

EXHIBIT 4

to the

DECLARATION OF CONDOMINIUM

OF

THE BLUFFS AT THE HEATHER CONDOMINIUM NO. _____

Articles of Incorporation

of

THE BLUFFS AT THE HEATHER CONDOMINIUM ASSOCIATION, INC.

a Florida non-profit corporation

ARTICLES OF INCORPORATION
OF
THE BLUFFS AT THE HEATHER CONDOMINIUM ASSOCIATION, INC.
A Florida Non-Profit Corporation

WE, the undersigned, for the purpose of forming a non-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the office of the Secretary of State of Florida.

1. NAME. The name of this corporation shall be THE BLUFFS AT THE HEATHER CONDOMINIUM ASSOCIATION, INC. ("Association").

2. PURPOSES AND POWERS. The purposes for which this corporation is formed are as follows:

2.1 To operate, maintain, repair, improve, reconstruct and administer the condominium property of, and to perform the acts and duties necessary and desirable for the management of the Units and Common Elements in THE BLUFFS AT THE HEATHER CONDOMINIUMS NOS. 1 through 5 (if and when said Condominiums are established) ("Condominium") in accordance with Chapter 718, Florida Statutes ("Condominium Act"), and to own, operate, lease, sell and trade property, whether real or personal, including Units in the Condominium, as may be necessary or convenient in the administration of the Condominium.

2.2 To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium ("Declaration") of the Condominium.

2.3 To establish Bylaws for the operation of the condominium property ("Bylaws"), provide for the administration of the Association and rules and regulations for governing the same, and enforce the provisions of the Condominium Act, the Declaration, these Articles of Incorporation and the Bylaws.

2.4 To contract for the management of the Condominium and to delegate to the party with whom such contract has been executed the appropriate powers and duties of the Association except those which require specific action by or approval of the Board of Administration or members of the Association ("Members").

2.5 To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declarations on behalf of the Unit Owners of the appropriate Condominium(s).

2.6 The Association shall have all of the common law and statutory powers under the laws of the State of Florida, those powers provided by the Condominium Act, the Declaration, these Articles and the Bylaws of the Association.

3. MEMBERS.

3.1 All Unit Owners in the Condominium shall automatically be members of the Association and their memberships shall automatically terminate when they convey title to their Units. If a member sells his Unit under the provisions of the Declaration, his purchaser shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

3.2 The Owner of a Unit shall have one vote in all elections of the Association. An individual, corporation or other entity owning an interest in more than one Unit may be designated as the voting Member for each Unit in which he or it owns an interest.

3.3 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 Unit. No part of the income of the Association shall be distributed to its Members, Directors or Officers.

4. EXISTENCE. This Association shall have perpetual existence.

5. INCORPORATORS. The names and addresses of the incorporators to the Articles are as follows:

<u>Name</u>	<u>Address</u>
Salvatore DiMercurio	Suite D 7391 Commercial Way Brooksville, Florida 34613
John Frizalone	Suite D 7391 Commercial Way Brooksville, Florida 34613
Florence Chan	Suite D 7391 Commercial Way Brooksville, Florida 34613

6. DIRECTORS.

6.1 The affairs and property of the Association shall be managed and governed by a Board of Administration composed of not less than three (3) nor more than fifteen (15) persons ("Directors"). The first Board of Administration shall have three (3) members and in the future, the number shall be determined from time to time in accordance with the Association's Bylaws.

6.2 Directors shall be elected by the Members in accordance with the Bylaws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one year, or until their respective successors are elected and shall qualify, and in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of said unexpired term. The Directors named in Article 7 shall serve until the first election of a Director or Directors as provided in the Bylaws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

6.3 All officers shall be elected by the Board of Administration in accordance with the Bylaws at the regular annual meeting of the Board as established by the Bylaws. The Board of Administration shall elect from among the Members a President, Vice President (optional), Secretary, Treasurer and such other officers as it shall deem desirable. The President shall be elected from among the membership of the Board of Administration but no other officer need be a Director.

