

## **DESCRIPTION OF THE HOA DOCUMENTS**

An HOA is created by the developer by filing a set of governing documents with the Secretary of State in the State that the development is in. The set of governing documents for an HOA typically includes these four documents: the Articles of Incorporation, the Bylaws, the Declaration of Covenants, Conditions and Restrictions (CC&Rs), and the Rules and Regulations. In the case of all of the HOAs in Coral Bay, (a) the developer used a general set of documents that have parts that do not fully pertain to us and (b) the developer never filed a copy of any Rules and Regulations.

The first document filed is the **ARTICLES OF INCORPORATION**. The Articles of Incorporation contain only the basic information about the Association, its name, location, and its purpose. The Port Antigua document has two stated purposes: (a) "... providing for the preservation of the architecture and appearance of the planned residential development ..." and (b) "... owning, operating and maintaining the Village properties within the Village which may be granted and conveyed by the Declarant ... to the Village Association for the use of all residents of the Village". The Declarant is the developer, and in our case, NO common properties were conveyed to the Port Antigua HOA; that is, ALL common properties in Coral Bay are the property of the Coral Bay Community Development District (the CDD).

The next document is the **BYLAWS**. The Bylaws describe how the Association is run, set out voting rights and procedures, and contain rules for such things as how to call a meeting and how often meetings must be held. The bylaws also describe the Association's rights and responsibilities, for example, the responsibility to enforce the rules and regulations and to collect assessments. Lastly the bylaws set forth the length of the terms for the Board members and the procedures for elections.

The Third document, is the **DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS (also referred to as the CC&Rs or the DECLARATIONS)**. The **CC&Rs** are the "big Kahuna" of the governing documents. They contain the most comprehensive and probably the most important information about the development and its operation. If there is anything in another governing document that conflicts with a provision of the CC&Rs, the CC&Rs win (and the conflicting provisions are considered invalid). The Declaration of CC&Rs sets up the general structure of the development, describes what land is subject to the governing documents, and specifies the aesthetic and architectural appearance of our community and the responsibilities of the Board. Issues dealing with common areas such as on-street parking, the lake and canals, are outside of the scope of the Port Antigua Homeowner's Association's responsibility, and should be addressed to the Coral Bay Community Development District (the CDD).

The last document is the **RULES AND REGULATIONS**. The Rules and Regulations is meant to be a "plain" English, easier-to read version of the items contained in the CC&Rs; it was never filed by the developer nor turned over to the HOA. However, since the first three documents are the governing documents as written by lawyers and for lawyers, and since the Rules and Regulations cannot be in conflict with anything in the legal documents, the Port Antigua Board of Directors created a Rules and Regulations document, had it legally reviewed to ensure consistency, and executed the procedures to officially adopt it.