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**FLORIDA NON-PROFIT CORPORATION**

**HIDDEN SPRINGS PROPERTY OWNERS ASSOCIATION INC.**

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ARTICLES OF INCORPORATION  
OF  
HIDDEN SPRINGS PROPERTY OWNERS ASSOCIATION, INC.

The undersigned hereby make, subscribe, acknowledge, and file the following Articles for the purpose of forming a non-profit corporation under the laws of the State of Florida, and certify as follows:

ARTICLE I - NAME

The name of this corporation is "Hidden Springs Property Owners Association, Inc." (the "Association") and the mailing address and physical address of the principal office is 502 East Highway 20, Suite A, Niceville, FL 32578, or such other address as may be designated from time to time by the Board of Directors of the Association.

ARTICLE II - PURPOSE

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose for which the Association is formed is to provide an entity to own, dedicate, operate, manage, maintain and control all of the real property located in Okaloosa County, Florida, together with the recreational, greenspace, ingress and egress, parking, utilities, and other related amenities as may be from time to time constructed thereon, as is designated as "Common Area" in the Declaration of Covenants, Conditions and Restrictions Of Hidden Springs Subdivision Phase I (the "Declaration") filed in the public records of Okaloosa County, Florida, by Hidden Springs, LLC, a Florida limited liability company (the "Developer"). The term "Declaration" includes such amendments as may be from time to time made to the Declaration and recorded in the public records of Okaloosa County, Florida. The term "Developer" includes the successors and assigns of the Developer who are designated by the Developer as a successor Developer. Pursuant to the Declaration, the Association shall hold the rights and privileges granted by the Declaration in trust for the benefit of the owners of the real property which may be from time to time subjected to the Declaration as more specifically set forth in Article IV of these Articles (the "Members"). If there are any inconsistencies or conflicts between the definitions, powers, duties or terms of these Articles and the Declaration, the Declaration shall prevail.

ARTICLE III - POWERS

The powers of the Association shall include and be governed by the following provisions:

(A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration.

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(B) The Association shall have all the powers and duties set forth in these Articles and the Declaration and all of the powers and duties reasonably necessary to own, dedicate, operate, manage, maintain and control the Common Properties, including but not limited to the following:

(1) To hold title to and own fee simple or other lesser interests in real, personal or mixed property, wherever situated, and to dedicate, lease, mortgage and convey the same.

(2) To make and collect assessments against the Members of the Association to defray the costs, expenses and losses related to the Common Properties.

(3) To use the proceeds of the assessments in the exercise of these powers and duties.

(4) To maintain, repair, replace and operate the Common Properties or any other property of the Association.

(5) To purchase insurance upon the Common Properties or the other property of the Association and insurance for the protection of the Association and its Members.

(6) To reconstruct improvements after casualty and to further improve the Common Properties or any other property of the Association.

(7) To make and amend reasonable regulations respecting the use of the Common Properties or the other property of the Association.

(8) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws of the Association, and regulations for the use of the Common Properties or the other property of the Association.

(9) To contract for the management of the Association, the Common Properties, or other property of the Association or any portion thereof, and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the Membership of the Association.

(10) To contract with the Developer, its successors and assigns, and any of its officers, directors, partners or shareholders.

(11) To acquire fee simple title to, to lease, acquire memberships or acquire other possessory or use interest in and to operate lands and facilities, including but not limited to the Common Properties, intended to provide for the enjoyment, recreation or other use or benefit of the Members, or a substantial number of the Members, of the Association.

(12) To determine which persons shall be entitled to use the Common Properties including all fees, charges and other terms and conditions relating to such use and to enter into such agreements as may be necessary or incidental thereto.

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(13) To employ personnel to perform the service required for the proper operation, management, maintenance or control of the Association, the Common Properties, or any other property of the Association.

(14) To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the Members of the Association where such actions or rights are common to all Members, or a substantial number of the Members; and to bring such action in the name of and on behalf of the Members.

(C) All funds and the title of all properties acquire by the Association and their proceeds 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.

#### ARTICLE IV - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association ("Lot"), shall be a Member of the Association from the date such Member acquires title to his Lot provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member.

A change of membership in the Association shall be established by recording in the public records of Okaloosa County, Florida, 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 thus becomes a Member of the Association and the membership of the prior owner is terminated.

The share of a Member in the funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Lot.

#### ARTICLE V - VOTING RIGHTS

Subject to the limitations and requirements set forth in these Articles, the Declaration and the By-Laws, the owner of each Lot shall be entitled to a voting interest of at least one (1) vote as a Member of the Association.

The Association shall have two classes of voting membership:

Class A. Class "A" membership shall be all those owners as defined in Article IV with the exception of the Developer. Class "A" Members shall be entitled to one vote for each Lot they own.

