



ARTICLES OF INCORPORATION  
OF  
THE ABERDEEN COUNTRY CLUB TURNOVER CORPORATION  
A Florida Corporation Not for Profit

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

55 JAN-5 PM 2:39

FILED

I, the undersigned, desiring to form a not for profit corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, acknowledge and file these Articles for that purpose as follows:

ARTICLE I

Name

The name of this corporation shall be THE ABERDEEN COUNTRY CLUB TURNOVER CORPORATION.

ARTICLE II

Initial Registered Office and Agent,  
Principal Office and Mailing Address

The initial registered office and principal office of this corporation shall be located at Suite 1100, 505 South Flagler Drive, West Palm Beach, Palm Beach County, Florida 33401-3475, and the name of the initial Registered Agent of this corporation at said address shall be Sidney A. Stubbs, Jr. The mailing address of the corporation shall be 7019 Bitterbush Place, Boynton Beach, Palm Beach County, Florida 33437.

### ARTICLE III

#### Purposes and Powers

The corporation shall not provide for pecuniary gain or profit to its members. The principal purpose for which it is formed is to promote and support the turnover of The Aberdeen Golf and Country Club to the members of such Club, to receive and administer funds for the advancement of these purposes, and other purposes related to the foregoing.

The corporation shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Final control of and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors.

No part of the activities of the corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of

statements) any political campaign, on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation formed pursuant to Chapter 617, Florida Statutes.

#### ARTICLE IV

##### Limitations on the Disposition of Corporate Assets and Net Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, supra.

#### ARTICLE V

##### Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation by distributing them to The Aberdeen Golf and Country Club or to such organization or organizations organized and operated exclusively for educational purposes as shall at that time

qualify as an exempt organization or organizations under Section 501(c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

#### ARTICLE VI

##### Qualification of Members and Advisors

The Members shall consist of the Directors and officers of this corporation and the members of The Aberdeen Golf and Country Club.

#### ARTICLE VII

##### Term of Existence

This corporation shall have perpetual existence.

#### ARTICLE VIII

##### Name and Address of the Incorporator

Sidney A. Stubbs, Jr.  
Suite 1100  
505 South Flagler Drive  
West Palm Beach, FL 33401-3475

## ARTICLE IX

### Officers and Times of Their Election

The Board of Directors shall choose annually to manage the affairs of the corporation, subject to the control of the Board of Directors, the following officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, or a Secretary/Treasurer, and such other officers as the Board of Directors may deem advisable or necessary. The President must also be a Director. Each of such officers shall hold office until the next annual election or until his successor is chosen and qualified. The names and addresses of the officers who are to serve until the first election are as follows:

Herbert Roiff	President
7290 Le Chalet Boulevard	
Boynton Beach, FL 33437	

Gerald Hirschhaut	Vice President
8980 Shoal Creek Lane	
Boynton Beach, FL 33437	

Myrna Rosoff	Secretary/Treasurer
7019 Bitterbush Place	
Boynton Beach, FL 33437	

## ARTICLE X

### Board of Directors

The number of Directors of the corporation shall not be less than three (3) nor more than ten (10). The names and residences of the three persons who are to be the initial Directors

of the corporation until their successors are nominated and appointed as provided in the By-Laws are:

Herbert Roiff  
7290 Le Châlet Boulevard  
Boynton Beach, FL 33437

Gerald Hirschhaut  
8980 Shoal Creek Lane  
Boynton Beach, FL 33437

Myrna Rosoff  
7019 Bitterbush Place  
Boynton Beach, FL 33437

#### ARTICLE XI

##### By-Laws

The first By-Laws shall be made by the Subscribers. All alterations or revisions of the By-Laws shall be made by the Directors at any regular or special meeting duly called and held for that purpose in accordance with the By-Laws.

#### ARTICLE XII

##### Amendments to Articles of Incorporation

The Articles of Incorporation may be amended from time to time by resolution of the Directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

WITNESS the hands and seals of the Incorporators of these

Articles of Incorporation this 3/5<sup>th</sup> day of May, 1995.



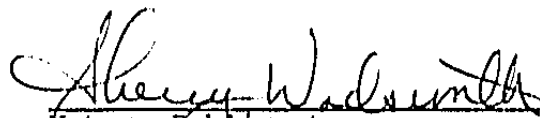
Sidney A. Stubbs, Jr., Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Sidney A. Stubbs, Jr., who is personally known to me or who produced a driver's license as identification, this 3/5<sup>th</sup> day of May, 1995.

(NOTARY SEAL)



Notary Public

Print Name:

Sherry Wadsworth

My commission expires



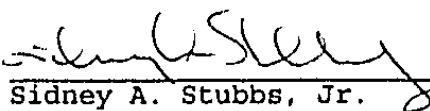
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That THE ABERDEEN COUNTRY CLUB TURNOVER CORPORATION, a corporation not for profit, desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at Suite 1100, 505 South Flagler Drive, West Palm Beach, Palm Beach County, Florida 33401-3475, has named Sidney A. Stubbs, Jr., as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Sidney A. Stubbs, Jr.

Articles

FILED  
95 JUN -6 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

QJ 5-72-4

# ARTICLES OF DISSOLUTION OF THE ABERDEEN COUNTRY CLUB TURNOVER CORPORATION, a Florida Not-For-Profit Corporation

The Aberdeen Country Club Turnover Corporation, a Florida not-for-profit corporation ("Corporation"), hereby issues these Articles of Dissolution, effective upon filing with the Florida Secretary of State, and further amends as follows:

## ARTICLE I

The name of the corporation is The Aberdeen Country Club Turnover Corporation. It has no members with voting rights.

## ARTICLE II

On the 5th day of April, 1987, the Board of Directors voted unanimously to dissolve the Corporation as provided in Chapter 617 of the Florida Statutes. The Directors at the time of the vote to dissolve consisted of Herbert Reed, 7290 L.A. Charles Boulevard, Boynton Beach, Florida 33437, Gerald Hirschhorn, 4980 Silver Creek Lane, Boynton Beach, Florida 33437, Adam Rosoff, 7019 Somerset Place, Boynton Beach, Florida 33437, and Joseph Kaplan, 4336 Waterline Dr., Boynton Beach, Florida 33437.

By Herbert Reed  
Attest: President and Director  
Date: 4/5/87

By Gerald Hirschhorn  
Attest: Vice President and Director  
Date: 4/5/87

By Adam Rosoff  
Attest: Secretary and Director  
Date: 4/5/87

By Joseph Kaplan  
Attest: Treasurer and Director  
Date: 4/5/87

FILED  
87 MAY 15 AM 9 39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA