

N38067

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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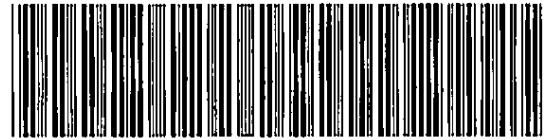
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Amended  
Restated

JUN 09 2020

LAL BRITTON

Marty Platts  
Senior Attorney  
Board Certified in Condominium and  
Planned Development Law  
Phone: 561.820.2870 Fax: 561.832.8987  
mplatts@beckerlawyers.com

**Becker**

Becker & Poliakoff  
625 N. Flagler Drive  
7th Floor  
West Palm Beach, FL 33401

June 4, 2020

**VIA REGULAR U.S. MAIL**

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

**Re: Bermuda Isle at Aberdeen Association, Inc. / Your Reference # N38067**

Dear Sir/Madam:

As requested in your letter dated May 26, 2020, enclosed herein please find the Amended and Restated Articles of Incorporation, for Bermuda Isle at Aberdeen Association, Inc., along with the signature page 4 of your cover letter. As confirmed by Ms. Darlene Connell via electronic communication on June 4, 2020, these are the only documents needed to file the amended and restated articles of incorporation for the above reference Association.

Thank you for your attention to this matter.

Very truly yours,



**Marty Platts**  
For the Firm  
MP/asm

Enclosures (as stated)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 26, 2020

MARTY PLATTS, ESQ.  
BECKER & POLIAKOFF, P.A.  
625 N. FLAGLER DRIVE - 7TH FLOOR  
WEST PALM BEACH, FL 33401

SUBJECT: BERMUDA ISLE AT ABERDEEN ASSOCIATION, INC.  
Ref. Number: N38067

We have received your document for BERMUDA ISLE AT ABERDEEN ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 620A00010458



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 30, 2020

MARY PLATTS, ESQ.  
BECKER & POLIAKOFF, P.A.  
625 N. FLAGLER DRIVE - 7TH FLOOR  
WEST PALM BEACH, FL 33401

SUBJECT: BERMUDA ISLE AT ABERDEEN ASSOCIATION, INC.  
Ref. Number: N38067

We have received your document for BERMUDA ISLE AT ABERDEEN ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted an Amendment form with Amended and Restated Articles attached. We can not file your Amendment with Amended and Restated Articles attached.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 320A00008913

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BERMUDA ISLE AT ABERDEEN ASSOCIATION, INC.**

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION -  
SEE CURRENT ARTICLES OF INCORPORATION FOR PRESENT TEXT**

These are the Amended and Restated Articles of Incorporation of Bermuda Isle at Aberdeen Association, Inc., originally filed with the Florida Department of State on the 7th day of May, 1990, under Charter Number N38067. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2018).

The office of the Association shall be at such location, as may from time to time be determined by the Board of Directors. The Board of Directors may, from time to time, change the registered office and the registered agent, in the manner provided by law.

**1. (SUBSTANTIAL REWORDING OF ARTICLE I OF THE ARTICLES OF INCORPORATION - SEE CURRENT ARTICLE I OF THE ARTICLES OF INCORPORATION FOR PRESENT TEXT) NAME.** The name of the corporation is **BERMUDA ISLE AT ABERDEEN ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Covenants and Restrictions as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

**2. (SUBSTANTIAL REWORDING OF ARTICLE II OF THE ARTICLES OF INCORPORATION - SEE CURRENT ARTICLE II OF THE ARTICLES OF INCORPORATION FOR PRESENT TEXT) PURPOSE.** The purpose for which the Association is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, including, but not limited to, the power to operate, administer, and manage the Common Areas in Bermuda Isle at Aberdeen in accordance with the Declaration and other Governing Documents, and to provide for the architectural control and the administration and enforcement of covenants and restrictions applicable to the Lots in Bermuda Isle at Aberdeen.

**3. (NEW PROVISION) DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Covenants and Restrictions for Bermuda Isle at Aberdeen, recorded in Official Records Book 6450, at Page 1018, et seq., of the Public Records of Palm Beach County, Florida, and as subsequently amended (the "Declaration"), and as provided in the Act (as defined in the Declaration), unless herein provided to the contrary, or unless the context otherwise requires.

Exhibit "B" to Amended and Restated Declaration of Covenants and Restrictions  
(Amended and Restated Articles of Incorporation)

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625 N. FLAGLER DRIVE, 7<sup>TH</sup> FLOOR • WEST PALM BEACH, FL 33401  
TELEPHONE (561) 655-5444

**4. (SUBSTANTIAL REWORDING OF ARTICLE III OF THE ARTICLES OF INCORPORATION – SEE CURRENT ARTICLE III OF THE ARTICLES OF INCORPORATION FOR PRESENT TEXT) POWERS.** The powers of the Association shall include the following:

**4.1 General.** The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of the Declaration, these Articles or the Bylaws.

**4.2 Enumeration.** The Association shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Declaration, these Articles, and the Bylaws (all as they may be amended from time to time), including, but not limited to, the following:

4.2.1 To make and collect Assessments and other Charges against Members as Owners of Lots within Bermuda Isle at Aberdeen, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Association.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Common Areas and other property acquired or leased by the Association for use by Owners.

4.2.4 To purchase insurance upon the Association's property and insurance for the protection of the Association, and its Officers, Directors, and other persons or entities deemed appropriate by the Association.

4.2.5 To make and amend Rules and Regulations concerning traffic, the transfer, use, appearance, maintenance, and occupancy of the Lots, the Dwelling Units thereon, and the Common Areas, and to enact rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Declaration.