Class B. The Class "B" Member shall be the Developer. The Class "B" Member shall be entitled to three votes for each Lot it owns; provided that, the Class "B" membership shall cease and become converted to Class "A" membership on the happening of any of the following events, whichever occurs earlier:

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- (a) when the total votes outstanding in the Class "A" membership equal the total votes outstanding in the Class "B" membership, or
- (b) ten (10) years from the conveyance of the first Lot.

Upon conversion of Class "B" membership to Class "A" membership, the Developer shall transfer control of the Association by calling a meeting of members for the purpose of electing officers and directors, the then officers and directors shall submit their written resignations and the Class "A" members shall elect officers and directors and assume control of the Association.

#### ARTICLE VI - TERM

This Association shall have perpetual existence.

#### ARTICLE VII - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall until serve their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Randy Sims President	4018 Bond Circle Niceville, FL 32579
Edna Neefe Secretary/Treasurer	4502 E. Highway 20 Suite A Niceville, FL 32579-5176

#### ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not less than three (3) nor more than five (5) Directors who need not be members of the Association. The initial Board of Directors shall consist of three Directors who shall hold office until the termination of the Class "B" Membership and until the election of their successors at a meeting of members, or until their prior resignation. Upon the termination of the Class "B" Membership, the Board of Directors shall consist of at least three (3) members, each of whom shall serve for a one-year term. The Board may be increased in size up to five (5) members at the discretion of a majority of the initial Board of Directors. However, the Board shall at all times contain an odd number of members.

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The names and addresses of those persons who are to act as initial Directors until their prior resignation or the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Randy Sims	4018 Bond Circle Niceville, FL 32578
Tim Spears	P. O. Box 456 Destin, FL 32540
Edna Keefe	4502 E. Highway 20 Suite A Niceville, FL 32578-517

ARTICLE IX - INITIAL REGISTERED OFFICE,  
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this Association shall be at the law offices of Burke & Blue, P.A., 215 Grand Blvd., Suite 100, Destin, Florida 32550, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be M. Todd Burke, 215 Grand Blvd., Suite 100 Destin, Florida 32550.

ARTICLE X - BY-LAWS

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

ARTICLE XI - AMENDMENTS

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 for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the Members of the Association. Directors and Members not present in person or by proxy at the meeting 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 two-thirds (2/3) of the voting interests of the entire membership of the Association;

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(C) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of Members without approval in writing by all Members and the joinder of all record owners of mortgages upon any lot.

(D) Provided, further, that no amendment shall abridge, limit or alter the rights reserved by or granted to the Developer, its successors or assigns, or any successor developer, by these Articles, the Declaration or the By-Laws without the prior written consent of the Developer, its successors and assigns, or any such successor developer.

(E) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Okaloosa County, Florida.

#### ARTICLE XII - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

No disposition of the Association properties shall be effective to divest or diminish any right or title to any Member vested in him under the Declaration unless made in accordance with the provisions of such Declaration.

#### ARTICLE XIII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any 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 misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

#### ARTICLE XIV - THE SUBSCRIBERS

The names and addresses of the subscribers to these Articles are as follows:

Randy Sims

4018 Bond Circle

Niceville, FL 32578

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Tim Spears

P. O. Box 456  
Destin, FL 32540

Edna Keefe

4502 E. Highway 20  
Suite A  
Niceville, FL 32578-5175

IN WITNESS WHEREOF, the subscribers have affixed their signatures this  
day of 16th of June, 2003.

Randy Sims  
Randy Sims  
Tim Spears  
Tim Spears  
Edna Keefe  
Edna Keefe

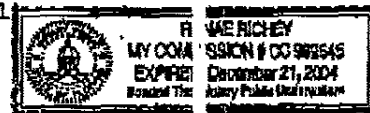
STATE OF FLORIDA  
COUNTY OF Okaloosa

The foregoing instrument was acknowledged before me this 16 day of June, 2003, by Randy Sims, as Incorporator.

Renee Richey  
Notary Public

My Commission Expires:

(Notary Seal)

STATE OF FLORIDA  
COUNTY OF Okaloosa

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of June, 2003, by Tim Spears, as Incorporator.

Renee Richey  
Notary Public

My Commission Expires:

(Notary Seal)



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STATE OF FLORIDA  
COUNTY OF Okaloosa

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of June, 2003, by Edna Keefe, as Incorporator.

Renee R. Keefe  
Notary Public

My Commission Expires:

(Notary Seal)



## ACKNOWLEDGMENT

Having been named in Article IX of the Articles of Incorporation of Hidden Springs Property Owners Association, Inc., to accept service of process for the aforesaid Association, at the place designated in said Articles, I hereby accept to act in that capacity.

M. Todd Burke  
M. Todd Burke

Date: 6/10/03 (Tues)

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03 JUN 12 AM 7:37  
STATE  
TALLAHASSEE, FLORIDA