membership. Change of membership in the ASSOCIATION shall be established by the recording in the Public Records of Manatee County, Florida, of a deed or other instrument establishing a change of record title to a LOT in HIDDEN LAGOON AT TROPICAL SHORES. The OWNER designated in such instrument shall there upon become a MEMBER of the ASSOCIATION and the membership of the prior OWNER shall thereupon be terminated, as provided in the BY-LAWS.

4.3. Limitation on a Transfer of Shares or Assets. The share of a MEMBER in the funds and assets of the ASSOCIATION cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the MEMBER'S LOT.

4.4. Voting. The OWNER of each LOT shall be entitled to one vote as a MEMBER of the ASSOCIATION provided, however, that the DECLARANT shall be entitled to the number of votes as provided in the DECLARATION. The manner of exercising voting rights shall be determined by the BY-LAWS of the ASSOCIATION. OWNERS owning more than one LOT shall be entitled to one vote for each LOT owned. Voting rights shall be subject to such provisions for delegation of voting rights and the granting of irrevocable proxies as may be provided in the DECLARATION and the BY-LAWS.

ARTICLE V  
DIRECTORS

5.1. Board of Directors. The affairs of the ASSOCIATION shall be managed by a BOARD consisting of such number of MEMBERS as may be determined from time to time in accordance with the DECLARATION and the BY-LAWS. In no event shall the BOARD consist of fewer than three (3) Directors and not more than five (5). Directors need not be MEMBERS of the ASSOCIATION, except as otherwise provided.

5.2. Election of Directors. Directors of the ASSOCIATION shall be elected at the annual meeting of the MEMBERS, in the manner provided by the BY-LAWS. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BY-LAWS.

5.3. First Board of Directors. The names and addresses of the initial Board of Directors, who have been selected by the DECLARANT and who shall serve until their successors are elected and have qualified, or until they resign or are removed, are as follows:

President -	Stanley B. Jay 5104 - 54 <sup>th</sup> Street West Bradenton, Florida 34210
Vice President -	Fred Munn 908 - 40 <sup>th</sup> Avenue West Bradenton, Florida 34205
Secretary -	John J. Garrity 5311 - 52 <sup>nd</sup> Avenue West Bradenton, Florida 34210
Treasurer -	Fred Munn 908 - 40 <sup>th</sup> Avenue West Bradenton, Florida 34205

The initial Directors designated by Stanley B. Jay and Fred Mann, the DECLARANT named in the DECLARATION, and any Directors subsequently designated or appointed or elected by DECLARANT in accordance with the terms of the DECLARATION, need not be MEMBERS of the ASSOCIATION.

**ARTICLE VI**  
**OFFICERS**

6.1. **Officers.** The affairs of the ASSOCIATION shall be administered by a President, Vice President, Secretary, Treasurer and such other officers as may from time to time be created by the BOARD as permitted by the BY-LAWS. Officers shall be elected by the BOARD at its first meeting following the annual meeting of the ASSOCIATION and shall serve at the pleasure of the BOARD. Offices may be combined as provided in the BY-LAWS. The names and addresses of the officers who shall serve until their successors are designated by the BOARD are as follows:

President -	Stanley B. Jay 5104 - 54 <sup>th</sup> Street West Bradenton, Florida 34210
Vice President -	Fred Munn 908 - 40 <sup>th</sup> Avenue West Bradenton, Florida 34205
Secretary -	John J. Garrity 5311 - 52 <sup>nd</sup> Avenue West Bradenton, Florida 34210
Treasurer -	Fred Munn 908 - 40 <sup>th</sup> Avenue West Bradenton, Florida 34205

**ARTICLE VII**  
**INDEMNIFICATION**

7.1. **Indemnification.** Every director and every officer of the ASSOCIATION shall be indemnified by the ASSOCIATION against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him in connection with any proceeding or the 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 and wanton misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the BOARD approves such settlement and reimbursement as being for the best interests 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.

7.2. Insurance. The BOARD of the ASSOCIATION may purchase liability insurance to insure all Directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the MEMBERS of the ASSOCIATION as part of the common expenses.

