

N98000006883



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 051308 11440A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -3 PM 2:42

ORDER DATE : December 3, 1998

ORDER TIME : 1:38 PM

ORDER NO. : 051308-005

CUSTOMER NO: 11440A

CUSTOMER: Paula C. Roman, Esq
ROMAN & ROMAN, P.A.
ROMAN & ROMAN, P.A.
Suite #1
2196 Main Street
Dunedin, FL 34698

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-12/03/98-01084-006
*****78.75 *****78.75

DOMESTIC FILING

NAME: HEATHER HILL APARTMENTS NO. 1
CONDOMINIUM ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

1198-27077
98 DEC -3
2:39
REC
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED
98 DEC -7 AM 10:41
DIVISION OF CORPORATIONS

December 3, 1998

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: HEATHER HILL APARTMENTS NO. 1 CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: W98000027077

We have received your document for HEATHER HILL APARTMENTS NO. 1 CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 798A00057355

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
HEATHER HILL APARTMENTS NO. 1 CONDOMINIUM ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

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DIVISION OF CORPORATIONS
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The undersigned incorporators by these Articles associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida, and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is HEATHER HILL APARTMENTS NO. 1 CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

ARTICLE II. TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE III. PURPOSE

This Association is organized for the purpose of providing an entity under the Florida Condominium Act ("the Act") for the operation of a condominium located in Pinellas County, Florida, and known as HEATHER HILL APARTMENTS NO. 1, a Condominium ("the Condominium").

ARTICLE IV. PRINCIPAL OFFICE

The initial principal office of the corporation will be located at 1016 DeSoto Drive, Dunedin, Florida 34698.

ARTICLE V. MEMBERS

The qualification of members and the manner of their admission shall be as regulated by the Bylaws.

**ARTICLE VI. INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is Roman & Roman, 2196 Main Street, Suite L, Dunedin, Florida 34698 and the name of the initial registered agent of this corporation at that address is Roman & Roman, 2196 Main Street, Suite L, Dunedin, Florida 34698.

ARTICLE VII. POWERS OF THE CORPORATION

The Association shall have full powers as permitted under Florida law for a corporation not-for-profit which do not conflict with these Articles, the Declarations of Condominium for Heather Hill Apartments No. 1, a condominium and the Bylaws, or the Act. The Association shall also have those powers reasonably necessary to carry out its responsibilities for the operation of the condominium in accordance with the Declaration of Condominium and the Bylaws, which powers shall include, but not necessarily be limited to the following:

- a) To make and collect assessments against members as unit owners for the purpose of exercising its powers and carrying out its responsibilities for the operation of the Condominium.
- b) To buy, sell, trade, lease or encumber property, real or personal, and to construct additional improvements on the Condominium property.
- c) To maintain, repair, replace, reconstruct after casualty, operate and manage the Condominium property or any property owned or leased by the Association for use by the member unit owners.
- d) To acquire and pay for insurance on the Condominium property and for the protection of the Association and its unit owners.
- e) To make and amend reasonable rules and regulations for the use and appearance of all property in the Condominium for the benefit, health, safety, welfare and happiness of member unit owners.
- f) To approve or disapprove the leasing, transfer, mortgaging, ownership or possession of units in the manner provided for in the Declaration of Condominium or the Bylaws.
- g) To enforce through legal means the Act the Declaration of Condominium, the Bylaws of the Association, these Articles and any rule or regulation as contemplated by subparagraph (e) above.
- h) To contract for management of the Condominium and also to contract for the management or operation of those portions of the common element which are susceptible to such management or operation, or enter leases for such common elements for the same purpose.
- i) To hire employees to perform the services needed for the proper operation of the Condominium.
- j) To perform all acts and to exercise all powers now or hereafter authorized by the laws of the State of Florida.

ARTICLE VIII. MEMBERSHIP AND VOTING

The Bylaws describe the persons who are members of the Association, and upon termination of the Association members at the time of the termination and their successors and assigns shall be members. Members' shares in the funds and assets of the Association may not be assigned, hypothecated or transferred in any member except as an appurtenance to the unit for which the share is held. In all matters on which the membership is entitled to vote, each member of the Association shall have a vote as provided for in the Declarations of Condominium and the Association Bylaws. The manner in which a vote is to be cast or exercised shall be determined by the Declarations of Condominium and the Association Bylaws.

