

EXHIBIT B

**ARTICLES OF INCORPORATION**  
FOR  
**HIDDEN PINES ESTATES**  
**HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirement of Chapters 617 and 720 of the Florida Statutes, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

**ARTICLE I**  
**DEFINITIONS**

1.1 For ease of reference, these Articles of Incorporation shall be referred to as the "Articles". The terms used in these Articles shall have the same definition and meaning as those set forth in the **Declaration of Covenants, Conditions, Restrictions, Easements and Assessments for HIDDEN PINES ESTATES** ("Declaration"), to be recorded in the Public Records of Santa Rosa County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE II**  
**NAME**

2.1 The name of this corporation, not-for-profit, is **HIDDEN PINES ESTATES HOMEOWNERS ASSOCIATION, INC.**, a Florida corporation not-for-profit ("Association").

**ARTICLE III**  
**PRINCIPLE OFFICE**

3.1 The principal office is located at: 6148 Old Bagdad Hwy., Milton, FL 32583.

**ARTICLE IV**  
**REGISTERED AGENT**

4.1 The individual who is hereby appointed as the initial Registered Agent of this Association is [with his or her address]:

Name: Chad Willard

Address: 6148 Old Bagdad Hwy., Milton, FL 32583

**ARTICLE V**  
**INCORPORATOR**

5.1 The Incorporator of the Association is [with his or her address]:

Name: Chad Willard

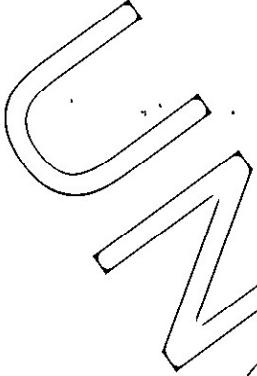
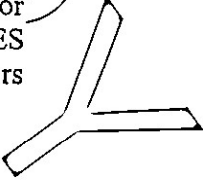
Address: 6148 Old Bagdad Hwy., Milton, FL 32583

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**ARTICLE VI**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

6.1 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 Areas within that certain tract of property described in the Declaration. In addition, it is the Association's purpose 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 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; and
- b. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person; and
- c. Enter into the Declaration and any Amendment(s) thereto and instruments referred to therein; and
- d. Fix, levy, collect and enforce payment, by any lawful means, all charges or Assessments pursuant to the terms of the Declaration and 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; and
- e. 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; and
- f. Borrow money, and with the assent of a majority vote at a meeting where a quorum is present, in person or proxy; and
- g. 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 fifty percent (50%) of each class of Members, agreeing to such dedication, sale or transfer; and
- h. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and Common Area, provided such merger, consolidation or annexation shall have the assent of fifty percent (50%) of each class of Members; and

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- i. Maintain, repair, replace, operate and manage the above-described Property and any improvements therein including the right to reconstruct improvements owned by the Association after casualty and to make further improvements of the Property or purchase additional property and improvements; and
  - j. Enter into contracts for management, insurance coverage and maintenance and delegate all of the powers and duties of the association except those the delegation of which may be required by the Declaration to have approval of the Board of Directors or Membership of the Association; and
  - k. Enforce the provisions of the proposed Declaration, these Articles of Incorporation, the Bylaws of the Association, which may be hereafter adopted, and the rules and regulations governing the use of the Property and the improvements thereon as same may be hereafter established; and
  - l. Exercise, undertake, and accomplish all of the rights, duties and obligations, which may be granted to or imposed upon the Association pursuant to the Declaration; and
  - m. Deal with an emergency when waiting to obtain the approval of the Members creates a substantial risk of irreparable injury to the Property or to Member(s) (the imminent expiration of a statute of limitations shall not be deemed an emergency obviating the need for the requisite vote of three-fourths (3/4) of the Members), or file a compulsory counterclaim; and
  - n. Operate, maintain, and manage the Stormwater Management System(s) in a manner consistent with the requirements of the Environmental Resource Permit ("ERP") and other applicable rules of the Water Management District ("WMD"); and
  - o. Demonstrate that the land on which the Stormwater Management System is located is owned or otherwise controlled by the Association to the extent necessary to operate and maintain the system or convey operation and maintenance to another entity in accordance with the Declaration and ERP; and
  - p. Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes, regarding corporations not-for-profit, may now or hereafter have or exercise together with all other powers reasonably necessary to effectuate the purpose of the Association as set out herein; and
  - q. Provide, to the extent deemed necessary by the Board, any and all services and do any and all things that are incidental to or in furtherance of things listed above or carry out the Association mandate to keep and maintain HIDDEN PINES ESTATES in a proper and aesthetically pleasing condition and provide the Owners
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with services, amenities, controls and enforcement, which will enhance the quality of life at HIDDEN PINES ESTATES.

6.2 The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by Assessments against Members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any Member.

#### **ARTICLE VII MEMBERSHIP**

7.1 The Declarant, to the extent provided in the Declaration, and every person or entity who is a record Owner of a fee simple or undivided fee simple interest in any residential Lot, which is subject by the Declaration to Assessment by the Association, 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 performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit, which is subject to Assessment by the Association.

#### **ARTICLE VIII ELECTION OR APPOINTMENT OF DIRECTORS**

8.1 The manner in which Directors are elected or appointed is set forth in the Bylaws.

#### **ARTICLE IX INITIAL OFFICES AND/OR DIRECTORS**

9.1 The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be Members of the Association. The number of Directors may be changed by amending the Bylaws. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAME	ADDRESS
Chad Willard – President	6148 Old Bagdad Hwy., Milton, FL 32583
Mike Patterson – Secretary	6148 Old Bagdad Hwy., Milton, FL 32583
Dan Dubose – Treasurer	6148 Old Bagdad Hwy., Milton, FL 32583

9.2 The Officers of this Association shall be a president, a secretary, and a treasurer, and such other Officers as the Board may from time to time by resolution create.

#### **ARTICLE X BYLAWS**

10.1 The Bylaws shall be adopted by a vote of a majority of the members of the Board of Directors. The Bylaws may be amended or altered 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, in the manner and subject to any other condition set forth in the Bylaws.

## ARTICLE XI DISSOLUTION

11.1 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 as set forth in the Declaration. 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. This procedure shall be subject to court approval on dissolution pursuant to section 617.05, Florida Statutes.

11.2 Upon any such termination, any Stormwater Management System or discharge facility for which the Association is responsible shall be accepted by and maintained by local government units, including county or municipal service taxing unit, an active water control district, a drainage district created by special act, a community development district created under Chapter 190, Florida Statutes, a special assessment district created under Chapter 170, Florida Statutes, a state or federal agency, any duly constituted communication, water, sewer, electrical or other public utility or any entity acceptable to the Department of Environmental Regulation or its successor under its rules and regulations.

## ARTICLE XII EXISTENCE

12.1 The corporation not-for-profit shall exist perpetually.

## ARTICLE XIII AMENDMENTS

13.1 Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire Membership.

IN WITNESS WHEREOF, for the purposes of forming this corporation not-for-profit under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation, this 22<sup>nd</sup> day of July, 2024.

Print Name: Chad Willard

Title: Incorporator

Date: 7/22/24

**OATH OF REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE-OF-PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. FURTHER, I AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Print Name: Chad Willard

Title: Registered Agent


Date: 7/22/24

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared CHAD WILLARD to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and seal in the County and State aforesaid this 22<sup>nd</sup> day of July, 2024.

Rodney P. Williams  
Notary Public

 Rodney P. Williams  
Notary Public  
State of Florida  
Comm# HH099444  
Expires 3/2/2025