

SPECIAL AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR HIDDEN COVE - UNIT ONE AND NOTICE OF FORMATION OF HIDDEN COVE NEIGHBORHOOD OWNERS ASSOCIATION, INC.

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HENRY W. COOK
CLERK CIRCUIT COURT
DUVAL COUNTY, FL
REC. \$ 37.50

THIS SPECIAL AMENDMENT, is made on the date hereinafter set forth by CENTEX REAL ESTATE CORPORATION, a Nevada corporation, hereinafter referred to as "Declarant". This Special Amendment shall be binding and inure to the benefit of the Declarant and all parties claiming title to or an interest in HIDDEN COVE - UNIT ONE, according to Plat thereof recorded in Plat Book 50, Pages 14 and 14C public records of Duval County, Florida.

1. The Declaration of Covenants, Conditions and Restrictions for HIDDEN COVE - UNIT ONE, hereinafter referred to as "Declaration", as recorded in Official Records Volume 8218, Pages 1087-1105, provides for the recording of a Special Amendment to the Declaration in Article III, Section 1, in order to notice the formation of the HIDDEN COVE NEIGHBORHOOD OWNER'S ASSOCIATION, INC.

2. Pursuant to said provisions, the Declarant hereby records this Special Amendment to the Declaration as well as a copy of the Articles of Incorporation of the Association as filed with the Secretary of State for the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the Declarant herein, has hereunto set its hand and seal this 22nd day of January, 1996.

Signed, sealed and delivered in the presence of the following witnesses:

Robert S. Porter
ROBERT S. PORTER (print)

CENTEX REAL ESTATE CORPORATION
a Nevada Corporation

Steven W. George
STEVEN W. GEORGE (print)

By Douglas W. Smith
Its Division President
(Corporate Seal)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 22 day of JAN, 1996, by DOUGLAS W. SMITH, the DIVISION PRESIDENT of Centex Real Estate Corporation, a Nevada corporation, on behalf of the corporation. He is personally known to me or has produced Personally Known identification, and did take an oath.

Robert S. Porter
Notary Public (print)

PREPARED BY/SEEN BY/RETURN TO:
WILLIAM DEKLE DAY
ATTORNEY AT LAW
1503 OAK STREET
JACKSONVILLE, FL 32204



ROBERT S. PORTER
MY COMMISSION # CC311397 EXPIRES
August 26, 1997
BONDED THRU TROY FARM INSURANCE, INC.

(Handwritten mark)

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of HIDDEN COVE NEIGHBORHOOD OWNERS ASSOCIATION, INC., a Florida corporation, filed on January 5, 1996, as shown by the records of this office.

The document number of this corporation is N9600000159.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Ninth day of January, 1996



CR2EO22 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

ARTICLES OF INCORPORATION

OF

HIDDEN COVE NEIGHBORHOOD OWNERS ASSOCIATION, INC.
A Florida Corporation, Not-For-Profit

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is HIDDEN COVE NEIGHBORHOOD OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II - TYPE OF CORPORATION

The Association is a not-for-profit corporation and has no capital stock.

ARTICLE III - DURATION

The Association shall have a perpetual existence.

ARTICLE IV - PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to its members, and the 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 real property described in that certain Declaration of Covenants, Conditions and Restrictions for HIDDEN COVE - UNIT ONE, recorded in O.R. Book 8212, Page 1087-1105 of the Public Records of Duval County, Florida (hereinafter referred to as the "Declaration"), and such additional properties as may be added thereto from time to time by annexation or otherwise as provided in the Declaration and in these Articles; and to promote the health, safety, welfare and recreation of the residents within such properties, and for these purposes the Association shall have the following powers:

(a) To 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 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) To fix, levy and collect (enforcing payment by any lawful means) all charges and 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 for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) To purchase, receive, lease 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) To borrow money, and with the assent of two-thirds (2/3) of each class of membership, to mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To engage the services of agents, independent contractors or employees to manage, operate or perform all or any part of the affairs and business of the Association; and

(f) To do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and exercise any and all powers, rights and privileges which a corporation not-for-profit organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise.

ARTICLE V - MEMBERSHIP AND VOTING RIGHTS

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. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Ownership of such lot shall be the sole qualification of membership.

The initial members of the Association shall be the incorporators. All other fee simple title Owners shall automatically become initial members after the recording of the Special Amendment of formation after the organizational meeting.

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 in which they hold an interest. 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 among themselves determine and as provided in the Bylaws of the Association, 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 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) Five years after the date of recording this Declaration in the public records of Duval County, Florida;

provided however, that the Class B membership shall be reinstated upon annexation to the properties of any additional residential property and/or common area, but subject to further cessation in accordance with the limitations set forth in the preceding paragraphs (a) and (b) of this Article V, whichever occurs first.

