

# N97000006434

The RAIN Foundation  
P.O. Box 2045  
Titusville, FL 32781  
City/State/Zip Phone #

300002437863--7  
-02/23/98-01090-011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS FEB 25 1998

Amend

Examiner's Initials	
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**ARTICLES OF AMENDMENT**  
**To**  
**ARTICLES OF INCORPORATION**  
**Of**  
**THE RAIN FOUNDATION**

FILED  
98 FEB 23 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted:

Article III: To clarify the purpose and power of the corporation;

Article V K: To add the names of the officers of the corporation;

Article VII: To clarify distribution of assets upon dissolution of the corporation.

See Attached:

**SECOND:** The date of adoption of the amendment(s) was: February 17, 1998.

**THIRD:** Adoption of Amendment (CHECK ONE)

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

The RAIN Foundation, Inc.

Corporation Name

*Huberta Davis, President*

Signature of Chairman, Vice Chairman, President or other officer

HUBERTA DAVIS

Typed or printed name

President

Title

2-17-98

Date

**AMENDED  
ARTICLES OF INCORPORATION  
OF  
THE RAIN FOUNDATION, INC.**

*Pursuant to the provisions of Section 617.1006., Florida Statutes, the Board of Directors of The RAIN Foundation, Inc., recognizing its right to amend its Articles of Incorporation upon a two-thirds majority vote at a regular or special meeting and its right to restate its Articles of Incorporation in one document, does hereby restate and amend its Articles of Incorporation. The RAIN Foundation, Inc., was originally incorporated on November 10, 1997. These restated and amended Articles have been duly adopted by the Board of Directors. All amendments included herein have been adopted pursuant to Florida Statutes 617.016 and 617.0201(4) and such amendments are italicized for identification purposes.*

*We, the undersigned president and secretary of the corporation, hereby restate and amend our Articles of Incorporation as a corporation not for profit under the laws of the State of Florida.*

**ARTICLE I: NAME**

The name of this corporation is **THE RAIN FOUNDATION, INC.**

**ARTICLE II: PRINCIPAL PLACE OF BUSINESS**

The principal place of business is 2115 Knox McRae Drive, Titusville, FL 32780;  
The mailing address of the corporation is P. O. Box 2045, Titusville, FL 32781.

**ARTICLE III: PURPOSE & POWER**

This corporation is a non-stock, nonprofit corporation. *The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.*

*Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.*

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**ARTICLE IV: INITIAL REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is

William J. Davis  
2845 Fawn Lake Blvd., Mims, FL 32754

**ARTICLE V: INITIAL BOARD OF DIRECTORS**

- A. This corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time in accordance to the By-Laws but shall never be less than three (3) nor more than seven (7).
- B. Subject to the provisions of Article III the business and other affairs of this Corporation shall be conducted and managed by the Board of Directors, duly elected after incorporation has been established. The Board of Directors may, by resolution, designate to the extent provided in said resolution or in the By-Laws of the corporation, one or more persons to have and to exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it, and such person or persons shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.
- C. Each year the Board members may consider and determine any need to add, delete or fill any vacant position on the Board. If such need is determined to exist, a nominating committee, appointed by the President shall submit a slate of candidates for consideration. This slate of candidates shall be presented at a special or regular board meeting in the fall. Election shall be held during the regular December board meeting at which time the highest number of votes being declared elected for a three-year term. No director shall serve for more than two consecutive terms. However, following one year of non-service, the director may be re-elected.
- D. There shall be at least one meeting annually of the Board of Directors. Special meetings may be called by the President at his or her discretion. Chairman or appointed staff shall notify all members of the Board at least 24 hours in advance of any special meeting.

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THE RAIN FOUNDATION, INC.**

- E. One-third (1/3) of the elected Board members then serving shall constitute a quorum of the Board at the meetings.
- F. Any vacancy on the Board of Directors occurring other than by an expiration of a term, may be filled by a majority vote of the board in attendance at a regular Board meeting or at a special meeting called for the purpose of filling the vacancy.
- G. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- H. Directors of the corporation shall not be liable to either the corporation or its members for monetary damages for breach of fiduciary duties unless the breach involves: 1) a director's duty of loyalty to the corporation; 2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; 3) a transaction from which the director derived an improper personal benefit.
- I. Wherein the By-Laws provide for more than one regular meeting of the Board of Directors each year, unexcused absences from one-third of the consecutive regular meetings of the Board shall be cause for declaring any Director's position on the Board vacant. Failure to perform the duties of his office, or taking independent action contrary to the established policies of the Corporation shall be cause for declaring the member's position vacant. Such vacancies may only be declared vacant by a majority vote of the Board of Directors present and voting at a regularly called meeting of the Board.
- J. The names and addresses of the initial Board of Directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
William J. Davis	2845 Fawn Lake Blvd Mims, FL 32754
Robert Davis	1301 Greenwood Titusville, FL 32781

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Park Braden	1820 Ford Road Mims, FL 32754
Hairman Farmer	798 Buffalo Road Titusville, FL 32796
Vernon E. Crosby	P. O. Box 1775 Titusville, FL 32781

- K. The officers of the Corporation shall consist of a President, Vice-President, Secretary and a Treasurer. They shall be appointed initially by the Board of Directors and shall hold office until death, resignation or removal by the Board of Directors.

*The names of the persons who currently serve as officers of the corporation are:*

<i>Huberta Davis</i>	<i>President</i>
<i>Park Braden</i>	<i>Vice President</i>
<i>William J. Davis</i>	<i>Secretary</i>
<i>Robert L. Davis</i>	<i>Treasurer</i>

**ARTICLE VI: BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

**ARTICLE VII: DISSOLUTION OF THE CORPORATION**

*Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the corporation is then located, exclusively for*

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**ARTICLE VIII: DURATION & EFFECTIVE DATE**

This corporation shall exist perpetually.

The approved amendment(s) shall become final upon filing and approval by the Secretary of the State of Florida.

**IN WITNESS WHEREOF**, we, the undersigned president and secretary of the corporation, being duly authorized by an affirmative vote of the majority of the Board of Directors, have executed these Articles of Incorporation this 17<sup>th</sup> day of February, 1998.



Huberta Davis, President

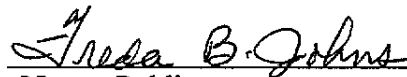


William J. Davis, Secretary

STATE OF FLORIDA  
COUNTY OF BREVARD

**BEFORE ME** the undersigned authority, personally appeared Huberta Davis and William J. Davis, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they subscribed the said instrument for the uses and purposes set forth therein. The subscribers are personally known to me. They did not take an oath prior to executing this instrument.

**WITNESS** my hand and official seal in the County and State last aforesaid this 17<sup>th</sup> day of February, 1998.



Notary Public

My Commission Expires:

