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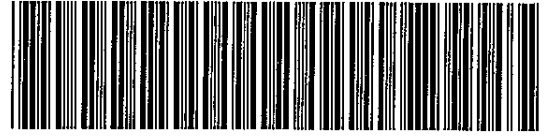
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STEVEN G. RAPPAPORT, ESQ.
ALSO ADMITTED IN THE DISTRICT OF COLUMBIA
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June 10, 2005

The Secretary of State
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**Re: Rainberry Bay Homes Association, Inc.
Articles of Amendment to Articles of Incorporation
Our File No. 4745.01**


Ladies and Gentlemen:

Enclosed for filing please find the original Articles of Amendment to the Articles of Incorporation of the above-named Association together with this firm's check made payable to the Secretary of State in the amount of \$43.75, which includes \$35.00 for the filing fee and \$8.75 for a certified copy of same. Please return a certified copy of the recorded document to me in the self-addressed stamped envelope enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,

SACHS SAX KLEIN



STEVEN G. RAPPAPORT

SGR/chg

Enclosure

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
RAINBERRY BAY HOMES ASSOCIATION, INC.

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FLORIDA

Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Amendment adopted is attached as Exhibit "A".

SECOND: On MAY 4, 2005, the above Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: MAY 31, 2005.

RAINBERRY BAY HOMES ASSOCIATION, INC.

By: NORMAN H. KEEVER
President

By: BERNARD S. ZALOU
Secretary

EXHIBIT "A"

**AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF RAINBERRY BAY HOMES ASSOCIATION, INC.**

The Declaration of Restrictions and Protective Covenants for Rainberry Bay Homes is recorded in Official Records Book 2882, at Page 1333, in the Public Records of Palm Beach County, Florida.

As indicated herein, words underlined are added and words ~~struck through~~ are deleted.

Item 1: Article VIII of the Articles of Incorporation of Rainberry Bay Homes Association, Inc., shall be amended as follows:

Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption by a majority of the members present and voting in person or by proxy or by absentee ballot.