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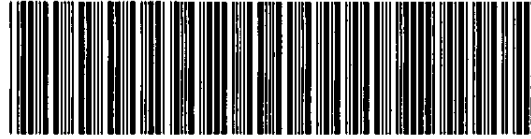
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R. WHITE

**DICKER, KRIVOK & STOLOFF, P.A.**

ATTORNEYS AT LAW

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WEST PALM BEACH, FLORIDA 33409

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JOHN R. SHEPPARD, JR.

TELEPHONE  
(561) 615-0123  
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(561) 615-0128

February 17, 2016

Florida Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

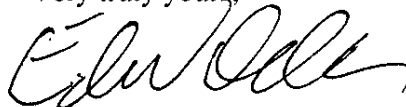
**Re: Articles of Amendment to Articles of Incorporation of  
Rainberry Bay Homes Association, Inc.**

To Whom It May Concern:

Enclosed please find an original and one copy of Amended and Restated Articles of Incorporation of Rainberry Bay Homes Association, Inc. Please accept said Amendment for filing and return a copy to the undersigned. Also, enclosed is the firm's check in the amount of \$35.00 to cover the filing fees.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,



EDWARD DICKER  
For the Firm

EAD:sao  
Enclosures  
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ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
FOR  
RAINBERRY BAY HOMES ASSOCIATION, INC.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the relevant provisions of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

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

SECOND: On March 5, 20 13, the above Amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

[OR]

SECOND: There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Dated 2/10/2016, 20 16.

RAINBERRY BAY HOMES ASSOCIATION, INC.

By: Philip Macri  
President

Philip Macri  
Typed or printed name

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ARTICLES OF INCORPORATION  
RAINBERRY BAY HOMES

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RAINBERRY BAY HOMES ASSOCIATION, INC.**

The Board of Directors of the Homes Association and its Members, desiring to maintain and operate a corporation not for profit Homeowners Association under the Chapters 617, and 720, Florida Statutes, as may be amended from time to time, hereby adopt the following Amended and Restated Articles of Incorporation.

**ARTICLE I  
Name**

The name of the corporation shall be RAINBERRY BAY HOMES ASSOCIATION, INC., which is hereinafter referred to as the "Association" or "Homes Association" whose principal place of business is 2801 Rainberry Circle South, Delray Beach, Florida.

**ARTICLE II  
Purposes and Powers**

The objects and purposes of the Homes Association are those objects and purposes as are authorized by the Declaration of Restrictions and Protective Covenants for Rainberry Bay Homes dated June 14, 1978, and recorded June 23, 1978, in Official Records Book 2882, Page 1333, Public Records of Palm Beach County, Florida, and those set forth in Florida Statutes, Chapters 617 and 720, these Articles of Incorporation, the Declaration and the Bylaws as each may be amended from time to time.

The Homes Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Homes Association, through its Board of Directors, shall have the powers reasonably necessary to operate the Association pursuant to the Declaration and those described in the By-Laws and these Articles, as each may be amended from time to time, including, but not limited to the following:

- A. To contract for the management, operation, administration and maintenance of the Homes Association and to delegate to the party with whom such contract has been entered the powers and duties of the Homes Association, except those which require specific approval of the Board of Directors or Members.
- B. The Homes Association 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 Restrictions and Protective Covenants above identified, including all of the powers pursuant to Chapter 720, Fla. Stat., as each may be amended from time to time. The Homes Association shall also have all of the powers necessary to implement the purposes of the Association, including all the powers of the Declaration of Restrictions and Protective Covenants and the Bylaws of the Homes Association.
- C. To promulgate and enforce or authorize the Master Association to enforce Rules and Regulations governing the use of the individual Lots and all improvements and persons situated thereon or residing therein, through fines or other legal means.

