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FLORIDA PROFIT/NON PROFIT CORPORATION
 RAINFOREST ESTATES HOMEOWNERS ASSOCIATION, INC.

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H13000012626 3

**ARTICLES OF INCORPORATION
OF
RAINFOREST ESTATES HOMEOWNERS ASSOCIATION, INC.**

I, the undersigned, hereby incorporating for the purpose of forming a non-profit corporation under the laws of the State of Florida, pursuant to Florida Statute 817, et seq., do hereby adopt the following Articles of Incorporation and certify as follows:

ARTICLE I

Name

The name of the corporation shall be:

RAINFOREST ESTATES HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

Purpose

The general purpose of this non-profit corporation is to be the "Homeowners Association" (as defined in F.S. 720, et seq., as amended from time to time ("Homeowners Association Act")) for the operation of RAINFOREST ESTATES HOMEOWNERS ASSOCIATION, INC., created pursuant to the provisions of the Homeowners Association Act; and as such, to operate and administer said Homeowners Association and carry out the functions and duties of said Homeowners Association as set forth in the Declaration Of Covenants, Conditions And Restrictions For Rainforest Estates established for said Homeowners' Association.

ARTICLE III

Membership

Section 1. All persons who are Owners of Parcels within said Homeowners' Association shall automatically be Members of this Corporation. Such membership shall automatically terminate when such person is no longer the Owner of a Parcel. Membership in this Corporation shall be limited to such Homeowners' Association Parcel Owners.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Covenants, Conditions and Restrictions ("Declaration") that shall be filed for said Homeowners' Association among the Public Records of Broward County, Florida.

Section 2. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

H13000012626 3

H13000012626 3

Section 3. Subject to the Declaration and By-Laws, on all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, subject to the voting, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

Section 4. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE IV
Term of Existence

This Corporation shall have perpetual existence.

ARTICLE V
Address of Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
GENESIS RE HOLDINGS 7, LLC	5008 MALLARDS PLACE COCONUT CREEK, FL 33073

ARTICLE VI
Officers

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) members, with the exact number to be set by the Board of Directors from time to time. Subject to the provisions contained in the By-laws, the directors subsequent to the first Board of Directors shall be elected at the annual meeting of the membership, or until their successors shall be elected and shall qualify. Provisions for such election, and provisions respecting the removal, disqualification, and resignation of directors and for filling vacancies on the Board of Directors shall be established by the By-Laws.

Section 2. The initial officers of the Corporation shall be:

President	:	Severino Rodrigues
Vice President	:	Devin Kalvaitis
Secretary/Treasurer	:	Devin Kalvaitis

who shall be elected until the first election of officers, pursuant to the terms of the Declaration of Covenants and whose successors shall be elected from time-to-time in the manner set forth in the Declaration of Covenants and By-Laws adopted by the Corporation. Their address shall be care of the Corporation.

H13000012626 3

H13000012626 3

ARTICLE VII
Board of Directors

Section 1. The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership:

Severino Rodrigues
Devin Kalvaitis
James Kern

Section 2. Except for an owner that is not a natural person (e.g., a corporation, limited liability company, partnership, etc.), only owners of a lot may serve on the Board of Directors.

ARTICLE VIII
By-Laws

The By-Laws of the Corporation shall initially be made and adopted by its first Board of Directors, and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

ARTICLE IX
Amendment

Section 1. These Articles of Incorporation may be modified or amended at any duly convened meeting of the Members by the affirmative vote of a majority of the total votes of the Members present at a duly called meeting of the Unit Owners of the Association. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary, or an Assistant Secretary, and executed and acknowledged by the President, has been filed with the Secretary of State, and all filing fees paid.

Section 2. The Declarant (as is defined in the Declaration) may amend these Articles without the approval of the Members until such time that the Declarant is no longer an owner of any Lot in the Association.

Section 3. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Broward County, Florida.

ARTICLE X
Powers

Section 1. This Corporation shall have all of the common law and statutory powers of a corporation not for profit under Florida law that are not in conflict with the

H13000012626 3

provisions of these Articles, the Declaration, the By-Laws or the Homeowners Association Act of the State of Florida, as may be amended from time to time.

Section 2. The Association shall have all of the powers and duties set forth in the Homeowners Association Act, except as limited by these Articles, the By-Laws and the Declaration, and all of the powers and duties reasonably necessary to operate the Homeowners' Association pursuant to the Declaration and as more particularly described in the By-Laws and these Articles, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

(c) To maintain, repair, replace, reconstruct, add to and operate the Homeowners' Association Property, and other property acquired or leased by the Association.

(d) To purchase insurance upon the Homeowners' Association Property and insurance for the protection of the Association, its officers, directors and Unit Owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Homeowners' Association Property and for the health, comfort, safety and welfare of the Unit Owners.

(f) To approve or disapprove the leasing, transfer, ownership and possession of the Units as may be provided by the Declaration.

(g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Homeowners' Association Property, subject, however, to the limitation regarding assessing Units owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration and/or By-Laws.

(h) To contract for the management and maintenance of the Homeowners' Association Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair, and replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Homeowners Association Act, including,

H13000012626 3

but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

(i) To employ personnel to perform the services required for the proper operation of the Homeowners' Association.

(j) To exercise all other powers and duties as may be set forth in the By-Laws and the Declaration, and that a corporation not for profit may exercise.

(k) The power to levy reasonable fines as allowed by Section 720 Fla. Stat., et. seq.

ARTICLE XI **Distribution**

There shall be neither any dividends paid to any of the members nor shall any part of the income of the corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be either refunded to the members (which shall not constitute a dividend or an income) or kept by the Association and applied against the Association's expenses for the following year as shall be determined by the Board of Directors of the Association or may be used in a reserve account. The Corporation may pay compensation in a reasonable amount to its members, directors, and officers, and/or the Declarant, its directors and officers and employees for services rendered, and may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution to its members as is permitted by law or the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income. Officers of the Corporation may be reimbursed for reasonable business expenditures, and such reimbursements shall not be classified as a dividend or income.

This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the Homeowners' Association and the transfer thereof, as well as the number and voting of members, shall be upon such terms and conditions as provided for in the Declaration and By-Laws.

ARTICLE XII **Principal Office**

The principal offices of the Corporation shall be located at 5008 Mallards Place, Coconut Creek, FL 33073, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time-to-time be designated by the Board of Directors.

H13000012626 3

H13000012626 3

ARTICLE XIII
Registered Agent

The registered resident agent of the Corporation shall be Steven A. Weinberg, Esquire, Frank, Weinberg & Black, P. L., 7805 S.W. 6th Court, Plantation, Florida 33324, for the purpose of accepting service of process for the above stated Corporation.

ARTICLE XIV
Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of non contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

{Signature follows on next page}

H13000012626 3

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IN WITNESS WHEREOF, the incorporator hereof has hereunto set his hand and seal this 15th day of January, 2013.

Signed, sealed and delivered
In the presence of:

GENESIS RE HOLDINGS 7, LLC, a
Florida limited liability company

By: GENESIS RE HOLDINGS, LLC

Valentina Rodriguez
Raquel Casanova

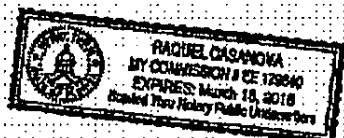
By: Severino Rodriguez
Severino Rodriguez, Manager

STATE OF FLORIDA)
) S.S.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority on this 15th day of January, 2013, personally appeared Severino Rodriguez, as the Manager of Genesis RE Holdings, LLC, as a Manager of Genesis RE Holdings 7, LLC, who, after being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation of RAINFOREST ESTATES HOMEOWNERS HOMEOWNERS ASSOCIATION, INC., for the purposes therein expressed and is personally known to me.

Raquel Casanova
NOTARY PUBLIC
State of Florida

My Commission Expires:



H13000012626 3

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13 JAN 16 AM 11:27

H13000012626 3

STATEMENT OF REGISTERED AGENT

In pursuance of Chapter 607.0501 Florida Statutes, the following is submitted, in compliance with said Act.

That RAINFOREST ESTATES HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office at 5008 Mallards Place, Coconut Creek, FL 33073, has named STEVEN A. WEINBERG, ESQ., located at 7805 S.W. 6th Court, Plantation, Florida 33324, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


STEVEN A. WEINBERG

Dated: Jan 15 2013.

H13000012626 3