

RANDEE J. GOLDER, P.A.

*Attorney at Law*

THE WIDEMAN BUILDING, 2ND FLOOR  
100 WEST ATLANTIC AVENUE  
DELRAY BEACH, FLORIDA 33444  
TEL (561) 278-8177  
FAX (561) 278-0535

749370

January 6, 1997

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

400002052824--2  
-01/09/97--01081--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SUBJECT: Villas of Rainberry Homeowners Association, Inc.  
an existing Florida not-for-profit corporation

Enclosed please find an original and one (1) copy of the Amended and Restated Articles of Incorporation for the above corporation and check in the amount of \$ 35.00. This is an existing not-for-profit corporation which has amended and restated its articles of incorporation.

FROM: Randee J. Golder, P.A.  
Name  
400 W. Atlantic Ave., 2nd Floor  
Address  
Delray Beach, Florida 33444  
City, State, Zip  
(561) 276-6167  
Telephone Number

749370

97 FEB -3 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
1 APPROVED  
AND  
FILED

Please return a file-stamped copy to this office in the enclosed envelope.

Very truly yours,

*Randee J. Golder*

Randee J. Golder

RJG/rg  
Encl.

OK



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 17, 1997

RANDEE GOLDER  
400 WEST ATLANTIC AVENUE  
2ND FLOOR  
DELRAY BEACH, FL 33444

SUBJECT: THE VILLAS OF RAINBERRY HOMEOWNERS ASSOCIATION,  
INC.  
Ref. Number: 749370

We have received your document for THE VILLAS OF RAINBERRY HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation").

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 097A00002650

*Feb 3-97*

THIS DOCUMENT PREPARED BY  
AND TO BE RETURNED TO:

ORB 9610 Pg 1660

RANDEE J. GOLDER, P.A.  
400 W. Atlantic Ave., 2nd Floor  
Delray Beach, FL 33444

CERTIFICATE OF AMENDMENT AND RESTATEMENT OF  
THE ARTICLES OF INCORPORATION OF

**The Villas Of Rainberry Homeowners Association, Inc.**  
(a Florida not-for-profit corporation)

WE HEREBY CERTIFY that the attached Amended and Restated Charter of The Villas of Rainberry Homeowners Association, Inc., a Florida not-for-profit corporation, was duly adopted in the manner provided in the Thirteenth Section of the Charter, that is by proposal of the Board of Directors and approval by seventy-five percent (75%) of the members of the Association at a meeting duly called and noticed and held commencing August 12, 1996, which meeting was adjourned to November 9, 1996. This instrument replaces the Charter of The Villas of Rainberry Homeowners Association, Inc. as described in OR Book 3342 at Page 0643 of the Official Records of Palm Beach County, Florida and any other amendments recorded prior to the date of recording this instrument and replaces all Charters or Amendments previously filed with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, we have affixed our hands this 26 day of December, 1996, at Delray Beach, Palm Beach County, Florida.

WITNESSES:

The Villas of Rainberry Homeowners Association, Inc., a Florida not-for-profit corporation

Sign: M. J. Gallup  
Print: M. J. GALLOP

By: Clair T. Bauman  
Clair Bauman, President

Sign: Karen Giles  
Print: Karen Giles

Attest: Lila K. Feitler  
Lila Feitler, Secretary

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB -3 PM 3:00

APPROVED  
AND  
FILED

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26 day of December, 1996 by CLAIR T. BAUMAN and LILA K. FEITLER, as secretary and president for The Villas of Rainberry Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He/she is/are (Check one):

personally known to me or  has produced identification:

***Amended And Restated Charter Of  
The Villas Of Rainberry Homeowners Association, Inc.  
(Amended And Restated Articles Of Incorporation)***

---

1. The name of the Corporation is: The Villas of Rainberry Homeowners Association, Inc.

2. Said Corporation is incorporated as a corporation not-for-profit under the provisions of Chapter 617, Florida Statutes, as amended.

3. The address and post office address of the office of the Corporation in the State of Florida is 2100 Rainberry Lake Drive, Delray Beach, Florida 33445. Randee J. Golder, Esq. is hereby designated as the Registered Agent of the Corporation for the service of process upon the Corporation, with her offices at 400 W. Atlantic Avenue, 2nd Floor, Delray Beach, Florida 33444, being designated as the domicile for the service of process upon the Corporation, and Randee J. Golder is hereby authorized to accept service of process as a Registered Agent of the Corporation. The Board of Directors may change the registered agent from time to time by resolution duly adopted and by filing the required notice with the Secretary of State.

