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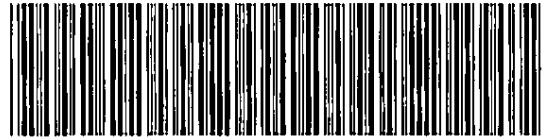
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REPLY TO

Palm Beach Gardens Office
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May 29, 2018

VIA REGULAR U.S. MAIL TO:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**RE: Aberdeen Arms Association, Inc.; Amendments to the Articles of
Incorporation**

To Whom it May Concern:

Enclosed please find an original Certificate of Filing Amendments to the Articles of Incorporation for Aberdeen Arms Association, Inc. along with a copy of same to have stamped and returned to us after filing. For your convenience, we are providing a postage paid, self-addressed envelope to return the stamped copy to our office. Also enclosed is a check in the amount of \$35.00 made payable to the Florida Department of State to cover the cost of filing same.

Please feel free to contact our office if you have any questions or concerns. Thank you.

Very truly yours,

KAYE BENDER REMBAUM, P.L.

A handwritten signature in cursive script, appearing to read 'Allison L. Hertz', written in dark ink.

Allison L. Hertz, Esq.
For the Firm

ALH/vt

This instrument was prepared by:
Allison L. Hertz, Esquire
Kaye Bender Rembaum, PLLC
9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF FILING OF
AMENDMENTS TO THE ARTICLES OF INCORPORATION FOR
ABERDEEN ARMS ASSOCIATION, INC.**

WHEREAS, at a duly called and noticed meeting of the membership of **Aberdeen Arms Association, Inc. (the "Association")**, a Florida not-for-profit corporation, held on **April 23, 2018**, the Articles of Incorporation of the Association were amended by the members pursuant to the provisions thereof;

WHEREAS, at a duly called and noticed meeting of the Board of Directors of the Association, held on April 23, 2018, the aforementioned Articles of Incorporation were amended by the Board pursuant to the provisions thereof;

NOW, THEREFORE, the undersigned hereby certifies that the following amendments to the Articles of Incorporation are a true and correct copy of the amendments to the Articles of Incorporation adopted by the membership and Board of Directors at the above-referenced meetings of the Association. The amendments are set forth in Exhibit "A" hereto.

WITNESS my signature hereto this 14 day of MAY, 2018, at Palm Beach County, Florida.

WITNESSES

ABERDEEN ARMS ASSOCIATION, INC.

Signature

By:

President

Margarita Alvarez
(PRINT NAME)

Print Name: Michael L. Dorfman

Signature

Attest:

Secretary

Karen L. Christensen
(PRINT NAME)

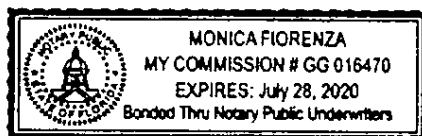
Print Name: MARION CLARK

STATE OF FLORIDA)

) ss:

COUNTY OF PALM BEACH COUNTY)

The foregoing instrument was acknowledged before me this 14 day of MAY, 2018, by MICHAEL DORFMAN, as President, and MARION CLARK, as Secretary, of Aberdeen Arms Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced N/A as identification and did take an oath.



Monica Fiorenza (Signature)

Monica Fiorenza (Print Name)

Notary Public, State of Florida at Large

**AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF ABERDEEN ARMS ASSOCIATION, INC.**

(Additions shown by "underlining".
deletions shown by "~~strikeout~~")

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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.
Name**

The name of the corporation shall be ABERDEEN ARMS ASSOCIATION, INC., which corporation shall herein be referred to as the "Association."

**ARTICLE II.
Purpose**

The purpose for which the corporation is organized is for operating and managing a condominium apartment building and grounds for the use and benefit of the owners of the condominium apartment units.

Said condominium shall be constructed on lands in Palm Beach County, Florida; as the same are described in the Declaration of Condominium for Aberdeen Arms.

**ARTICLE III.
Powers**

A. The powers of the Association shall be, in addition to the general powers afforded a corporation not for profit under the statutory laws of the State of Florida, the following

1. To operate and manage a condominium apartment building and the lands on which it is situated ~~and the recreational leased lands adjoining the building~~, for the use and benefit of the individual owners of the condominium apartment units.

