

Division of Corporations

Page 1 of 2

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H16000283166 3)))



H160002831663ABCQ

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : RASCO KLOCK PEREZ & NIETO, P.L.L.  
Account Number : 104076000124  
Phone : (305) 476-7100  
Fax Number : (305) 476-7102

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address:

msay@rascoklock.com

**FLORIDA PROFIT/NON PROFIT CORPORATION  
HIDDEN LAKE TOWNHOMES HOMEOWNERS  
ASSOCIATION, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	11
Estimated Charge	\$78.75

Audit No.: H16000283166 3

16 NOV 13 AM 9:18

**ARTICLES OF INCORPORATION  
OF  
HIDDEN LAKE TOWNHOMES HOMEOWNERS ASSOCIATION, INC.,  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned, by these articles, associate for the purpose of forming a corporation not for profit under the Florida Not for Profit Corporation Act and adopt the following Articles of Incorporation:

**ARTICLE I.**

The name and principal address of the corporation shall be **HIDDEN LAKE TOWNHOMES HOMEOWNERS ASSOCIATION, INC.**, hereinafter sometimes referred to as the "Association". The mailing address of this corporation is 2460 SW 137 Avenue, Unit 245, Miami, Florida 33165.

**ARTICLE II.**

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 the State of Florida.

**ARTICLE III.**

The street address of the Registered Office of Association is 2555 Ponce de Leon Boulevard, Suite 600, Coral Gables, Florida 33134. The name of the Registered Agent of the Association is: Miami Corporate Systems, LLC.

**ARTICLE IV.**

A declaration entitled Declaration of Covenants and Restrictions for Hidden Lake Townhomes (the "Declaration") has been recorded in Official Records Book 30188, Page 2191 of the Public Records of Miami-Dade County, Florida and shall govern all of the operations of a community to be known as Hidden Lake Townhomes (the "Community"). All initially capitalized terms not defined herein shall have the meanings set for the in the Declaration.

**ARTICLE V.**

The general nature, objects and purposes of the Association are as follows:

1. To promote the recreation, health, safety and social welfare of the owners and residents of the Community referred to as "Hidden Lake Townhomes" in the Declaration.

Audit No.: H16000283166 3  
This instrument prepared by:  
Rasco Klock Perez Nieto, P.L.  
2555 Ponce de Leon Boulevard  
Suite 600  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H16000283166 3

2. To provide, purchase, acquire, replace, improve, maintain or repair such buildings, structures, aerating equipment, the "Common Areas" as referred to in the Declaration and other structures, landscaping and paving related to the health, safety and social welfare of the members of the Association as the Board of Directors, in its discretion, determines necessary, appropriate, or convenient.

3. To operate without profit for the sole and exclusive benefit of its members.

4. To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration.

#### ARTICLE VI

The general powers that the Association shall have are as follows:

1. To perform all the duties and obligations of Association set forth in the Declaration and By-Laws, as herein provided.

2. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation or in the Declaration.

3. To promulgate and enforce, by legal action or otherwise, the Declaration and By-Laws and all of the rules, regulations, covenants, restrictions and agreements governing or binding Association and the Community.

4. To delegate power or powers where such is deemed in the interest of the Association.

5. To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of Association except as limited by the Declaration.

6. To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7. To establish a budget and fix, levy, collect and enforce payment, by lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and By-Laws.

8. To charge recipients for services rendered by the Association and the user for use of the Association Property (which may be owned by the Association or over which the Association has a right of use) when such is deemed appropriate by the Board of Directors of the Association.

Audit No.: H16000283166 3  
This instrument prepared by:  
Rasco Klock Perez Nieto, P.L.  
2555 Ponce de Leon Boulevard  
Suite 600  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H16000283166 3

9. To pay all Operating Costs, including, but not limited to, all licenses taxes or other charges, if any, levied or imposed on or against the property owned, accepted or maintained by the Association, provided it is part of the Common Areas and establish Reserves as permitted by applicable law for deferred maintenance or capital expenditures.

10. To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of the Community deeded to the Association to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.

11. To participate in mergers and consolidations with other non-profits corporations organized for the same purposes.

12. To adopt, publish, promulgate or enforce rules, regulations covenants, restrictions or agreements governing Association, the Community, the Common Areas, Lots, Parcels and Homes, as provided in the Declaration, and to effectuate all of the purposes for which Association is organized.

13. To employ personnel and retain independent contractors to contract for management of the Association, the Community, and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of Association.

14. To contract for services to be provided to, or for the benefit of, the Association, Lot Owners, the Common Areas, and the Community as provided in the Declaration, such as, but not limited to, telecommunication and cable services, maintenance, garbage pick-up and utility services.

15. To establish committees and delegate certain of its functions to those committees.

16. To provide any and all supplemental municipal services as may be necessary or proper.

17. To pay utility bills for utilities serving the Common Areas or other Community property.

18. To purchase insurance for the Common Areas and Insurance for the protection of the Association, its officers and directors.

19. In general, to have all powers conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

Audit No.: H16000283166 3  
This instrument prepared by:  
Rasco Klock Perez Nieto, P.L.  
2555 Ponce de Leon Boulevard  
Suite 600  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H16000283166 3

#### ARTICLE VII.

The members of the Association shall consist of the Lot Owners.

The Association shall have two (2) classes of voting members:

**CLASS A:** Class A members shall be all parties who own a Lot, 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 that it would otherwise qualify).

Class A members shall be entitled to the total number of votes as allocable to each Lot (which is owned by that member or members) as indicated in the Declaration.

**CLASS B:** The Class B member shall be the Developer. The Class B member shall be entitled to one vote more than the total number of votes held by Class A members, provided that Class B membership shall cease and terminate no later than the earlier of the following events:

- a. Three months after 90% of the Units in the Community have been conveyed to the Lot purchasers; or
- b. Three years following conveyance of 50% of the Lots in the Community; or
- c. When the last Lot in the Community has been sold and conveyed by the Developer; or
- d. Upon the relinquishment of control by the Developer whereupon the then existing members shall be obligated to elect the Board of Administration of the Association and to assume control of the Association.

#### ARTICLE VIII.

Lot Owners and Developer shall have the voting rights set forth in the By-Laws.

#### ARTICLE IX.

The affairs of the Association shall be managed by a Board of Directors. The first Board of Directors shall consist of three Directors. Board members shall be appointed and/or elected as stated in the By-Laws. The election of directors shall be held at the annual meeting. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the members of the first Board who shall hold office until their successors appointed or elected, or until removed, are as follows:

Audit No.: H16000283166 3  
This instrument prepared by:  
Rasco Klock Perez Nieto, P.L.  
2555 Ponce de Leon Boulevard  
Suite 600  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H16000283166 3

**Alvaro L. Adrian**  
2460 SW 137 Avenue, Unit 245,  
Miami, Florida 33165

**Osvaldo Ochoa**  
2460 SW 137 Avenue, Unit 245,  
Miami, Florida 33165

**Vanessa A. Moreton**  
2460 SW 137 Avenue, Unit 245,  
Miami, Florida 33165

**ARTICLE X.**

The subscribers to these Articles of Incorporation are the persons herein named to act as members of the first Board of Directors of the corporation, the names of which subscribers and their respective post office addresses are more particularly set forth in Article IX.

**ARTICLE XI.**

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

Alvaro L. Adrian – President, Secretary, Treasurer

**ARTICLE XII.**

The Association shall have perpetual existence.

**ARTICLE XIII.**

1. 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.

2. These Articles of Incorporation may be altered, amended or repealed by resolution of the Board of Directors. No amendment affecting the Developer, its successors or assigns, as Developer of the Community shall be effective without the prior written consent of the Developer or its successors or assigns.

Audit No.: H16000283166 3  
This instrument prepared by:  
Rasco Klock Perez Nieto, P.L.  
2555 Ponce de Leon Boulevard  
Suite 600  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H16000283166 3

ARTICLE XIV.

1. The Association hereby indemnifies any person made a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- A. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, employee, Officer or agent of the Association, or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees and costs, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, and such person shall be entitled to advancement of such attorneys' fees and costs as and when incurred; if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he or she had reasonable grounds for belief that such action was unlawful.
- B. By or in the right of the Association to procure a judgment in its favor by reason of his or her being or having been a Director, Officer, employee or agent of the Association, or by reason of his or her being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Association, against the reasonable expenses, including attorneys' fees and costs, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association; and such person shall be entitled to advancement of such attorneys' fees and costs as and when incurred. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or intentional misconduct in the performance of his or her duty of the Association unless, and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fully and reasonably entitled to indemnification for such expense which such tribunal shall deem proper.

Audit No.: H16000283166 3  
This instrument prepared by:  
Rasco Klock Perez Nieto, P.L.  
2555 Ponce de Leon Boulevard  
Suite 600  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H16000283166 3

2. Unless ordered by a court of law, the Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. If such quorum is not obtainable, such determination shall be made by the court before which the matter is pending.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law. These rights shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

#### ARTICLE XV.

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 employees, or have a financial interest, 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 or Committee thereof which authorized the contract or the transaction, or solely because 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. Interested directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board that authorized the contract or transaction.

Notwithstanding anything to the contrary contained herein, if the Association enters into a contract or other transaction with any of its Directors or a corporation, firm, or an association that is not an affiliated homeowners' association, or other entity in which an association director is also a director or officer or is financially interested, the Board of Directors must:

- (a) Comply with the requirements of s. 617.0832.
- (b) Enter the disclosures required by s. 617.0832 into the written minutes of the meeting.
- (c) Approve the contract or other transaction by an affirmative vote of two-thirds of the Directors present.
- (d) At the next regular or special meeting of the members, disclose the existence of the

Audit No.: H16000283166 3  
This instrument prepared by:  
Rasco Klock Perez Nieto, P.L.  
2555 Ponce de Leon Boulevard  
Suite 600  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H116000283166 3

contract or other transaction to the members. Upon motion of any member, the contract or transaction shall be brought up for a vote and may be canceled by a majority vote of the members present. If the members cancel the contract, the Association is only liable for the reasonable value of goods and services provided up to the time of cancellation and is not liable for any termination fee, liquidated damages, or other penalty for such cancellation.

