

N95000004479

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05 AUG 18 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

50 Tel 8/18/05

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

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(561) 615-0128

August 15, 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 Isles of Aberdeen Homeowners Association, Inc., f/k/a Aberdeen Parcel "O" Homeowners Association, Inc.

To whom it may concern:

Enclosed is an original and one (1) copy of Amendments to the Articles of Incorporation for Isles of Aberdeen Homeowners 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

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ABERDEEN PARCEL "O" HOMEOWNERS ASSOCIATION, INC.
(Name of corporation)

DOCUMENT NUMBER: N9000004479

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JAMES N. KRIVOK, ESQUIRE
(Name of contact person)

DICKER, KRIVOK & STOLOFF, P.A.
(Firm/Company)

1818 AUSTRALIAN AVENUE SOUTH, SUITE 400
(Address)

WEST PALM BEACH, FL 33409
(City/state and zip code)

For further information concerning this matter, please call:

JAMES KRIVOK at (561) 615-0123
(Name of contact person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

FILED
05 AUG 18 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ABERDEEN PARCEL "O" HOMEOWNERS ASSOCIATION, INC.

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

N95000004479

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

ISLES OF ABERDEEN HOMEOWNERS ASSOCIATION, INC.

(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)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

SEE ATTACHED EXHIBIT "A"

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: July 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 28 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.)

DAVID LOVIT

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

AMENDED

ARTICLES OF INCORPORATION

OF

ISLES OF ABERDEEN HOMEOWNERS ASSOCIATION, INC., F/K/A ABERDEEN PARCEL "O"
HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is ISLES OF ABERDEEN HOMEOWNERS ASSOCIATION, INC., F/K/A ABERDEEN PARCEL "O" HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association":

ARTICLE II

The mailing address of the Association is in c/o Castle Group, 4450 West Sunrise Blvd., Suite C-100, Plantation FL 33313 or such other place as may be designated by the Board from time to time and the name of the Registered Agent is James N. Krivok, Esq. at 1818 Australian Avenue, South 400 West Palm Beach, FL 33409.

ARTICLE III

All definitions in the Declaration of Covenants For Aberdeen Parcel "O" ("Declaration") to which these Articles are attached as Exhibit "B" and recorded in the Book 9545, Page 1141 of the Official Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

The purposes for which the Association is formed are to provide for operation, maintenance and preservation of the Units and Common Areas, and improvements thereon, within that certain real property (and any additions thereto) described in the Declaration; to promote the health, safety and welfare of the members of the Association; and to provide other services and facilities for the members, as determined by the Board of Directors.

ARTICLE V

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as

EXHIBIT

"A"

therein provided, said Declaration being incorporated herein as if set forth at length;

- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association; property in connection with the affairs of the Association;
- (d) Borrow money, and with the assent of a majority all members at a duly called meeting of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective without obtaining Consent of two-thirds (2/3rds) of the members to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association,
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of each class of members at a duly called meeting of the Association, except as otherwise provided in Article II of the Declaration;
- (g) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;
- (h) To have and to exercise any and all powers, rights and privileges which are conferred under Chapter 720, Florida Statutes as amended or re-numbered from time to time.
- (i) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;
- (j) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association and to contract for services to be provided the Owners including but not limited to garbage pick-up and other utilities and master antenna or cable television and/or radio system and the servicing and monitoring of the medical/fire/burglary system in each residence.

- (k) To perform the obligations and duties of a "Sub-Association" as set forth in the Master Declaration, which is defined in the Declaration.

ARTICLE VI

MEMBERSHIP

Every Owner of a Unit shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

ARTICLE VII

VOTING RIGHTS

All Owners shall be members and shall be entitled to one (1) vote for each Unit owned. When more than one (1) person holds an interest in any Unit the vote for such Unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Unit.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons who shall be members of the Association. The number of Directors may be increased to a maximum of nine (9) by a majority vote of the entire Board of Directors at a meeting held no later than ninety (90) days prior to the next election. Whenever the number of Directors on the Board is increased or decreased pursuant to this paragraph the Board must consist of an odd number of Directors.

At each annual meeting a number of Directors equal to that of those Directors whose terms have expired shall be elected for the term of three (3) years. At the expiration of any term of three (3) years, any Director may be re-elected.

Directors shall serve until their successors are elected and qualified, unless removed earlier in accordance with the By-Laws.

ARTICLE IX

DISSOLUTION

In the event of the dissolution of the Association, other than incident to a merger or consolidation, any Member may petition the Circuit Court of the Fifteenth Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties, in the place and instead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. Proposal. Amendments to these Articles may be proposed upon the vote of a majority of the entire Board or by members constituting ten percent (10%) of the total membership of the Association.

2. Call for Meeting. Any amendment or amendments to these Articles proposed by the Board or members, in accordance with paragraph 1 above shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by first class mail. If the notice is mailed with postage thereon prepaid, at least thirty (30) days before the date of meeting, it may be done by a class of United States mail addressed to the member at his address as it appears on the membership books.

3. Vote Necessary. In order for any amendment or amendments to become effective, the same must be approved by an affirmative vote of a majority of the votes of the entire membership entitled to vote thereon.

4. Filing. Articles of Amendment containing an approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

Articles of Amendment shall be filed with the office of the Secretary of the State of Florida within ten (10) days of approval.

ARTICLE XII

OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine. Officers shall serve at the will of the Board or until their successors are elected or appointed.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XIV

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contract or transaction.

-END OF AMENDMENTS-

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