ARTICLE IX. BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board consisting in number and composition of members determined as set forth in the Bylaws. The method of election and replacement of Directors shall be as provided for in the Bylaws. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified or until removed, are as follows:

NAME	ADDRESS
Durrell Wachs	1025 DeSoto Drive Dunedin, Florida 34698
Ernie Brownson	1016 DeSoto Drive Dunedin, Florida 34698
Don Paettie	1004 DeSoto Drive Dunedin, Florida 34698

ARTICLE X. INDEMNIFICATION BY CORPORATION

The Association shall indemnify Directors, Officers, members, employees or agents of the Association against all expense and liabilities including attorney's fees, costs, judgments, fines and settlements reasonably incurred or imposed as a result of any proceeding to which any Director, Officer, member, employee or agent of the Association may have been a party or may have been otherwise involved by reason of his serving or previously having served the Association at its request. However, unless the Board of Directors approves indemnification as being in the best interest of the Association and places in the minutes of the meeting at which such decision is made reasons therefor, no indemnification shall be permitted where a court of competent jurisdiction decides that the party seeking indemnification was guilty of willful misfeasance or malfeasance in the performance of his duties. The right of indemnification shall not be exclusive of any rights to which a person seeking indemnification might be entitled.

ARTICLE XI. AMENDMENT OF ARTICLES

The Articles may be amended as follows. Notice of the subject of a proposed amendment must be included in the notice of the meeting at which the amendment is to be considered. A resolution for the adoption of the amendment may be proposed by either the Board of Directors or any member of the Association. Any Director or member of the Association not present in person or by proxy at the meeting may express his approval in writing provided that the approval must be in the possession of the Secretary of the Association at the meeting. Amendments may be approved by a vote of two-thirds (2/3) of all members of the Association and two-thirds (2/3) of the Owners of all fee interests of Condominium parcels. No amendment shall change the qualification for membership, voting or property rights for members, the Association's obligation under Article V of these Articles to exercise its powers in accordance with the Condominium Act, the Declarations of Condominium, the Bylaws, and these Articles, or its obligation under Article V concerning distribution of Association income, dissolution, and the holding of all funds and titles to properties acquired by the Association for the benefit of unit owners, without written approval by all members and the joinder of all record owners of mortgages on units. No amendment may be made which conflicts with the Declarations of Condominium or the Condominium Act. A copy of any amendment which is adopted shall be accepted and certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

ARTICLE XII. INCORPORATOR

The name and address of the Incorporator of this Corporation is:

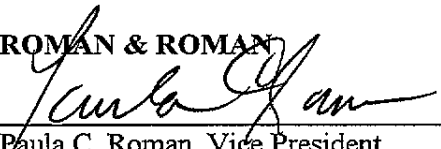
NAME	ADDRESS
ROMAN & ROMAN	2196 Main Street, Suite L Dunedin, Florida 34698

ARTICLE XIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent and its address at the registered office of the Corporation is:
Roman & Roman, P.A., 2196 Main Street, Suite L, Dunedin, Florida 34698.

Acknowledgment of Registered Agent

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

ROMAN & ROMAN
By: 
Paula C. Roman, Vice President

ARTICLE XIV. INITIAL CORPORATE OFFICERS

The affairs of the Association shall be administered by the Officers provided for in the Bylaws. At the first meeting of the Board of Directors following the Association annual meeting, the Board shall elect the Officers who will thereafter serve at the pleasure of the Board. The names and address of the Officers who shall serve until such time as the Board of Directors appoint successors are as follows:

OFFICE	NAME	ADDRESS
President	Durrell Wachs	1025 DeSoto Drive Dunedin, Florida 34698
Vice President	Ernie Brownson	1016 DeSoto Drive Dunedin, Florida 34698
Secretary/Treasure	Don Paettie	1004 DeSoto Drive Dunedin, Florida 34698

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 4th day of December, 1998.

ROMAN & ROMAN

By: Paula C. Roman

Paula C. Roman, Vice President

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to and subscribed before me this 4th day of December, 1998, by Paula C. Roman, Vice President of Roman & Roman who is personally known to me.

My commission expires:



Diane A. Britton
MY COMMISSION # CG650012 EXPIRES
May 22, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Personally Known

Type of Identification Produced

Notary Public

Diane A. Britton
Printed or Stamped Name of Notary

OR Produced Identification

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