- D. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Rules.
- E. To suspend the voting rights of any Member for any period during which any assessments or other monetary obligations against its Lot remain unpaid in excess of ninety (90) days.
- F. To employ personnel to perform the services required for the proper operation of the Association.
- G. To purchase insurance for the protection of the Homes Association, its Officers and Directors.
- H. Duties and Powers. All of the duties and powers of the Homes Association existing under its Declaration, these Articles and its By-Laws shall be exercised by the Board, its agents, contractors or employees, subject to approval by Members when such approval is specifically required as provided in the Declaration, these Articles or the Bylaws.

### **ARTICLE III Members**

**Section 1. Membership.** Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a Member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member.

**Section 2. Voting Rights.** Members in Good Standing shall be entitled to one vote for each Lot in which they hold the interests required for Membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised by the Members as they among themselves determine. In no event shall more than one vote be cast with respect to any such Lot.

**Section 3. Meetings of Members.** The By-Laws of the Homes Association shall provide for an annual meeting of Members and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if thirty-percent (30 %) of the total number of Members of the Homes Association in Good Standing shall be present or represented at the meeting by proxy, or by Absentee Ballot. Further, Absentee Ballots that include the Member name, address and signature may be counted, along with proxies, in determining whether a quorum has been established at any meeting of the Members. At the discretion of the Board of Directors, the election for directors may be conducted by secret ballot in accordance with the provisions in the Bylaws, with the receipt of Ballots from thirty-percent (30%) of the Membership being sufficient to constitute a quorum.

### **ARTICLE IV Corporate Existence**

The corporation shall have perpetual existence.

**ARTICLE V**  
**Directors**

**Section 1. Management by Directors.** The property, business and affairs of the Homes Association shall be managed by a Board of Directors, which shall consist of three (3) Directors. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting of the Members. At no time shall more than one (1) Owner per Lot be entitled to serve on the Board of Directors at the same time.

**Section 2. Original Board of Directors.** The names and addresses of the first Board of Directors of the Association, who held office until the first annual meeting of Members in 1979, were as follows:

RICHARD SIEMENS	711 N.W. 25th Avenue, Delray Beach, Florida 33445
STANLEY M. KATZ	711 N.W. 25th Avenue, Delray Beach, Florida 33445
CAROLE SIEMENS	711 N.W. 25th Avenue, Delray Beach, Florida 33445

**Section 3. Election of Members of Board of Directors.** Directors shall be elected by the Members of the Association at the annual meeting of the Membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be Members of the Association.

**Section 4. Duration of Office.** Members elected to the Board of Directors shall hold office for two (2) years unless they resign at which time they may continue to serve, subject to the approval of the Board, until a qualified successor is appointed to fill the vacancy. Members elected to the Board of Directors may hold office for no more than two (2) consecutive elected terms before being required to take one (1) year off from service on any Rainberry Bay Master, Homes or Villas Board.

The two (2) consecutive elected terms shall include terms that any such Member has served on the Master Board of Directors or Homes Board of Directors or the Villas Board of Directors. Once a Member has served for two (2) consecutive elected terms, such Member must take at least one (1) year off from service on any such Board prior to being eligible to be a candidate for the Board of Directors again or to be appointed to the Board of Directors to fill a vacancy pursuant to Section 4 hereof. For purposes of determining whether a Member has served for two (2) consecutive elected terms, where a Member is appointed to fill a vacancy for the balance of an unexpired term for more than twelve (12) months, such Member shall be deemed to have been elected to one (1) of the two (2) allowable consecutive terms under this Section.

**Section 5. Vacancies.** If a director shall for any reason cease to be a director, the remaining directors may appoint a successor to fill the vacancy for the balance of the unexpired term.

**Section 6. Liability Insurance.** The Association shall purchase and maintain liability insurance in a minimum amount of \$500,000.00. In addition, the Association shall indemnify, defend and hold harmless all directors from liability incurred in the course of their activities as directors. Such obligation shall not exist in cases of fraud or criminal behavior, which has been finally determined by appropriate courts of law.

