

Jane L. Cornett, Esq.  
Becker & Poliakoff, P.A.  
Royal Palm Financial Center  
759 SW Federal Highway, Suite 213  
Stuart, FL 34994

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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**HIDDEN HARBOUR ESTATES, INC.**  
**(A Condominium Association)**

**(through January 2020)**

The Articles of Incorporation of Hidden Harbour Estates were filed with the Secretary of State on March 20, 1972, and an amendment was filed on March 28, 2001. The same Articles are hereby amended as approved by a vote of the membership sufficient for approval at the annual meeting held March 11, 2020.

The undersigned by these Articles of Incorporation associate themselves for the purpose of forming a corporation not for profit, under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE 1**

**Name**

The name of the corporation will be HIDDEN HARBOUR ESTATES, INC., and it will be referred to in this instrument as the Association.

**ARTICLE 2**

**Purpose**

2.1 The purpose for which the Association is organized is to operate a condominium to be established by HIDDEN HARBOUR CORPORATION, a Florida corporation, upon lands located in Martin County, Florida. The name by which said condominium is to be identified is HIDDEN HARBOUR CONDOMINIUM.

**ARTICLE 3**

**Powers**

The powers of the Association will include and be governed by the following provisions:

3.1 The Association will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles of Incorporation, the Bylaws of the Association and the Declaration of Condominium for such condominium.

3.2 The Association will have all of the powers and duties set forth in Chapter 718, Florida Statutes (hereinafter called the Condominium Act), as the same has been renumbered and amended to date and as the same may be renumbered and amended from time to time, except as they may be limited by these Articles of Incorporation, the Bylaws of the Association and said Declaration of Condominium.

3.3 The Association will have all of the powers and duties reasonably necessary to operate such condominium, subject to the provisions of these Articles of Incorporation, the Bylaws of the Association and said Declaration of Condominium, including the following:

- a. To make and collect assessments against members to defray all costs, expenses and losses of the Association.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, repair, replace and operate the condominium and Association property.
- d. To purchase insurance for the condominium property; and insurance for the protection of the Association, its members, officers and directors.
- e. To reconstruct improvements after casualty; and to alter and improve the condominium and Association property.
- f. To make and amend reasonable rules and regulations respecting the use of the condominium and Association property.
- g. To approve or disapprove the transfer, mortgage and ownership of condominium units, as may be provided by said Declaration of Condominium.
- h. To purchase, sell and lease condominium units.
- i. To enforce by legal means the provisions of the Condominium Act, these Articles of Incorporation, the Bylaws of the Association, said Declaration of Condominium and all rules and regulations respecting the use of the condominium property.
- j. To contract for the management and operation of the condominium, including its common elements and units, and the Association property; and to thereby delegate all powers and duties of the Association, except such as are specifically required to have approval of the Board of Directors or of the membership of the Association.
- k. To lease and assign portions of the common elements of the condominium and the Association property.
- l. To employ personnel to perform the services required for the proper management and operation of the condominium.

3.4 All funds, except such portions thereof as are expended for the common expenses of the condominium, and the titles of all properties acquired by the Association will be held in trust for the members of the Association, in accordance with the provisions of these Articles of Incorporation, the Bylaws of the Association and said Declaration of Condominium.

#### ARTICLE 4

##### Members

4.1 The members of the Association will consist of all of the record owners of condominium units in such condominium, said condominium units being lots or parcels of real property; and after termination of the condominium will consist of those who were members at the time of such termination, their successors and assigns.

4.2 After receiving approval of the Board of Directors of the Association, as required by said Declaration of Condominium, membership will be established by recording a deed or other instrument establishing a record title to a condominium unit in the public records of Martin County, Florida; and by the delivery to the Association of a copy of such instrument. The owner designated by such instrument will thus become a member of the Association.

4.3 The share 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 his condominium unit.

4.4 The number of votes to be cast by members and the manner of exercising voting rights will be determined by the Bylaws of the Association.

#### ARTICLE 5

##### Directors

5.1 The affairs of the Association will be administered by a board of not less than three (3) nor more than eleven (11) directors; and, with the exception of the directors who will hold office until the first annual meeting of the members, the exact number of directors will be determined at the time of their election. Each director, except for those who will hold office until the first annual meeting of the members, any manager employed by the Association (or any person designated by such manager) must be a member of the Association.

5.2 Directors of the Association will be elected in the manner determined by the Bylaws of the Association. They may be removed and vacancies on the Board of Directors will be filled in the manner provided by the Bylaws of the Association.

