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May 31, 1995

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Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 409 East Gaines Street Tallahassee, Florida 32301

Gentlemen:

The Aberdeen Country Club Turnover Corporation Re: A Florida Corporation Not for Profit

Enclosed are the original and a copy of the Articipes For Incorporation of the captioned proposed non-profit corporation 95

Please file the original and return the copy certified.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 Registered Agent fee.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By Sidney A. Stubbs, Jr.

SAS:sw\JBM\SecySt.L1 Enclosures

ARTICLES OF INCORPORATION	FALLAS	125 JEN	
OF		5h	
THE ABERDEEN COUNTRY CLUB TURNOVER CORPORATION	រ ដំដំដ	PH	11
A Florida Corporation Not for Profit		2: 39	1

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

### <u>Name</u>

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, <u>Supra</u>.

# 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 Bitterhush 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 Lo Chalet 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

# <u>By-Lawa</u>

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  $\frac{3/s+}{4}$  day of May, 1995.

Salter A stubbe, 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  $\frac{3/5}{15}$  day of May, 1995.

(NOTARY SEAL)

Shevry Wadsworth expires Notary Rublic Print Name: My commission

# 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. 1 1 2 H 2: 7 AHASSEE FL

Articles

# JONES, FOSTER, JOHNSTON & STUBBS, P.A.

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ATTORNEYS AND COMPRESSORS

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ARABE 18 REPORTED IN

May 16, 1997

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

Gentlemen:

Re: The Aberdeen Country Club Turnover Corporation

Enclosed are the original and a signed copy of the Articles of Dissolution of The Aberdeen Country Club Turnover Corporation. Please file the original and return the copy certified, along with your certificate of dissolution.

Also enclosed is our check in the amount of \$87.50 for the \$35.00 dissolution fee and the \$52.50 fee for the certified copy.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STU2BS, P.A.

By lark B. Kleinfeld

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VOI. Diss.

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

The Aberdeen Counse Club Linnwer Corporation, at Ionida not for profit corporation ("Corporation"), hereby issues these Articles of Disordinism, effective upon filing with the Elements Successive of State, and further onnes as follows:

# ARTICLE

The name of the conjugation is The Abundann Country Clith Turnary Corporation I has no members with writing rights.

# ARTICLEI

In the Class of April 3107, the Parand of Directors would wand mounty to desorder the Corporation as provided in Chaptor 417 of the Fundle Statistics. The directors at the time of the work to dissolve community of Recting Rooff, 7290 F.s. Chains Bouder and Program Standa Florida 83627, Canadé Birachhant, 4980 Should Creek Lane, Bryonom Beach, Florida 32837, Monthe Rosoff, 7973 Bouertande Place, Province Bouch, Florida 23437, and Loneph Kaplan, \$236, 35 meeting The Freeman Place, Florida 23427

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