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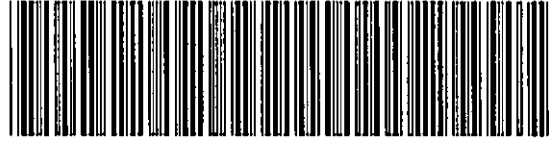
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MAR 28 2019
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COVER LETTER

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

SUBJECT: Raingarden Association, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Robert C. Chilton, Esq.

Name (Printed or typed)

245 S. Central Avenue

Address

Bartow, FL 33830

City, State & Zip

863-533-7117

Daytime Telephone number

robert@bosdun.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
RAINGARDEN ASSOCIATION, INC.**

We, the undersigned Incorporators, by these Articles of Incorporation (hereinafter "Articles") do hereby form a non-profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (hereinafter "Act").

1. Name. The name of this corporation shall be **RAINGARDEN ASSOCIATION, INC.**

2. Address. The street address of the initial principal office of the Association is 56 4th Street NW, Ste. 200, Winter Haven, FL, 33880 and the initial mailing address of the corporation is P.O. Box 7378, Winter Haven, FL, 33883-7378.

3. Term. The Association shall have perpetual existence.

4. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Florida's Condominium Act for the operation of Raingarden, a condominium, located in Winter Haven, Polk County, Florida.

5. Definitions. When used in these Articles, the Terms defined in Section 5 of Declaration of Condominium for Raingarden, a condominium, shall have the same definitions and meanings as in the Declaration.

6. Powers.

6.1 The Association shall have all common-law and statutory powers of a corporation not for profit under the laws of Florida to engage in any lawful act or activity.

6.2 The Association will have the powers and duties set forth in the Condominium Act, and except as limited by the Condominium Act, those powers and duties set forth in these Articles, the Bylaws, and the Declaration and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the Bylaws, 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 Owners, and to use the proceeds from the Assessments and other charges 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 Condominium and other property acquired or leased by the Association.

(D) To purchase insurance upon the Condominium and insurance for the protection of the Association, its officers, directors and Owners.

(E) To make and amend Rules and Regulations for the operation of the Association and the Condominium, the maintenance, conservation and use of the Units, Condominium Property and the Common Elements, and the health, comfort, safety and welfare of the Owners and those present on the Condominium Property.

(F) To sue and be sued.

(G) To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium, 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 Bylaws.

(H) Make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes, including but not limited to borrowing money for its corporate purposes at such rates of interest as the corporation may determine and securing any of its obligations by mortgage, pledge or deed of trust.

(I) To contract for the management and maintenance of the Condominium and to employ a management agent and/or manager at reasonable compensation to assist the Association in carrying out its powers, functions and duties.

(J) To employ personnel to perform the services required for the proper operation of the Condominium.

(K). To do such other things as are incidental to the powers of the Association or necessary or desirable in order to accomplish the purposes of the Association.

7. Not for Profit. The corporation is not for profit under the Act. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as from time to time amended (herein the "Code"). No member of the corporation shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

8. Tax Exempt Status. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, and which is other than a private

foundation as defined in Section 509 of the Code. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3) of the Code.

9. Membership.

9.1 The members of the Association shall consist of every Owner, including the Developer, of a Unit, and in the case of multiple Owners, every group of record Owners of a Unit. The foregoing is not intended to include persons or entities that hold an interest merely as security for performance of an obligation. Membership in the Association shall be appurtenant to and may not be separated from ownership of the Unit.

9.2 The shares in the funds and assets of the Association cannot be assigned, pledged or transferred by an Owner except as an appurtenance to the Unit for which that share is held.

9.3 Every Member of the Association shall have one (1) vote for each Unit to which it holds title, which vote must be exercised in the manner provided by the Declaration and Bylaws.

10. Incorporators. The names and addresses of the Incorporators of the Association are as follows:

<u>Name</u>	<u>Address</u>
Carl J. Strang, III	56 4th Street NW, Ste. 200, Winter Haven, FL 33880
Steven E. Crisman	56 4th Street NW, Ste. 200, Winter Haven, FL 33880
Kerry Wilson	56 4th Street NW, Ste. 200, Winter Haven, FL 33880

11. Board of Directors and Officers. The affairs of the Association shall be governed and managed by the Board of three (3) Directors who shall be determined as provided in the Bylaws. The affairs of the Association shall be administered by its Officers who shall be determined as provided in the Bylaws. The names and addresses of the initial Directors and Officers of the Association are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Carl J. Strang, III	President	56 4th Street NW, Ste. 200, Winter Haven, FL 33880
Steven E. Crisman	Vice President/ Treasurer	56 4th Street NW, Ste. 200, Winter Haven, FL 33880
Kerry Wilson	Secretary	56 4th Street NW, Ste. 200, Winter Haven, FL 33880

12. Bylaws. The initial Board of Directors shall make and adopt Bylaws not in conflict with these Articles. The Bylaws shall be altered and amended in the manner provided in the Bylaws.

