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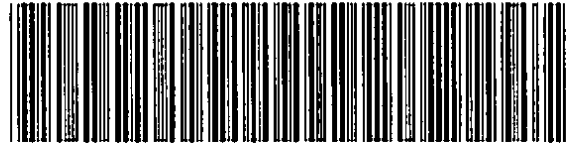
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2019 APR -3 PM 10:13
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APR 15 2019

C. McNair

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MICHAEL S. BENDER
JEFFREY A. REMBAUM

PETER C. MOLLENGARDEN
ANDREW B. BLACK, B.C.S.*
GERARD S. COLLINS
DEBORAH S. SUGARMAN

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JAY S. LEVIN
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LISA A. MAGILL, OF COUNSEL



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REPLY TO...

9121 NORTH MILITARY TRAIL,
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(800) 974-0680
JREMB@KBRLEGAL.COM

WITH AN ADDITIONAL OFFICE
IN POMPANO BEACH, FLORIDA

*BOARD CERTIFIED SPECIALIST IN
CONDOMINIUM AND PLANNED
DEVELOPMENT LAW

April 5, 2019

VIA FEDERAL EXPRESS DELIVERY

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

RE: Dudley Master Association, Inc.;
Amended and Restated Articles of Incorporation

To Whom it May Concern:

Enclosed please find an original Certificate of Filing Amended and Restated Articles of Incorporation for Dudley Master Association, Inc. Also enclosed is a check in the amount of \$35.00 made payable to the Secretary 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.

Warmest Personal Regards,

KAYE BENDER REMBAUM, P.L.

A handwritten signature in black ink, appearing to read 'Jeffrey A. Rembaum', is written over a horizontal line.

Jeffrey A. Rembaum, Esq.
For the Firm

JAR/tr
Enclosures

2019 APR -9 AM 10:20
DIVISION OF CORPORATIONS
CLIFTON BUILDING
TALLAHASSEE, FL 32301

This instrument was prepared by:
JEFFREY REMBAUM, ESQUIRE
Kaye Bender Rembaum, P.L.
9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410

2019 APR -8 AM 10:20
NOTARY PUBLIC
STATE OF FLORIDA

CERTIFICATE OF FILING
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
DUDLEY MASTER ASSOCIATION, INC.

WHEREAS, Dudley Master Association, Inc. (the "Association") is a Florida not for profit corporation formed pursuant to the Articles of Incorporation of Dudley Master Association filed June 12, 1989, Document Number N32787 (the "Articles"); and

WHEREAS, pursuant to Article Twelve of the Articles, the Articles may be amended by affirmative vote of seventy-five percent (75%) of all of the "Villas Associations" (as such term is defined in the Articles) at any meeting of the Association; and

WHEREAS, on February 12, 2019, at a properly noticed meeting of the Association, the Villas Associations approved the Amended and Restated Articles of Incorporation of Dudley Master Association, Inc. (the "Amended and Restated Articles"), attached hereto and incorporated as if fully set forth herein as Exhibit "A", in accordance with the provisions thereof by casting the number of votes for the Amended and Restated Articles sufficient for approval.

NOW, THEREFORE, the undersigned hereby certify that the following Amended and Restated Articles are a true and correct copy of the Amended and Restated Articles approved by the Villas Associations at the above-referenced meeting of the Association and that the number of votes cast for adoption of the Amended and Restated Articles was sufficient for approval.

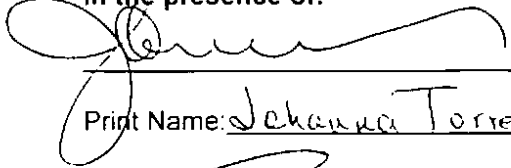
SEE ATTACHED EXHIBIT "A"
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
DUDLEY MASTER ASSOCIATION, INC.


.....

[Signature and Notary Page to Follow]

IN WITNESS WHEREFORE, this Certificate of Filing has been signed by the Association on the date set forth below.

