

N49950

FILLED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 AUG 23 PM 1:11

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900058186139

08/08/05--01047--005 **35.00

Amend.

7B

8/23

Jane Ford **GAVE**
AUTHORIZATION BY PHONE TO **E-Mail**
add date of Adoption
CORRECT
DATE **8/23**
DOC. EXAM **KS**

DICKER, KRIVOK & STOLOFF, P.A.

ATTORNEYS AT LAW

1818 AUSTRALIAN AVENUE SOUTH
SUITE 400
WEST PALM BEACH, FLORIDA 33409

EDWARD DICKER
JAMES N. KRIVOK
SCOTT A. STOLOFF
LAURIE G. MANOFF

TELEPHONE
(561) 615-0123

FAX
(561) 615-0128

August 5, 2005
SENT VIA REGULAR U.S. MAIL

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

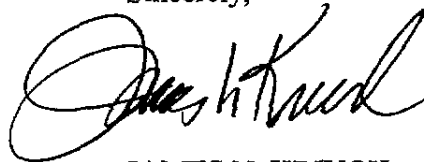
**Re: Articles of Amendments to Articles of Incorporation of Lancaster Lakes at
Aberdeen Association, Inc.**

To whom it may concern:

Enclosed is an original and one copy of Amendments to the Articles of Incorporation for Lancaster Lakes at Aberdeen Association, Inc. Upon filing, please return a copy to me. An addressed, stamped envelope is provided for your convenience. Also, enclosed is our firm's check in the amount of Thirty-Five Dollars (\$35.00) representing filing fees for the same.

If you require anything further, please contact me.

Sincerely,



JAMES N. KRIVOK
For the Firm

JNK/jf

Enclosures

cc: Association, Attention: Patrick Garcia, Property Manager (w/out encl.)

T:\Documents\Janet\JKLANCASTER LAKES AT ABERDEEN ASSOC\FlaSecofState08.04L.wpd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 AUG 23 PM 1:11

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

(Document number of corporation (if known))

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)

SEE ATTACHED EXHIBIT "A"

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: March 4, 2005

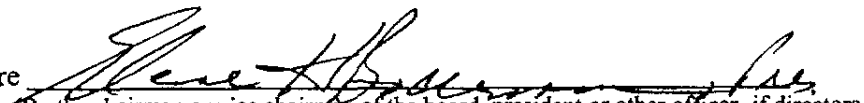
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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.

Signed this _____ day of JULY, 2005.

Signature


(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.)

Elaine Boderman

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

**AMENDMENTS TO THE
ARTICLES OF INCORPORATION**

OF

LANCASTER LAKES AT ABERDEEN ASSOCIATION, INC.

1. The opening paragraph and PREAMBLE shall be deleted in their entirety.
2. Article I – NAME AND ADDRESS shall be amended as follows:

The name of the corporation is LANCASTER LAKES AT ABERDEEN ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION". The address of the principal office of the ASSOCIATION and the mailing address of the ASSOCIATION is c/o C.A.S. Management Company, 951 Broken Sound Pkwy., Suite 250, Boca Raton, FL 33437.

3. Article II – PURPOSE, Section 1 shall be amended as follows:

To operate as a corporation not-for-profit pursuant to Chapters 617 and 720 of the Florida Statutes.

4. Article IV – MEMBERS, Section 1 shall be amended as follows:

The members of the ASSOCIATION shall consist of all of the record owners of LOTS. Membership shall be established as to each LOT upon the recording of a deed upon the transfer of ownership of fee title to, or fee interest in, a LOT, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public records in the county in which the SUBJECT PROPERTY is located of the deed or other instrument establishing the acquisition and designating the LOT affected thereby, the new OWNER designated in such deed or other instrument shall thereupon become a member of the ASSOCIATION, and the membership of the prior OWNER as to the LOT designated shall be terminated, provided, however, that the ASSOCIATION shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the LOT.