#### ARTICLE XIV.

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 XV.

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property, if any, contributed to the Association without receipt of other than nominal consideration by the Class B Member (of its predecessor in interest) shall be returned to the Class B Member (whether or not there is a Class B Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).
2. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.
3. Remaining assets shall be distributed among the members, subject to the limitation set forth below, as tenants in common, each member's share of the assets to be determined in accordance with its voting rights.
4. Upon expiration of the term of the Declaration, the Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of any appropriate decrees as set forth in Florida Statutes Section 617 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of the Association's members.

Audit No.: H116000283166 3  
This instrument prepared by:  
Rasco Klock Perez Nieto, P.L.  
2555 Ponce de Leon Boulevard  
Suite 600  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H16000283166 3

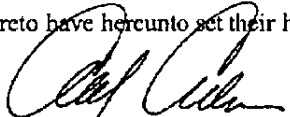
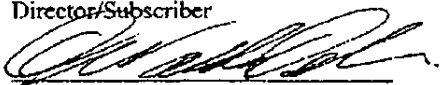
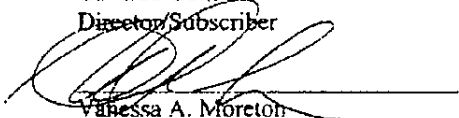
**ARTICLE XVI.**

Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Developer unless such amendment receives the prior written consent of Developer, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained.

Prior to and including the Turnover Date, Developer shall have the right to amend these Articles as it deems reasonably appropriate, without the joinder or consent of any person or entity whatsoever. Developer's right to amend under this Article is to be construed as broadly as possible. In the event that the Association shall desire to amend these Articles prior to and including the Turnover Date, the Association must first obtain Developer's prior written consent to any proposed amendment. Thereafter, an amendment identical to that approved by Developer may be adopted by Association pursuant to the requirements for amendment after the Turnover Date. Thereafter, Developer shall join in such identical amendment.

After the Turnover Date, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (i) sixty-six and two-thirds percent (66 2/3%) of the Board; and (ii) seventy-five (75%) percent of the votes present (in person or by proxy) at a duly noticed meeting of the Members of Association at which there is a quorum.

IN WITNESS WHEREOF, the Subscribers hereto have hereunto set their hands and seals this 16 day of November, 2016.

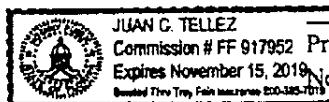
  
\_\_\_\_\_  
Alvaro L. Adrian  
Director/Subscriber  
\_\_\_\_\_  
Osvaldo Ochoa  
Director/Subscriber  
\_\_\_\_\_  
Vanessa A. Moreton  
Director/Subscriber

Audit No.: H16000283166 3  
This instrument prepared by:  
Rasco Klock Perez Nieto, P.L.  
2555 Ponce de Leon Boulevard  
Suite 600  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H16000283166 3

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 16 day of November, 2016, by ALVARO L. ADRIAN who ☒ is personally known to me or [ ] provided \_\_\_\_\_ as identification, and who did not take an oath.



Juan C. Tellez  
Print Name: Juan C. Tellez  
Notary Public

The foregoing instrument was acknowledged before me this 16 day of November, 2016, by OSVALDO OCHOA who ☒ is personally known to me or [ ] provided \_\_\_\_\_ as identification, and who did not take an oath.



Juan C. Tellez  
Print Name: Juan C. Tellez  
Notary Public

The foregoing instrument was acknowledged before me this 16 day of November, 2016, by VANESSA A. MORETON who ☒ is personally known to me or [ ] provided \_\_\_\_\_ as identification, and who did not take an oath.



Juan C. Tellez  
Print Name: Juan C. Tellez  
Notary Public

Audit No.: H16000283166 3  
This instrument prepared by:  
Rasco Klock Perez Nieto, P.L.  
2555 Ponce de Leon Boulevard  
Suite 600  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

Audit No.: H16000283166 3

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for **HIDDEN LAKE TOWNHOMES HOMEOWNERS ASSOCIATION, INC.**, in the foregoing Articles of Incorporation, we 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.

**MIAMI CORPORATE SYSTEMS, LLC.**

By: 

Ramon E. Rasco, Manager

Audit No.: H16000283166 3  
This instrument prepared by:  
Rasco Klock Perez Nieto, P.L.  
2555 Ponce de Leon Boulevard  
Suite 600  
Coral Gables, Florida 33134  
Telephone (305) 476-7100