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MASON & MERRITT

A PARTNERSHIP OF
PROFESSIONAL ASSOCIATIONS
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JOSEPH M. MASON, JR., PA*
DANIEL B. MERRITT, JR., PA
JOHN M. KELLER

*ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

4074 COMMERCIAL WAY
SPRING HILL, FLORIDA 34606-2397
TELEPHONE: (352) 686-1028

PLEASE REPLY TO:
BROOKSVILLE

June 2, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

UPS OVERNIGHT

900002546649--2
-06/03/98-01098-019
****122.50 ****122.50

RE: Articles of Incorporation
Hidden Oaks Property Owners' Association, Inc.

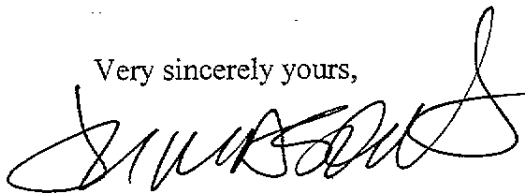
Dear Sirs:

Please find enclosed for filing *Articles of Incorporation* together with a check in the amount of \$122.50 to cover the filing fee, designation of resident agent, certified copy and certificate under seal.

You will note that I am providing you with a UPS return delivery label. Upon completion of your above services, please return by UPS the certified copy and certificate under seal.

If you have any questions regarding this matter, or if you need any further information regarding same, please let me know.

Very sincerely yours,



JOSEPH M. MASON, JR.

JMM/km
AAM06028.H-4
Enclosures

FILED
98 JUN -3 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/16/498

FILED
JUN - 3 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF
INCORPORATION

OF

HIDDEN OAKS
PROPERTY OWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, the undersigned does hereby make, subscribe, acknowledge, and publish the following ARTICLES OF INCORPORATION (hereinafter referred to as the "**Articles**") for the corporation and purposes hereinafter provided.

1 **ARTICLE I
CORPORATE NAME**

1.1 **Name.** The name of the corporation is HIDDEN OAKS PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter referred to as the "**Association**").

2 **ARTICLE II
REGISTERED OFFICE AND AGENT**

2.1 **Name and Address.** The initial street address of the Registered Office of the Association is 101 South Main Street, Brooksville, Florida 34601, and the name of the initial Registered Agent is JOSEPH M. MASON, JR, who shall serve in said capacity until relieved pursuant to law.

3 **ARTICLE III
DEFINITIONS**

3.1 **Definitions of Declaration Adopted.** All definitions contained in the *DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR HIDDEN OAKS, AN APPROVED UNPLATTED CLASS I SUBDIVISION IN SECTIONS 16 AND 21, TOWNSHIP 23 SOUTH, RANGE 19 EAST, HERNANDO COUNTY, FLORIDA* (hereinafter referred to as the "**Declaration**"), to which a conformed copy of these Articles will be attached as **Exhibit "D"** and incorporated therein, and which will be recorded, with its Exhibits (including, but not limited to, these Articles), in the public records of Hernando County, Florida, are incorporated herein by reference and made a part hereof as fully as if set forth in full text.

ARTICLE IV
PURPOSE OF THE ASSOCIATION

4.1 **Purpose.** The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for and undertake the operation, maintenance, preservation, and architectural control of the Lots, the Access and Utility Tracts, the Lots 54/55 Access Easement, the Community Service Plots, the Horse Trail Easement, and all other Common Elements, and improvements thereon, together with the Swales, the Drainage Ditch, the Jurisdictional Areas (and both the Conservation Easements and the Conservation Easement Buffers associated therewith), the Surface Water Management System, and the One-Hundred (100) Year Flood Plain, all within that certain real property (and any additions thereto) described in the Declaration (the **Property**), and to promote the health, safety, and welfare of the members of the Association.

ARTICLE V
POWERS OF THE ASSOCIATION

5.1 **Operate and Maintain.** The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, the Common Elements, the Jurisdictional Areas, the Conservation Easements, the Conservation Easement Buffers, and the Surface Water Management System, including, but not limited to, the powers and duties to:

5.1.1 **Exercise All Powers Under Declaration.** Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration to be recorded in the public records of Hernando County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as fully as if set forth in full text;

5.1.2 **Levy and Collect Assessments.** Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments, pursuant to the terms of the Declaration or By-Laws of the Association, against the Owners and/or the Parcels;

5.1.3 **Pay Expenses.** Pay all expenses incident to the conduct of the business or the accomplishment of the purpose of the Association, including all license fees, taxes, or governmental charges levied or imposed against the property of the Association;