Signed, Sealed and Delivered
in the presence of:


Print Name: Johanna Torres


Print Name: Sergio Alonzo

DUDLEY MASTER ASSOCIATION, INC.,
a Florida not for profit corporation

By: David Harder

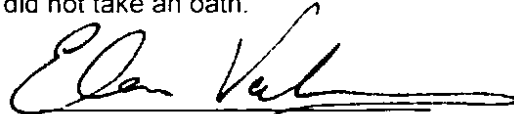
Its: PRESIDENT

Print Name: DAVID HARDER

Date: 03-29-19

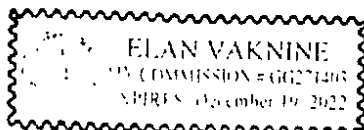
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 29th day of MARCH, 2019,
by DAVID HARDER as President of Dudley Master Association, Inc., a
Florida not for profit corporation, who is personally known to me or produced
as identification and did not take an oath.


Notary Public, State of Florida

ELAN VAKNINE
Print Name of Notary Public

My Commission Expires: 12/19/22



**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DUDLEY MASTER ASSOCIATION, INC.**

2018 APR -8 AM IC: 20
3128355

The undersigned do hereby execute these Amended and Restated Articles of Incorporation of Dudley Master Association, Inc. (these "Amended and Restated Articles") and do hereby adopt the following:

**ARTICLE ONE
DEFINITIONS**

All initially capitalized terms used herein which are defined in the Amended and Restated By-Laws of Dudley Master Association, Inc., as it may be amended from time to time (the "Amended and Restated By-Laws"), and not otherwise defined herein, shall have the same meaning as set out in the Amended and Restated By-Laws to which these Amended and Restated Articles are attached as Exhibit "D".

**ARTICLE TWO
NAME AND ADDRESS**

The name of the corporation shall be DUDLEY MASTER ASSOCIATION, INC. The principal office of the Master Association shall be located at 2625 Dudley Drive East, West Palm Beach, Florida, 33415.

**ARTICLE THREE
PURPOSE**

The Master Association is formed to provide one (1) centralized organization for the management and maintenance of the Villas Associations as described in their respective Declarations of Condominium, the Common Elements, the Condominium Property and the personal property of the Villas Associations, and for the negotiation, acquisition, ownership, management and maintenance of the Recreation Facilities and improvements thereon and personal property therein serving the condominiums, and to engage in such other lawful activities as may be to the mutual benefit of the Villas Associations, the Condominium Property and the Unit Owners.

**ARTICLE FOUR
POWERS**

Without limitation, the powers of the Master Association shall include and be governed by the following provisions:

1. Villas Associations Powers. The Master Association shall have the power to accept, assume, exercise, use, perform and carry out any and all powers, rights, duties and obligations which are assigned, transferred, directed, conveyed, transmitted or given to the Master Association by the Villas Associations as set out in their respective Declarations of Condominium.

2. Common Law and Statutory Powers. The Master Association shall have all common-law and statutory powers permitted a corporation not-for-profit under Florida law which is not in conflict with these Amended and Restated Articles, the Amended and Restated By-Laws



and the Declarations of Condominium, including those powers under and pursuant to Chapter 617, Florida Statutes, as may be amended from time to time, and the Condominium Act. Pursuant to Section 617.1703, Florida Statutes, in the event of any conflict between the provisions of Chapter 617, Florida Statutes, and the Condominium Act, the provisions of the Condominium Act shall apply.

