

N/O 600000260

(Requestor's Name)

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(City/State/Zip/Phone #)

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MAIL

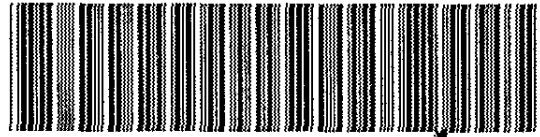
(Business Entity Name)

(Document Number)

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Approved

SG

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 NOV 27 PM 1:17

FILED

Law Offices
MacMillan & Stanley, PLLC
29 Northeast Fourth Avenue
Delray Beach, Florida 33483
Telephone (561) 276-6363
Facsimile (561) 276-8881
macmillanstanley.com

Carol MacMillan Stanley*
Thomas M. Stanley
*Board Certified by Florida Bar
In Wills, Trusts and Estates.
Real Estate

Neil E. MacMillan
(1918 - 1996)

October 25, 2006

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Crestwood Beach Club, Inc. Document Number N06000000260

To whom it may concern:

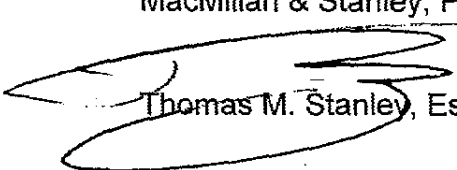
Attached are the Certificate for the Articles of Restatement of the Articles of Corporation and Restated Articles of Incorporation (a complete copy of the same is enclosed as well).

Further, a check in the amount of \$35.00 is enclosed for processing.

Thank you and please call my office with any questions about the filing.

Yours very truly,

MacMillan & Stanley, PLLC



Thomas M. Stanley, Esq.

TMS/smt
enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 1, 2006

MACMILLAN & STANLEY, PLC
C/O THOMAS M. STANLEY, ESQ.
29 N.E. FOURTH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: CRESTWOOD BEACH CLUB, INC.
Ref. Number: N06000000260

We have received your document for CRESTWOOD BEACH CLUB, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return 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) 245-6908.

Sylvia Gilbert
Document Specialist

Letter Number: 906A00064659



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 9, 2006

MACMILLAN & STANLEY, PLLC
29 NORTHEAST FOURTH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: CRESTWOOD BEACH CLUB, INC.
Ref. Number: N06000000260

We have received your document for CRESTWOOD BEACH CLUB, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please return 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) 245-6908.

Sylvia Gilbert
Document Specialist

Letter Number: 706A00066157

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CRESTWOOD BEACH CLUB, INC.

DOCUMENT NUMBER: N06000000260

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas M. Stanley, Esq.

(Name of Contact Person)

MacMillan & Stanley, PLLC

(Firm/ Company)

29 NE 4th Avenue

(Address)

Delray Beach, FL 33483

(City/ State and Zip Code)

For further information concerning this matter, please call:

Tom Stanley

(Name of Contact Person)

at (561) 276-6363

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

*Gallego received
by [signature]*

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

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

Articles of Amendment
to
Articles of Incorporation
of

CRESTWOOD BEACH CLUB, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

FILED
06 NOV 27 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N06000000260

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this ***Florida Not For Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

The Articles of Incorporation are amended in their entirety as Restated Articles of Incorporation.

(Please see attached document - Restated Articles of Corporation of Crestwood Beach Club, Inc.)

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: August 7, 2006

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Ed P. Voss
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Edwin P. Voss
(Typed or printed name of person signing)

Director/Incorporator
(Title of person signing)

FILING FEE: \$35

RESTATED
ARTICLES OF INCORPORATION
OF
CRESTWOOD BEACH CLUB, INC.

(A corporation not for profit)

ARTICLE I
NAME

The name of the corporation shall be CRESTWOOD BEACH CLUB, INC., herein after shall be referred to as the "Association" and its duration shall be perpetual.

ARTICLE II
PURPOSE

The purpose for which the Association is organized is to engage a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants and Restrictions for CRESTWOOD BEACH CLUB, as it may be amended from time to time ("the Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, including to engage in such other activities as may be to the mutual benefit of the Members and their property. **The Association shall have no right to establish payment and enforcement of charges and assessments.** All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III
POWERS

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

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including but not limited to the following:

- A. To operate and manage the common property in accordance with purpose and intent contained in the Declaration;
- B. To maintain, repair, replace and operate the Common Property;
- C. To reconstruct improvements upon the property after casualty and to further improve the property;

- D. To make and amend the By-Laws for the Association and regulations respecting the use of the property;
- E. To pay all taxes and other assessments which are liens against the common property;
- F. To enforce by legal means the provisions of the Declaration, these Articles, the By Laws and rules and regulations.
- G. To bring suit and to litigate on behalf of the Association, the Members and the Owners; provided, however, that except as specifically set forth in this paragraph G; the Association shall not have the power to bring suit or litigate on behalf of the Association or, the Members or Owners without the express prior written consent of at least eighty (80%) of the unit Owners. The foregoing restriction shall not apply to suits or litigation brought on behalf of the Association to enforce these Articles of Incorporation, By-Laws, the Declaration, the rules and regulations nor shall this restriction apply to the Association's defense of any suits or litigation brought against the Association.
- H. The Association shall have no right to establish payment and enforcement of charges and assessments.
- I. To provide for management and maintenance and to authorize a management agent (if necessary) to assist the Association in carrying out its powers and duties by performing such functions as preparation of records and maintenance of the common property. The Association shall, however, at all times retain the powers to and the duties granted to it by common law, Florida Statutes and local ordinances including, but not limited to, the promulgation of rules and the execution of contracts on behalf of the Association.
- J. To possess, enjoy and exercise all powers necessary to implement, enforce and carry into effect the powers above described, including the power to acquire, hold, convey and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the members or officers of the Association.

