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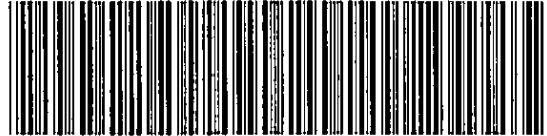
(Business Entity Name)

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FILED  
2020 MAR 23 PM 1:27  
MAR 23 2020

cc/ccs  
Amended  
Restated

MAR 2 2020

I ALBRITTON



— Real Estate Attorneys

January 15, 2020

**VIA FED-EX**

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

RE: **HIDDEN CREEK AT LAKEWOOD RANCH, INC.**

Dear Sir/Madam:

**Enclosed** herewith for filing are the 1<sup>st</sup> Amended and Restated Articles of Incorporation for the above corporation.

Also, **enclosed** please find a check in the amount of \$87.50, representing payment of your filing fee and certificate of status and a certified copy.

If you have any questions with regard to this letter and/or the enclosure, please do not hesitate to contact me.

Very truly yours,

A large, stylized handwritten signature in black ink, appearing to read "David H. Rosenberg".

David H. Rosenberg, Esq.  
For the Firm

Enclosure as Noted



2020 MAR 23 AM 11:33

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 13, 2020

DAVID H. ROSENBERG, ESQ.  
2639 FRUITVILLE ROAD  
SECOND FLOOR - STE. 203  
SARASOTA, FL 34237

SUBJECT: HIDDEN CREEK AT LAKEWOOD RANCH CONDOMINIUM  
ASSOCIATION, INC.  
Ref. Number: N17000007284

We have received your document for HIDDEN CREEK AT LAKEWOOD RANCH CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 420A00003291

FILED  
2020 MAR 23 PM 1:27  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

**1<sup>st</sup> AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**HIDDEN CREEK AT LAKEWOOD RANCH**  
**CONDOMINIUM ASSOCIATION, INC.**

I, the undersigned, by and under the provisions of statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit, do hereby declare as follows:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of this corporation shall be **HIDDEN CREEK AT LAKEWOOD RANCH CONDOMINIUM ASSOCIATION, INC.** (hereinafter referred to as the "Association").

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal office of the corporation shall initially be at 11523 Palmbrush Trail, Suite 322, Lakewood Ranch, Florida 34202. The corporation may change its principal office from time to time as permitted by law.

**ARTICLE III**  
**PURPOSES OF CORPORATION**

The purpose of the Association shall be to operate and manage the affairs and property of the condominium known as HIDDEN CREEK AT LAKEWOOD RANCH, A CONDOMINIUM located at 7834 Hidden Creek Loop, Lakewood Ranch, Florida 34202, and to perform each and every act provided in the Declaration of Condominium of the said Condominium and the Condominium Act, Chapter 718, Florida Statutes.

**ARTICLE IV**  
**POWERS**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Condominium Act and the Declaration of Condominium of Hidden Creek at Lakewood Ranch, a Condominium. As more particularly set forth in the Declaration of Condominium of Hidden Creek at Lakewood Ranch, a Condominium, the Association may acquire leasehold, membership and other possessory or use interests (whether or not such interests relate to property contiguous to the lands of the condominium) intended to provide for the enjoyment, recreation, or other use or benefit of the Association members, and the Association may acquire, convey, lease and mortgage Association property.

## **ARTICLE V MEMBERS**

All persons owning a vested present interest in the fee title to a condominium unit in Hidden Creek at Lakewood Ranch, a Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Manatee County, Florida, shall be members of the Association. Membership shall terminate automatically and immediately at the time a member's vested interest in the fee title terminates, except that upon the termination of the condominium, the membership of a unit owner who conveys his unit to the trustee as provided in the Declaration of Condominium shall continue until the trustee makes a final distribution of such unit's share of the funds collected and held by the trustee.

After the Association approves of a conveyance of a condominium unit as provided in the Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

Prior to the recording of the Declaration of Condominium of Hidden Creek at Lakewood Ranch, a Condominium, the subscriber hereto shall constitute the sole member of the Association.

## **ARTICLE VI VOTING RIGHTS**

The voting rights of each unit shall be determined on an equal fractional basis. That is, each unit shall be entitled to one (1) vote. When more than one person owns a unit in the condominium, the vote for that unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one unit, and the vote shall not be divided among the owners of any one unit. If one owner owns more than one unit, such owner shall have the one vote for each unit owned. If the units are joined together and occupied by one owner, such owner shall have a separate vote for each unit owned.

## **ARTICLE VII INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

**ARTICLE VIII  
EXISTENCE**

The Association shall exist perpetually unless dissolved according to law.

**ARTICLE IX  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be at David H. Rosenberg, Esq., 2639 Fruitville Road, Second Floor, Suite 203, Sarasota, Florida 34237 and the registered agent at such address shall be David H. Rosenberg, until such time as another registered agent is appointed by resolution of the board of directors.

**ARTICLE X  
NUMBER OF DIRECTORS**

The business of the corporation shall be conducted by a board of directors which shall consist of not less than three (3) persons, as shall be elected or appointed as set forth in the Bylaws.