3. Necessary Powers. The Master Association shall also have those powers reasonably necessary to fulfill the purposes for which the Master Association was formed, which powers shall include, but not be limited to, the following:

a) To make and collect assessments, including but not limited to special assessments, for the operation, management and upkeep of the Condominium Property, as described and delegated to the Master Association pursuant to the Declarations of Condominium, and the Recreation Facilities and such other property as the Master Association and the Villas Associations shall mutually agree.

b) To maintain, repair, replace, reconstruct after casualty, operate and manage the Condominium Property, as described and delegated to the Master Association pursuant to the Declarations of Condominium, the Recreation Facilities and such other property as the Master Association and the Villas Associations shall mutually agree.

c) To purchase equipment, supplies and material as may be required in the maintenance, repair, replacement, operation and management of the Condominium Property, as described and delegated to the Master Association pursuant to the Declarations of Condominium, and the Recreation Facilities.

d) To acquire and pay for insurance on the Condominium Property, as described and delegated to the Master Association pursuant to the Declarations of Condominium, and the Recreation Facilities for the protection of the Master Association, the Villas Associations and the Unit Owners, and to acquire and pay for directors and officers liability insurance to protect the Master Board Members and Officers of the Master Association and the members of the Board of Directors and officers of the Villas Association.

e) To make, amend, alter, rescind and promulgate reasonable rules and regulations for the use and appearance of the Condominium Property and the Recreation Facilities for the benefit, health, safety, welfare and happiness of the Unit Owners and the Villas Associations.

f) To provide for management, maintenance and operation of the Condominium Property, as described and delegated to the Master Association pursuant to the Declarations of Condominium, and the Recreation Facilities and to delegate to a management entity or management agent, including without limitation the property manager, those powers and duties which are not specifically required by these Amended and Restated Articles to be retained by the Board or are retained by the Villas Associations as set out in their respective Declarations of Condominium.

g) To hire employees to perform the services needed for the proper operation of the Master Association duties.

h) To use and expend the monies collected by the Master Association to effectuate its purposes and powers, including but not limited to the payment of utilities and all

taxes and assessments made by public bodies which may be levied upon the Condominium Property, as described and delegated to the Master Association pursuant to the Declarations of Condominium, and the Recreation Facilities.

i) To select depositories for the Master Association funds and to determine the manner of receiving, depositing and disbursing corporate funds in the form of a check, which shall be signed in accordance with the Amended and Restated By-Laws.

j) To hire attorneys, accountants, engineers and other professionals as the need arises and the interest of the Master Association warrants.

k) To enforce by legal means the provisions of these Amended and Restated Articles, the Amended and Restated By-Laws and the Rules and Regulations, as they may be amended from time to time.

l) 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.

m) To provide, to the extent deemed necessary by the Master Board, any and all services and do any and all things which are incidental to or in furtherance of purposes and powers of the Master Association under these Amended and Restated Articles, the Amended and Restated By-Laws and the Rules and Regulations, as they may be amended from time to time.

n) To perform and carry out any and all powers, rights, duties and obligations which are assigned, transferred, directed, conveyed, transmitted or given to the Master Association by the Villas Associations as set out in their respective Declarations of Condominium which powers, rights, duties and obligations the Master Association has accepted.

ARTICLE FIVE **TERM**

The existence of the Master Association shall be perpetual.

ARTICLE SIX **MEMBERSHIP**

1. The Membership in the Master Association shall be the seven (7) Villas Associations as follows:

Cresthaven Villas No. 22 Condominium, Inc., according to its Declaration of Condominium of Cresthaven Villas No. 22 Condominium, Inc., recorded in the Public Records of Palm Beach County, Florida, Official Records Book 1962, Page 965, as may be amended from time to time.

Cresthaven Villas No. 23 Condominium, Inc., according to its Declaration of Condominium of Cresthaven Villas No. 23 Condominium, Inc., recorded in the Public Records of Palm Beach

County, Florida, Official Records Book 1986, Page 834, as may be amended from time to time.

Cresthaven Villas No. 24 Condominium, Inc., according to its Declaration of Condominium of Cresthaven Villas No. 24 Condominium, Inc., recorded in the Public Records of Palm Beach County, Florida, Official Records Book 2004, Page 1331, as may be amended from time to time.

Cresthaven Villas No. 25 Condominium, Inc., according to its Declaration of Condominium of Cresthaven Villas No. 25 Condominium, Inc., recorded in the Public Records of Palm Beach County, Florida, Official Records Book 2026, Page 1398, as may be amended from time to time.

Cresthaven Villas No. 26 Condominium, Inc., according to its Declaration of Condominium of Cresthaven Villas No. 26 Condominium, Inc., recorded in the Public Records of Palm Beach County, Florida, Official Records Book 2080, Page 302, as may be amended from time to time.

Cresthaven Villas No. 27 Condominium, Inc., according to its Declaration of Condominium of Cresthaven Villas No. 27 Condominium, Inc., recorded in the Public Records of Palm Beach County, Florida, Official Records Book 2102, Page 634, as may be amended from time to time.

Cresthaven Villas No. 28 Condominium, Inc., according to its Declaration of Condominium of Cresthaven Villas No. 28 Condominium, Inc., recorded in the Public Records of Palm Beach County, Florida, Official Records Book 2117, Page 1090, as may be amended from time to time.

2. There shall be no other Villas Associations added to the Membership without the approval of one hundred percent (100%) of all Villas Associations nor shall any Villas Association withdraw from the Master Association without the approval of one hundred percent (100%) of all Villas Associations. This provision may not be amended without the one hundred percent (100%) approval of all Villas Associations.

3. Each of the Villas Associations contain a different number of Units. Accordingly, on all Membership votes, the vote for each Unit Owner of the respective Villas Association as cast by their respective Member Representative shall be equal to and represent the number of Units operated by his/her respective Villas Association. The votes of each Member Representative shall be weighted respectively as follows:

Cresthaven Villas No. 22 Condominium, Inc. – fifty-four (54) votes

Cresthaven Villas No. 23 Condominium, Inc. – fifty-four (54) votes

Cresthaven Villas No. 24 Condominium, Inc. – seventy-eight (78) votes

Cresthaven Villas No. 25 Condominium, Inc. – ninety-six (96) votes

Cresthaven Villas No. 26 Condominium, Inc. – sixty-eight (68) votes

Cresthaven Villas No. 27 Condominium, Inc. – sixty-four (64) votes

Cresthaven Villas No. 28 Condominium, Inc. – sixty-four (64) votes

The total number of votes of all seven (7) Member Representatives shall therefore be four hundred seventy-eight (478). A Member Representative shall not split his/her vote on any issue being voted upon by the Membership and must vote all of his/her votes in the same way on that issue being put forth for a vote.

ARTICLE SEVEN **MASTER BOARD**

The business and affairs of the Master Association shall be managed by the Master Board, consisting of the President of each Board of Directors of each of the Villas Associations who are elected or appointed in the manner provided by their respective Villas Association By-Laws. The Master Board shall exercise all of the powers of the Master Association existing under these Amended and Restated Articles and the Amended and Restated By-Laws. The decisions of the Master Board shall be made by the Master Board Members in the manner as set forth in the Amended and Restated By-Laws.

ARTICLE EIGHT **OFFICERS**

The affairs of the Master Association shall be administered by the Officers provided for in the Amended and Restated By-Laws. At the first meeting of the Master Board following the annual meeting of the Master Association, the Master Board shall elect the Officers who shall thereafter serve at the pleasure of the Master Board. The names and addresses of the Officers who shall serve until such time as their successors are elected or appointed as follows:

<u>Office:</u>	<u>Name:</u>	<u>Address:</u>
PRESIDENT	David Harder	2712 Dudley Drive East, Unit K West Palm Beach, Florida 33415
VICE PRESIDENT	Vincenza Monteferrante	2715 Dudley Drive West, Unit F West Palm Beach, Florida 33415
TREASURER	Robert Larrabee	2567 Dudley Drive West, Unit G West Palm Beach, Florida 33415
SECRETARY	Celine Pelletier	2569 Dudley Drive West, Unit A West Palm Beach, Florida 33415

ARTICLE NINE
INDEMNIFICATION

Every Master Board Member and every Officer of the Master Association shall be indemnified by the Master Association against all expenses and liability, including attorneys' fees and costs reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party or in which he/she may become involved by reason of their being or having been a Master Board Member or Officer of the Master Association, whether or not they are a Master Board Member or Officer at the time such expenses are incurred, except in such cases wherein the Master Board Member or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the Master Board Member or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Master Board approves such settlement and reimbursement as being in the best interests of the Master Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights in which such Master Board Member or Officer may be entitled.