The By-Laws of the Association may provide for suspension of membership for failure to pay assessments and for violation of the Rules and Regulations established by the Board of Directors.

ARTICLE VI - INITIAL ADDRESS AND REGISTERED OFFICE AND AGENT

The initial mailing address and registered office of this Association shall be 6620 Southpoint Drive South, Suite 400, Jacksonville, Florida 32216, and the initial registered agent of this Association at such office shall be Robert Porter, who upon accepting this designation agrees to comply with the obligations of Section 607.0505, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors of no less than three directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The persons appointed as initial directors by the incorporator shall serve until the election of their successors.

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect the director(s) for a term of three (3) years to fill each expiring term.

ARTICLE VIII - MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of membership; all subject, however, to the provisions relating to annexation as set forth in said Declaration.

ARTICLE IX - AUTHORITY TO MORTGAGE

After the common area, if any, has been conveyed to the Association, any mortgage by the Association of the common area defined in said Declaration shall have the assent of two-thirds (2/3) of each class of membership.

ARTICLE X - AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the common area, if any, (after same has been conveyed to it) 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 may be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of each class of membership agreeing to such dedication, sale or transfer.

ARTICLE XI - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than ninety percent (90%) of each class of membership. Upon dissolution of the Association, the assets both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association. This procedure shall be subject to court approval on dissolution pursuant to F.S. 617.1430. The responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to any dissolution, termination or liquidation.

ARTICLE XII - MEETINGS FOR ACTIONS GOVERNED BY ARTICLES VIII THROUGH XI

In order to take actions under Articles VIII through XI, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than ten (10) days nor more than sixty (60) days in advance of the meeting. The presence of members or of proxies entitled to cast a majority of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

ARTICLE XIII - SURFACE WATER OR STORMWATER MANAGEMENT SYSTEM

The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 4-031-0067AM2 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained in the Declaration. The assessments levied and collected by the Association shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE XIV - BYLAWS

The first Bylaws shall be adopted by the Board and may be altered, amended or rescinded by the directors or members in the manner provided by

the Bylaws.

ARTICLE XV - AMENDMENTS

Amendments of these Articles shall be proposed and adopted in the following manner:

(a) Until such time as all lots have been conveyed, the Declarant shall have the right to amend these Articles, provided that such amendment does not have a material adverse effect upon the rights of any non-Declarant Owner.

(b) A resolution setting forth the proposed amendment may be proposed by a majority of the Board or by not less than one-third (1/3) of the membership.

(c) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(d) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the votes of the membership of the Association.

(e) Any number of amendments may be submitted to the members and voted upon by them at any meeting.

(f) Prior to the closing of the sale of all lots within the property, no amendment shall make any changes which would in any way affect any to the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment.

(g) Upon amendment by the Declarant or the approval of an amendment to these Articles by the members, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the County.

(h) Any amendment made by Declarant, and any amendment made by the members prior to the completion of 90% of the units that may be constructed within the property must be approved by the Federal Housing Administration or by the Department of Veterans Affairs if any mortgage encumbering a lot is guaranteed or insured by either such agency, and if such amendment materially and adversely affects the owners or materially and adversely affects the general scheme of development created by the Declaration. Such approval shall specifically not be required where the amendment is made to correct errors or omissions or is required by any Institutional Lender so that such lender will make, insure or guarantee mortgage loans for the lots, or is required by any governmental authority.

Such approval shall be deemed given if either agency fails to deliver written notice of its disapproval of any amendment to Declarant or to the Association within twenty (20) days after a request for such approval is delivered to the agency by certified mail, return receipt requested, or equivalent delivery, and such approval shall be conclusively evidenced by a certificate of Declarant of the Association that the approval was given or deemed given.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE XVI - FHA/VA APPROVAL

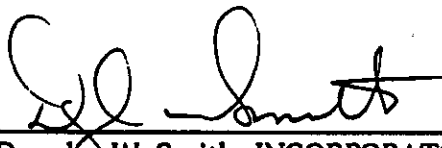
As long as Declarant retains membership in the Association, the following actions will require the prior approval of the Federal Housing Administration or the Department of Veterans Affairs:

Annexation of additional properties, mergers and consolidations, mortgaging of common area, dedication of common area, dissolution and amendment of these Articles.

ARTICLE XVII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Douglas W. Smith
6620 Southpoint Dr. S., Suite 400
Jacksonville, Florida 32216

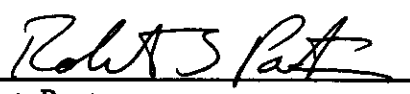


Douglas W. Smith, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HIDDEN COVE NEIGHBORHOOD OWNERS ASSOCIATION, INC., at the place designated in the Articles of Incorporation, Robert Porter agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of any duties, and accepts the duties and obligations of Section 607.0505 of the Florida Statutes.

DATE: 10-16, 1995



Robert Porter