4.2.6 To approve or disapprove the leasing, transfer, mortgaging, ownership, and possession of Lots, as may be provided by the Declaration.

4.2.7 To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the Rules and Regulations, and the policies of the Association.

4.2.8 To contract for the management of the Association and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific, non-delegable approval of the Board of Directors or the membership of the Association.

Exhibit "B" to Amended and Restated Declaration of Covenants and Restrictions  
(Amended and Restated Articles of Incorporation)

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4.2.9 To employ personnel to perform the services required for proper operation of the Association.

4.2.10 To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, Assessments, Special Assessments, income or rights.

4.2.11 To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein. The Common Areas deeded to the Association by the Developer cannot be mortgaged or conveyed without the affirmative vote of at least two-thirds (2/3) of the entire Voting Interests. The Board shall have the authority to pledge other collateral as security for loans.

4.2.12 To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and Improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.

**4.3 Association Property.** All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

**4.4 Distribution of Income.** The Association shall make no distribution of income to its Members, Directors or Officers.

**4.5 Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

**5. (SUBSTANTIAL REWORDING OF ARTICLE IV OF THE ARTICLES OF INCORPORATION – SEE CURRENT ARTICLE IV OF THE ARTICLES OF INCORPORATION FOR PRESENT TEXT) MEMBERS AND VOTING.** The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

**5.1 Members.** The membership of the Association shall be comprised of the Owner Members. The Owner of every Lot shall become an Owner Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Lot. Each such Owner shall notify the Association of said recordation within thirty (30) days thereof and shall transmit to the Association true copies of such instrument.

Exhibit "B" to Amended and Restated Declaration of Covenants and Restrictions  
(Amended and Restated Articles of Incorporation)

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**5.2 Voting Rights.** Each Member shall possess one vote for any Lot owned by such Member.

**5.2.1** Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

**6. (NEW PROVISION) TERM OF EXISTENCE.** The Association shall have perpetual existence.

**7. (SUBSTANTIAL REWORDING OF ARTICLE VI OF THE ARTICLES OF INCORPORATION – SEE CURRENT ARTICLE VI OF THE ARTICLES OF INCORPORATION FOR PRESENT TEXT) OFFICERS.** The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.

**8. (SUBSTANTIAL REWORDING OF ARTICLE V OF THE ARTICLES OF INCORPORATION – SEE CURRENT ARTICLE V OF THE ARTICLES OF INCORPORATION FOR PRESENT TEXT) DIRECTORS.**

**8.1 Number and Qualification.** The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

**8.2 Duties and Powers.** All of the duties and powers of the Association existing under the Declaration, these Articles, the Bylaws, and the Rules and Regulations (all as amended from time to time) shall be exercised exclusively by or under the direction of the Board of Directors, or as may be delegated to its Officers, agents, contractors or employees, subject only to approval by Members when such approval is specifically required.

**8.3 Election; Removal.** Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

**9. (SUBSTANTIAL REWORDING OF ARTICLE IX OF THE ARTICLES OF INCORPORATION – SEE CURRENT ARTICLE IX OF THE ARTICLES OF INCORPORATION FOR PRESENT TEXT) BYLAWS.** The Bylaws of this corporation may be altered, amended or repealed in the manner provided in the Bylaws.

Exhibit "B" to Amended and Restated Declaration of Covenants and Restrictions  
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**10. (SUBSTANTIAL REWORDING OF ARTICLE X OF THE ARTICLES OF INCORPORATION – SEE CURRENT ARTICLE X OF THE ARTICLES OF INCORPORATION FOR PRESENT TEXT) AMENDMENTS.** These Articles may be amended in the following manner:

**10.1 Proposal of Amendments.** An amendment may be proposed by the President of the Association, the Directors, or by twenty-five percent (25%) of the entire Voting Interests.

**10.2 Adoption.** An amendment so proposed may be adopted by a vote of at least two-thirds (2/3rds) of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum has been attained, or by written agreement, or by any other means authorized by Chapters 617 or 720, Florida Statutes, as both may be amended from time to time. Amendments correcting errors, omissions, scrivener's errors, violations of applicable law, conflicts between the Governing Documents, or if determined necessary and desirable by the Board to comply with the requirements of the secondary mortgage market, may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.

**10.3 Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy shall be recorded in the Public Records of Palm Beach County, Florida.

**11. (SUBSTANTIAL REWORDING OF ARTICLE VII OF THE ARTICLES OF INCORPORATION – SEE CURRENT ARTICLE VII OF THE ARTICLES OF INCORPORATION FOR PRESENT TEXT) Indemnification.**

**11.1 Indemnity.** The Association shall indemnify any Officer, Director, or Committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, or Committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement,

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conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee members as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association.

**11.2 Defense.** To the extent that a Director, Officer, or Committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 11.1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

**11.3 Advances.** Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article 11. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, the Association shall not be obligated to pay for any expenses incurred prior to the final disposition of the subject action.

**11.4 Miscellaneous.** The indemnification provided by this Article 11 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee member and shall inure to the benefit of the heirs and personal representatives of such person.

**11.5 Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the duty to indemnify him against such liability under the provisions of this Article.

**12. (NEW PROVISION) DISSOLUTION.** The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire Voting Interests. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ACTIVE: B12538/240961:11761939\_4

Exhibit "B" to Amended and Restated Declaration of Covenants and Restrictions  
(Amended and Restated Articles of Incorporation)

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March 26, 2020

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

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

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

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

Dated 4/2/2020

Signature Arthur L. Feuerstein  
(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)

Arthur Feuerstein

\_\_\_\_\_  
(Typed or printed name of person signing)

President

\_\_\_\_\_  
(Title of person signing)