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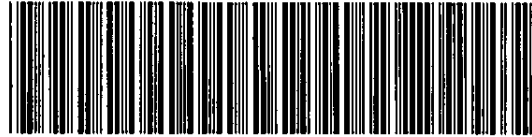
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Amended &
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Articles

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Rainberry Bay Villas Association, Inc.

DOCUMENT NUMBER: 743848

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gerald Chernicoff

(Name of Contact Person)

Rainberry Bay Master Association, Inc.

(Firm/ Company)

2801 Rainberry Circle South

(Address)

Delray Beach FL 33445

(City/ State and Zip Code)

'Bookkeeper@CustomPropertyManagement.com'
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gerald at (561) 272 6560
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

The Board of Directors of the Villas 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 VILLAS ASSOCIATION, INC., which is hereinafter referred to as the "Association" or "Villas 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 Villas Association are those objects and purposes as are authorized by the Declaration of Restrictions and Protective Covenants for Rainberry Bay Villas dated June 14, 1978, and recorded June 23, 1978, in Official Records Book 2882, Page 1341, 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 Villas 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 Villas 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 of the Villas Association and to delegate to the party with whom such contract has been entered the powers and duties of the Villas Association, except those which require specific approval of the Board of Directors or the Members.
- B. The Villas 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 same may be amended from time to time. The Villas 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 Villas Association.
- C. To promulgate and enforce or authorize the Master Association to enforce Rules and Regulations governing the use of the individual Lots, the Access Areas 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 Villas Association, its Officers and Directors.
- H. **Duties and Powers.** All of the duties and powers of the Villas 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 Villas Association shall provide for an annual meeting of the 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 Villas 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 Villas 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, 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 Villas Association shall be selected from the directors elected to the Villas 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 shall hold office until the annual meeting of directors in 1979 and until successors are duly elected and have taken office, shall be 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 Konyk & Lemme, PLLC, 777 S Flagler Dr., Suite 800 – West Tower, West Palm Beach, Florida 3340 1, 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:

MARLENE SEGEL	2801 Rainberry Circle South, Delray Beach, Florida
MARIA TERRY-SICA	2801 Rainberry Circle South, Delray Beach, Florida
RUTH TRIMMER	2801 Rainberry Circle South, Delray Beach, Florida

The date of each amendment(s) adoption: January 31, 2013

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 5, 2013

Signature Marie Terry Sica
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Marie Terry Sica
(Typed or printed name of person signing)

President
(Title of person signing)

**AMENDED AND RESTATED BY-LAWS OF
RAINBERRY BAY VILLAS ASSOCIATION, INC.**

I HEREBY CERTIFY that the Amendments attached as Exhibit "A" to this Certificate were duly adopted as the Amendments to the Amended and Restated By-Laws of Rainberry Bay Villas Association, Inc.

The Amendments to the By-Laws were approved by the members at a duly called and noticed meeting of members pursuant to the By-Laws. The By-Laws of Rainberry Bay Villas Association are as defined in the Declaration of Restrictions and Protective Covenants for Rainberry Bay Villas dated June 14, 1978 and recorded June 23, 1978 in Official Records Book 2882, at Page 1341 of the Public Records of Palm Beach County, Florida, as same may be amended or supplemented from time to time.

DATED this 5 day of MARCH 2013.

WITNESSES FOR BOTH:

**RAINBERRY BAY VILLAS
ASSOCIATION, INC.**

1. Sign [Signature] By: [Signature]
Marie Terry Sica, President

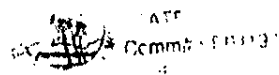
2. Sign [Signature] Attest: [Signature]
Ruth Trimmer, Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, personally appeared Marie Terry Sica, as President and Ruth Trimmer, as Secretary of Rainberry Bay Villas Association, Inc., known to me to be the individuals who executed the foregoing instrument. Both acknowledged to and before me that Marie Terry Sica, as President of the Association, and Ruth Trimmer as Secretary of the Association, executed such instrument with due and regular corporate authority and that said instrument is the free act and deed of the Association. They did take an oath.

WITNESS my hand and official seal this 5 day of MARCH 2013.

(SEAL)



NOTARY PUBLIC

Sign [Signature]

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 20 day of Feb, 2015.

Signed in the presence of:

Association:

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

Joanne Steiner
Signature

JOANNE STEINER
Print Name

By: [Signature]
David Saks, President

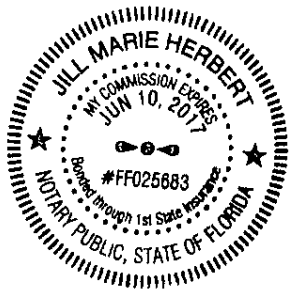
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The Foregoing instrument was acknowledged before me this 20 day of Feb 2015,
by David Saks as President of Rainberry Bay Villas Association, Inc.

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

(SEAL)



[Signature]
Notary Public Signature

Signed in the presence of:

[Handwritten Signature]

Signature

David Saks

Print Name

Association:

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

By *Joanne Steiner*
Joanne Steiner, Vice President

STATE OF FLORIDA)

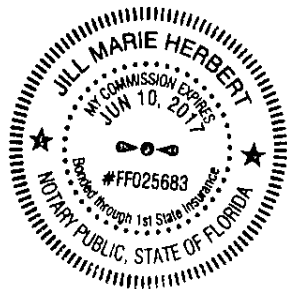
COUNTY OF PALM BEACH)

The Foregoing instrument was acknowledged before me this 20 day of Feb, 2015.

By Joanne Steiner as Vice President of Rainberry Bay Villas Association, Inc.

She is personally known to me and did not take an oath.

(SEAL)



Jill Marie Herbert
Notary Public Signature

Return this instrument to:
Will Call Box 221
700 S. Flagler Drive
Suite 800 - West Tower
West Palm Beach, Florida 33401

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
RAINBERRY BAY VILLAS ASSOCIATION, INC.**

I HEREBY CERTIFY that the Amendments attached as Exhibit "A" to this Certificate were duly adopted as the Amendments to the Amended and Restated Articles of Incorporation of Rainberry Bay Master Association, Inc. The Amendments to the Articles of Incorporation were approved by the members at a duly called and noticed meeting of members that was first convened on January 23, 2013 and postponed to a date certain of January 31, 2013 pursuant to its Articles of Incorporation and the By-Laws. The Articles of Incorporation of Rainberry Bay Villas Association are as defined in the Association Covenants for Rainberry Bay dated June 14, 1978, and recorded June 23, 1978, in Official Records Book 2882, at Page 1341 of the Public Records of Palm Beach County, Florida, as same may be amended or supplemented from time to time.

DATED this 20 day of February 2015.

WITNESSES FOR BOTH:

**RAINBERRY BAY VILLAS
ASSOCIATION, INC.**

1. Sign [Signature] By: [Signature]
David Saks, President

2. Sign [Signature] Attest: [Signature]
Joanne Steiner, Vice President

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, personally appeared David Saks, as President and Joanne Steiner as Vice President of Rainberry Bay Villas Association, Inc., who presented identification FL Drivers Licenses _____ and 5356 090 38 759-0 who executed the foregoing instrument. Both acknowledged to me that they executed such instrument with due and regular corporate authority and that said instrument is the free act and deed of the Association. They did take an oath.

WITNESS my hand and official seal this 20 day of Feb 2015

(SEAL)



NOTARY PUBLIC

Sign [Signature]

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ARTICLES OF INCORPORATION
RAINBERRY BAY VILLAS

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