4. The purposes for which this Association is formed do not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential Lots and Common Areas within that certain tract of property located within Rainberry Lake Phase IV-A, being a portion of Rainberry Lake, a planned residential development located within the City of Delray Beach, Palm Beach County, Florida, according to the Plat thereof which has been or will be recorded among the Public Records of Palm Beach County, Florida, and to promote the health, safety and welfare of the residents within the above described property, and any additions thereto as may hereafter be brought within the jurisdiction of this Association. The Association shall have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

5. 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, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership for each Lot which he owns. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

6. The Association shall have voting membership. Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Paragraph 5. When more than one person holds such interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

7. The term for which this Corporation is to exist is perpetual.

8. The affairs of the Corporation are to be managed by the following Officers and

APPROVED  
AND  
FILED  
7 FEB 1978  
3:00  
THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

President  
Vice President  
Secretary  
Treasurer

9. The Officers shall be elected according to the Bylaws. The annual meeting of the Members shall be held during the third week of February as established by the Board of Directors. Meetings of the membership shall be held in Palm Beach County, Florida, at such place as may be specified in the notice of meeting. The Board of Directors shall always use its best efforts to provide a meeting place as near to Rainberry Lake as possible. The Directors elected at the first annual meeting and at each subsequent annual meeting of the Members shall elect Officers of the Corporation who will hold office until the next annual meeting of the Board of Directors, or until their successors are elected and qualified.

10. This Corporation shall be governed by a Board of Directors consisting of nine (9) persons, who shall be elected according to the Bylaws.

At the expiration of the term of office of each of the said respective Directors, his successor shall be elected to serve a term of three (3) years. Directors shall hold office until their successors have been elected and qualified. Vacancies in the Board of Directors may be filled by the remaining Directors and the Directors so appointed by the remaining Directors shall serve until the next annual meeting or special meeting of the Members of the Association. At that meeting, a Director will be elected who will serve until the term of the departing Director has expired.

The Directors shall have the right to increase or decrease the number of the Board of Directors from time to time and to fill the vacancies thereby created. However, at no time shall there be less than three (3) Directors.

The annual meeting of the Board of Directors shall be held immediately following and at the same place as the annual meeting of the Members of the Association. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors on the giving of not less than three (3) days' notice to each Director. Directors may waive notice of a meeting or consent to or take any action without a formal meeting. At any meeting of the Board of Directors a majority of the Board of Directors shall constitute a quorum for the transaction of business, and any action may be taken by a majority of those present except as may otherwise be required by the Bylaws or the Declaration.

11. The Board of Directors shall have all the powers and duties referred to in the Declaration of Covenants and Conditions, Bylaws, and in the Statutes of the State of Florida respecting corporations not-for-profit.

12. The Board shall have no authority to approve or authorize any capital expenditure in excess of five percent (5%) of the total annual budget of the Association. Any expenditure in excess of five percent (5%) of the total annual budget of the Association shall require approval of fifty percent (50%) of the members entitled to vote. Any expenditure in excess of ten percent (10%) of the total annual budget of the Association shall require approval of seventy-five percent (75%) of the members entitled to vote.

Notwithstanding the preceding paragraph, the Board shall have the authority to spend funds in a special reserve account for the purpose for which the special reserve account was established.

APPROVED  
AND  
FILED  
7 FEB - 2 1968  
SECRETARY  
STATE OF FLORIDA

in the manner provided for in the Bylaws and it contains a full statement of the proposed alteration, amendment, change, addition or repeal, and (b) there is an affirmative vote of seventy-five percent (75%) of the voting membership. An Amendment to these Articles may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the Members upon a vote of a minimum of twenty-five percent (25%) of the Members entitled to vote. Upon any Amendment or Amendments to these Articles of Incorporation being proposed by said Board of Directors or Members, such proposed amendment or Amendments shall be transmitted to the President of the Association or such other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the Membership of the Association in accordance with the Bylaws.

14. This Corporation shall never have or issue shares of stock nor will it ever have or provide for non-voting membership.

15. From time to time, and at least once annually, the corporate Officers shall furnish periodic reports to the Members, which shall include profit and loss statements and balance sheets prepared in accordance with sound business and accounting practice.

16. The Association shall indemnify its officers, directors, and employees to the extent allowed by Chapters 617 Florida Statutes.

17. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. 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 such similar purposes. The dissolution of the Association shall be subject to the provisions of Chapter 617 of the Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Delray Beach, Palm Beach County, Florida, this 26 day of December, 1996.

WITNESSES:

VILLAS OF RAINBERRY HOMEOWNERS ASSOCIATION, INC.

M. J. Gallup  
Sign

M. J. Gallup  
Print

Karen Giles  
Sign

Karen Giles  
Print

Chas. J. Bon

Lila K. Feitler

BY: Lila K. Feitler, Secretary

(Address) 2100 Rainberry Palm Dr  
Delray Beach, Florida 33448

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
97 FEB - 3 PM 3:00

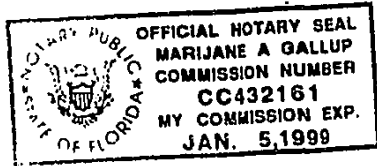
APPROVED  
AND  
FILED

STATE OF FLORIDA            )  
                                          )SS  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 26 day of December, 1996, by Lila K. Feitler, as Secretary of The Villas of Rainberry Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He or she (Check One):

is personally known to me;    or     has produced the following identification  
(Describe)

Marijane A. Gallup  
Print: MARIJANE A. GALLUP  
NOTARY PUBLIC - STATE OF FLORIDA  
MY COMMISSION EXPIRES:



HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

*Randee J. Holder*

Date: 1/27/97