## ARTICLE VI

### Officers

**Section 1. Officers Provided For.** The Association shall have a President, a Vice President, a Secretary, and a Treasurer and such other officers as the Board of Directors may from time to time elect. The same person may hold two (2) offices, except that the President shall not also serve as the Secretary. The Officers of the Homes Association shall be selected from the directors elected to the Homes Association.

**Section 2. Election and Appointment of Officers.** The Officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. All officers shall be directors of the Association.

**Section 3. First Officers.** The names and address of the first officers of the Association, who held office until the annual meeting of directors in 1979 and until successors are duly elected and have taken office, was as follows:

Office	Name	Address
President	RICHARD SIEMENS	711 N.W. 25th Avenue Delray Beach, Florida
Vice President	STANLEY M. KATZ	711 N.W. 25th Avenue Delray Beach, Florida
Secretary/Treasurer	CAROLE SIEMENS	711 N.W. 25th Avenue Delray Beach, Florida

## ARTICLE VII

### By-Laws

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the Membership in the manner set forth in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

## ARTICLE VIII

### Amendments

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, by proxy, or by Absentee Ballot.

## ARTICLE IX

### Registered Agent

The County in the State of Florida where the principal office for the transaction of the business of this Association is to be located in the County of Palm Beach. The name and address of this Association's registered agent is St. John Rossin Podesta Burr & Lemme, PLLC or such other registered agent as from time to time determined by the Board of Directors.



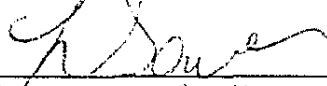
**ARTICLE X**  
**Subscribers**

The names and addresses of the subscribers to these Amended and Restated Articles of Incorporation are:

NORMA KOFF	2801 Rainberry Circle South, Delray Beach, Florida
VITO TARRICONE	2801 Rainberry Circle South, Delray Beach, Florida
CHARLES HARAD	2801 Rainberry Circle South, Delray Beach, Florida

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida, this 5 day of March, 2013.

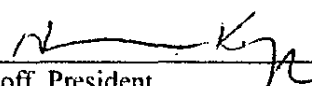
Signed in the presence of:

  
\_\_\_\_\_  
Signature *Liz*

Association:

Rainberry Bay Homes Association, Inc.  
A Florida Not for Profit Corporation


*Norma Koff*  
\_\_\_\_\_  
Print Name

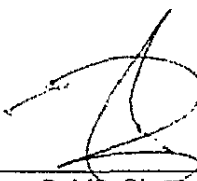
By:   
\_\_\_\_\_  
Norma Koff, President

STATE OF FLORIDA )

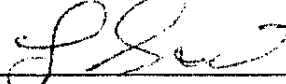
COUNTY OF PALM BEACH )

The Foregoing instrument was acknowledged before me this 5<sup>th</sup> day of March, 2013, by Norma Koff, as President of Rainberry Bay Homes Association, Inc. She is personally known to me and did not take an oath.

 IDALY DIAZ  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# EE041905  
Expires 11/1/2014  
(SEAL)

  
\_\_\_\_\_  
Notary Public Signature

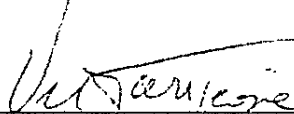
Signed in the presence of:

  
\_\_\_\_\_  
Signature

Liz Santor  
\_\_\_\_\_  
Print Name

Association:

Rainberry Bay Homes Association, Inc.  
A Florida Not for Profit Corporation

By:   
\_\_\_\_\_  
Vito Tarricone, Vice President / Secretary

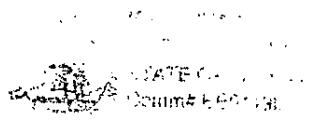
STATE OF FLORIDA            )

COUNTY OF PALM BEACH )

The Foregoing instrument was acknowledged before me this 5<sup>th</sup> day of March, 2013.

by Vito Tarricone, as Vice President / Secretary of Rainberry Bay Homes Association, Inc.

He is personally known to me or has produced and did not take an oath.



(SEAL)

\_\_\_\_\_  
Notary Public Signature