

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ASHFORD GREEN AT ABERDEEN ASSOCIATION, INC.**

ASHFORD GREEN AT ABERDEEN ASSOCIATION, INC. is a Florida not for profit corporation and association of homeowners, established and organized pursuant to State of Florida Statutes, Chapter 617 and Chapter 720, and filed with the office of the SECRETARY OF STATE OF FLORIDA on August 14, 1995. The following Amended and Restated Articles of Incorporation supersede and replace the ARTICLES recorded in Official Records Book 8888, pages 942 through 948, public records of Palm Beach County, Florida.

PREAMBLE

The Ashford Green at Aberdeen Association, Inc., a Florida not for profit corporation and is subject to the recorded Declaration of Covenants and Restrictions of ASHFORD GREEN AT ABERDEEN (the "DECLARATION") which affects the SUBJECT PROPERTY. This association was formed as the association to administer the DECLARATION, and to perform the duties and exercise the powers pursuant to the DECLARATION, as and when the DECLARATION was recorded in the Public Records of Palm Beach County, Florida, with these Articles of Incorporation attached as an exhibit. All of the definitions contained in the DECLARATION shall apply to these Articles of Incorporation, and to the Bylaws of the Association.

ARTICLE 1 - NAME AND ADDRESS

The name of the corporation is ASHFORD GREEN AT ABERDEEN ASSOCIATION, INC. hereinafter referred to as the "ASSOCIATION." The initial address of the principal office of the ASSOCIATION and the initial mailing address of the ASSOCIATION is 6874 Swansea Lane, Boynton Beach, Florida 33437. Thereafter, the mailing address of the Association shall be the address of the President as set forth in the Association's filed Uniform Business Report.

ARTICLE II - PURPOSE

The purpose for which the ASSOCIATION is organized are as follows:

1. To operate as a corporation not-for profit and homeowners association pursuant to Chapters 617 and 720 of the Florida Statutes.
2. To enforce and exercise the duties of the ASSOCIATION as provided in the DECLARATION.
3. To promote the health, safety, welfare, comfort, and social and economic benefit of the members of the ASSOCIATION.

ARTICLE III - POWERS AND DUTIES

The ASSOCIATION shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.
2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by the DECLARATION, including but not limited to, the following:
 - 2.1. To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
 - 2.2. To make and collect ASSESSMENTS against OWNERS to defray the costs, expenses and losses incurred or to be incurred by the ASSOCIATION, and to use the proceeds thereof in the exercise of the ASSOCIATION'S powers and duties.
 - 2.3. To enforce the provisions of the DECLARATION, these ARTICLES, and the BYLAWS.
 - 2.4. To make, establish and enforce reasonable rules and regulations governing the use of COMMON AREAS, LOTS, UNITS and other property under the jurisdiction of the ASSOCIATION.
 - 2.5. To grant and modify easements, and to dedicate property owned by the ASSOCIATION to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes.

2.6. To borrow money for the purposes of carrying out the powers and duties of the ASSOCIATION.

2.7. To exercise control over exterior alterations, additions, improvements, or changes in accordance with the terms of the DECLARATION.

2.8. To obtain insurance as provided by the DECLARATION.

2.9. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the ASSOCIATION and for proper operation of the properties for which the ASSOCIATION is responsible, or to contract with others for the performance of such obligations, services and/or duties.

2.10. To sue and be sued.

2.11. To contract for cable television, security and other services for the SUBJECT PROPERTY.

ARTICLE IV - MEMBERS

1. 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 the DECLARATION. 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.

2. The share of each member in the funds and assets of the ASSOCIATION, and the COMMON SURPLUS, and any membership in this ASSOCIATION, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the LOT for which that membership is established.

3. 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.

4. The BYLAWS shall provide for an annual meeting of the members of the ASSOCIATION and shall make provision for special meetings.

ARTICLE V - TERM OF EXISTENCE

The ASSOCIATION shall have perpetual existence.

ARTICLE VI - DIRECTORS

1. 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 provide the method by which directors are elected and the number of directors to serve on the BOARD.

2. All of the duties and powers of the ASSOCIATION existing under the DECLARATION, these ARTICLES, and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members only when specifically required.

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

4. The names and addresses of the directors, shall be on file with the Secretary and be kept current.

ARTICLE VII - OFFICERS

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.

ARTICLE VIII- INDEMNIFICATION

1. The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (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 other agent of the ASSOCIATION, against expenses (including attorneys' fees), judgments, fines 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; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; 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, conviction, or upon a plea of nolo contendere or its equivalent, 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; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Expenses incurred in defending a civil or criminal 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.

4. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, and BYLAW, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

5. The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all 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.

ARTICLE IX - BYLAWS

The BYLAWS shall be adopted by the BOARD, and may be altered, amended or rescinded by the Directors and/or members in the manner provided by the BYLAWS.

ARTICLE X - AMENDMENTS

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

1. A majority of the BOARD shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or other meeting.
2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in a manner provided in the BYLAWS for giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.
3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the ASSOCIATION.
4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.
5. These ARTICLES also may be amended by the written consent in lieu of a meeting pursuant to the provisions of Chapter 617, Florida Statutes.
6. 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.
7. No amendment to these ARTICLES shall be made which discriminates against any OWNER(S), or affects less than all of the OWNERS within the SUBJECT PROPERTY, without the written approval of all of the OWNERS so discriminated against or affected.
8. Upon the approval of an amendment to these ARTICLES, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the SUBJECT PROPERTY is located.

ARTICLE XII - DISSOLUTION

In the event of dissolution or final liquidation of the ASSOCIATION, the real property assets of the ASSOCIATION, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the ASSOCIATION. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the ASSOCIATION. No such disposition of ASSOCIATION properties shall be effective to divest or diminish any right or title of any MEMBER vested in him under the recorded

DECLARATION unless made in accordance with the provisions of such DECLARATION. All personal property and cash shall be liquidated and distributed to the OWNERS to be shared among them equally.

ARTICLE XII

REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The registered office of the ASSOCIATION shall be at the address set forth on the Uniform Business Report filed annually by the Association with the Department of State, Division of Corporations.

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WHEREFORE, the undersigned has executed these Amended and Restated ARTICLES on this 29 day of April, 2002, following approval of said amendments by the members as required by law. By executing these ARTICLES, the undersigned acknowledges and affirms that he has executed the same with due corporate authority on behalf of the corporation and that his signature reflects the free and voluntary deed of said corporation.

Witnesses:

ASHFORD GREEN AT ABERDEEN
ASSOCIATION, INC.

[Signature]
Signature

BY: Joel Rosen
Joel Rosen, President

[Signature]
Signature


STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss:

The foregoing instrument was acknowledged before me this 29 day of April, 2002, by Joel Rosen, as President of ASHFORD GREEN AT ABERDEEN ASSOCIATION, INC on behalf of the Corporation. He/she is personally known to me or has produced FDL 220-422-37-05F-0 as identification and acknowledged before me that the foregoing instrument is the free and voluntary act of the Association and that his signature is with full and due corporate authority.

Rose Anne Carbone
NOTARY PUBLIC
State of Florida

My Commission Expires: Oct 23, 2002

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 Rose Anne Carbone
My Commission CC776605
Expires October 23, 2002

Original Copy