Section 4. Limitation. The powers of the Association shall be subject to and exercised in accordance with the provisions of the Declaration.

ARTICLE IV MEMBERSHIP

Qualification for, and admission to, membership in the association shall be regulated by the Declaration and the By-Laws of the Association.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) no more than five (5) directors. The number of directors constituting the initial board since reinstatement of the Association shall be three (3) and they shall serve a term as specified in the By-Laws. A director must at all times be a member of the Association. The following persons constitute the initial Board of Directors:

<u>Name</u>	<u>Address</u>
Edwin P. Voss	1227 Crestwood Drive Delray Beach, FL 33483
Rita M. Gourd	1201 Crestwood Drive Delray Beach, FL 33483
Margaret Kallman	1210 Crestwood Drive Delray Beach, FL 33483

ARTICLE VI
INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

Every Director, Officer and Committee Member of the Association shall be indemnified by the Association as provided in the Declaration.

ARTICLE VII
BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration.

ARTICLE VIII
AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not For Profit Corporation Act, provided, however, that no such amendments shall conflict with the terms of the Declaration.

ARTICLE IX

The initial registered agent of the corporation is Thomas M. Stanley, Esq. The street address of the corporation's initial registered office is 29 NE 4th Avenue, Delray Beach, Florida 33483.

ARTICLE X
PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

1227 Crestwood Drive
Delray Beach, FL 33483

ARTICLE XI
INCORPORATOR

The name and address of the incorporator to these Article of Incorporation is

Edwin P. Voss
1227 Crestwood Drive
Delray Beach, FL 33483

The undersigned incorporator has executed these Articles of Incorporation this 17 day
of October, 2006.

Signed, sealed and delivered
in the presence of:

[Signature]
Print name Jonathan Hitt

[Signature]
EDWIN P. VOSS, Incorporator

[Signature]
Print Name Marshall W. Butler

STATE OF TN
COUNTY OF Davidson

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take
acknowledgments, personally appeared EDWIN P. VOSS, Incorporator, who is personally
known to me or who has produced DRIVERS LIC as identification and who did not take
an oath.

WITNESS my hand and official seal in the County and State last aforesaid this
17th day of October, 2006.



[Signature]
Print Name Marshall W. Butler
Notary Public
My Commission Expires:

My Commission Expires
November 14, 2009

Certificate

ARTICLES OF RESTATEMENT OF THE ARTICLES OF INCORPORATION

Pursuant to FSA § 607.1007, this corporation adopts the following articles of restatement to its articles of incorporation as follow:

1. The name of the corporation before restatement:
CRESTWOOD BEACH CLUB, INC.
2. The name of the corporation after restatement:
CRESTWOOD BEACH CLUB, INC.
3. The text of the restated articles of incorporation are attached hereto.
4. The restated articles of incorporation do contain an amendment to the articles of Incorporation requiring shareholder approval and the shareholders duly approved this action in accordance with the provisions of FSA § 607.1003.
5. The date of adoption of the restated articles of incorporation was:
August 7, 2006
6. These articles of restatement will be effective upon filing.

Date:



EDWIN P. VOSS, DIRECTOR/INCORPORATOR

RESTATED
ARTICLES OF INCORPORATION
OF
CRESTWOOD BEACH CLUB, INC.

(A corporation not for profit)

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Delray Beach, FL 33483

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INCORPORATOR

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Edwin P. Voss
1227 Crestwood Drive
Delray Beach, FL 33483

The undersigned incorporator has executed these Articles of Incorporation this 17 day
of October, 2006.

Signed, sealed and delivered
in the presence of:

[Signature]
Print name Jonathan Hitt

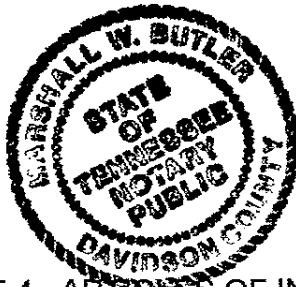
[Signature]
EDWIN P. VOSS, Incorporator

[Signature]
Print Name Marshall W. Butler

STATE OF TN
COUNTY OF Davidson

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take
acknowledgments, personally appeared EDWIN P. VOSS, Incorporator, who is personally
known to me or who has produced DRIVERS LIC as identification and who did not take
an oath.

WITNESS my hand and official seal in the County and State last aforesaid this
17th day of October, 2006.



[Signature]
Print Name Marshall W. Butler
Notary Public
My Commission Expires:

My Commission Expires
November 14, 2009