

EXHIBIT 4

ARTICLES OF INCORPORATION
OF
POMPANO ATLANTIS CONDOMINIUM ASSOCIATION, INC.

In order to form a corporation under and in accordance with the provisions and the laws of the State of Florida for the formation of non-profit corporations, we, the undersigned, hereby associate ourselves into a corporation for the purpose and the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth the following:

ARTICLE I
NAME

The name of this corporation shall be POMPANO ATLANTIS CONDOMINIUM ASSOCIATION, INC. For convenience, the Corporation shall be herein referred to as the "Association" whose present address is 1000 South Ocean Boulevard, Pompano Beach, Florida.

ARTICLE II
PURPOSE

The purpose for which this Corporation is organized is to provide an entity for the operation and management of a condominium in Broward County, Florida, known as POMPANO ATLANTIS PHASE I.

And further, to undertake the performance of, and to carry out the acts and duties incident to the administration of the operation and management of the second phase of POMPANO ATLANTIS in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the Declarations of Condominium (the "Declarations") which may be recorded in the Public Records of Broward County, Florida, if and at the time the second phase of POMPANO ATLANTIS is submitted to condominium ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said Condominiums.

And further to lease recreation areas and recreation units incident to the POMPANO ATLANTIS CONDOMINIUM under 99 year recreation leases.

ARTICLE III
POWERS

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

these Articles and the Declarations of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

(a) The irrevocable right to access to each Condominium unit from time to time during reasonable hours, as is necessary for maintenance, repair or replacement of the common elements therein or accessible therefrom, or for making emergency repairs therefrom or therein necessary to prevent damage to the common elements or to any unit or units.

(b) To collect assessments, rents, charges, and other monies necessary for the proper maintenance and operation and common good of the Condominium, and recreation facilities areas.

(c) To enter into contracts and agreements with third parties for the management, control and operation of the condominium building or buildings, the common elements, the common areaways, and leased lands and all recreational facilities, recreation units and all other properties over which the corporation shall have any rights, title, interest or control. To delegate by contract to the Developers, or to an Operations Manager, all powers and duties of this corporation, except as are specifically prohibited by the Declaration, the By-Laws or the laws of the State of Florida. For purposes of this subparagraph and all other paragraphs of these Articles, the word "Developer" shall mean the developer and builder of the POMPANO ATLANTIS CONDOMINIUM PROJECT.

(d) To enter into, operate under, or manage subject to, contracts, leaseholds, memberships, or other possessory or use interests in land or facilities, including but not limited to country clubs, golf courses, marinas, and all other types of recreational facilities, whether or not contiguous to the land of the Condominium, regardless of whether said contracts, agreements or leases were executed originally by the Association for an in behalf of the condominium unit owner, or by all owners of condominium units, individually, for and in their own behalf, all of which being intended to provide for the enjoyment, recreation, or other use or benefit of the unit owners.

(e) To acquire by purchase or otherwise, parcels of the Condominium, subject, to the restriction, limitations and provisions of the Declaration of Condominium and the By-Laws of this Corporation relative thereto.

(f) To make and amend regulations governing the use of the Condominium property and to enforce, in any manner necessary and proper the provisions of all Condominium documents, including these Articles, By-Laws and other rules and regulations from time to time existing which relate to the Condominium property. Specifically, the Association, through the Board of Directors can establish house rules which are enforceable against the general membership until and unless a seventy-five

shall reject and disprove all or any part thereof.

(g) To employ personnel to perform the services required for proper operation of the condominium.

(h) To purchase a condominium apartment unit from developers for use by the Condominium Manager.

3. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

ARTICLE IV MEMBERS

The qualifications of members, the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

1. The owners of all units in POMPANO ATLANTIS shall be members of this Association, and no other persons or entities shall be entitled to membership.

2. This Corporation being organized without stock, membership shall be established by the acquisition of ownership of fee title to or fee interest in an apartment or recreation unit in a POMPANO ATLANTIS CONDOMINIUM, PHASE I or II, whether by conveyance, devise, judicial decree, and designating the parcel effected thereby. The new owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to the parcel designated shall be terminated. The new owner shall deliver to the Association a true copy of such deed or instrument of acquisition of title.

3. The share of a member in the funds and assets of the Association, in its common elements and its common surplus, and membership in this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Apartment Unit in the condominium.

4. On all matters for which the membership shall be entitled to vote there shall be only one vote for each Unit, which vote shall be exercised and shall be governed by the Declaration and the By-Laws.

