

N38884

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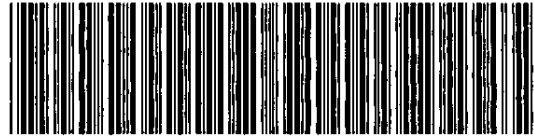
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13 FEB 22 PM 2:26

Amended/Restated
@ 2/22/13

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February 5, 2013

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Covenant Revitalization for Hidden Hills Community Association, Inc.

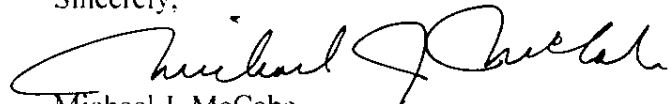
To Whom It May Concern:

Our law firm represents Hidden Hills Community Association, Inc. (the "Association") in its pursuit to revitalize its governing documents extinguished by the Marketable Record Title Act. Pursuant to Florida Statute § 720.406, the Association received approval from the Florida Department of Economic Opportunity on January 17, 2013.

The Association requests that this office review the attached Articles of Amendment and approve the request to revitalize the governing documents under Florida Statute § 720.407 and file this document with the Department of State. Enclosed you will also find a check payable to your office for \$35.00.

Please inform our office as soon as this request is processed. Thank you for your time.

Sincerely,



Michael J. McCabe

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 14, 2013

MCCABELLAWGROUP
% MICHAEL J. MCCABE
1400 PRUDENTIAL DRIVE - STE. 5
JACKSONVILLE, FL 32207

SUBJECT: HIDDEN HILLS COMMUNITY ASSOCIATION, INC.
Ref. Number: N38884

We have received your document for HIDDEN HILLS COMMUNITY ASSOCIATION, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$35.00.

Please entitle your document Amended and Restated Articles of Incorporation.

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: 913A00003724

HIDDEN HILLS COMMUNITY ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 FEB 22 PM 2:26

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

This is to certify that, pursuant to § 617.1002 and 617.1006, Florida Statutes:

1. The name of the corporation is **HIDDEN HILLS COMMUNITY ASSOCIATION, INC.**
2. The undersigned, being all of the Charter Members of Hidden Hills Community Association, Inc. (the "Association") pursuant to the authority vested in them by the Articles of Incorporation of Hidden Hills Community Association, Inc. (the "Articles of Incorporation") and the Bylaws of Hidden Hills Community Association, Inc. (the "Bylaws"), and having approved the amendments hereafter set forth at a meeting held on July 16, 1996 at 7:00 o'clock p.m. at 2485-6 Monument Road, Jacksonville, Florida, at which a quorum was present, do hereby amend and restate the Articles of Incorporation in their entirety as follows:

ARTICLE I. NAME

The name of this corporation is **HIDDEN HILLS COMMUNITY ASSOCIATION, INC.**
(hereinafter referred to as the "Association").

ARTICLE II. PURPOSE

The purposes and object of the Association shall be to administer the operation and management of "Hidden Hills," a residential development (hereinafter "the Development"), located and situate in Duval County, Florida; to perform and carry out the acts and duties incident to the administration, operation and management of the Development in accordance with the terms, provisions and conditions set forth in these Articles of Incorporation, and in the Declaration of Covenants, Conditions and Restrictions for Hidden Hills (the "Declaration"), recorded in Official Records Volume 4198, page 1026 of the current public records of Duval County, Florida as the same has been amended from time to time; and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Development.

The Association does not contemplate pecuniary gain or profit to the members thereof and shall undertake and perform all acts and duties incident to the operation and management preservation and architectural control of the residential lots and common

areas of the Development in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the Bylaws of the Association and the Declaration.

ARTICLE III. POWERS

The Association shall have all of the powers and privileges granted to corporations not for profit under the laws of the State of Florida, as the same may be amended from time to time, and all powers reasonably necessary to implement the powers of the Association, which powers shall include, but are not limited to, the following:

- A. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association under the Declaration;
- B. Make and establish reasonable rules and regulations governing the use of the Lots, as such terms are defined in the Declaration;
- C. Own, hold, improve, build upon, maintain, operate, lease, sell, manage, transfer, dedicate for public use, and otherwise dispose of and deal with such real and personal property as may be necessary or convenient in connection with the affairs of the Association;
- D. Tax, levy, collect and enforce payment by all lawful means all charges or assessments against members of the Association and the Lots (as defined in the Declaration) to provide funds to pay the Common Expenses of the Development, as provided for in the Declaration and the By-Laws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the property owned by the Association, which may be necessary or convenient in the operation and management of the Development and to pay all expenses, including office expenses, licenses, taxes, or governmental charges levied or imposed against the property of the Association, incident to the conduct of business of the Association;
- E. Maintain, repair, replace, operate and manage any property that the Association has the duty or right to maintain, repair, replace and operate under these Articles, the Declaration, the Bylaws or any other document governing the operation of the Association, including the right to reconstruct improvements after casualty and to further improve and add to property owned by the Association;
- F. Contract for the management of the Development and other property owned by the Association and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and the By-Laws;

G. Enforce by legal action the provisions of these Articles, the Declaration, the By-Laws, hereafter be established;

H. Purchase insurance upon the Development and any other property owned by the Association in order to protect the Association and its members.