5.1.4 **Own and Deal in Property.** Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Association;

5.1.5 **Borrow Money and Pledge Assets.** Borrow money, and, with the affirmative vote (in person or by proxy) of each class of members at a duly called

meeting of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5.1.6 **Dedicate Common Elements.** Dedicate, sell or transfer all or any part of the Common Elements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. The Association shall have the right to dedicate or transfer all or any part of the Common Elements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. The agreement of the members may be reflected in provisions of the Declaration, including, but not limited to, a Power of Attorney Regarding Common Elements, subject to which the members take title to the Lots, together with title to an undivided interest in the Common Elements, as Owners, and to which these Articles are attached as an Exhibit.

5.1.7 **Merge and Consolidate.** Participate in mergers and consolidations with other not for profit corporations organized for the same or similar purposes or annex additional residential property and Common Areas; provided that any property so merged, consolidated, or annexed shall be contiguous to property then covered by these Articles and the Declaration.

5.1.8 **Promulgate and Enforce Rules.** Promulgate or enforce rules, regulations, by-laws, covenants, restrictions, or agreements to effectuate all of the purposes for which the Association is organized;

5.1.9 **Exercise All Powers Under Law.** Have and 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;

5.1.10 **Contract for Management.** Contract for management of the Association, delegate in such contract all or any part of the powers and duties of the Association, and contract for services to be provided the Owners, including, but not limited to, garbage pick-up, other utilities, and a master antenna and/or cable television and/or radio system.

5.1.11 **Litigation.** Sue and be sued in any court of appropriate jurisdiction, or submit issues to binding arbitration, for the purpose of enforcing, protecting, and defending its rights, privileges, immunities, and property.

5.2 **Voting.** The voting rights of the members and the percentage of members required to vote for action by the Association shall be as provided either in the Declaration or in Bylaws adopted pursuant to Article XIV, below.

5.3 **Listing Not Exclusive.** The above listing shall be illustrative only, and shall not limit or restrictively define in any way the power or authority of the Association, which shall have all power and authority to take whatever action is legal, appropriate, or necessary to promote, serve, advance, or protect the purpose for which the Association is organized.

6

ARTICLE VI
MEMBERSHIP

6.1 **Lot Owners are Members.** Every Owner of a Lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

7

ARTICLE VII
RULES AND REGULATIONS

7.1 Rules and regulations regarding members, memberships, voting, and other matters may be promulgated in either the By-Laws of the Association, the Declaration, or by the Board of Directors or a combination thereof.

8

ARTICLE VIII
BOARD OF DIRECTORS

8.1 **Number.** The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons, who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased to a maximum of nine (9) by a majority vote of the Board of Directors.

8.2 **Initial Directors.** The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert A. Buckner	11 North Main Street Brooksville, Florida 34601
James H. Kimbrough, Jr.	706 Moline Street Brooksville, Florida 34601
Joseph M. Mason, Jr.	101 South Main Street Brooksville, Florida 34601

8.3 **Initial Term of Office.** The first election of Directors shall be held within thirty (30) days after the Developer has conveyed fifty percent (50%) of the Lots to Owners, at a meeting of the

members called for that purpose, and in accordance with procedures to be established by the Association's By-Laws.

9

ARTICLE IX **DURATION**

9.1 **Perpetual Existence.** The Association, as a body corporate, shall exist perpetually, unless dissolved pursuant to law.

10

ARTICLE X **DISSOLUTION**

10.1 **Voluntary and Involuntary Dissolution.** Notwithstanding the provisions of Article X, above, the Association may be voluntarily or involuntarily dissolved in the manner provided by law.

10.2 **Disposition of Assets.** In the event of the dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate local government or other public agency, to be used for purposes similar to those for which this Association was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any not for profit corporation, association, trust, or other organization, to be devoted to similar purposes.

11

ARTICLE XI **AMENDMENTS**

11.1 **Consent of Membership Required.** Any amendment of these Articles shall require the consent of a majority of the Initial Board of Directors prior to the first election of Directors, and, thereafter, the consent of a majority of the entire Membership of the Association.

12

ARTICLE XII **SUBSCRIBER**

12.1 **Names and Addresses.** The name and street address of the Subscriber to these Articles of Incorporation are as follows:

NAME

Joseph M. Mason, Jr.

ADDRESS

101 South Main Street
Brooksville, Florida 34601

ARTICLE XIII **OFFICERS**

13.1 **Elected by Board of Directors.** The Board of Directors shall elect a President, a Secretary, a Treasurer, and as many Vice-Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall from time to time determine.

