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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 17 2017

T. LEMIEUX

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Hidden River Homeowners Association, Inc.

**DOCUMENT NUMBER:** N07000001206

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gary N. Strohauer, Esquire

(Name of Contact Person)

Strohauer & Mannion, P.A.

(Firm/ Company)

1150 Cleveland Street, Suite 300

(Address)

Clearwater, FL 33755

(City/ State and Zip Code)

gary@smslaw.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gary N. Strohauer

727-461-6100

(Name of Contact Person)

at (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Hidden River Homeowners Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N07000001206

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

N/A

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

N/A

*(Principal office address MUST BE A STREET ADDRESS)*

**C. Enter new mailing address, if applicable:**

N/A

*(Mailing address MAY BE A POST OFFICE BOX)*

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

N/A

New Registered Office Address:

*(Florida street address)*

N/A

*(City)*

*Florida*

*(Zip Code)*

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

*Signature of New Registered Agent, if changing*

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TALLAHASSEE, FLORIDA

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

**See attached.**

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records

**Adoption of Amendment(s) (CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s) The amendment(s) was/were adopted by the board of directors.

Dated May 10, 2017

Signature [Signature]

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - If in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John M. Ryan

\_\_\_\_\_  
(Typed or printed name of person signing)

President

\_\_\_\_\_  
(Title of person signing)

**ARTICLE VI**  
**MEMBERSHIP**

Section 1. Members. Every person or entity who is a record Owner of a fee interest in any Lot in the Property shall be a Member of the Association. The Declarant under the Declaration shall also be a Member for so long as Declarant owns any portion of the Property. Notwithstanding anything else to the contrary set forth in this Article, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. The Association membership of each Owner (other than Declarant) shall be appurtenant to and may not be separated from the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a Lot shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

Section 2. Classes. The Association shall have two (2) classes of voting membership:

(a) Class "A". Class "A" Members shall be all Owners of Lots, with the exception of Declarant for so long as Declarant retains Class "B" voting rights. Class "A" Members shall be entitled on all issues to one (1) vote for each Lot in which they hold the interest required for membership.

(b) Class "B". The sole Class "B" Member shall be Declarant. Declarant shall be entitled to three (3) votes for each Lot actually or potentially included in the Property owned by Declarant. The actual number of votes of Declarant shall be determined, from time to time, in accordance with the terms of the Declaration. The Class "B" Member shall be entitled to cast all of its votes in any vote or election held by the Association.

(c) Termination of Class "B" Membership. As each Lot in the Property is conveyed by Declarant to a Class "A" Member, Declarant's votes for that Lot shall lapse. The Class "B" membership shall terminate and become converted to Class "A" membership upon the earlier of the following:

(1) Three months after ninety percent (90%) of the parcels in all phases of the Community (that will ultimately be operated by the Association) have been conveyed to Members; or

(2) Such other percentage of the parcels has been conveyed to Members, or such other date or event has occurred, as is set forth in the governing documents in order to comply with the requirements of any governmentally chartered entity with regard to the mortgage financing of parcels;

(3) Upon Declarant abandoning or deserting its responsibility to maintain and complete the amenities or infrastructure as disclosed in governing documents. There is a rebuttable presumption that Declarant has abandoned and deserted the property if Declarant has unpaid assessments or guaranteed amounts under s. 720.308 for a period of more than 2 years.

(4) Upon Declarant filing a petition seeking protection under chapter 7 of the federal Bankruptcy Code.

(5) Upon Declarant losing title to the property through a foreclosure action or the transfer of a deed in lieu of foreclosure, unless the successor owner has accepted an assignment of Declarant rights and responsibilities first arising after the date of such assignment; or

(6) Upon a receiver for Declarant being appointed by a circuit court and not being discharged within 30 days after such appointment, unless the court determines within 30 days after such appointment that transfer of control would be detrimental to the Association or its Members.

For purposes of the Articles, the term "Members other than the Declarant" shall not include builders, contractors, or others who purchase a parcel for the purpose of constructing improvements thereon for resale.

Upon the happening of any one of these events, Declarant shall call a special meeting of the Members to advise of the termination of Class "B" membership, and provide written notice of such event.

Section 3. Multiple Owners. Each vote in the Association must be cast as a single vote, and fractional votes shall not be allowed. If joint or multiple Owners are unable to agree among themselves as to how their vote is to be cast, none of the votes for that Lot shall be counted. If any Owner casts a vote on behalf of a Lot, it shall be conclusively presumed that Owner was acting with the authority and consent of all other Owners of that Lot. If more than one Class "A" vote is cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The affairs of this Association shall be managed and administered by a Board of Directors consisting of at least three (3) members. Initially, the Board shall consist of three (3) members, with the number in subsequent years to be determined by the members of the Board or by amendment to the Bylaws of the Association; provided that there shall always be an odd number of directorships created. Each director must be either (1) a Member of the Association, or (2) an officer, director or agent either of Declarant or of a member of Declarant. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors are:



NAMEADDRESS

John M. Ryan

2502 N. Rocky Point Drive, Suite 1050  
Tampa, FL 33607

Michael S. Lawson

2502 N. Rocky Point Drive, Suite 1050  
Tampa, FL 33607

Greg Singleton

2502 N. Rocky Point Drive, Suite 1050  
Tampa, FL 33607

Any other provision of this Article VII to the contrary notwithstanding, Members other than Declarant shall be entitled to elect at least a majority of the members of the Board of Directors not later than the earliest of the events specified in Article VI, Section 2(c) above. Until then, Declarant shall be entitled to appoint and remove all members of the Board of Directors, except that Members other than Declarant are entitled to elect one (1) member of the Board of Directors if fifty percent (50%) of the parcels in all phases of the Community which will ultimately be operated by the Association have been conveyed to Members. Declarant shall be entitled to elect at least one (1) member of the Board of Directors as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots in all phases of the Development. After Declarant relinquishes control of the Association, Declarant may exercise the right to vote any Declarant-owned voting interests in the same manner as any other Owner, except for purposes of reacquiring control of the Association or selecting the majority of the members of the Board of Directors. Interim vacancies in the Board of Directors shall be filled by the affirmative vote of the remaining Board of Directors, even if the remaining Directors constitute less than a quorum, provided that all vacancies in Directorships to which Directors were appointed by the Declarant under the provisions of Article VII shall be filled by the Declarant without the necessity of any meeting. Any such appointed Director shall serve for the remaining term of his predecessor. After Declarant relinquishes its right to appoint the majority of the Board of Directors, the Members shall elect the directors by majority vote, for staggered terms of three (3) years each. To create the staggered terms, one post shall become vacant in one (1) year and a successor director shall be elected. The second post shall be deemed vacant at the end of the second year, and a successor director shall be elected. The third post shall be deemed vacant at the end of the third year, and a successor director shall be elected. All successor directors shall serve for terms of three (3) years each. In the event that the number of people comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year.