5. Article IV – MEMBERS, Section 3 shall be amended as follows:

On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each LOT. In the event any LOT is owned by more than one person and/or by an entity, the vote for such LOT shall be cast in the manner provided by the BYLAWS. Any person or entity

owning more than one LOT shall be entitled to one vote for each LOT owned.

6. Article VII – DIRECTORS, Section 1 shall be amended as follows:

The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of not less than three (3) directors, and which shall always be an odd number. The BYLAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of three (3) directors. Directors shall be members of the ASSOCIATION.

7. Article VII – DIRECTORS, Section 3 shall be deleted in its entirety.

8. Article VII – DIRECTORS, Section 4 shall become Section 3 and amended as follows:

Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS.

9. Article VII – DIRECTORS, Section 5 shall be deleted in its entirety.

10. Article VIII – OFFICERS shall be amended as follows:

The officers of the ASSOCIATION shall be a president, vice president, secretary, treasurer and such other officers as the BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD, and the BYLAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

11. Article IX – INDEMNIFICATION, Section 1 shall be amended as follows:

The ASSOCIATION shall indemnify any person who was or is a party, to any civil action, or proceeding, (other than an action by or in the right of the ASSOCIATION) by reason of the fact that he is or was a director, employee, officer or agent of the ASSOCIATION, against expenses (including attorneys' fees), judgments, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duties to the ASSOCIATION unless and only to the extent that the court in which the action or suit was

brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, shall not, in and of itself, create a presumption that the person did not 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.

12. Article IX – INDEMNIFICATION, Section 3 shall be amended as follows:

Expenses incurred in defending a civil or administrative action, suit or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding as authorized by the BOARD in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized herein.

13. Article IX - INDEMNIFICATION Section 5 shall be amended as follows:

The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member or agent of the ASSOCIATION, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article.

14. Article X – BYLAWS shall be amended as follows:

The BYLAWS may be altered, amended or rescinded in the manner provided in the BYLAWS.

15. Article XI - AMENDMENT, Section 1 shall be amended as follows:

A majority of the BOARD shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the members.

16. Article XI – AMENDMENTS, Section 5 shall be amended as follows:

If a majority of all of the directors and a majority of all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these ARTICLES be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

17. Article XI – AMENDMENTS, Section 6 shall be deleted in its entirety.
18. Article XI – AMENDMENTS, Section 7 shall become Section 6 and be amended as follows:

No amendment shall make any changes in the qualifications for membership nor in the voting rights of members without approval by all of the members and the joinder of all INSTITUTIONAL LENDERS holding mortgages upon the LOTS. No amendment shall be made that is in conflict with the DECLARATION.

19. Article XI – AMENDMENTS, Section 8 shall become Section 7.
20. Article XI – AMENDMENTS, Section 9 shall become Section 8.
21. Article XIII - INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT shall be deleted in its entirety.
22. Article XIV – FHA/VA APPROVAL shall be amended as follows:

If any mortgage encumbering any UNIT is guaranteed or insured by the Federal Housing Administration or by the Veterans Administration, then upon written demand to the ASSOCIATION by either such agency, the following actions, must be approved by either such agency: (i) any annexation of additional property, except for any property specifically identified in the DECLARATION; (ii) any merger or consolidation of the ASSOCIATION; (iii) any mortgaging or dedication of any COMMON AREA; (iv) any dissolution of the ASSOCIATION; and (v) any amendment of these ARTICLES, except for an amendment made to correct errors or omissions, or required by any INSTITUTIONAL LENDER so that such lender will make, insure or guarantee mortgage loans for the LOTS, or is required by any governmental authority. Such approval shall be deemed given if either agency fails to deliver written notice of its disapproval of any such action to the ASSOCIATION within 20 days after a request for such approval is delivered to the agency by certified mail, return receipt request, or equivalent delivery, and such approval may be conclusively evidenced by a certificate of DECLARANT or the ASSOCIATION that the approval was given or deemed given.

END OF AMENDMENTS