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Division of Corporations

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HIDDEN LAKE PROPERTY OWNERS' SEWER FACILITIES ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
HIDDEN LAKE PROPERTY OWNERS' SEWER FACILITIES ASSOCIATION, INC.**

The undersigned, acting as incorporator of HIDDEN LAKE PROPERTY OWNERS' SEWER FACILITIES ASSOCIATION, INC., for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, certifies as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be HIDDEN LAKE PROPERTY OWNERS' SEWER FACILITIES ASSOCIATION, INC., hereinafter sometimes referred to as the "Association". The Mailing address of this corporation is

13780 SW 26 St., Suite 108
Miami, Florida 33175

**ARTICLE II
EFFECTIVE DATE**

The effective date of this corporation shall be as of the date of filing of these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE III
DEFINITIONS**

All definitions in the DECLARATION OF RESTRICTIONS AND PROTECTIVE COVENANTS for HIDDEN LAKE PROPERTY OWNERS' SEWER FACILITIES ASSOCIATION, INC. (The "Declaration") as same shall be recorded in the Public Records of Miami-Dade County, Florida, are incorporated hereby by reference and made a part hereof.

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**ARTICLE IV
PURPOSE OF THE ASSOCIATION**

The general nature, objective and purpose of the Association is to perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association in the Declaration.

**ARTICLE V
POWERS AND DUTIES**

The association shall have all the powers and duties reasonably necessary to operate and maintain the Association as contemplated in the Declaration.

**ARTICLE VI
MEMBERSHIP AND VOTING RIGHTS**

1. Every person or entity who is an Owner of an undivided fee interest in any Lot or Unit is entitled to one share membership and the corresponding voting rights in the Association. Membership is appurtenant to and inseparable from ownership of the Lot. The Developer's membership and voting rights are set forth below.

2. The presence at the meeting of Members entitled to cast, or of the proxies entitled to cast, a majority of the Class A and Class B Members' votes of the Association shall constitute a quorum for any action.

3. The Association shall have two (2) classes of voting Members:

Class "A" Class "A" Members shall be all those Owners as defined in Section 1 of this Article with the exception of the Developer (as long as the Class "B" Membership shall exist, and thereafter, the Developer shall be a Class "A" member, to the extent it would otherwise qualify). Except as provided below, Class "A" Members shall be entitled to one (1) vote for each Lot or Unit owned by such Member. When more than one person holds such interest or interests in any Lot or Unit, all such persons shall be Members, and the one Vote for such Lot or Unit shall be exercised as they among themselves determine. Except only as provided in the following subparagraph with respect to the Developer, in no event shall more than one (1) vote be cast with respect to any such Lot or Unit.

Class "B" The Class "B" Member shall be the Developer. The Class "B" Member shall be entitled to one (1) vote, plus two (2) votes for each vote entitled to be cast in the aggregate at any time and from time to time by Class "A" Members. The Class "B" Membership (Developer's weighted vote) ceases and converts to Class "A" Membership upon the earlier of the following (the "Turnover Date"):

- A. One year after the last Lot in Battah Lake Office Park is sold; or
- B. On such date as in the Developer's sole and absolute discretion the Developer turns over control of the Association to the Owners, provided that such date shall not be before more than 50% of the lots are sold. Thereupon, the then existing members shall be obligated to elect a new Board of Directors of the Association and thereby assume control of the Association.

**ARTICLE VII.
BOARD OF DIRECTORS**

1. The affairs of the Association shall be managed by a Board of three (3) Directors. The Developer shall have the right to appoint all of the members of the Board of Directors until such time as Class "A" Members assume control of the Association, as provided for in Article VI of these Articles.

2. The name and address of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

NAME	ADDRESS
<u>Alvaro L. Adrian</u>	13780 SW 26 St., Suite 108 Miami, Florida 33175
<u>Vanessa A. Moreton</u>	13780 SW 26 St., Suite 108 Miami, Florida 33175
<u>Oswaldo Ochoa</u>	2460 SW 137 th Avenue Miami, Florida

3. At such time as the Class A Members of the Association are permitted to elect Directors, any Director elected by the Class A Members, may be removed from the Board with or without cause, by a majority vote of all Members of the Association entitled to vote. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve the unexpired term of his predecessor.