#### ARTICLE VIII BY-LAWS

8.1. By-Laws. The first BY-LAWS of the ASSOCIATION shall be adopted by the BOARD and may be altered, amended or rescinded by a majority of the BOARD, except as otherwise may be provided by the BY-LAWS and the DECLARATION.

#### ARTICLE IX AMENDMENTS

9.1. Amendments. In addition to any amendments to these ARTICLES made by the DECLARANT pursuant to rights or powers reserved by the DECLARANT in the DECLARATION, these ARTICLES may be altered, amended or modified upon the affirmative vote of the MEMBERS owning sixty-six percent (66%) of the LOTS in HIDDEN LAGOON AT TROPICAL SHORES. Amendments may be proposed by the DECLARANT so long as it owns any LOTS in the Subdivision by resolution of the BOARD, or by the MEMBERS owning ten percent (10%) of the LOTS in HIDDEN LAGOON AT TROPICAL SHORES. Provided, however, that no amendment affecting the DECLARANT, or its successors or assigns as the DECLARANT of HIDDEN LAGOON AT TROPICAL SHORES, as defined in the DECLARATION, shall be effective without the prior written consent of the DECLARANT, its successors or assigns as such DECLARANT. Provided, further that no amendment shall make any change in the qualification for membership nor the voting rights of MEMBERS without the approval of all MEMBERS. No amendment shall be made which is in conflict with DECLARATION.

#### ARTICLE X EXISTENCE

The term of the ASSOCIATION shall be perpetual.



ARTICLE XI  
INCORPORATOR

The name and address of the incorporator executing these ARTICLES is as follows:

Stanley B. Jay  
5104 54<sup>th</sup> Street West  
Bradenton, Florida 34210


ARTICLE XII  
REGISTERED AGENT

The ASSOCIATION hereby appoints STEPHEN W. THOMPSON, whose mailing address is 1205 Manatee Avenue West, Bradenton, Florida 34205, as its Registered Agent and Resident Agent under the laws of Florida. By affixing his signature hereto, STEPHEN W. THOMPSON does hereby accept said designation and appointment, and the registered office of the ASSOCIATION shall be at 1205 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE XIII  
DEFINITIONS

13.1. Terms used herein and in the Bylaws shall have the definitions and meanings thereof set forth in the Declaration, unless the context shall otherwise require.

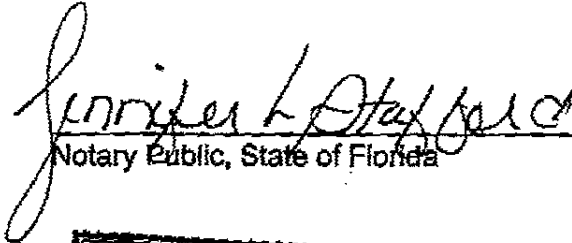
IN WITNESS WHEREOF, the Subscriber has caused this document to be executed in his name this 21<sup>st</sup> day of October, 2002/

  
Stanley B. Jay, President

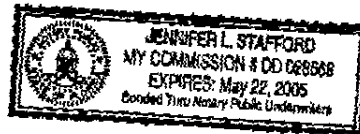
STATE OF FLORIDA     )  
COUNTY OF MANATEE    )

I HEREBY CERTIFY that on this 21<sup>st</sup> day of October, 2002, the foregoing instrument was sworn to and subscribed before me by Stanley B. Jay, as President of

HIDDEN LAGOON AT TROPICAL SHORES, a Florida corporation not for profit, who is personally known to me or who has provided the following form of identification: \_\_\_\_\_

  
Notary Public, State of Florida

My Commission Expires:

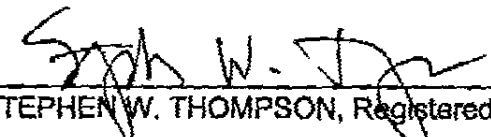


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ACCEPTANCE BY REGISTERED AGENT

The undersigned, STEPHEN W. THOMPSON, hereby accepts designation as Registered Agent and Resident Agent of the foregoing corporation.

Dated this 21st day of October, 2002.

  
STEPHEN W. THOMPSON, Registered Agent