

NO 6966

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ARTICLES OF INCORPORATION  
OF  
HIDDEN GROVE CONDOMINIUM ASSOCIATION, INC.

1995 JAN -4 PM 2:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be: HIDDEN GROVE CONDOMINIUM ASSOCIATION, INC. For convenience the Corporation shall be referred to in this instrument as the "Corporation".

ARTICLE II - PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, 1983, for the operation of the Corporation, a condominium located upon certain lands in Brevard County, Florida, legally described on Exhibit "A" attached hereto and made a part hereof.

ARTICLE III - POWERS

- A. To operate and manage a condominium apartment building and other facilities for the use and benefit of the individual owners of the condominium parcels (apartment units) as the agent of said owners.
- B. To carry out all of the powers and duties vested in it pursuant to the Declaration of Condominium and By-Laws of the condominium, and the regulations of the condominium.
- C. The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of a similar character by the provisions of Chapter 617.01 et seq., Florida Statutes, entitled "Florida Corporations Not-For-Profit", now or hereafter in force, and to do all of the things necessary to carry out its operations as a natural person might or could do.
- D. The Corporation shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of a similar character by the provisions of Chapter 718 of the Florida statutes entitled "The Condominium Act", now or hereafter in force.
- E. No compensation shall be paid to the Directors for their services as Directors. Compensation may be paid to a Director in his or her capacity as an officer or employee or for other services rendered to the Corporation outside of his or her duties as a Director. In this case, however, said compensation must be approved in advance by the Board of Directors and the Director to receive said compensation shall not be permitted to vote on said compensation. The Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to the Corporation.

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the Declaration of Condominium, together with its supporting documents which govern the use of the land. 1985 JAN -4 PM 2:16

H. The Corporation shall be authorized to contract for the management of the condominium and to delegate to such management all such powers and duties of the Association that are necessary in the opinion of the Directors of the Association for manager to effectively manage the same.

I. The Corporation shall be empowered to acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interest in lands or facilities, including, but not limited to, country clubs, golf courses, marinas, swimming pools and other recreational facilities, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation, use or benefit of the unit owners.

J. The Corporation shall be empowered to employ personnel to perform the services required for proper operation of the condominium.

#### ARTICLE IV - MEMBERSHIP

The qualification of members, the manner of their admission and voting by members shall be as follows:

A. This Corporation shall be organized without any capital stock.

B. All unit owners of condominium parcels in the Corporation shall be members of the Corporation and no other persons or other entities shall be entitled to membership, provided, however, that until such time as the Declaration of Condominium for the Corporation has been placed of record in the Public Records of Brevard County, Florida, the owners of the land upon which said condominium apartment building is being erected shall constitute the members of the Corporation.

C. Membership in the Corporation shall be established by the following methods:

1. The owners of the vacant land upon which the condominium is being erected shall be members of the Corporation until such time as the Declaration of Condominium has been recorded, after which time their membership shall cease, except that it shall continue with reference to any individual condominium parcel still owned by the owners of any said land.

2. Other persons shall become members of the Corporation by the recording in the Public Records of Brevard County, Florida, of a deed or other instrument establishing a change of record title to a condominium parcel (apartment unit) and the delivery to the Corporation of such instrument, the new owner designated by such instrument thereby becoming a member of the Corporation, and the membership of the prior owner shall at that time be terminated.

D. The interest of any member in any part of the real property or in the funds and assets of the Corporation cannot be conveyed

ARTICLE V - CORPORATE EXISTENCE

A. The Corporation shall be in existence in perpetuity unless at some time in the future the condominium project which it was formed to serve shall cease to exist.

The Corporation may be terminated by termination of the condominium in accordance with the conditions as set forth in the Declaration of Condominium.

ARTICLE VI - DIRECTORS

A. The business of this Corporation shall be conducted by a Board of Directors of not less than three (3) Directors nor more than nine (9) Directors, the exact number of Directors to be fixed from time to time by the By-Laws of the Corporation. The original number of Directors shall be three (3). The officers of the Corporation will be elected by and from the Board of Directors and the Board of Directors will, through its officers, manage the affairs of the Corporation. New Directors shall be elected at the annual membership meeting which will be held on the 1st Tuesday in December of each year, unless otherwise changed by the majority of the members of the Corporation. New members of the Board of Directors may be sooner elected in accordance with Chapter 718 of the Florida Statutes, known as "The Condominium Act".

B. The election of Directors, their removal, or the filling of vacancies on the Board of Directors shall be in accordance with the provisions of Chapter 718 of the Florida Statutes (1983), as amended, and as set forth in the By-Laws and the Declaration of Condominium.

ARTICLE VII - DIRECTORS AND OFFICERS

The names and post office addresses of the first Board of Directors and the officers of the Corporation who shall hold office until their successors are elected and qualified are as follows:

Shirley M. Holmes, President	8302 Purcel Drive Orlando, FL 32817
Alan G. Holmes, Vice President	8302 Purcel Drive Orlando, FL 32817
James T. Holmes, III, Secretary/ Treasurer	Post Office Box 1562 Winter Park, FL 32790

ARTICLE VIII - BY-LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors. The amendment, alteration or rescission of said By-Laws shall be in accordance with the provisions of said By-Laws.

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B. No amendment to the Articles of Incorporation shall be valid without the written consent of one hundred percent (100%) of the members which in any way changes the percentage of ownership owned by any member of a condominium parcel (apartment unit) in the common elements of the condominium, or which in any way modifies the percentage of the assessments to be levied against any member for the operation and maintenance of the common elements of the condominium.

C. No amendment to the Articles of Incorporation shall be effective until the same has been recorded in the Public Records of Brevard County, Florida.

#### ARTICLE X - ASSESSMENTS AND FUNDS

A. All assessments paid by the owners of condominium parcels (apartment units) for the maintenance and operation of the Corporation shall be utilized by the Corporation to pay for the cost of said maintenance and operation. The Corporation shall have no interest in any funds received by it through assessments from the owners of individual condominium parcels (apartment units) except to the extent necessary to carry out the powers vested in it as agent for said members.

B. The refund of unused assessments to an owner paying the same shall not constitute a distribution of income.

C. Any funds held by the Corporation from its receipts over and above its common expenses shall be known as the common surplus of the Corporation and the same shall be held for this use and benefit of the members in the same proportion as the percentage of their ownership in the limited and general common elements of the condominium.

D. Upon termination of the condominium and dissolution or final liquidation of this Corporation, the distribution to the members of the Corporation of the common surplus in proportion to the percentage of their ownership in the limited and general common elements shall not constitute or be deemed to be a default or distribution of income.

#### ARTICLE XI - INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including proceedings 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 Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. 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

Shirley M. Holmes

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8302 Purcel Drive  
Orlando, FL 32817

ARTICLE XIII - RESIDENT AGENT

The street address of the initial registered office of this Corporation is 8302 Purcel Drive, Orlando, Florida 32817, and the name of the initial registered agent of this Corporation at that address is ALAN G. HOLMES.

  
Alan G. Holmes

IN WITNESS WHEREOF, the Subscribers have affixed their signatures hereto this 1st day of November, 1984.

  
Alan G. Holmes

  
Shirley M. Holmes

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 1st day of November, 1984, by ALAN G. HOLMES, and SHIRLEY M. HOLMES.

( S E A L )

  
Notary Public, State of Florida

My Commission Expires:

ACKNOWLEDGMENT

Having been named to accept service of process for the above state Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and I agree to comply with the provisions of all statutes relative to the property and complete performance of my duties.