13. Indemnification.

13.1 Every Director and Officer shall be indemnified by the Association against all expenses and liabilities reasonably incurred by or imposed upon him in connection with any proceeding, whether civil, criminal, administrative or investigative, or any settlement of a proceeding, or any appeal from a proceeding, to which he may be a part or in which he may become involved by reason of his being or having been a Director or Officer, whether or not he is a Director or Officer at the time such expenses are incurred, regardless of by whom the proceeding is brought, except in relation to matters as to which any such Director or Officer shall be adjudged liable for willful misconduct, gross negligence or bad faith; provided that in the event of a settlement, the indemnification shall apply only if all of the non-interested Directors approve such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. The expenses incurred in such a proceeding may be paid by the Association in advance upon receipt of an undertaking to repay such expenses from the Director or Officer, or former Director or Officer, if all of the non-interested Directors, in their discretion, approve such advance as being in the best interests of the Association unless the non-interested Directors, in their discretion, deem it substantially likely that such Director or Officer shall be adjudged liable for willful misconduct, gross negligence or bad faith.

13.2 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer against any liability asserted against him and incurred by him in such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him again such liability hereunder.

13.3 No amendment of this provision shall be applicable to any person eligible for indemnification hereunder who has not given prior written consent to such amendment.

14. Amendments.

14.1 These Articles may be amended by the affirmative vote of two-thirds (2/3) of the Voting Interest. The approval of Owners must be secured either by:

(A) Written consent to the proposed amendment each executed before two witnesses (the consents need not be notarized); or

(B) A vote of the Owners at any annual or special membership meeting called for the purpose.

14.2 Notice of any membership meeting to consider a proposed amendment shall include a copy of the amendment and be furnished as provided in the Bylaws.

14.3 No amendment may change the configuration or size of any Unit in any material fashion, materially alter or modify the appurtenances to a Unit, change the proportion or percentage by which the Owner of a Unit shares the common expenses and owns the common surplus, make any changes in the qualifications for membership or make any changes in the voting rights of Owners unless all Owners of all of the Units, and mortgagees holding a mortgage on the Units, consent in writing to the amendment.

14.4 No amendment shall materially alter the rights of the Developer without the Developer's approval until the Developer no longer holds any Units for sale in the ordinary course of business, or the Developer transfers control of the Association to the Owners, whichever occurs first.

14.5 Except as expressly limited by law, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

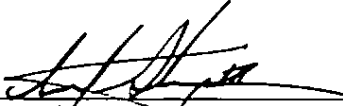
15. Registered Office and Agent. The street address of the initial registered office of the corporation is 56 4th Street NW, Ste. 200, Winter Haven, FL, 33880, and the name of its registered agent at that address is Carl J. Strang, III.

16. Conflicts. If there is a conflict between any provision of these Articles and the Bylaws, these Articles shall control. If there is a conflict between any provision of these Articles and the Declaration, the Declaration shall control.

17. Dissolution. Upon dissolution of the Association, its assets shall be distributed as provided in the Declaration and in a manner in compliance with Section 501(c)(3) of the Code.

18. Attorney's Fees and Costs. In any proceeding, including any form of alternative dispute resolution wherein a prevailing party is determined, to enforce or interpret these Articles of Incorporation, the prevailing party shall be entitled to recover the expenses reasonably incurred incident thereto, including reasonable attorney's fees and court costs at all preliminary, arbitration, mediation, pretrial, trial and appellate levels.

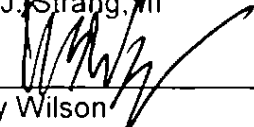
IN WITNESS WHEREOF, we, the undersigned Incorporators, have, for the purpose of forming Raingarden Association, Inc., affixed our signatures on this 22nd day of January, 2019.



Carl J. Strang, III



Steven E. Crisman



Kerry Wilson

STATE OF FLORIDA
COUNTY OF POLK

The foregoing was acknowledged before me this 22nd day of January, 2019, by Carl J. Strang, III, who produced a drivers' license as identification.



STATE OF FLORIDA
COUNTY OF POLK

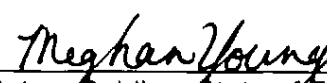


Notary Public – State of Florida

The foregoing was acknowledged before me this 22nd day of January, 2019, by Steven E. Crisman, who produced a drivers' license as identification.



STATE OF FLORIDA
COUNTY OF POLK



Notary Public – State of Florida

The foregoing was acknowledged before me this 22nd day of January, 2019, by Kerry Wilson, who produced a drivers' license as identification.





Notary Public – State of Florida

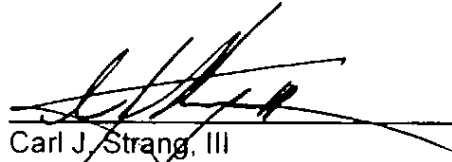
CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Raingarden Association, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles, in Winter Haven, Florida, has named Carl J. Strang, III, having an address of 56 4th Street NW, Ste. 200, Winter Haven, FL 33880, as its statutory registered agent.

Having been named the statutory agent of the Association, at the place designated in this certificate, I hereby accept the same and agree to act in this capacity; and agree to comply with the provisions of Florida law relative to keeping the registered office open.

January 12, 2019
Date



Carl J. Strang, III
Registered Agent