7. FIRST BOARD OF ADMINISTRATION. The following persons shall constitute the first Board of Administration and shall hold office and serve until the successors are elected as provided in Article 6:

<u>Name</u>	<u>Address</u>
Salvatore DiMercurio	Suite D 7391 Commercial Way Brooksville, Florida 34613
John Frizalone	Suite D 7391 Commercial Way Brooksville, Florida 34613
Florence Chan	Suite D 7391 Commercial Way Brooksville, Florida 34613

8. OFFICERS.

8.1 Subject to the direction of the Board of Administration, the affairs of the Association shall be administered by officers who shall be elected by and serve at the pleasure of said Board of Administration. The following persons shall constitute the initial officers of the Association and they shall continue to serve as such officers until removed by the Board of Administration:

<u>Name</u>	<u>Office</u>
Salvatore DiMercurio	President
John Frizalone	Vice President
Florence Chan	Secretary-Treasurer

9. BYLAWS.

9.1 The Bylaws of this corporation shall be adopted by the first Board of Administration and attached to the Declaration to be filed among the Public Records of Hernando County, Florida.

9.2 No amendment to the Bylaws shall be passed which would change the rights and privileges of the Developer referred to in the Declaration, and the Exhibits attached thereto, without the Developer's written approval.

9.3 No amendment to the Bylaws shall be passed which would operate to impair or prejudice the rights or liabilities of any Mortgagee.

9.4 No Bylaw shall be revised or amended by reference to its title or number only. Proposals to amend existing Bylaws shall contain the full text of the Bylaws to be amended; new words shall be inserted in the text underlined and the words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder rather than assist the understanding of the proposed amendment, it shall not be necessary to use underlining and hyphens as indicators of words added or deleted. Rather, a notation shall be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Bylaw. See Bylaw _____ for present text." Non-material errors or omissions in the Bylaw process shall not invalidate an otherwise properly promulgated amendment.

10. AMENDMENTS.

10.1 Proposals for amendments to these Articles of Incorporation which do not conflict with the Condominium Act or the Declaration may be made by a majority of the Board of Administration or ten percent (10%) of the Members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the Members may, in lieu thereof, call a special meeting. Such proposal shall state the purpose(s) of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the Bylaws. An affirmative vote of seventy-five percent (75%) of the Members shall be required for approval of the proposed amendment(s).

10.2 Any Member may waive any or all of the requirements of this Articles as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meetings to vote thereon, either before, at or after a membership meeting at which a vote is taken to amend these Articles.

11. INDEMNIFICATION. Every Director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him, in

connection with any proceedings or any settlement thereof, 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 Association, 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, malfeasance or nonfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Administration approves such settlement and reimbursement as being in the best interest of the Association. 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 entitled.

12. ADDRESS. The principal address of the Association shall be Suite D, 7391 Commercial Way, Brooksville, Florida 34613, or at such other place as may be subsequently designated by the Board of Administration.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals at Brooksville, Florida, this ____ day of _____, 198__.

Salvatore DiMercurio

John Frizalone

Florence Chan

STATE OF FLORIDA)
) ss:
COUNTY OF HERNANDO)

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared Salvatore DiMercurio, John Frizalone and Florence Chan, to me well known and known to be the incorporators described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at said County and State, this ____ day of _____, 198__.

Notary Public, STATE OF FLORIDA

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:**

**FIRST -- THE BLUFFS AT THE HEATHER CONDOMINIUM ASSOCIATION, INC.,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT SUITE D, 7391
COMMERCIAL WAY, BROOKSVILLE, FLORIDA 34613, HAS NAMED BARRY N.
SEMET, LOCATED AT 201 ALHAMBRA CIRCLE, CORAL GABLES, FLORIDA
33134, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.**

SIGNATURE: _____

Salvatore DiMercurio

TITLE: President

DATE: _____, 198__.

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FUR-
THER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELA-
TIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.**

SIGNATURE: _____

**BARRY N. SEMET
REGISTERED AGENT**

DATE: _____