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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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2004 NOV - 1 A 11:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Hidden Creek South  
Property Owner's Association, Inc.*

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HIDDEN CREEK SOUTH  
PROPERTY OWNER'S ASSOCIATION, INC.

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617 of the Florida Statutes, and do certify as follows:

ARTICLE I- NAME

The name of this corporation shall be Hidden Creek South Property Owner's Association Inc., (hereinafter called the "Association").

ARTICLE II -PURPOSE

The purpose for which the Association is organized is to own, maintain, and operate certain lands located in Hardee County, Florida, which lands are to be used in common by all the members of the Association, which membership shall consist of all the property owners of Hidden Creek South. The Association shall be responsible for the management of Hidden Creek South in keeping with the terms and conditions as set forth in the Declaration of Covenants and Restrictions for Hidden Creek South, and as same may be amended from time to time. The Association in maintaining the common areas as above set forth shall maintain the surface water management system as permitted by the Southwest Florida Water Management District, including all retention areas, culverts, and related appurtenances on or servicing that certain project know as Hidden Creek South.

The Association shall make no distribution of income to its members, directors of officers.

ARTICLE III

The terms Hidden Creek South shall refer to a six lot single family detached home residential subdivision developed on the lands in the N  $\frac{1}{4}$  of NW  $\frac{1}{4}$  of SW  $\frac{1}{4}$  of Section 4, Township 34 South, Range 25 East, Hardee County, Florida, as further described in the deed recorded in O.R. Book 670, Page 1133.

ARTICLE IV -POWERS

1. 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 these Articles, or with

the terms of the Declaration of Covenants and Restrictions For Hidden Creek South. Without limiting the generality of the foregoing, the Association, shall have the following powers:

- A. To own and convey property.
- B. To operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detentions areas, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- C. To establish rules and regulations.
- D. To assess members and enforce assessments.
- E. To sue and be sued in its own name.
- F. To contract for services, to provide for operation and maintenance of the surface water management system facilities if the Association contemplated employing a maintenance company.
- G. To require all lot owners, parcel owners, or unit owners to be members.
- H. To exist in perpetuity; however, the Articles of Incorporation shall provide that if the Association is dissolved, the control of right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a nonprofit corporation similar to the Association.
- I. To take any other action necessary for the purposes for which the Association is organized.

The Association is authorized to take any other action necessary for the purposes for which the Association is organized.

#### ARTICLE V- MEMBERS

The Members of the Association shall consist of all of the record Owners of fee interests in Lots. Change of membership in the Association shall be effected by the recordation in the Public Records of Hardee County, Florida of a deed or other instrument establishing a record title to or fee interest in a Lot and by delivery to the Secretary of the Association of a copy of such instrument; the Owner designated by such instrument shall thereby become a Member of the Association and the membership of the prior Owner of such Lot shall thereby be terminated with respect to that Lot

The share of a Member in the funds and assets of the Association may not be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit(s) to which that Member has record title or a fee interest.

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## ARTICLE VI -VOTING

The owner or owners of each Lot shall be allocated one (1) vote per Lot. If a Lot is owned by a husband and wife they shall be considered one member. Either the husband or the wife may vote. If a Lot is owned by multiple owners who are not husband and wife, the majority of the owners of that lot shall designate in writing who may cast a vote for that Lot. This designation shall be filed with the secretary of the Association.

## ARTICLE VII -TERM

The Association shall have perpetual existence. If the Association ceases to exist, all of the Lot owner's, or unit owner's shall be jointly and severally responsible for the operation and maintenance of the surface water management system facilities in accordance with the requirements of the Environmental Resource Permit, unless and until an alternate entity assumes responsibility. Any amendment of the declaration of protection covenants or deed restrictions affecting the surface water management system facilities or the operation and maintenance of the surface water management system facilities shall have prior written approval of the District.

## ARTICLE VIII- PRINCIPAL OFFICE

The principal office of the Association shall be located at 206 N. 6<sup>th</sup> Avenue, Wauchula, Florida 33873, but the Association may maintain offices and transact business in such places within the State of Florida as the Board of Directors may from time to time designate.

## ARTICLE IX -SUBSCRIBER

The name and residence of the Subscriber to these Articles is as follows:

NAME  
James V. See, Jr.

