

## ARTICLES OF INCORPORATION

767211

OF

SANFORD - HIDDEN LAKE VILLAS HOME OWNERS ASSOCIATION, INC.  
ASSOCIATIONFEB 28 3 20 PM '83  
CLERK OF THE COURT  
TALLAHASSEE, FLORIDAIn compliance with the requirements of Florida Statutes Chapter 617

\_\_\_\_\_, the undersigned, all of whom are  
residents of The State of Florida and all of whom  
are of full age, have this day voluntarily associated themselves together for the  
purpose of forming a corporation not for profit and do hereby certify:

## ARTICLE I

The name of the corporation is SANFORD - HIDDEN LAKE VILLAS HOME OWNERS  
ASSOCIATION, INC., hereafter called the "Association".

## ARTICLE II

The principal office of the Association is located at \_\_\_\_\_

158 E. Altamonte Drive, Altamonte Springs, Florida 32701

## ARTICLE III

NORMAN A. ROSSMAN, whose address is  
158 E. Altamonte Drive, Altamonte Springs, Florida 32701, is hereby appointed  
the initial registered agent of this Association.

## ARTICLE IV

## PURPOSE AND POWERS OF THE ASSOCIATION

This 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  
maintenance, preservation and architectural control of the residence lots and Common  
Area within that certain tract of property described as:

That real property described on Exhibit "A"  
attached hereto and incorporated herein  
by this reference.



and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Clerk of the Court of Seminole County, Florida.

and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) 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 assent of two-thirds (2/3) of each class of members,

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.



ARTICLE V  
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to 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 VI  
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on the date seven (7) years from the date when Declaration is recorded.

ARTICLE VII  
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not more than nine (9) Directors, who need not be members of the Association. The initial number of directors shall be three (3) and may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

*Confidential*



<u>NAME</u>	<u>ADDRESS</u>
<u>J.D. Feinstein</u>	<u>158 E. Altamonte Drive</u>
<u></u>	<u>Altamonte Springs, Florida 32701</u>
<u></u>	<u></u>
<u>Barry S. Goodman</u>	<u>158 E. Altamonte Drive</u>
<u></u>	<u>Altamonte Springs, Florida 32701</u>
<u></u>	<u></u>
<u>Norman A. Rossman</u>	<u>158 E. Altamonte Drive</u>
<u></u>	<u>Altamonte Springs, Florida 32701</u>
<u></u>	<u></u>

*conflict*

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

#### ARTICLE VIII

##### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE IX

##### DURATION

The corporation shall exist perpetually.

#### ARTICLE X

##### AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

#### ARTICLE XI

##### CONFLICT

In the event that any provision of these Articles of Incorporation conflict with any provision of Declaration, the provision of Declaration in conflict therewith shall control.

Rev. October 1973


ARTICLE XII

VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 22<sup>nd</sup> day of February, 1983.

  
J.D. FEINSTEIN

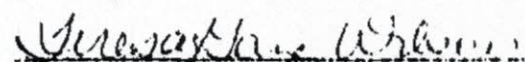
  
BARRY S. GOODMAN

  
NORMAN A. ROSSMAN

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared J.D. FEINSTEIN, BARRY S. GOODMAN & NORMAN A. ROSSMAN, to me known to be the person described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of February, 1983.

  
NOTARY PUBLIC - STATE OF FLORIDA  
My Commission Expires: 12-1-85



RESTATED ARTICLES OF INCORPORATION OF  
SANFORD - HIDDEN LAKE VILLAS HOME OWNERS ASSOCIATION  
a corporation not for profit

FILED  
MAY 9 11 52 AM '83  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The original Articles of Incorporation of Sanford-Hidden Lake Villas Home Owners Association, Inc. were filed with the Secretary of State of Florida on February 28, 1983 and given Charter No. 767211.

We, the undersigned, J.D. Feinstein, Barry S. Goodman, and Norman A. Rossman, the incorporators and entire Board of Directors of said corporation and Residential Communities of America, a Florida general partnership, the only present member of said corporation, have heretofore unanimously resolved that the Articles of Incorporation shall be restated as hereinafter set forth with the amendments contained therein, and that such amendments were unanimously ratified and approved by all of the members of Sanford-Hidden Lake Villas Home Owners Association, Inc. at a duly scheduled meeting called the 25th day of March, 1983 at 12:00 noon.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is Sanford-Hidden Lake Villas Home Owners Association, Inc., a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal office of the Association is located at 158 E. Altamonte Drive, Altamonte Springs, Florida 32701 or other office designated by Board of Directors.

ARTICLE III - INITIAL REGISTERED AGENT

NORMAN A. ROSSMAN, whose address is 158 E. Altamonte Drive, Altamonte Springs, Florida 32701, is hereby appointed the initial registered agent of this Association.

ARTICLE IV  
PURPOSE AND POWERS OF THE ASSOCIATION

This 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 maintenance, preservation and architectural control of the residence lots and Common Area within that certain tract of property described as:

That real property described on Exhibit "A" attached hereto and incorporated herein by this reference.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise of all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Clerk of the Court of Seminole County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;



(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) 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 assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

#### ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any 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 VI - VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) on the date seven (7) years from the date when Declaration is recorded.

#### ARTICLE VII- BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not more than nine (9) directors, who need not be members of the Association. The initial number of directors shall be three (3) and may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:



J.D. FEINSTEIN

120 Spring Isle Trail  
Maitland, Florida 32751

BARRY S. GOODMAN

364 Woodstead Circle  
Longwood, Florida 32750

NORMAN A. ROSSMAN

203 Wild Ash Lane  
Longwood, Florida 32750

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

#### ARTICLE VIII - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

J.D. FEINSTEIN

120 Spring Isle Trail  
Maitland, Florida 32751

BARRY S. GOODMAN

364 Woodstead Circle  
Longwood, Florida 32750

NORMAN A. ROSSMAN

203 Wild Ash Lane  
Longwood, Florida 32750

#### ARTICLE IX - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws of the Association as shall be elected by the Board of Directors at its first meeting following the first annual meeting of the general membership and they shall serve at the pleasure of the Board of Directors. Pending the election of the permanent officers of this Association by the Board of Directors, the following named persons shall be the temporary officers of the Association until their successors have been duly elected:

President

J.D. FEINSTEIN

Vice President

NORMAN A. ROSSMAN

Secretary/Treasurer

BARRY S. GOODMAN

#### ARTICLE X - BY-LAWS

By-Laws of the Association will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed, in whole or in part, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Veterans Administration shall have the right to veto amendments while there is a Class B membership.

#### ARTICLE XI - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.