2. To carry out all of the powers and duties vested in the Association pursuant to the Declaration of Condominium and Bylaws and the Rules and Regulations of the Association.

3. The Association shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, non-profit corporations of a similar character by the provisions of Chapter 617.01 et seq. Florida Statutes, entitled Florida Corporations Not for Profit now or hereafter in force and to do any and all the things necessary to carry out its purposes.

4. The Association shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon corporations formed to operate condominium apartment buildings under the provisions of Chapter 714~~8~~, Florida Statutes ~~4963~~ as amended, ~~now or hereafter in force~~ from time to time.

5. No compensation shall be paid to Directors or officers for their services as Directors or officers, as applicable. Compensation however, may be paid to a Director or an officer in his or her capacity as an officer or employee or for other services rendered to the Association outside of his or her duties as a Director or officer. In this case, the compensation must be approved in advance by the Board of Directors and the ~~Director~~ person receiving said compensation shall not be permitted to vote for said compensation as required by law. The Directors shall have the right to set and pay all salaries or compensation to be paid to ~~officers~~, employees or agents or attorneys for services rendered to the corporation.

6. All funds, and the titles of all properties acquired by this Association and the proceeds thereof, shall be held in trust for the owners of the condominium units in accordance with the provisions of the Declaration of Condominium and its supporting documents.

7. All of the powers of this Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium together with its supporting documents which govern the use of the owned and leased lands to be operated and administered by this Association.

8. In addition to all of the powers above granted, the Association shall have the power to enter into agreements to acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities, regardless of whether the lands or facilities are contiguous to the lands of the condominium ~~a 99 year lease for the use of adjoining real estate~~ for recreational purposes and for the use and benefit of the owners of individual units in the apartment building to be operated by this Association.

The Association shall have the power to assess the owners of individual units for the payment of the rentals required to be paid under said lease ~~and shall in turn have the power and obligation to pay said rentals to the owners of said leased lands, or their assigns or other agreement~~.

~~429.~~ Every director, ~~and every officer and committee member~~ 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 proceeding 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 or committee member~~ of the Association, whether or not he is a director, ~~or officer or committee member~~ 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 interests 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~~ or committee member may be entitled.

ARTICLE IV. Membership

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

A. This corporation shall be organized without any capital stock.

B. All owners of condominium apartment units in ABERDEEN ARMS, A Condominium ~~APARTMENTS BUILDING~~ shall be members of the Association and no other persons or other entities ~~(except the land owners)~~ shall be entitled to membership; ~~provided however, until such time as the Declaration of Condominium for ABERDEEN ARMS has been placed of record with the Clerk of the Circuit Court of Palm Beach County.~~

C. Membership in the Association shall be established in the following methods:

~~1. — The owners of the land upon which the ABERDEEN ARMS is being erected (namely the subscribers hereto) shall be members of the Association, and entitled to one vote each until such time as the Declaration of Condominium has been recorded, after which time their membership shall cease.~~

2. ~~Other~~ Persons shall become members of the Association by the recording in the public records of Palm Beach County, Florida, of a Deed or other instrument establishing a change of record title to a condominium unit and the delivery to the Association of a certified copy of such deed or other instrument; the new owner(s) designated by such instrument thereby becoming a member of the Association, and the membership of the prior owner(s) shall at that time be terminated.

D. The interest of any member in any part of the real property or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as an appurtenance to the condominium unit.

E. Voting by the members of ABERDEEN ARMS CONDOMINIUM ASSOCIATION, INC. in the affairs of this Association shall be one (1) vote for each condominium apartment unit. Said one vote may be exercised or cast by the owner of each unit in such manner as will be provided in the ~~Declaration of Condominium and in the~~ Bylaws ~~adopted by~~ of the Association. Should any member own more than one condominium unit, such member shall be entitled to cast as many votes as he owns condominium units in the manner provided in said Bylaws.