ARTICLE IV. QUALIFICATION OF MEMBERS

The qualifications of members, manner of their admission to and termination of membership shall be as follows:

A. Each person or entity who is a record owner (hereinafter referred to as "Owner" or collectively, as "Owners") of a fee or individual fee interest in any Lot in the Development shall be a member of the Association ("Member"), and no other persons or entities shall be entitled to membership, except the subscribers hereof.

B. A person shall become a Member by the acquisition of a vested present interest in the fee title to a Lot in the Development. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in a Lot.

C. Transfer of membership shall be recognized by the Association upon its being provided with a certified copy of the recorded deed conveying such fee simple title to a Lot to the new Member.

D. The owner of each Lot in the Development shall be entitled to one vote. If a corporation, partnership, joint venture or other entity is the fee simple title holder to a Lot, or the Lot is owned by more than one person, the Lot owner(s) shall designate one person as the Member entitled to cast votes and/or to approve or disapprove matters as may be required or provided for in these Articles, the By-Laws or the Declaration. The designation of voting members shall be perfected in the manner provided in the Declaration.

E. Except as an appurtenance to a Lot, no Member may assign, hypothecate or transfer in any manner, his or her membership in the Association or his or her interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and the By-Laws hereof.

F. Members shall be subject to all of the terms, conditions, restrictions and covenants contained in these Articles, the Declaration, and the Bylaws or as may hereinafter be adopted by the Association.

ARTICLE V. VOTING

On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Lot. Such vote may be exercised or cast by the owner or owners in such manner as may be provided in the By-Laws of this Association. Should any member own more than one Lot, each Member shall be entitled to exercise or cast one vote for each such Lot, in the manner provided for in the By-Laws.

ARTICLE VI. TERM OF EXISTENCE

The Association shall exist perpetually.

ARTICLE VII. OFFICE

The principal office and registered office of the Association shall be located at 12261 Hidden Hills Drive, Jacksonville, Florida 32225, or such other place as the Board of Directors may designate from time to time.

ARTICLE VIII. BOARD OF DIRECTORS

A. The business affairs of the Association shall be conducted by a Board of Directors, which shall consist of at least three (3) directors (the "Board of Directors" or alternatively the "Board").

B. The Board of Directors shall be elected annually by the Members of the Association entitled to vote, as provided in the By-Laws.

ARTICLE IX. OFFICERS

A. The officers of the Association shall consist of a President, Secretary and Treasurer and such other officers as the Board may determine to elect, each of whom shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directors of the Board of Directors.

B. Officers of the Association may be compensated in the manner to be provided in the By-Laws. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Development and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a Member, Director or officer of the Association.

C. Officers shall be elected annually by the Board of Directors at their annual meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

ARTICLE X. BY-LAWS

The Board of Directors shall adopt by a majority vote the Bylaws governing the conduct of the affairs of the Association'. The By-Laws may be amended in accordance with the procedures set forth therein.

ARTICLE XI. AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended as follows:

1. Amendments to the Articles of Incorporation shall be proposed by a majority of the Board of Directors.

2. The President, or Secretary in the absence of the President, shall thereupon call a special meeting of the Members for a date not sooner than twenty (20) days nor later than sixty (60) days from the date on which a majority of the Board of Directors proposes an amendment of the Articles of Incorporation. Each Member shall be given written notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than fourteen (14) days nor more than thirty (30) days before the date set for such meeting. Such notice shall be deemed properly given when deposited in the United States mail, addressed to the Member at his post office address as it appears on the records of the Association, or when delivered to the Member's post office box on the Property. At such meeting, the amendment or amendments proposed must be approved by a majority of all Members entitled to vote in order for such amendment or amendments to become effective. If so approved, a certified copy of the said amendment or amendments shall be filed in the Office of the Secretary of State of the State of Florida.

ARTICLE XII. INDEMNITY

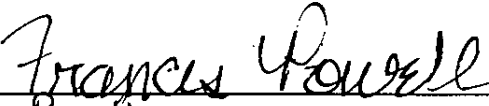
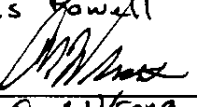
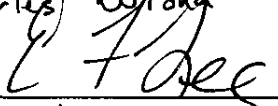
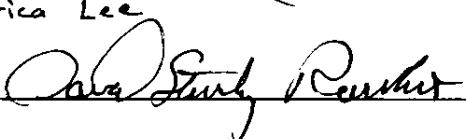
Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XIII. NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

IN WITNESS WHEREOF, we, the undersigned have hereunto set our hands and seal this third day of January, 2013 (1/3/2013) for the purpose of amending and restating the Articles of Incorporation of this corporation not for profit under the laws of the State of Florida.

 _____ Francis Powell	President
 _____ Charles Wright	Vice-President
 _____ Erica Lee	Secretary
 _____ John Stuby Roush	Treasurer

ADOPTION STATEMENT

These Amended and Restated Articles were adopted by a duly noticed meeting by a majority vote of the membership as required by Florida Statutes 720.405.

Dated: February 20, 2013

Signature: Frances Powell

Print: Frances Powell

Title: President, Hidden Hills Community Association, Inc.