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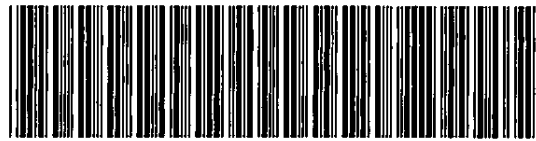
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*THE LAW OFFICES OF*  
**KEVIN T. WELLS, P.A.**

22 S. LINKS AVENUE SUITE 301  
SARASOTA, FL 34236  
TELEPHONE (941) 366-9191  
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CONDOMINIUM, HOMEOWNER,  
COOPERATIVE, MASTER  
AND COMMUNITY ASSOCIATIONS  
CIVIL LITIGATION

March 20, 2007

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Certificate of Amendment  
Hidden Lakes Club Master Association, Inc.

Dear Sir or Madam:

Please file the enclosed original Certificate of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is an Association check (Check No. 000665) in the amount of \$43.75 for the filing fee and the fee for providing us a certified copy of the Articles.

Thank you for your assistance in this matter.

Very truly yours,

THE LAW OFFICES OF KEVIN T. WELLS, P.A.



---

Kevin T. Wells, Esq.

KTW/elp  
Enclosures

FILED

Prepared by and Return to:  
Kevin T. Wells, Esquire  
The Law Offices of Kevin T. Wells, P.A.  
22 S. Links Avenue, Suite 301  
Sarasota, Florida 34236  
(941) 366-9191 (Telephone)  
(941) 366-9292 (Facsimile)

2007 MAR 22 PM 3: 26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT**

**ARTICLES OF INCORPORATION  
HIDDEN LAKES CLUB MASTER ASSOCIATION, INC.**

We hereby certify that the attached amendments to the Articles of Incorporation of Hidden Lakes Club Master Association, Inc. were duly adopted at the annual membership meeting of Hidden Lakes Club Master Association, Inc. (the "Association") held on January 18, 2007 and January 24, 2007, by the affirmative vote of not less than a majority of the votes of the members present (in person or by proxy) at the annual membership meeting, pursuant to Article XIV of the Articles of Incorporation. The original Master Declaration of Covenants, Conditions and Restrictions for Hidden Lakes Club, a Subdivision, was recorded at Official Records Book 2879, Page 762 et seq., of the Public Records of Sarasota County, Florida.

DATED this 15 day of March, 2007.

Signed, sealed and delivered  
in the presence of:

HIDDEN LAKES CLUB MASTER  
ASSOCIATION, INC.

sign: George J. Guy

print: George Tiery

sign: Debbie Green

print: Debbie Green

By: [Signature]  
Fredrick J. Gibaud, President

sign: George J. Guy

print: George Tiery

sign: Debbie Green


print: Debbie Green

By: [Signature]  
M. Crampagnone - Clark, Secretary

[Corporate Seal]

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15 day of March, 2007, by Frederick Gilmore as President of Hidden Lakes Club Master Association, Inc., a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_ as identification.


NOTARY PUBLIC - STATE OF FLORIDA  
 Jenni Rae Wilson  
Commission # DD624077  
Expires: DEC. 20, 2010  
BONDED THRU ATLANTIC BONDING CO., INC.

NOTARY PUBLIC

sign Jenni Rae Wilson  
print Jenni Rae Wilson  
State of Florida at Large (Seal)  
My Commission expires: 2010

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15 day of March, 2007, by M. Ciampaglione - Clark as Secretary of Hidden Lakes Club Master Association, Inc., a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC - STATE OF FLORIDA  
 Jenni Rae Wilson  
Commission # DD624077  
Expires: DEC. 20, 2010  
BONDED THRU ATLANTIC BONDING CO., INC.

NOTARY PUBLIC

sign Jenni Rae Wilson  
print Jenni Rae Wilson  
State of Florida at Large (Seal)  
My Commission expires: 2010

**HIDDEN LAKES CLUB MASTER ASSOCIATION, INC.**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**

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**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

**HIDDEN LAKES CLUB MASTER ASSOCIATION, INC.**

*[Substantial rewording of Articles of Incorporation.  
See current Articles of Incorporation and  
amendments thereto for present text.]*

The members of **HIDDEN LAKES CLUB MASTER ASSOCIATION, INC.** (herein, the "Association") hereby amend the Association's Articles of Incorporation as follows:

**ARTICLE 1.  
NAME AND ADDRESS**

The name of this Corporation shall be: **HIDDEN LAKES CLUB MASTER ASSOCIATION, INC.**, a corporation not-for-profit. The principal place of business of the Association shall be: 810-B Pine Brook Road, Venice, Florida 34285. The Association's Board of Directors may change the principal place of business as it deems in the interest of the Association. The original Articles of Incorporation were filed with the Florida Department of State on May 22, 1996, Document Number N9600002731.

**ARTICLE 2.  
TERM OF EXISTENCE**

The term for which this Association is to exist shall be perpetual.

**ARTICLE 3.  
PURPOSES**

The purposes for which the Association is formed include without limitation:

3.1 To provide for certain exterior maintenance, preservation and architectural control of the residences, lots and common areas within that certain subdivided tract of real property known as **HIDDEN LAKES CLUB**, lying and being in Sarasota County, Florida.

3.2 To provide, purchase, acquire, replace, improve, maintain and repair such improvements to the neighborhood common areas, including, without limitation, buildings, structures, streets, sidewalks, street lights, landscaping, equipment furniture and furnishings, both real and personal, as the Association's Board of Directors, in its sole discretion, determines to be necessary or desirable for the promotion of the health, safety and welfare of the residents of the above-referenced subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

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

#### **ARTICLE 4. POWERS**

The powers of the Association's Board of Directors shall include without limitation the following:

4.1 The Association shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida which are convenient or necessary to effect the purposes of the Association.