ARTICLE V.
Corporate Existence

A. This Association shall continue to exist so long as the condominium known as ABERDEEN ARMS, a condominium ~~apartment building~~, shall be in existence.

The Association may be terminated in accordance with the conditions set forth in the Declaration of Condominium.

ARTICLE VI.
Directors

A. ~~The business of this Association shall be conducted by a Board of Directors of not less than three nor more than nine~~ The number of Directors as shall be determined by the provisions of the Bylaws, ~~and in the absence of such determination, shall consist of five Directors.~~

B. The election of directors, their removal, or the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of the Association.

ARTILCE VII.
Directors & Officers

The names and post office addresses of the first Board of Directors and the officers of the Association who shall hold office until their successors are elected and qualified are as follows:

Name and Office	Address
Richard B. Rodgers President-Director	4720 So. Ocean Boulevard Highland Beach, Florida
William I. Johnson Secretary and Treasurer- Director	4720 So. Ocean Boulevard Highland Beach, Florida
C. Shelby Dale Vice-President and Assistant Secretary- Director	201 S.E. Second Street Fort Lauderdale, Florida
C. R. Critchfield Director	4720 So. Ocean Boulevard Highland Beach, Florida
Thomas L. Delaney Director	726 Maple Avenue DuBois, Pennsylvania

ARTICLE VIII.

Bylaws

~~The Bylaws of the Association shall be adopted by the Board of Directors. The amendment, alteration or rescission of said the Bylaws shall be in accordance with the provisions of said Bylaws.~~

~~These Bylaws may be amended by the Association at a duly constituted meeting for such purpose; provided, however, that no amendment shall take effect unless approved by members representing a majority of the votes in the condominium as set forth in the Declaration of Condominium.~~

ARTICLE IX.

Amendments to the Articles of Incorporation

A. The Articles of Incorporation of this non-profit corporation may be amended by the members at a duly constituted meeting for such purpose, provided, however, that no amendment shall take effect unless approved by members representing a majority of the votes in the condominium as set forth in the Declaration of Condominium.

B. No amendment to the Articles of Incorporation concerning the following shall be valid without the ~~written~~ consent of 100% of the members, ~~except _____ Declaration of Condominium of ABERDEEN ARMS provisions as to any of the following and their lienholder:~~

- (1) No amendment may be made which in any way changes the percentage of ownership owned by any member of a condominium unit in the general common property or limited common property of the condominium, or which in any way changes or modifies the vote which may be cast by any member or which in any way modifies the percentage of the assessments to be levied against any member for the operation and maintenance of the limited common property or general common property of the condominium.

C. (2) —No amendment to the Articles of Incorporation shall be effective until the same has been recorded with the Clerk of the Circuit Court in Palm Beach, Florida.

ARTICLE X

Amendments and Funds

A. All assessments paid by the owners of condominium units ~~for the maintenance and operation of ABERDEEN ARMS~~ shall be utilized by the Association ~~to pay for the cost of said maintenance and operation~~ in accordance with the terms of these Articles, Bylaws and the Declaration of Condominium. It being understood that the lease rentals collected shall belong to and be paid to the Lessor. The Association shall have no interest in any funds received by it through assessments from the owners of individual condominium units except to the extent necessary to carry out the powers vested in it as agent for said members.

B. The Association shall make no distribution of income to its members, directors, or officers, and it shall be conducted as a non-profit corporation, unless otherwise provided by law as amended from time to time. ~~The refund of unused assessments to an owner paying the same shall not constitute a distribution of income.~~

ARTICLE XI. Indemnification

Every Director, ~~and every officer and every committee member~~ of the Association (and the Directors and/or officers and/or every committee member as a group) shall be indemnified by the Association against all expenses and liabilities, as such expenses and liabilities arise, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director, ~~or officer or committee member~~ of the Association whether or not he is a Director, ~~or officer or committee member, as applicable,~~ at the time such expenses and/or liabilities are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions shall not be automatic and shall apply only when the Board approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Association. In instances where a Director, ~~or officer or committee member~~ admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director, ~~or officer or committee member~~ may be entitled whether by statute or common law.