4. Any Director appointed by the Developer shall server at the pleasure of the Developer, and may be removed and substituted by Developer, at its sole option and discretion, at any time without notice.

**ARTICLE VIII
SUBSCRIBERS**

1. The subscriber to these Articles of Incorporation is the person herein below named to act as incorporator.

**ARTICLE IX
OFFICERS**

The officers of the Corporation who shall serve until the first election under these Articles of Incorporation are:

Alvaro L. Adrian

President, Secretary and Treasurer

**ARTICLE X
DURATION**

The Association shall have perpetual existence.

**ARTICLE XI
BYLAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles. Thereafter, such By-Laws may be altered or rescinded only in the manner provided in the said By-Laws.

**ARTICLE XII
AMENDMENTS**

These Articles may be amended in the following manner:

1. The Articles of Incorporation may be altered, amended or repealed by the Developer at any time, or by resolution of the Board of Directors and with the approval of at least two-thirds of the Class A Members. No amendments affecting the Developer, its successors or assigns, before turnover shall be effective without the prior written consent of the Developer or its successors or assigns.

2. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President or by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- a. The name of the corporation.
- b. The amendments so adopted.
- c. The date of the adoption of the amendment by the Members.

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Such Articles of Amendment shall be filed, along with, the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of State of Florida.

**ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The association shall and does hereby agree to indemnify, defend and hold harmless every Director and every officer, their heirs, personal representatives, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he or she may be a party by reason of his or her being or having been a Director or officer of the Association, including reasonable attorney's fees through all appeals, except as to matters wherein he or she shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other indemnification rights to which such Director or officer may be entitled, by law or otherwise.

**ARTICLE XIV
AUTHORITY TO CONTRACT**

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, including the Developer, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors thereof which authorized the contract or the transaction, or solely because of his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

**ARTICLE XV
ELECTION OF OFFICERS**

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors may determine. The President shall be elected from among the members of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible.

ARTICLE XVI
REGISTERED AGENT

The initial Registered Agent for this corporation shall be Henry A. Lopez-Aguilar, P.A. and the initial Registered Agent's office shall be located at 9415 Sunset Drive, #119, Miami, FL 33173.

The mailing address of the corporation shall be 13780 SW 26 St., Suite 108, Miami, FL 33175.

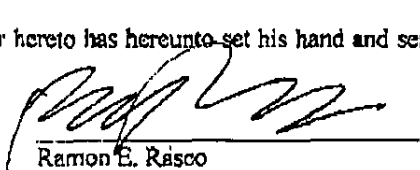
The name and street address of the incorporator is:

Ramon E. Rasco, Esq.
Rasco Klock Perez & Nieto Pl.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134

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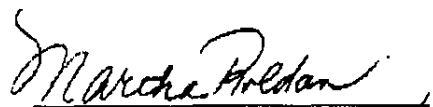
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IN WITNESS WHEREOF, the Subscriber hereto has hereunto set his hand and seal this 16th day of Sept., 2013.


Ramon E. Rasco
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 16th day of SEPTEMBER, 2013, by RAMON E. RASCO, who is personally known to me and who did not take an oath.


Print Name: MARTHA ROLDAN
Notary Public



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for HIDDEN LAKE PROPERTY OWNERS' SEWER FACILITIES ASSOCIATION, INC., as the place designated in said Articles of Incorporation, I hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent

Henry A. Lopez-Aguilar, P.A.

By: Henry A. Lopez-Aguilar, President

This document prepared by:
Ramon E. Rasco, Esq.
Rasco Klock Perez & Nieto PL
283 Catalonia Avenue, 2nd floor
Coral Gables, Florida 33134
305-476-7100

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