13.2 **Initial Officers.** The names and addresses of the initial Officers, who shall serve until their successors are designated by the Board of Directors, are as follows:

President:	Robert A. Buckner 11 North Main Street Brooksville, Florida 34601
Vice-President:	James H. Kimbrough, Jr. 706 Moline Street Brooksville, Florida 34601
Secretary:	James H. Kimbrough, Jr. 706 Moline Street Brooksville, Florida 34601
Treasurer:	Robert A. Buckner 11 North Main Street Brooksville, Florida 34601

ARTICLE XIV **BY-LAWS**

14.1 **Adoption.** The original BY-LAWS of the Association (hereinafter referred to as the **By-Laws**) shall be adopted, and may be amended, by a majority vote of the Initial Directors.

14.2 **Amendment.** After the first election of Directors, the By-Laws may be amended, altered or rescinded only after notice of the proposed change to, and at a regular or special meeting of, the members, by a vote of a majority of a quorum (as defined, or as otherwise provided, in either the By-Laws or the Declaration) of members present in person or by proxy.

ARTICLE XV **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

15.1 **Indemnification.** The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors, assigns, and administrators, against all loss,

costs, and expenses, including attorneys fees, reasonably incurred in connection with any action, suit, or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, except as to matters wherein he shall be finally adjudged, in such action, suit, or proceeding, to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XVI

16 TRANSACTIONS IN WHICH PRINCIPALS ARE INTERESTED

16.1 **Conflicts Not Prohibited.** No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization of which one (1) or more of its officers or directors are Officers or Directors of this Association, shall be invalid, void, or voidable solely for that reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committees thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or of a Committee thereof, at which the contract or transaction was recommended, approved, and/or authorized.

ARTICLE XVII

17 MISCELLANEOUS

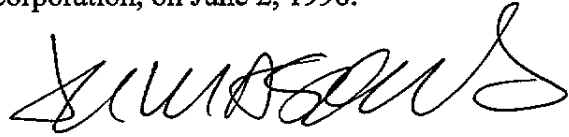
17.1 **Number and Gender.** Any use of the plural or singular form shall include the other, and any use of any gender form shall include the male, the female, and the neuter, all as the context of said use may require.

17.2 **Headings and Captions.** The headings and captions used at the beginning of the Articles, Sections, and Subsections of these Articles are for convenience of reference only, and shall not be deemed or construed to be a part of or to modify the content of said Articles, Sections, and Subsections in any manner whatsoever.

17.3 **Internal References.** The reference to any Article, Section, or Subsection of these Articles in any other Article, Section, or Subsection hereof shall be construed to refer to such of the subdivisions, if any, of the referenced Article, Section, or Subsection, as the context of said reference may require.

17.4 **Conflict between Documents.** In the case of any conflict between any one or more of the Declaration and the Articles, and the By-Laws, the Declaration shall control over the Articles and the By-Laws, and the Articles shall control over the By-Laws.

IN WITNESS WHEREOF, for the purposes of forming this Corporation under the Laws of the State of Florida, the undersigned, as the Subscriber of Hidden Oaks Property Owners' Association, Inc., has executed these Articles of Incorporation, on June 2, 1998.



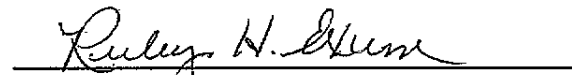
Joseph M. Mason, Jr., Subscriber
Date Signed: June 2, 1998

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, on June 2, 1998, in the County and State aforementioned, personally appeared **JOSEPH M. MASON, JR.**, the person who, first being by me duly sworn, deposed and said upon said person's oath that said person is the person described in and who executed the foregoing *Articles of Incorporation*, that said person executed same for the purposes therein stated, and with the intent to be thereby bound. Said person is either personally known to me or produced identification satisfactory to me (if said person produced identification, same is described as follows: personally known).



RUBY H. EXUM
My Commission CC474815
Expires Jun. 20, 1999
Bonded by HAI
800-422-1555


RUBY H. EXUM
Notary Public, State of Florida

RESIDENT AGENT'S ACCEPTANCE

Having been named to accept service of process for the above stated corporation at the place designated in Article II of the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a resident agent.



Joseph M. Mason, Jr.
Date Signed: June 2, 1998

JMM/lah/ksm/re/km
AAM05288.H-1

FILED
98 JUN -3 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA