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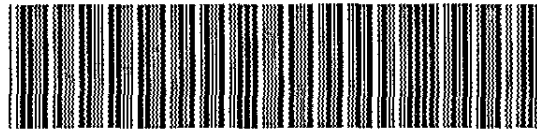
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB 27 PM 1:40

3-10-04
MC

FORMAN, HANRATTY & MONTGOMERY

ATTORNEYS AT LAW

GEORGE J. ALBRIGHT, III**
CHARLES R. FORMAN
JOSEPH M. HANRATTY
MICHAEL B. MONTGOMERY*
VANESSA THOMAS*

*Admitted in Alabama & Georgia
Licensed also in Hawaii & California
*Of Counsel
**Also Licensed in D.C.

February 25, 2004

Reply to: Ocala

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: The Village at Hidden Lakes Property Owners Association, Inc.

Dear Sirs:

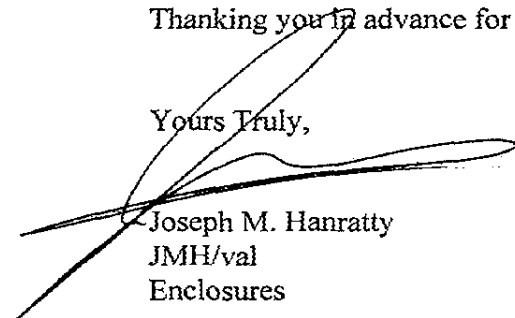
I am enclosing the original and one copy of the Articles of Incorporation regarding the above, together with a check in the amount of \$78.75 for payment as follows:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
TOTAL	\$78.75

Upon your approval and the filing of the Articles of Incorporation, please certify a copy and return same to my office.

Thanking you in advance for your assistance, I remain

Yours Truly,


Joseph M. Hanratty
JMH/val
Enclosures

ARTICLES OF INCORPORATION

OF

THE VILLAGE AT HIDDEN LAKES PROPERTY OWNERS ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB 27 PM 1:40

The undersigned hereby associated to form a corporation not for profit under Chapter 617 of the Florida Statutes.

ARTICLE I
NAME

The name of this corporation shall be THE VILLAGE AT HIDDEN LAKES PROPERTY OWNERS ASSOCIATION, INC., (hereinafter referred to as the "Association."). The principal place of business shall be 320 NW Third Avenue, Ocala, FL 34475.

ARTICLE II
PURPOSE

The purposes of the Association are to acquire title to and own, and whether owned or not, to operate, maintain and preserve the Common Properties (as such term is defined in the Declaration of Covenants and Restrictions for THE VILLAGE AT HIDDEN LAKES PROPERTY OWNERS ASSOCIATION, INC., as said document may from time to time be amended and which will be recorded among the Public Records of Marion County, Florida (hereinafter called the "Declaration"), in the development located in Marion County, Florida, known as THE VILLAGE AT HIDDEN LAKES. The Association is also formed to maintain the privately owned parts of THE VILLAGE AT HIDDEN LAKES areas which are not maintained by individual lot owners.

ARTICLE III
POWERS

The Association shall have all of the powers given to corporations not for profit by the

Florida Statutes and all of the powers expressly conferred upon it by the Declaration, together with all powers necessary to fulfill both such stated powers and the duties expressly given to it by such Declaration. These powers include, but are not limited to, the power to:

A. Maintain, repair, improve and insure the landscaping, private roadways, parking spaces of Common Properties, recreational facilities, exterior street lighting and other Common Areas which the Association owns or which it has assumed the obligation to maintain;

B. Make and collect assessments from its members;

C. Pay all Association expenses;

D. Acquire title to and exercise all rights of ownership in or to any real or personal property.

E. Make, amend and enforce reasonable rules and regulations for the use of the property it owns or maintains; Sue and be sued in the name of the Association.

F. Enforce the terms of the Declaration, these Articles, and the Bylaws of the Association and take any other action necessary for the purposes for which the Association is organized.

G. Operate and maintain common property, specifically, but not limited to, the surface water management system as permitted by the Southwest Florida Water Management District including all lakes, retention areas, ponds culverts, inlets, ditches, swales, water control structures, flood plain compensation areas, wetlands and associated buffer areas, wetland mitigation areas and related appurtenances.

H. Contract for services to provide for operation and maintenance of surface water management system.

ARTICLE IV

MEMBERS

1. Every record owner of a fee interest in any residential parcel (hereinafter called a "Parcel"), which is subject to assessment by the Declaration, including contract Sellers, shall be a member 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 be appurtenant to, and may not be separate from, ownership of a Parcel.

2. Change of membership in the Association shall be established by the recording in the Public Records of Marion County, Florida, of a deed or other instrument establishing a record title to a Parcel, and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior owner shall be terminated as of the date of the recording in the Public Records of Marion County, Florida, of a deed or other instrument establishing a record title to a Parcel.

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 residential parcel.

4. There shall be two (2) classes of membership as follows:

(a) Class A. As long as there is a Class B membership, Class A members shall be all lot Owners other than the Developer. Each lot whose owners are Class A members shall be entitled to one vote at members' meeting. When the Class B membership terminates, Class A members shall be all lot Owners.

(b) Class B. The Developer shall be the only Class B member shall have one vote for

every lot it owns and two votes for every Class A member. Upon the earliest of the following to occur, the Class B membership shall terminate and the Developer shall be a Class A member with regard to lots it owns (1) Thirty (30) days after Developer terminates the Class B membership by so notifying the Association in writing; or (2) When the last lot expected to be sold is conveyed to a Purchaser. However, if additional property is added to the subdivision, pursuant to the Declaration of Easements, Covenants and Restrictions for THE VILLAGE AT HIDDEN LAKES, then "last lot" would include any lands subsequently incorporated into the subdivision.

ARTICLE V

BOARD OF DIRECTORS

1. The affairs of the Association shall be initially managed by a Board of three (3) directors whose names are:

David Lennon, Douglas (Mac) Walker, Joseph Hanratty.

2. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the Bylaws of the Association.

ARTICLE VI

OFFICERS

The officers of the Association shall be a President, Vice President, Secretary and Treasurer, and such additional officers as the Bylaws specify. The officers shall be elected by the Directors at their annual meeting or at any special meeting called for that purpose.

The first officers who shall serve until the first election are:

David Lennon - President and Secretary

ARTICLE VII

BYLAWS

The ByLaws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

1. An amendment may be proposed by any member or any Director prior to a meeting at which it will be considered.
2. Notice of the subject matter of the proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.
3. Except as otherwise provided in the Bylaws, the amendment must be approved, either in person or by proxy by at least (i) two-thirds (2/3) of the entire membership of the Board of Directors and by sixty (60%) percent of each class of the entire membership of the Association; or (ii) by the Class B member as long as the Class B membership exists.
4. No amendments may change the qualifications for membership in the Association.
5. No amendment which will affect the Developer shall be adopted unless the Developer has consented thereto in writing.
6. A copy of the amendment shall be sent to the Department of State Division of Corporations in Tallahassee, Florida.

ARTICLE VIII

AMENDMENT OF ARTICLES

These Articles may be amended in the same manner provided above for amending the Bylaws except that each amendment must, instead of being recorded in the Public Records of Marion County, must be filed with the Secretary of the State of Florida to be valid.

ARTICLE IX

DISSOLUTION OF THE ASSOCIATION

The terms of the Association shall be concurrent with the term for the declaration of easements, covenants and restrictions for THE VILLAGE AT HIDDEN LAKES, unless dissolved by the written consent of at least three-fourths (3/4) of each class of the membership. Upon dissolution, the Association's assets (including any real property and improvements thereon) remaining after payment to creditors and payment of all costs and expenses relating to such dissolution shall be distributed in the following priority:

1. The real property consisting of the Surface Water Management System shall be conveyed to the appropriate agency of local government and if not accepted by such appropriate agency then shall be conveyed to a similar non-profit corporation.

2. The remaining property shall be conveyed to the members in such proportions as they agree upon, or failing such agreement, in such proportions as are determined by a court having jurisdiction, or if the members prefer,

3. To any municipal or governmental authority which is willing to accept such assets.

4. To any other not for profit corporation able to accept such conveyance under the laws of the State of Florida and the U.S. Government.

ARTICLE X

INITIAL SUBSCRIBERS

The name of the initial incorporator is as follows;

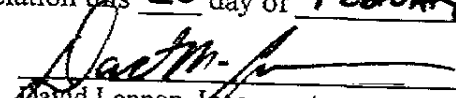
David Lennon, P.O. Box 772637, Ocala, FL 34477.

ARTICLE XI
RESIDENT AGENT

The Resident Agent of the Association, for purposes of accepting service of process shall be Joseph M. Hanratty, whose address within the State of Florida is 320 NW Third Avenue, Ocala, FL 34475.

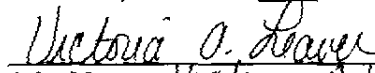
Incorporation for the purpose of forming the Association this 25 day of February, 2004.

STATE OF FLORIDA
COUNTY OF MARION


David Lennon, Incorporator

The foregoing instrument was acknowledged before me this 25th day of Feb, 2004, by David Lennon who:

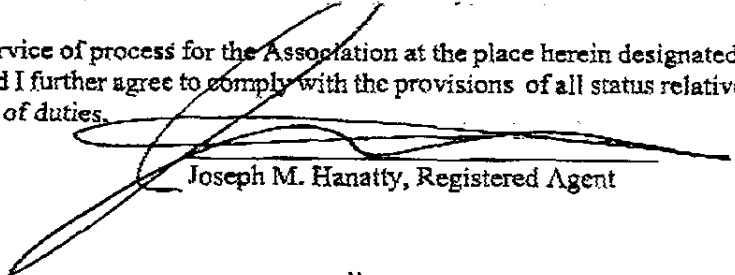
- A) is/are personally known to me OR who has/have produced a driver's license OR other identification: _____ as identification; and
B) Who did OR did not take an oath.


Print Name: Victoria A. Leaver



(SEAL)

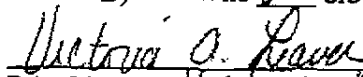
Having been named to accept service of process for the Association at the place herein designated, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all status relative to the complete and proper performance of duties.


Joseph M. Hanratty, Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 10th day of May, 2004, by David Lennon who:

- A) is/are personally known to me OR who has/have produced a driver's license OR other identification: _____ as identification; and
B) Who did OR did not take an oath.


Print Name: Victoria A. Leaver

(SEAL)

