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TALLAHASSEE, FLORIDA

Amended & Restated

TBrawn 6-8-11

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24 May 2011

VIA U.S. MAIL DELIVERY

CORPORATE FILING SECTION
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation of Hidden Creek Homeowners
Association of Kississimme, Inc.
Document No. N10000008014

Dear Correspondent;

Enclosed please find for filing Amended and Restated Articles of Incorporation of
HIDDEN CREEK HOMEOWNERS ASSOCIATION OF KISSIMMEE, INC., a Florida not-for-
profit corporation, along with our check no. 3665 made payable to the Florida Department of
State in the amount of \$35.00 for the filing fee.

Thank you for your assistance, and please contact me with nay questions or comments.

Yours truly,


Ramsey W. Dulin, Esquire

RWD/kjw

Enclosures: Amended and Restated Articles of Incorporation
Check No. 3665 (\$35.00)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

HIDDEN CREEK HOMEOWNERS ASSOCIATION OF KISSIMMEE, INC.

A FLORIDA NON-PROFIT CORPORATION

The following Amended and restated Articles of Incorporation of HIDDEN CREEK HOMEOWNERS ASSOCIATION OF KISSIMMEE, INC., a Florida Not For Profit corporation, were duly adopted by a unanimous vote of its sole member on October 27, 2010, which vote was sufficient for approval thereof, and do amend and restate the Articles of Incorporation of HIDDEN CREEK HOMEOWNERS ASSOCIATION OF KISSIMMEE, INC., in their entirety.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation shall be **HIDDEN CREEK HOMEOWNERS ASSOCIATION OF KISSIMMEE, INC.** (the "Association"). The initial principal place of business, and the mailing address, of the Association is 2004 Aruba Court, Kissimmee, Florida 34741.

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 121 S. Orange Avenue, Suite 1500, North Tower, Orlando, Florida 32801. The name of the registered agent at such address is Ramsey W. Dulin, Esquire.

**ARTICLE III
PURPOSE**

3.1 Purpose. The purpose for which the Association is organized is to provide an entity for the maintenance, architectural control and operation of the Community and the Residential Parcels of the Community and of common areas and improvements, and the preservation thereof, and to perform other functions and duties, all in accordance with the terms and conditions of the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS of Hidden Creek of Osceola, which has been recorded, or shall be recorded, in the Public Records of Osceola County, Florida, and any supplements, replacements or amendments thereto, (hereinafter the "Declaration") within that certain plat of all phases now existing or hereafter formed, to-wit: HIDDEN CREEK, a residential planned unit development

subdivision, according to the plat thereof as recorded in the Public Records of Osceola County, Florida, and to promote the health, safety and welfare of the residents within the above referenced Community and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The capitalized terms used herein shall have the same meanings as set forth in the Declaration.

3.2 Nonprofit Character of Association. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members; the Association shall make no distributions of income to its members, directors or officers.

ARTICLE IV **POWERS**

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

4.1 Common Law and Statutory Powers. 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, the Declaration or the laws of the State of Florida.

4.2 Powers in the Covenants. The Association shall have all of the powers and duties set forth in the Declaration reasonably necessary to carry out its duties set forth in the Declaration, as it may be amended from time to time, including but not limited to the following:

- (1) To make, collect and enforce initial, regular and special assessments against Parcel Owners to defray costs, expenses and losses of the Association incident to the conduct of the business of the Association as authorized by the Declaration.
- (2) To use the proceeds of assessments in the exercise of its powers and duties.
- (3) To maintain, repair, replace and operate those portions of the Community, the Common Areas and/or other areas as provided in the Declaration.
- (4) To purchase insurance for the protection of the Association and its Members as defined in the Declaration, as well as liability insurance for the protection of the officers and Directors of the Association.
- (5) To make, amend and enforce reasonable rules and regulations respecting the administration, management and use of the Community and its property and assets.
- (6) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws of the Association and the rules and regulations for the use of the

Community and its property and assets.

- (7) To contract for the management and maintenance of the Common Area and when necessary, the Parcels, and to authorize the management agent, if any, to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of such areas of the Community as provided in the Declaration. The Association shall, however, retain at all times the powers and duties set out herein, in the Declaration and in the Bylaws.
- (8) To employ personnel to perform the services required for proper operation and maintenance of the Parcels and the Association, and to supervise all such employees.
- (9) To dedicate or transfer all or any part of the property and/or Common Areas to any public agency, authority, or utility. No such dedication or transfer shall be effective unless an instrument has been signed by three-fourths ($\frac{3}{4}$) of each class of the Members, agreeing to such dedication or transfer.
- (10) To participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional property and Common Area, provided that any such merger, consolidation, or annexation shall have the assent of three-fourths ($\frac{3}{4}$) of each class of Members.
- (11) To borrow money, and with the assent of three-fourths ($\frac{3}{4}$) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- (12) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association.
- (13) To retain legal counsel at the expense of the Association for counsel and to enforce by legal action the provisions of the Declaration, and the rules and regulations of the Association.
- (14) To adopt and establish By-Laws for the operation of the Association.

