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STEARNS WEAVER MILLER

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**ARTICLES OF INCORPORATION  
FOR  
HIDDEN HARBOR TOWNHOMES OWNERS ASSOCIATION, INC.**

The undersigned incorporator hereby adopts the following Articles of Incorporation:

**ARTICLE 1  
NAME**

The name of the corporation shall be Hidden Harbor Townhomes Owners Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

**ARTICLE 2  
NON-PROFIT CORPORATION**

The Association is formed as a non-stock, non-profit corporation pursuant to the provisions of the Florida Not For Profit Corporations Act, as codified at Section 617.01011 *et seq.*, FLA. STAT. (hereinafter referred to as the "Act"). The Association does not contemplate pecuniary gain or profit, direct or indirect, and no portion of the revenues of the Association shall be distributed or inure to the private benefit of any Member, director, or officer.

**ARTICLE 3  
OFFICE**

The principal office address of the Association is 4533 Hidden Harbor Drive, Leesburg, Florida 34748, and the mailing address of the Association shall be P.O. Box 10, Silver Spring, PA 17575, or at such other place or places as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Act, as defined herein.

**ARTICLE 4  
PURPOSE**

The Association is formed for the purposes of serving as representative of the home owners (the "Owners") of Hidden Harbor Townhomes ("Hidden Harbor") in all matters relating to Chapter 720 of the Florida Statutes (the "Homeowners Association Statute").

## ARTICLE 5 POWERS

5.01 The Association shall have the following powers, which, unless otherwise limited by these Articles, the Bylaws or by the applicable laws of the State of Florida, may be exercised by the Board of Directors:

(a) The power to negotiate for, acquire, and operate Hidden Harbor on behalf of the Owners.

(b) All of the common-law and statutory powers conferred upon not-for-profit corporations and home owners associations under the laws of the State of Florida, as those sections are in effect on the date of commencement of the corporate existence of the Association, and any other powers subsequently included in those sections or any other section of the Florida Statutes which enumerates powers that a non-profit corporation or a homeowners association may have; and

(c) All of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers of the Association set out or defined in these Articles and the Bylaws.

5.02 Association Property. All funds and the title to or interest in all properties acquired by or leased to the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of these Articles and the Bylaws.

5.03 Conflict. In the event of conflict between the Act, the Homeowners Association Statute, the Articles and Bylaws, the provisions of the Act and the Homeowners Association Statute shall control over those of the Articles and Bylaws.

## ARTICLE 6 MEMBERS

6.01 Membership. Each "Member" shall be a bona fide owner of a townhome in Hidden Harbor.

6.02 Assignment. The undivided share of a Member in the privileges, rights, funds and other assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Member's townhome.

6.03 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each townhome. All votes shall be exercised or cast in the manner provided by the Bylaws. Any Person owning more than one townhome shall be entitled to cast the aggregate number of votes attributable to all townhomes owned.

6.04 Meetings. The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

6.05 Change of Membership. Change of membership in the Association shall be established by filing with the Association a fully executed Bill of Sale other instrument

establishing record title to the townhome. Upon such recordation, the new owner designated by such instrument shall become a Member of the Association and the membership of the prior owner shall be terminated.

**ARTICLE 7**  
**TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE 8**  
**SUBSCRIBER**

The name and address of the subscriber to these Articles are as follows:

Gary D. Wickman  
P.O. Box 10  
Silver Spring, PA 17575

**ARTICLE 9**  
**BOARD OF DIRECTORS**

9.01 The business affairs of the Association shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of three (3) persons. The Board of Directors shall be appointed as provided in the Bylaws of the Association.

9.02 The number of directors which constitute the Board of Directors may be increased and, thereafter, increased or decreased as provided in the Bylaws of the Association; provided, however, in no event shall the number of directors be less than three (3).

**ARTICLE 10**  
**BYLAWS**

Section 1. The Directors of this Association may provide such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

Section 3. The Bylaws shall contain provisions regulating the powers of the corporation, the directors and the officers, the control of property owned by the corporation and such other things as shall be necessary and proper for the carrying on of the business of the corporation.

**ARTICLE 11**  
**AMENDMENT**

These Articles may be amended by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida and provided for in the Bylaws.

**ARTICLE 12**  
**NO PERSONAL LIABILITY**


The directors, officers, employees and agents of the Association shall not be held personally liable or responsible for any contracts, debts or defaults of the Association while acting for or on behalf of the Association in any official and authorized capacity. The Association shall indemnify all of its officers, directors, employees and agents and all of its former officers, directors, employees and agents and all of its former officers, directors, employees and agents, to the fullest extent permitted by law.

**ARTICLE 13**  
**REGISTERED OFFICE**

The name and address of the initial registered office and the initial registered agent of the corporation is:

Leigh K. Fletcher  
401 East Jackson Street, Suite 2200  
Tampa, Florida 33602

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal, this 20 day of July 2011 for the purposes of forming this corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
Gary D. Wickman, Incorporator

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Hidden Harbor Townhomes Owners Association, Inc. at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 617.0501, Florida Statutes.

  
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Leigh K. Fletcher, Registered Agent

Dated: July 8, 2011

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