

EXHIBIT "A"
ARTICLES OF INCORPORATION

OR BOOK 328 PAGE 293
FILED

OF

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HERITAGE VILLAGE MASTER UNIT OWNERS ASSOC. INC. OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

The name of this Corporation is: Heritage Village Master Unit Owners Assoc., Inc., a corporation not for profit, (hereinafter the "Association").

ARTICLE II

The duration of the Association is perpetual.

ARTICLE III

The general purposes for which the Association is organized are:

A. Managing and operating common areas and utilities for Mobile Home Subdivisions, Homeowner's Associations, industrial, commercial, recreational and residential properties, and any other legal business activities necessary to manage and maintain Mobile Home Subdivision, Homeowner's Association properties and industrial and commercial properties, including, but not limited to the following activities for subdivisions or other legal entities:

1. Select, employ, supervise and discharge personnel and entities.
2. Maintain minute books, membership lists, financial

records and all other records required by law and send notice of meetings of directors and of members, as required.

3. Investigate all applications for transfers and leases of said properties and report the results to the board, to approve or disapprove the proposed transfers or leases.

4. Furnish annual accountings of the financial transactions to each member and prepare proposed annual budgets to be submitted to the board of directors and to the membership of said entities.

5. Establish funded and unfunded reserves for the payment of future expenses of the entities, as directed by said entities.

6. Collect all assessments, file liens and bring such legal proceedings as deemed reasonably necessary and to satisfy liens and judgments in the entities name.

7. Deposit all funds collected from members of the entities in accounts in banks or savings and loan associations as directed by the entities, with a suitable designation indicating the source of the funds; and keep the accounts separate from similar funds collected by Manager for other persons or for itself.

8. Purchase and maintain all insurance required by the entities, or otherwise authorized and requested by the entities and act as agent for the entities, unit owners and mortgagees of units in adjusting claims under insurance policies and to receive all insurance proceeds payable to the entities and apply said proceeds to the repair or replacement of damaged property.

9. Procure all necessary utility services to be provided for the entities.

10. Purchase equipment, tools, vehicles, appliances, supplies and materials necessary to perform Manager's duties. Purchases may be made in the name of the entities.

11. Maintain and repair the grounds, buildings, amenities, etc. and all other property of the entities, and make additional improvements as the board shall authorize.

12. Assist in enforcing all rules pertaining to the recreational facilities and common elements as adopted by the board.

13. Take such actions as are necessary, in the entities name, to assure that residents and members comply with all laws, rules and regulations.

14. Employ and retain such accountants and/or attorneys as the Manager shall deem necessary to discharge duties, at the expense of the entities.

15. Lease or purchase of real estate, enter contracts, bank and borrow money, hire employees and any other acts reasonably necessary to operate a management business.

16. Conduct any other legal business necessary to operate a management business.

17. Conduct any other legal business activities.

18. The Association shall not have or issue shares of stock.

19. The Association shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers.

ARTICLE IV

The Association shall not have or issue shares of stock. The Association shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers.

ARTICLE V

The address of the initial registered office and principal address of the Corporation is: 200 Northeast 4th Avenue, Okeechobee, Florida 34972 and the name of its initial resident agent is: Robert V. Kennedy.

ARTICLE VI

The affairs of the Association shall be managed by the Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of the Association.

The number of directors constituting the initial Board of Directors of the Corporation is three (3). The name and address of such persons who are to serve as the members of the initial Board of Directors are:

FERN LAROSE
President & Chairman
c/o Robert V. Kennedy
200 N.E. 4th Avenue
Okeechobee, FL 34972

MIKE COSTOPOULOS
Vice-President
115 N.E. 3rd Street
Okeechobee, FL 34972

LAVAL DUMAIS
Secretary/Treasurer
c/o Robert V. Kennedy
200 N.E. 4th Avenue
Okeechobee, FL 34972

ARTICLE VII

Directors - Indemnification. The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII

The members of the Association shall consist of the record owners of Units in the Association.

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 the member's Unit.

ARTICLE IX

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

a. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

b. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Except as elsewhere provided, such approvals must be by not less than 75% of the votes of the entire membership. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is

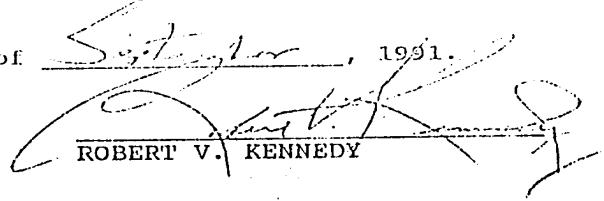
delivered to the Secretary at or prior to the meeting.

c. A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Okeechobee County.

ARTICLE X

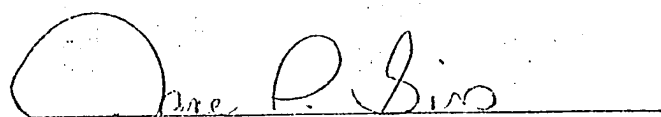
The name and address of the Incorporator is: Robert V. Kennedy, 200 Northeast 4th Avenue, Okeechobee, Florida, 34972.

EXECUTED this 18th day of September, 1991.


ROBERT V. KENNEDY

STATE OF FLORIDA)
COUNTY OF OKEECHOBEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared ROBERT V. KENNEDY, to me known to be the person in and who after being duly cautioned and sworn according to law deposed and stated that he executed the same for the purposes expressed therein.


Jane P. Sims, NOTARY PUBLIC
MY COMMISSION EXPIRES:

Notary Public, State of Florida
My Commission Expires Nov. 23, 1993
Bonded Thru Troy Fain - Insurance Inc.

(SEAL)