## ARTICLE 6

### Indemnification

6.1 Indemnity. To the fullest extent required by Florida law:

a. The Association shall indemnify any person who is or was a party to any proceeding by reason of the fact that he or she is or was a Director, officer, committee member or employee of the Association or any person or entity for whom the Association is contractually obligated, against liability incurred in connection with such proceeding.

b. The Association shall indemnify any person who is a party to any proceeding brought by or in the right of the corporation, by reason of the fact that he or she is or was a Director, officer, committee member or employee of the Association against liability incurred in connection with such proceeding.

c. The foregoing indemnity shall include, without limitation, costs and attorney fees incurred and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the actual and reasonable expenses incurred in connection with the defense or settlement of such proceeding, including appeal thereof.

6.2 Limitations. The foregoing indemnity obligations shall be subject to such limitations and restrictions as are now or hereafter set forth in the applicable Statutes.

6.3 Inclusions. The indemnification provided for herein shall include any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, any appeal in any such action, suit or proceeding, and any inquiry or investigation that might lead to such an action, suit or proceeding.

6.4 Recovery of Expenses. Expenses incurred by any person entitled to indemnification hereby shall be paid after the final disposition of the proceeding, unless otherwise approved by the Board of Directors, but any payments made by the Association shall be recoverable from the person indemnified if he or she is ultimately found not to be entitled to indemnification pursuant to law.

6.5 Non-exclusive. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and, to the extent permitted by law, the Association may make any other or further indemnification or advancement of expenses if approved by a majority of the disinterested Directors or vote of the Members, or as permitted under any By-Law or agreement, to the extent permitted by law.

6.6 Application for Indemnity. Nothing herein is intended to restrict a party's authority, as provided by law, to apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction.

## **ARTICLE 7**

### **Amendments**

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

7.1 Notice of the subject matter of a proposed amendment will be included in the notices of any meeting at which a proposed amendment is considered.

7.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors of the Association or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

a. such approvals must be by not less than 75% of the votes of the participating membership of the Association, present in person or by proxy or by any other lawful means at a meeting for which a quorum has been established.

7.3 Provided, however, that no amendment will make any changes in the qualifications for membership, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium property. No amendment will be made that affects or impairs the validity or priority of any mortgage upon the condominium property, unless the mortgagee shall join in the execution of the amendment, or that is in conflict with the Condominium Act, the Bylaws of the Association or said Declaration of Condominium.

7.4 a copy of each amendment will be certified by the Secretary of State, State of Florida, and will be recorded in the public records of Martin County, Florida.

## **ARTICLE 8**

### **Term**

The term of the Association will be perpetual.

## **ARTICLE 9**

### **Subscribers**

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

**FRANK A. ZIHERL**  
63 Hidden Harbour  
Stuart, Florida

**WILLIAM D. LARKIN**  
169 Hidden Harbour  
Stuart, Florida

**FREDERIC S. WILKINS**  
15 Hidden Harbour  
Stuart, Florida

IN WITNESS WHEREOF, the undersigned has caused these to be signed by its President and its Secretary this \_\_\_\_ day of \_\_\_\_\_, 2020.

WITNESSES:

Marianne McJury  
Witness #1 Signature

Marianne McJury  
Witness #1 Printed Name

Demma Bailey  
Witness #2 Signature

Demma Bailey  
Witness #2 Printed Name

Marianne McJury  
Witness #1 Signature

Marianne McJury  
Witness #1 Printed Name

Demma Bailey  
Witness #2 Signature

Demma Bailey  
Witness #2 Printed Name

Hidden Harbour Estates, Inc.

By: Barbara H Kohl President

By: John Sigurdson Secretary

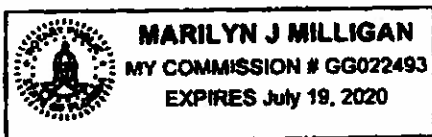
STATE OF FLORIDA

COUNTY OF Martin

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 13<sup>th</sup> day of April, 2020, by Barbara Kohl as President of Hidden Harbour Estates, Inc. ☒ who is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

Notary Seal

Marilyn J Milligan  
Notary Signature



STATE OF FLORIDA

COUNTY OF Martin

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 13<sup>th</sup> day of April, 2020, by John Sigurdson as Secretary of Hidden Harbour Estates, Inc. [ ] who is personally known to me or [ ] has produced \_\_\_\_\_ as identification.

Notary Seal

MJ Milligan  
Notary Signature