**ARTICLE XI  
BOARD OF DIRECTORS AND OFFICERS**

The names and mailing addresses of the initial board of directors and officers are as follows:

<u>Name</u>	<u>Mailing Address</u>
Jeffrey A. Hirschberger	11523 Palmbrush Trail, Suite 322 Lakewood Ranch, Florida 34202
Craig Hirschberger	11523 Palmbrush Trail, Suite 322 Lakewood Ranch, Florida 34202
John F. Imperatore, Jr.	11523 Palmbrush Trail, Suite 322 Lakewood Ranch, Florida 34202

## **ARTICLE XII RECALL AND REMOVAL OF DIRECTORS**

Subject to the provisions of Article XIV hereof, and the provisions of the Condominium Act, Chapter 718, Florida Statutes, and the rules and regulations promulgated pursuant thereto, directors may be recalled from office with or without cause, by the affirmative vote of a majority of the voting interests of the Association.

## **ARTICLE XIII INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and directors shall be indemnified by the Association to the extent required by Florida law. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

## **ARTICLE XIV RIGHTS OF DEVELOPER**

As more particularly set forth in Section 718.301, Florida Statutes, The Cascades at Lakewood Ranch, LLC, a Florida limited liability company, which is the developer of Hidden Creek at Lakewood Ranch, a Condominium, and which is referred to herein as the Developer, shall have the right to appoint all of the directors of the Association (which directors need not be unit owners), subject to the following:

1. If unit owners other than Developer own 15% or more of the units in the condominium that will be operated ultimately by the Association, the unit owners other than the Developer are entitled to elect at least one-third of the members of the board of administration of the Association.

2. Unit owners other than the Developer shall be entitled to elect at least a majority of the members of the board of administration of the Association, upon the first to occur of any of the following events:

(a) Three years after 50% of the units that will be operated ultimately by the Association have been conveyed to purchaser;

(b) Three months after 90% of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(c) When all of the units that will be operated ultimately by the

Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business;

(d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business;

(e) When the Developer files a petition seeking protection in bankruptcy;

(f) When a receiver for the Developer is appointed by a circuit court and is not discharged within 30 days after such appointment, unless the court determines within 30 days after the appointment of the receiver that transfer of control would be detrimental to the Association or its members; or

(g) Seven years after the recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(e) or the recording of an instrument that transfers title to a unit in the condominium which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first, or, in the case of an association that may ultimately operate more than one condominium, 7 years after the date of recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(e) or the recording of an instrument that transfers title to a unit which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first, for the first condominium it operates; or in the case of an association operating a phase condominium created pursuant to s. 718.403, 7 years after the date of the recording of the instrument that transfers title to a unit which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first

3. The Developer is entitled to elect at least one member of the board of administration of the Association as long as the Developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the Association. After the Developer relinquishes control of the Association, the Developer may exercise the right to vote any Developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the Association or selecting the majority of the board of administration.

4. Any director appointed by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the unit owners.



**ARTICLE XV  
BYLAWS**

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided in such Bylaws.

**ARTICLE XVI. SUBSCRIBERS**

The name and street address of the subscriber to these Articles of Incorporation is as follows:

Jeffrey A. Hirschberger

11523 Palmbrush Trail, Suite 322  
Lakewood Ranch, Florida 34202

**ARTICLE XVII. AMENDMENT**

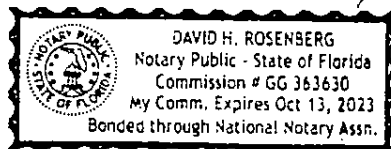
These Articles of Incorporation may be amended as provided by Chapter 617, Florida Statutes; provided, however, that any such amendment shall be approved by at least fifty-one percent (51%) of the voting interests of the Association and by a majority of the board of directors.

**IN WITNESS WHEREOF**, I, the undersigned subscriber hereby adopt these Articles of Incorporation, and hereunto set my hand and seal this 15 day of January, 2020.

  
Jeffrey A. Hirschberger

STATE OF FLORIDA  
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 15 day of January, 2020 by Jeffrey A. Hirschberger, who is ☒ personally known to me or who has produced \_\_\_\_\_ as identification.

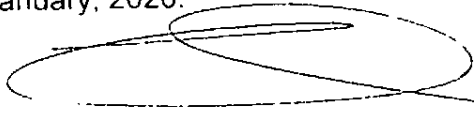


Notary Public: 

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts designation as registered agent of the foregoing corporation. The undersigned is familiar with, and accepts, the obligations of that position.

Dated this: 15 day of January, 2020.

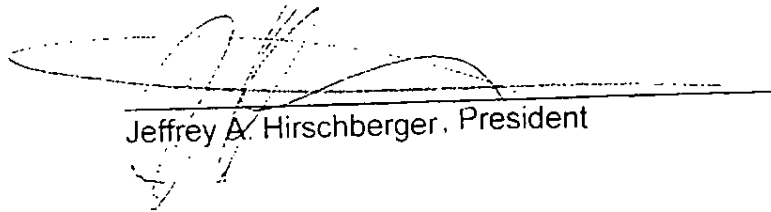
A handwritten signature in black ink, appearing to be 'D. Rosenberg', written over a horizontal line.

**David H. Rosenberg**

### CERTIFICATE

The Articles of Incorporation of Hidden Creek at Lakewood Ranch Condominium Association, Inc., may be amended as provided by Chapter 617, Florida Statutes; provided, however, that any such amendment shall be approved by at least fifty-one percent (51%) of the voting interests of the Association and by a majority of the board of directors.

Accordingly, these 1<sup>st</sup> Amended and Restated Articles of Incorporation of Hidden Creek at Lakewood Ranch Condominium Association, Inc., have been adopted by the members and the number of votes cast was sufficient for approval of same.



Jeffrey A. Hirschberger, President