5. Until POMPANO ATLANTIS-PHASE I is submitted to condominium ownership by the recordation of a Declaration of Condominium the membership of this Association shall be comprised of the subscribers to these Articles, and in the event of the resignation or termination of membership by voluntary agreement by any such subscriber, then the remaining subscribers may nominate and designate a successor subscriber. Each of these

ARTICLE V
TERM

This Corporation shall have perpetual existence.

ARTICLE VI
SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Carl A. Spatz	1401 Brickell Avenue Miami, Florida
Dorothy Rosenberg	1401 Brickell Avenue Miami, Florida
Sylvia Smith	1401 Brickell Avenue Miami, Florida

ARTICLE VII
BOARD OF DIRECTORS

1. The affairs of the Association will be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three directors. Directors need not be members of the Association.

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

3. The first election of directors by unit owners shall not be held until Developer sells all units in both phases or until three (3) years after the Certificate of Occupancy is issued for the Phase II building, whichever occurs first, or until Developer elects to terminate its control of the condominium. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors. Developer shall have the right during the time set forth in the first sentence of this section to reappoint and redesignate any and all of the members of the first board.

4. The names and addresses of the members of the first board of directors who shall hold office until their successors are elected or designated, are as follows:

Al Adkins 1068 N.E. 43rd Street
Fort Lauderdale, Florida

Vincent Paul 102 Bloor Street West
Toronto 5, Ontario, Canada

Sylvia Smith 1401 Brickell Avenue
Miami, Florida 33131

Carl A. Spatz 1401 Brickell Avenue
Miami, Florida 33131

ARTICLE VIII
OFFICERS

The day to day affairs of the Association shall be managed by the President of the Association, assisted by the several Vice Presidents, Secretary and Treasurer, and, if any, by the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board of Directors. The Board of Directors, or President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation or management of this Association.

The Board of Directors shall elect the President, Secretary, and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall, from time to time determine. The President shall be elected from amongst the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible, provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE IX
FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board of Directors are as follows:

President	Harry Adkins
Vice President	Al Adkins
Secretary	Sylvia Smith
Treasurer	Sylvia Smith

ARTICLE X
INDEMNIFICATION

Every Director and every officer of the Association shall be

imposed upon him in connection with the proceeding to which he may become involved, by reason of his being a director or officer of the Association, or any settlement thereof, 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 or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all right to which such Director or officer may be entitled.

ARTICLE XI
BY-LAWS

The By-Laws of the Association shall be adopted by the First Board of Directors, and may be altered, amended or rescinded in the manner provided for by the By-Laws.

ARTICLE XII
AMENDMENTS

1. Prior to relinquishment of control by the Developer as set forth in Article VII, Section 3, these Articles of Incorporation may be amended by an instrument, in writing, signed by all of the subscribers to these Articles of Incorporation, or their successors, stating the Article Number and the manner of its amendment and filed in the office of the Secretary of State of the State of Florida with a certified copy of each such amendment attached to these Articles of Incorporation upon its recordation with the Declaration.

2. Subsequent to relinquishment of control by Developer as set forth in Article VII, Section 3, these Articles of Incorporation may be amended in the following manner:

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

B. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the membership of the Association, and after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive such approval of the other. Such approval must be by seventy-five (75%) percent of the members of the Association; and such approval must be by two-thirds (2/3) of the members of the Board of Directors.

C. No amendment may be made to the Articles of Incorporation which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Declaration of Condominium, and the exhibits attached thereto.

E. Notwithstanding the foregoing provisions of this Article XII, no amendment to these Articles of Incorporation which shall abridge, amend or alter the rights of the Developer to designate and select members of the Board of Directors as provided in Article VII hereof, may be adopted or become effective without the prior written consent of the Developer.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures, this 21st day of November, 1973.

Carl A. Spatz
CARL A. SPATZ

Dorothy Rosenberg
DOROTHY ROSENBERG

Sylvia Smith
SYLVIA SMITH

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, CARL A. SPATZ, DOROTHY ROSENBERG and SYLVIA SMITH, to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same for the purposes therein expressed

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21st day of November, 1973.

Richard A. ...
Notary Public, State of Florida
My Commission Expires:

EXHIBIT 5

BY-LAWS OF
POMPANO ATLANTIS CONDOMINIUM ASSOCIATION, INC.