ADDRESS  
206 N. 6<sup>th</sup> Avenue  
Wauchula, Florida 33873

## ARTICLE X- BOARD OF DIRECTORS

Responsibility for the administration of the Association shall be that of a Board of Directors consisting of the number of Directors determined pursuant to the Bylaws, which shall not be less than three (3). The initial Board of Directors shall consist of three (3) Directors. After the initial Board of Directors, all Directors elected shall be Members of the Association.

Directors of the Association subsequent to the first Board of Directors shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. The first election shall not be held until 4 Lots are sold. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

The names and addresses of the members of the first Board of Directors who shall hold office and serve until their successors are elected and have qualified, or until removed, are as follows:

NAME

James V. See, Sr.

ADDRESS

206 N. 6<sup>th</sup> Avenue  
Wauchula, Florida 33873

James V. See, Jr.

206 N. 6<sup>th</sup> Avenue  
Wauchula, Florida 33873

Benny W. Albritton, Sr.

206 N. 6<sup>th</sup> Avenue  
Wauchula, Florida 33873

Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

#### ARTICLE XI -OFFICERS

The Board of Directors shall elect a President, Secretary and Treasurer. All Officers shall be Members of the Board of Directors. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary, be held by the same person. Officers shall be elected or appointed by the Board of Directors at its first meeting following each annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The officers of the corporation, who shall hold office until their successors are elected by the Board of Directors, shall be James V. See, Jr. - President and Benny W. Albritton, Sr. -Secretary/ Treasurer.

#### ARTICLE XII- INDEMNIFICATION

No Director or Officer shall be liable to the Association or to the Members thereof for any mistake Or judgment or negligence or otherwise, other than for his/her own willful misconduct or

bad faith. Each Director or Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees incurred for negotiation, litigation or appellate representation, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a Director or Officer of the Association, whether or not he/she is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in 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. 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 arising out of their performance of duties as such.

#### ARTICLE XIII -BYLAWS

The original Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided for by the Bylaws.

#### ARTICLE XIV -AMENDMENTS

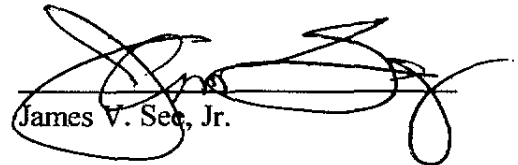
Amendments to these Articles shall be proposed and adopted in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered.
2. A resolution for the adoption of the proposed amendment may be proposed either by the Board of Directors or by the Members of the Association, and after being proposed and approved by either the Board of Directors or the Members, must be submitted for approval by the other. Approval must be by at least a  $\frac{2}{3}$  majority of the Members and by at least a majority of the Board of Directors. A  $\frac{2}{3}$  majority of the Members shall mean the Owners of a  $\frac{2}{3}$  majority of the Lots.
3. Notwithstanding the foregoing, no amendment shall make changes in the qualifications for membership of the voting rights of the Members, without approval in writing of the Owners of all Lots.
4. The amendment shall be effective only upon filing with the Department of State of the State of Florida.

ARTICLE XV -REGISTERED AGENT

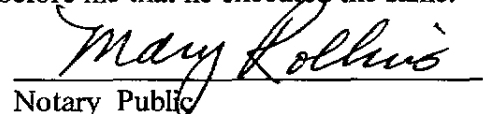
The Registered Agent to accept service of process within this State for said Corporation shall be James V. See, Jr., 206 N. 6<sup>th</sup> Avenue, Wauchula, Florida 33873.

IN WITNESS WHEREOF, the Subscriber has affixed his signature this 27 day of October, 2004.

  
James V. See, Jr.

STATE OF FLORIDA  
COUNTY OF HARDEE

BEFORE ME, the undersigned authority duly authorized to take acknowledgments in the state and County aforesaid, personally appeared James V. See, Jr., the Subscriber to the foregoing Articles of Incorporation of Hidden Creek South Property Owner's Association, Inc. a Florida Corporation Not For Profit, to me personally known to be the individual described in and who executed the foregoing instrument and who acknowledged before me that he executed the same.

  
Notary Public  
State of Florida At Large

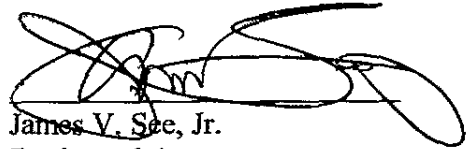


MARY ROLLINS  
MY COMMISSION # DD 269692  
EXPIRES: February 19, 2008  
Bonded Thru Budget Notary Services



**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.



James V. See, Jr.  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA