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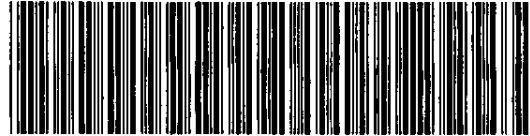
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*Amended &  
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*Articles*

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2015 MAR -4 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR  
3/4/15*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Rainberry Bay Master Association, Inc.

DOCUMENT NUMBER: 743849

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:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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**

FILED

2015 MAR -4 PM 3: 32

**RAINBERRY BAY MASTER ASSOCIATION, INC.**

The Board of Directors of the Association and its Members, desiring to maintain and operate a corporation not for profit Homeowners Association under 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 MASTER ASSOCIATION, INC., which is hereinafter referred to as the "Master Association" or "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 Master Association are those objects and purposes as are authorized by the Master Association Covenants for Rainberry Bay dated June 14, 1978, and recorded June 23, 1978, in Official Records Book 2882, Page 1318, 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 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 Association, through its Board of Directors, shall have the powers reasonably necessary to operate the Association pursuant to the Declaration and as more particularly 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 Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.
- B. To contract for bulk rate cable television services, telecommunication services and Internet services pursuant to Chapter 720, as may be amended, and to include such rate with the regular assessments for providing such service.
- C. To make and collect Assessments and other charges against Members and to use the proceeds thereof in the exercise of its powers and duties.
- D. With the approval of its Members, pursuant to the Declaration or Bylaws, to buy, own, operate, lease, sell, trade and mortgage both real and personal property.
- E. To purchase insurance covering all of the Common Properties, or portions thereof, and insurance for the protection of the Association, its Officers and Directors.

- F. To make and amend reasonable Rules for the maintenance, conservation and use of the property subject to the Master Association Covenants for Rainberry Bay and for the health, comfort, safety and welfare of the Members.
- G. To promulgate and enforce Rules and Regulations governing the use of the individual Lots, the Common Areas and all improvements and persons situated thereon or residing therein, through fines or other legal means.
- H. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Rules concerning the use of the Association and its property. 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.
- I. To employ personnel to perform the services required for the proper operation of the Association.
- J. The 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 Covenants above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association.
- K. Duties and Powers. All of the duties and powers of the Association existing under the Declaration, these Articles and the 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 shall be all those owners as defined in Section 1. Members in Good Standing shall be entitled to one (1) 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 (1) vote be cast with respect to any such Lot.

**Section 3. Meetings of Members.** The By-Laws of the 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 amount of Members 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 Association shall be managed by a Board of Directors which shall consist of nine (9) persons, composed of the three (3) Members of the Board of Directors of the Homes Association ("Homes"), the three (3) Members of the Board of Directors of the Villas Association ("Villas") and three (3) Members elected at large from the entire Rainberry Bay community. A director elected to the at-large Master Association shall not also serve as a director of the Homes Association or the Villas Association. A majority of the directors in office shall constitute a quorum for the transaction of business. 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 shall hold office until the first annual meeting of Members in 1979 and until qualified successors are duly elected and have taken office, shall be 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.** The Members elected at-large to the Board of Directors shall hold office for a two (2) year term. Should members of the Board of Directors resign, 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, Homes or 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 for Directors.** 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 President, Vice President, Secretary and Treasurer of the Master Association Board shall be selected only from the at-large directors. The same person may hold two (2) offices, except that the President shall not also serve as the Secretary. The nine (9) members of the Master Association Board shall elect the Officers of the Master 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 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 held office until the annual meeting of directors in 1979 were as follows:

Office	Name	Address
President	RICHARD SIEMENS	711 N.W. 25th Avenue Delray Beach, Florida 33445
Vice President and Secretary	STANLEY M. KATZ	711 N.W. 25th Avenue Delray Beach, Florida 33445
Treasurer and Asst. Secretary	CAROLE SIEMENS	711 N.W. 25th Avenue Delray Beach, Florida 33445

## **ARTICLE VII**

### **By-Laws**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation and the Declaration. 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, 33401, or such other registered agent as from time to time determined by the Board of Directors.

## **ARTICLE X**

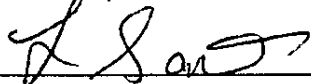
### **Subscribers**

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

Name	Address
HENRY WOODS	2801 Rainberry Circle South, Delray Beach, Florida
IRVING CAMIEL	2801 Rainberry Circle South, Delray Beach, Florida
ROSALYN ELFMAN	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<sup>th</sup> day of March, 2013.

Signed in the presence of:

  
\_\_\_\_\_  
Signature

Liz Santos  
\_\_\_\_\_  
Print Name

Association:

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

By:   
\_\_\_\_\_  
Henry Woods, President


STATE OF FLORIDA )

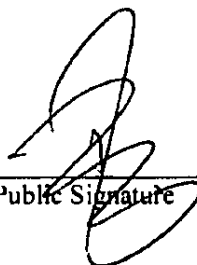
COUNTY OF PALM BEACH )

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

Henry Woods, as President of Rainberry Bay Master Association, Inc.

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

(SEAL)  IDALY DIAZ  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# EE041905  
Expires 11/15/2014

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



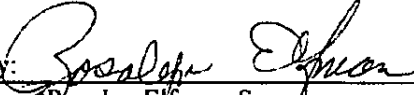
Signed in the presence of:

  
Signature

Liz Santos  
Print Name

Association:

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

By:   
Rosalyn Elfman, Secretary


STATE OF FLORIDA )

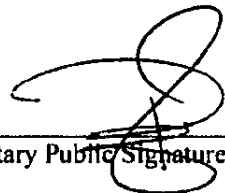
COUNTY OF PALM BEACH )

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

by Rosalyn Elfman, as Secretary of Rainberry Bay Master Association, Inc.

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

(SEAL)  IDOLY DIAZ  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm. #041905  
Expires 11/15/2014

  
Notary Public Signature

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and field the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida, this 20 day of February, 2015.

Signed in the presence of:

B. Joanne Steiner  
Signature

Joanne Steiner

Association:

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

By:

Robert Golambos  
Robert Golambos, President

STATE OF FLORIDA )

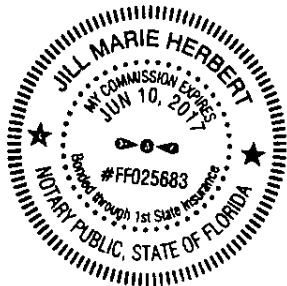
COUNTY OF PALM BEACH )

The Foregoing instrument was acknowledged before me this 20<sup>th</sup> day of February, 2015, by

Robert Golambos, as President of Rainberry Bay Master Association, Inc.

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

(SEAL)



Jill Marie Herbert  
Notary Public Signature

Signed in the presence of:

[Signature]  
Signature

David Saks  
Print Name

Association:

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

By: [Signature]  
Ronald Lemoine, Secretary

STATE OF FLORIDA )

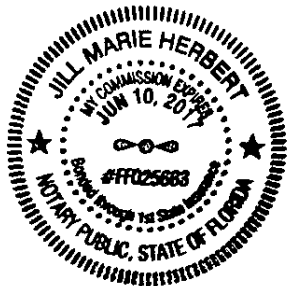
COUNTY OF PALM BEACH )

The Foregoing instrument was acknowledged before me this 26 day of Feb, 2015  
2015.

By Ronald Lemoine of Rainberry Bay Master Association, Inc.

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

(SEAL)



[Signature]  
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 MASTER 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 Master Association are as defined in the Master Association Covenants for Rainberry Bay dated June 14, 1978, and recorded June 23, 1978, in Official Records Book 2882, at Page 1318 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 MASTER  
ASSOCIATION, INC.**

1. Sign [Signature]

By: [Signature]  
Robert Golambos, President

2. Sign [Signature]

Attest: [Signature]  
Ronald Lemoine, Secretary

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

BEFORE ME, personally appeared Robert Golambos, as President and Ronald Lemoine as Secretary of Rainberry Bay Master Association, Inc., who presented identification FL Drivers Licenses 6451765474 and 253673348 0310 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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RAINBERRY BAY MASTER

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