ARTICLE V

MEMBERS

5.1 Member. The Members of the Association shall consist of the Developer and all the Owners of a Parcel as defined in the Declaration, provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member, unless they have obtained record title to any such Unit by foreclosure or deed in lieu of foreclosure.

5.2 Change of Membership. Change of membership in the Association shall be established by recording in the Public Records of Osceola County, Florida, a deed or other instrument establishing a record title to a Parcel. The Owner designated by such instrument thus becomes a Member of the Association and the membership of the prior owner is terminated. The new Owner shall notify the Association of the recording of a deed or other instrument establishing record title and shall furnish the Association a certified copy of such instrument if required by the Association.

5.3 Membership Rights Appurtenant to Parcel Ownership. 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 Parcel.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Parcel Owners, with the exception of the Developer, and shall be entitled to One (1) vote for each Parcel owned. When more than one person holds an interest in any Parcel, all such persons shall be members. The vote for such Parcel shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Parcel.

Class B. The Class B Member shall be the Developer, or its successors and assigns, and shall be entitled to four (4) votes for each Parcel owned until the turnover date, as the same is defined and established in the Declaration (the "Turnover Date"). The Class B Membership shall cease and be converted to Class A Membership and shall be entitled to vote as such on and after the Turnover Date.

ARTICLE VII

DIRECTORS

7.1 Size of Board of Directors. A Board of Directors of no less than three (3) and no more than five (5) Directors shall manage the affairs of the Association.

7.2 First Board of Directors. The first election of Directors shall not be held until the Turnover Date. The Directors named in these Articles shall serve until the first election of

Directors, or until replaced by the Developer in its sole discretion. Any vacancies in the Board of Directors occurring before the first election of Directors shall be filled by the Developer appointing a replacement. With the exception of Developer-appointed members of the Board of Directors, each Director shall be a Member of the Association. Until the Turnover Date, Directors need not be Members of the Association.

7.3 Composition of the First Board of Directors. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until their resignation or removal are as follows:

Sergio Bianchi	19111 Collins Avenue Sunny Isles Beach, Florida 33160
Francisco Giannilivigni	2004 Aruba Court Kissimmee, Florida 34741
Maria Auristela Giannilivigni	2004 Aruba Court Kissimmee, Florida 34741

ARTICLE VIII

OFFICERS

The officers designated in the Bylaws shall administer the affairs of the Association. The officers shall be elected by the Board of Directors at its first meeting and annually thereafter following each annual meeting of the Members of the Association. The names and addresses of the officers who shall serve until the Board of Directors designates their successors are as follows:

President:	Sergio Bianchi	19111 Collins Ave. Sunny Isles Beach, FL 33160
V-President:	Francisco Giannilivigni	2004 Aruba Court, Kissimmee, FL 34741
Treasurer:	Maria Auristela Giannilivigni	2004 Aruba Court, Kissimmee, FL 34741

ARTICLE IX

INDEMNIFICATION

9.1 Indemnification. Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement or any proceeding or any appeal from such 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, regardless of whom the proceeding was

brought, except in relation to matters as to which any such Director or officer shall be adjudged liable for gross negligence or willful misconduct, in the performance of his duties. Provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest 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.

9.2 Expenses. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

9.3 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association, against any liability asserted against him and incurred by in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation. The Association shall purchase liability insurance on behalf of any person who is or was a Director or officer of the Association, insuring against any liability asserted against him and incurred by him in such capacity or arising out of his status as such.

ARTICLE X **BYLAWS**

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

ARTICLE XI **AMENDMENTS**

11.1 Amendments. Upon the vote of twenty-five percent (25%) of the Members of the Association, an amendment may be proposed to the Articles. To become effective, the amendment shall require the assent of seventy-five percent (75%) of the votes of the Members of the Association.

11.2 Developer Amendment. Notwithstanding anything contained herein to the contrary, until the Turnover Date, these Articles of Incorporation may be amended by the Developer filing such an amendment with the office of the Secretary of State of Florida which amendment need only be joined by a majority of the members of the Board of Directors of the Association.

ARTICLE XII

TERM

12.1 Existence and Duration. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

12.2 Dissolution. The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Associations shall be dedicated to any appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

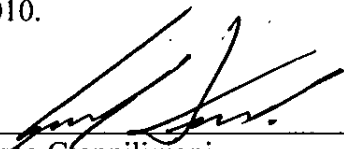
12.3 Conflict. The provisions of these Articles of Incorporation are subject to the provisions of the Declaration, and where any conflict between the provisions hereof and the Declaration exists, the provisions of the Declaration shall govern.

ARTICLE XIII **INCORPORATOR**

The name and address of the original Incorporator is as follows:

Ramsey W. Dulin, Esquire
121 S. Orange Avenue, Suite 1500, North Tower
Orlando, Florida 32801

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the undersigned as of the 27th day of October, 2010.



Francisco Giannilivigni
Director and Vice-President