

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
OF
ABERDEEN PROPERTY OWNERS ASSOCIATION, INC.

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

FIRST: Amendment(s) adopted: *"See Attached"*

SECOND: On *June 1,* 2000, the above Amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval

Dated *07/17*, 2000.

ABERDEEN PROPERTY OWNERS
ASSOCIATION, INC.

By: *Stanley Kessler*
Stanley Kessler, President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ABERDEEN PROPERTY OWNERS ASSOCIATION, INC.
(A Florida Not for Profit Corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The corporation is not for profit, formed under and in accordance with the provisions of Chapter 617, Florida Statutes, pursuant to Articles of Incorporation filed on June 17, 1983, with the Florida Secretary of State. The undersigned hereby amends and restates the Articles of Incorporation as follows:

ARTICLE I

Name

The name of the corporation is ABERDEEN PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "POA". Its duration shall be perpetual. All terms used which are defined in the Declaration of Covenants and Restrictions for Aberdeen Planned Unit Development and Aberdeen Planned Commercial Development shall have the same meaning as in the Declaration.

ARTICLE II

Purpose

The POA is organized to protect the value of the property of the Members of the POA, to exercise all the powers and privileges, and to perform all of the duties and obligations of the POA, including the establishment and enforcement of payment of charges and assessments, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property, as defined and set forth in the Declaration of Covenants and Restrictions for Aberdeen Planned Unit Development and Aberdeen Planned Commercial Development (the "Declaration") recorded in the office of the Clerk for Palm Beach County, Florida.

ARTICLE III

Powers

The powers of the POA shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The POA 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 Articles and the Declaration.

Section 2. Necessary Powers. The POA shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- A. To operate, manage and maintain the Common Property in accordance with the purpose and intent contained here and in the 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;

E. To reconstruct improvements upon the Properties after casualty, and to further improve the

Properties;

F. To make and amend By-Laws for the POA and rules and regulations respecting the use of the Properties, as provided for herein and in the Bylaws.

G. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the Rules and Regulations for the use of the Properties;

H. To provide for the operation, management and maintenance of the POA, and to authorize a management agent to assist the POA in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules, and maintenance of the Common Property. The POA shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes, and local ordinances, the Declaration, these Articles and the Bylaws, including, but not limited to, the making of Assessments, promulgation of rules, and execution of contracts;

I. 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 POA, and the proceeds thereof, shall be held only for the benefit of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws. No part of the income, if any, of the POA shall be distributed to the Members, Directors, or Officers of the POA.

Section 4. Limitations. The powers of the POA shall be subject to and exercised in accordance with the Declaration.

ARTICLE IV

Membership

Each sub-Association within Aberdeen PUD shall automatically become a Member of the POA upon the incorporation of the sub-Association with the Florida Secretary of State. Such membership shall be mandatory and may not be terminated by the sub-Association. For purposes of membership only, Transeastern, Inc. shall be considered a Member with respect to those parcels that it owns and which are not otherwise subject to another sub-Association.

ARTICLE V

Board of Directors

A Board of Directors shall manage the affairs of the POA. Each Member of the POA, including Transeastern Inc., so long as it qualifies for membership, shall appoint one (1) Director.

ARTICLE VI

Officers

Officers shall be elected by the Board of Directors, and shall consist of a President, Vice President, Secretary and Treasurer.

ARTICLE VII

Indemnification of Officers, Directors, and Members of ARB

Every Director and Officer of the POA and member of the Architectural Review Board shall be indemnified by the POA against all expenses and liability, including counsel fees reasonably incurred by or imposed in connection with any proceeding to which said person may be a party or may become involved by reason of being or having been a Director, Officer, or member of the ARB at the time such expenses are incurred, except in cases where the Director, Officer, or member of the ARB is adjudged guilty of willful misfeasance or malfeasance in the performance of duties, provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director, Officer or member of the ARB seeking such reimbursement or indemnification, the indemnification shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the POA. This right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, or member of the ARB may be entitled.

ARTICLE VIII

By-Laws

The By-Laws of the POA may be adopted, amended, altered or rescinded by a majority vote of the Board of Directors at any regular or special meeting; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration.

ARTICLE IX

Amendments and Restatement

These Articles of Incorporation of the POA may be adopted, amended, altered, or rescinded by a majority vote of the Board of Directors at any regular or special meeting, provided there is no conflict with Florida Statutes, applicable ordinances, or the Declaration. Any and all amendments included in these Amended and Restated Articles of Incorporation have been adopted pursuant to Florida Statutes. There is no discrepancy between these and prior Articles of Incorporation other than the inclusion of these amendments and the omission of matters of only historical interest.

ARTICLE X

Address of Registered Office

The name of the Registered Agent is St. John, Dicker, Caplan, Krivok & Core, P.A., and the street address of the registered office is 500 Australian Avenue South, Suite 600, West Palm Beach, Florida 33401. The POA has the right to designate subsequent registered agents without amending these Articles of Incorporation.

IN WITNESS WHEREOF, I have signed and sealed this document this 17 day of July 2000, in Palm Beach County, Florida.

ABERDEEN PROPERTY OWNERS ASSOCIATION, INC.

BY: Stan Kessler
President

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared STANLEY KESSLER, the President of Aberdeen Property Owners Association, Inc., who, after being by me first duly sworn, acknowledged that he/she executed the foregoing Amended and Restated Articles of Incorporation of ABERDEEN PROPERTY OWNERS ASSOCIATION, INC., for the purposes therein expressed this 17th day of July, 2000.

NOTARY PUBLIC
MYRNA ROSOFF
COMMISSION # CC613233
EXPIRES JAN 12, 2001
BONDED THROUGH
ATLANTIC BONDING CO INC

Myrna Rosoff
NOTARY PUBLIC
State of Florida at Large.
My Commission Expires: (SEAL)

I HEREBY ACCEPT the designation as Registered Agent as set forth in these Articles of Incorporation.

ST. JOHN, DICKER, CAPLAN, KRIVOK & CORE, PA.

By David Core, SECRETARY