

N39491

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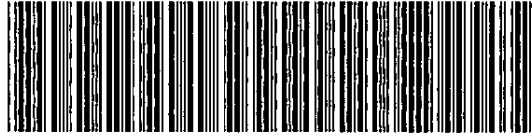
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB

AUG 24 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ASHFORD AT ABERDEEN ASSOCIATION, INC.

DOCUMENT NUMBER: N39491

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

Please return all correspondence concerning this matter to the following:

Daniel A. Kaskel

(Name of Contact Person)

Associated Corporate Services, LLC

(Firm/ Company)

6111 Broken Sound Pkwy, Suite 200

(Address)

Boca Raton, Florida 33487

(City/ State and Zip Code)

dkaskel@ssclawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$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)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 8, 2009

DANIEL A KASKEL
ASSOCIATED CORPORATE SERVICES, LLC
6111 BROKEN SOUND PKWY STE 200
BOCA RATON, FL 33487

SUBJECT: ASHFORD AT ABERDEEN ASSOCIATION, INC.
Ref. Number: N39491

We have received your document for ASHFORD 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):

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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 609A00019185

RECEIVED
JUN 8 2009
TALLAHASSEE
SECRETARY OF STATE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ASHFORD AT ABERDEEN ASSOCIATION, INC.
(A corporation not for profit)**

FILED
2009 AUG 24 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes these Amended and Restated Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes (the "Florida Not For Profit Corporation Act") and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be ASHFORD AT ABERDEEN ASSOCIATION, INC., hereinafter 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 as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Amended and Restated Declaration of Covenants and Restrictions for Ashford at Aberdeen, as it may be amended from time to time (the "Amended Declaration") recorded in the Public Records of Palm Beach County, Florida, including the establishment and enforcement of payment of charges and Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. 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 not in conflict with the terms of these Amended Articles and the Amended 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 the purpose and intent contained in the Amended Declaration;

B. To make and collect Assessments against Members to defray the Common Expenses;

- C. To use the proceeds of Assessments in the exercise of its powers and duties;
- D. To maintain, repair, replace and operate the Common Property, the Lake Easements, that portion of the Lots outside the Units, and that portion of the exterior of the Units specifically described in the Declaration;
- E. To reconstruct Improvements upon the Property after casualty and to further improve the Property;
- F. To make and amend the By-Laws for the Association and regulations respecting the use of the Property;
- G. To pay all taxes and other assessments which are or may become liens against the Common Property;
- H. To enforce by legal means the provisions of the Amended Declaration, these Amended Articles, the Amended By-Laws, the rules and regulations, the Maintenance Agreement and the Traffic Regulations for the use of the Property;
- I. To establish and maintain such reserve funds, as may be required from time to time by the Board of Directors, in accordance with the provisions of the Amended Declaration.
- J. 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 J, before commencing litigation against any party in the name of the Association involving amounts in controversy in excess of \$100,000, the Association must obtain the affirmative approval of a majority of the voting interests at a meeting of the membership at which a quorum has been attained. The foregoing restriction shall not apply to suits or litigation brought on behalf of the Association to collect assessments, enforce liens, bring injunctive action or to otherwise enforce these Amended Articles of Incorporation, the Amended By-Laws, the Amended Declaration, the rules and regulations or the Traffic Regulations promulgated by the Association nor shall this restriction apply to the Association's defense of any suits or litigation brought against the Association.
- K. To provide for management and maintenance and to authorize a community association management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and Traffic Regulations and maintenance of the Common Property, that portion of the Lots outside the Units and the exterior of the Units, as more particularly described in the Amended Declaration. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules, and the execution of contracts on behalf of the Association.
- 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.

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 Amended Declaration. No part of the income, if any, of the Association shall be distributed to the Members, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Amended 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 seven (7) directors. The following persons shall constitute the current Board of Directors:

Name	Address
Stanley Seidman	c/o CAS Realty, LLC 1901 S. Congress Ave., Suite 480 Boynton Beach, Florida 33426
Robert Robinson	c/o CAS Realty, LLC 1901 S. Congress Ave., Suite 480 Boynton Beach, Florida 33426
Irving Breiter	c/o CAS Realty, LLC 1901 S. Congress Ave., Suite 480 Boynton Beach, Florida 33426
Robert Parker	c/o CAS Realty, LLC 1901 S. Congress Ave., Suite 480 Boynton Beach, Florida 33426
Jerry Seerman	c/o CAS Realty, LLC 1901 S. Congress Ave., Suite 480 Boynton Beach, Florida 33426

Sorrell Goldman

c/o CAS Realty, LLC
1901 S. Congress Ave., Suite 480
Boynton Beach, Florida 33426

George Spiro

c/o CAS Realty, LLC
1901 S. Congress Ave., Suite 480
Boynton Beach, Florida 33426

ARTICLE VI

OFFICERS

Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the By-Laws. The following persons are the current officers of the corporation:

Name	Title
Irving Breiter	President
Robert Robinson	Vice-President
Donald Metsky	Secretary
George Spiro	Treasurer

ARTICLE VII

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 VIII

INCORPORATOR

The name and address of the incorporator of the Association:

Name	Address
Daniel A. Kaskel, Esq.	Sachs Sax Caplan 6111 Broken Sound Parkway NW, Suite 200 Boca Raton, FL 33487

ARTICLE IX

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 X

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. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE XI

REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent shall be Associated Corporate Services, LLC and the street address of the registered office of the Association shall be 6111 Broken Sound Parkway NW, Suite 200, Boca Raton, FL 33487. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation in Palm Beach County, Florida, this 30 day of April, 2009..

ASHFORD AT ABERDEEN ASSOCIATION, INC.,
a Florida not for profit corporation

By: Irving Breiter
Irving Breiter, President

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Associated Corporate Service, LLC,
a Florida limited liability company

By: David A. Kahl
Registered Agent

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
ASHFORD AT ABERDEEN ASSOCIATION, INC.**

Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Amendments adopted are attached as Exhibit "A".

SECOND: On JANUARY 20th 2009, the above Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: AUGUST 5, 2009.

**ASHFORD AT ABERDEEN
ASSOCIATION, INC.**

By: Irving Breiter
Irving Breiter, President

By: Donald Metsky
Donald Metsky, Secretary