4.2 In addition to the powers granted by law, the Association shall have the power to:

A. Exercise all of the powers and privileges necessary or desirable to perform the obligations and duties of the Association and to exercise the rights and powers of the Association as set forth in these Articles of Incorporation, the Bylaws and as set forth in the Declaration of Covenants, Conditions and Restrictions (herein, the "Declaration"), applicable to the subdivision and recorded at Official Records Book 2879, Page 762 of the Public Records of Sarasota County, Florida, all as amended from time to time.

B. Enforce the provisions of the Declaration in its name.

C. Affix, levy and collect, and enforce payment by any lawful means, of all charges and assessments pursuant to the terms of Chapter 720, Florida Statutes, the Declaration, and pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges or assessments levied on or imposed against the real or personal property of the Association.

D. Acquire (by gift, purchase or otherwise), own, hold, and to improve, build upon, operate, maintain, convey, sell, lease, mortgage, rent, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association, including, but not limited to, the power to operate and maintain the Common Area, as defined in the Declaration, and specifically the Surface Water Management System as defined in the Declaration, as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

E. Borrow money, and upon the affirmative vote of a majority of the membership, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in or otherwise transfer any or all of its real or personal property as security for money borrowed, debts incurred, or any of its other obligations.

F. Dedicate, sell or transfer all or any part of the Common Area or its other property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members in the manner provided in the Bylaws. No such

dedication or transfer shall be effective unless an instrument of dedication or transfer has been signed by the Association President and attested by the Secretary, with the formalities from time to time required for a deed under the laws of the State of Florida.

G. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the approval of the membership in the manner provided by law.

H. Adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the members' responsibilities and the use of the Lots, Dwellings and Common Area, consistent with the terms of the Declaration and these Articles.

I. Enter into, make, perform or enforce contracts of every kind and description, including but not limited to, contracts for services for such purposes as to provide maintenance and/or construction of the Common Area improvements in accordance with the Declaration.

J. Enter into lawsuits and to be named as a party in lawsuits as permitted under the laws of the State of Florida.

4.3 No part of the assets or net earnings of the Association shall be distributable to or inure to the benefit of, its members, governors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

4.4 The activities of the Association will be financed in whole or in part by assessments against members as provided in the Declaration, and no part of the assets or net earnings of the Association will inure to the benefit of its members, trustees, directors, officers, or other private persons, except as provided by law.

## **ARTICLE 5. MEMBERS**

5.1 The members of the Association shall consist of all owners of Lots that are made subject to the provisions of the Declaration. Owners of such Lots shall automatically become members upon acquisition of the fee simple title to their respective Lots.

5.2 The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's Lot, except that nothing herein contained shall be construed as terminating the membership of any member who may own two (2) or more Lots so long as such member owns at least one (1) Lot. An owner of more than one Lot is entitled to one membership for each Lot owned.



5.3 The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Lot which is the basis of such member's membership in the Association.

5.4 The Secretary of the Association shall maintain a list of the names and addresses of the members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so promptly inform the Secretary in writing, giving such party's name, address and Lot number; provided, however, that any notice given to or vote accepted from the prior owner of such Lot before receipt of written notification or of change of ownership shall be deemed to be properly given or received.

## **ARTICLE 6. VOTING RIGHTS**

The Association shall have one class of voting members. Members shall be all owners of Lots subject to the provisions of the Declaration. Members shall be entitled to one (1) vote per each Lot owned. If more than one person holds an ownership interest in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any such Lot, nor shall any split vote be permitted with respect to such Lot. Prior to any meeting at which a vote is to be taken, each co-owner must file the name of the voting co-owner with the Secretary of the Association in order to entitle the voting co-owner to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary of the Association applicable to all votes until rescinded.

## **ARTICLE 7. REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Association is 810-B Pine Brook Road, Venice, Florida 34285. The registered agent at said address shall be Capri Property Management, Inc. The Association's Board of Directors may change its registered agent and office from time to time in the manner provided by law.

## **ARTICLE 8. BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors. The Board shall consist of the number of Directors provided in the Bylaws, but at no time shall be less than three (3).

## **ARTICLE 9. OFFICERS**

The affairs of the Association shall be administered by a President, a Vice President, a Secretary, a Treasurer and such other officers as may be designated in the Bylaws or by the Association's Board of Directors.



A. Any property determined by the Association's Board of Directors to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

B. All remaining assets, or the proceeds from the sale of such assets, shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to the purposes of the Association set forth herein and in the Declaration, in accordance with Sections 614.1401 and 617.1421, Florida Statutes.

### **ARTICLE 13. BYLAWS**

The Bylaws may be amended in the manner provided in the Bylaws.

### **ARTICLE 14. AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendments to these Articles of Incorporation may be proposed by persons entitled to cast twenty-five percent (25%) of the votes entitled to be cast by the membership or by a majority vote of the Association's Board of Directors. The Articles of Incorporation may be amended upon the approval of a majority of the votes of the membership present (in person or by proxy) and voting at a duly-noticed membership meeting.

### **ARTICLE 15. INTERPRETATION**

Express reference is made to the terms and provisions of the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. All terms defined in the Declaration shall have the same meaning where used herein. To the extent possible, these Articles shall be construed, interpreted and applied in a manner consistent and not in conflict with the terms and application of the Declaration.