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**FLORIDA PROFIT/NON PROFIT CORPORATION
HILSDALE ESTATES HOMEOWNERS ASSOCIATION, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
HILSDALE ESTATES HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, a resident of Florida and of full age, for the purpose of forming a corporation not for profit does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be **HILSDALE ESTATES HOMEOWNERS ASSOCIATION, INC.** (the "**Association**").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is located at 30601 Agoura Road, Suite 200, Agoura Hills, California 91301.

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Association shall be located at 1200 South Pine Island Road, Plantation, Florida 33324, and the initial registered agent of the Association shall be CT Corporation System. The Association may change its registered agent or the location of its registered office, or both, from time to time, with amendment of these Articles of Incorporation.

**ARTICLE IV
PURPOSE OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for maintenance, preservation, and care of the property of the Association, and to provide architectural control of the residences, Lots and common area within that certain tract of property (the "**Property**") described in the Declaration of Covenants, Conditions and Restrictions of Hilsdale Estates recorded or to be recorded in the Office of the Clerk of the Circuit Court, Duval County, Florida (the "**Declaration**") and as the same may be amended from time to time as therein provided, and to promote the health and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes. All capitalized terms used herein that are not defined shall have the meaning set forth for such terms in the Declaration.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of not less than three (3) directors nor more than five (5), who need not be members of the Association (the "**Board**"). The manner in which the directors are elected or appointed is as stated in the bylaws of the Association (the "**Bylaws**"). The initial number of directors shall be three (3) and may be changed by amendment of the Bylaws. The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

Geoffrey Reid	30601 Agoura Road, Suite 200 Agoura Hills, CA 91301
Jordan Kushner	30601 Agoura Road, Suite 200 Agoura Hills, CA 91301
Ken Brown	30601 Agoura Road, Suite 200 Agoura Hills, CA 91301

ARTICLE VI
POWERS OF THE ASSOCIATION

The Association shall have all the powers, rights and privileges which a not-for-profit corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

In addition to the powers set forth above, the Association shall have all of the powers and duties reasonably necessary to operate the Property pursuant to the Declaration and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

1. To perform all the duties and obligations of Association set forth in the Declaration and Bylaws, as herein provided.
2. To enforce, by legal action or otherwise, the provisions of the Declaration and Bylaws and of all rules, regulations, covenants, restrictions and agreements governing or binding Association and the Property.
3. To operate, maintain and manage the Common Area and Surface Water Management System for the Property in a manner consistent with the requirements of the St. Johns River Water Management District (the "**District**") Permit(s) and applicable District rules, and shall assist in the enforcement of the covenants and restrictions in the Declaration which relate to the Surface Water Management System.
4. To require all owners of residential Lots within the Property to be members of the Association.

5. To levy and collect adequate Assessments against members of the Association for the costs of maintenance and operation of the Surface Water Management System.

6. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and Bylaws.

7. To pay all operating costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the Property.

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

9. 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.

10. To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of the Association's property, 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-profit corporations organized for the same purposes.

12. To establish, adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, the Property as provided in the Declaration and to effectuate all of the purposes for which the Association is organized.

13. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the Laws of the State of Florida may now, or hereafter, have or exercise, and to take any other action necessary for the purposes for which the Association is organized.

14. To employ personnel and retain independent contractors to contract for management of the Association and the Property as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of the Association.

15. To contract for services to be provided to, or for the benefit of, the Association, members of the Association, and the Property as provided in the Declaration such as, but not limited to, telecommunication services, maintenance, garbage pick-up, and utility services.

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

17. To sue and be sued in the name of the Association.

ARTICLE VII **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described herein. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to Assessment by the Association.

ARTICLE VIII **VOTING RIGHTS**

The Association shall have two classes of voting membership with the relative rights and preferences as follows:

Class A: "Class A Members" shall be all owners of any Lot shown upon any recorded plat of the Property (the "Lot" or "Lots"), excluding Developer (as defined in the Declaration). Each Class A Member shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, each such person shall be members, however, the vote for such Lot shall be exercised as they collectively determine, and in no event shall more than one vote be cast with respect to such a Lot.

Class B: The "Class B Member" shall be the Developer, who shall be entitled to the total number of votes of all Class A Members from time to time plus one (1) vote; provided, however, that the Class B membership shall cease and convert to Class A membership on the happening of any of the following events, whichever shall first occur:

1. Three (3) months after ninety percent (90%) of the Lots in all phases of the community that will ultimately be operated by the Association have been conveyed to Class A Members; or
2. Developer, in its sole and absolute discretion, elects to terminate its Class B membership by written notice of such election delivered to the Association (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

Notwithstanding that there shall be two (2) classes of voting membership in the Association, voting shall be based upon the votes cast by the membership as a whole; not on votes cast by or within each class of voting membership.

ARTICLE IX **DISSOLUTION**

The Association may be dissolved upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of members holding not less than a majority of the total votes of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or to any non-profit

corporation, association, or other organization to be used for purposes similar to those for which this Association was created.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume 1, Section 12.3, and approved in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X **COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE**

The Association shall commence corporate existence on the date of filing of these Articles of Incorporation with the Florida Secretary of State. The Association shall exist in perpetuity.

ARTICLE XI **AMENDMENTS**

The Association shall have the right to amend these Articles of Incorporation at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of members holding not less than a majority of the total votes of the Association. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

ARTICLE XII **BYLAWS**

The Bylaws shall be adopted by the Board at the first meeting of directors, and may be altered, amended or rescinded thereafter in the manner provided in the Bylaws.

ARTICLE XIII **INDEMNIFICATION**

In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees, and agents, and former directors, officers, employees, and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees, and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Helen Cho

**30601 Agoura Road, Suite 200
Agoura Hills California 91301**

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 19th day of October, 2020.

Incorporator:

Helen Cho

Helen Cho

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

HILSDALE ESTATES HOMEOWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida with its registered office and principal place of business at **30601 Agoura Road, Suite 200, Agoura Hills, California 91301**, has named and designated **CT Corporation System**, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for **HILSDALE ESTATES HOMEOWNERS ASSOCIATION, INC.**, at the place designated in this Certificate, I am familiar with the duties and obligations of a Registered Agent under Florida Law and I hereby agree to act in this capacity and to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated this 20 day of October, 2020.



Candice Pignataro, Asst. Secretary
CT Corporation System