ARTICLE TEN
BY-LAWS

The Amended and Restated By-Laws may be altered, amended or rescinded in the manner provided by the Amended and Restated By-Laws. The Amended and Restated By-Laws and any amendment thereto shall not be inconsistent with these Amended and Restated Articles or the laws of the State of Florida.

ARTICLE ELEVEN
AMENDMENTS

Unless otherwise set forth herein, these Amended and Restated Articles may be amended by the Membership at any meeting of the Membership called therefor in accordance with the provisions of the Amended and Restated By-Laws by the affirmative vote of seventy-five percent (75%) of the Member Representatives. 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 Palm Beach County, Florida.

ARTICLE TWELVE
INITIAL SUBSCRIBERS

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

Name:

Address:

Arthur Weston

2712-H Dudley Drive East
West Palm Beach, Florida 33415

Theodore Field

2640-F Dudley Drive East
West Palm Beach, Florida 33415

Paul Levine	2759-C Dudley Drive East West Palm Beach, Florida 33415
Freda Shanner	2546-G Dudley Drive East West Palm Beach, Florida 33415
A. Albert Berger	2509-B Dudley Drive West West Palm Beach, Florida 33415
Margaret Stowe	2665-D Dudley Drive West West Palm Beach, Florida 33415
Albert D. Berman	2775-B Dudley Drive West West Palm Beach, Florida 33415

ARTICLE THIRTEEN
REGISTERED AGENT NAME AND ADDRESS

The name and address of the registered agent of the Master Association who shall serve until his/her successor is properly appointed by the Board shall be Kaye Bender Rembaum, PL, 1200 Park Central Boulevard, South, Pompano Beach, Florida 33064. The Master Association shall have the right to designate subsequent registered agents without amending these Amended and Restated Articles.

ARTICLE FOURTEEN
CAPTIONS

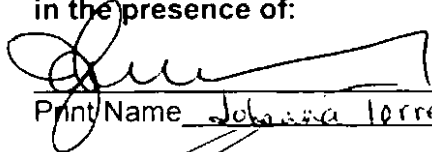
The captions utilized herein are for reference purposes only and shall not be considered binding, persuasive or conclusive upon the interpretation of any of the paragraphs hereunder.


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[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Dudley Master Association, Inc. were executed at West Palm Beach, Palm Beach County, Florida this 29th day of MARCH, 2019.


Signed, sealed and delivered
in the presence of:


Print Name Johanna Torres


Print Name Sergio Alonzo

ASSOCIATION

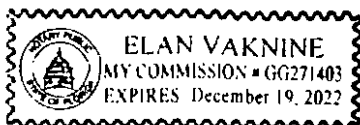
DUDLEY MASTER ASSOCIATION, INC.
a Florida not-for-profit corporation

By: 
Its: PRESIDENT
Print Name: DAVID HARDER

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing Amended and Restated Articles of Incorporation of Dudley Master Association, Inc. were acknowledged before me this 29th day of MARCH, 2019, by DAVID HARDER, as President of Dudley Master Association, Inc., who is personally known to me or who produced _____ as identification and who did not take an oath.

My commission expires:




Notary Public
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated not-for-profit corporation at the place designated in these Amended and Restated Articles of Incorporation, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 5 day of April, 2019.

KAYE BENDER REMBAUM, P.L.

By: 

Jeffrey Rembaum, Member
(Registered Agent)