

ARTICLES OF INCORPORATION  
OF  
RAINBERRY PARK HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is Rainberry Park Homeowners' Association, Inc., hereafter called the "Association".

ARTICLE II

OFFICE

The principal office of the Association is located at 711 N.W. 25th Avenue, Delray Beach, Florida 33445.

ARTICLE III

REGISTERED AGENT

Roy Flack, whose address is 711 N.W. 25th Avenue, Delray Beach, Florida 33445, is hereby appointed the initial registered agent of this Association.

## ARTICLE IV

### PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Area within that certain tract of property known as Rainberry Park (hereafter: the Property) as described in that certain Declaration of Covenants, Conditions, and Restrictions of Rainberry Park, and any amendments thereto, recorded or to be recorded in the Public Records of Palm Beach County, Florida (hereafter: the Declaration), and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration. Said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the

conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless two-thirds (2/3) of each class of members have agreed to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida may by law now or hereafter have or exercise.

#### ARTICLE V

##### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, intended for residential purposes, which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association, (hereinafter: member). The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

#### ARTICLE VI

##### VOTING RIGHTS

The Association shall have two classes of voting membership:

Class "A". Class "A" members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but

in no event shall more than one vote be cast with respect to any Lot.

Class "B". The Class "B" member shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class "B" membership shall cease and be converted to Class "A" membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class "A" membership equal the total votes outstanding in the Class "B" membership, or
- (b) on \_\_\_\_\_, 19\_\_.

If any Lot is owned of record in the name of two or more persons or in the name of a business entity, then any one of the several Owners or any officer or general partner in attendance at any meeting may vote, but if more than one such individual is in attendance, no vote may be cast on behalf of the Lot unless all of the representatives in attendance agree.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of seven (7) Directors, who need not be members of the Association. However, the initial Board of Directors appointed by the Declarant shall consist of three (3) Directors who shall serve

until the first annual meeting of the members. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Roy Flack	711 N.W. 25th Avenue Delray Beach, Florida 33445
Richard Siemans	711 N.W. 25th Avenue Delray Beach, Florida 33445
Stanley M. Katz	711 N.W. 25th Avenue Delray Beach, Florida 33445

At the first annual meeting the members shall elect two Directors for a term of one year, three Directors for a term of two years and two Directors for a term of three years; and at each annual meeting thereafter the members shall elect Directors (to replace those whose term expires) for a term of three years.

#### ARTICLE VIII

##### DISSOLUTION

The Association may be voluntarily dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency. In the event that such dedication is refused acceptance,

such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization. Any such disposition of assets shall be conditioned upon the assets being used for purposes similar to those for which they were utilized by the Association.

#### ARTICLE IX

##### DURATION

The corporation shall exist perpetually.

#### ARTICLE X

##### AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

#### ARTICLE XI

##### OFFICERS

The Board of Directors of the Association shall appoint a President, Vice President, Treasurer and Secretary within fifteen (15) days from the annual meeting of the Association. The President, and the Vice President in the President's absence, shall manage the affairs of the Association.

The names and addresses of the officers that will serve until the first election of officers are as follows:

President	Roy Flack
Vice President/Secretary	Richard Siemans
Treasurer/Asst. Secretary	Stanley M. Katz

ARTICLE XII

INCORPORATOR

The Incorporator to these Articles of Incorporation is:

NAME	ADDRESS
Roy Flack, as maker and Declarant of the Declaration	711 N.W. 25th Avenue Delray Beach, Florida 33445

IN WITNESS WHEREOF, the said incorporator has hereunto set  
his hand this \_\_\_\_ day of \_\_\_\_\_, 1983.

\_\_\_\_\_  
Roy Flack

STATE OF FLORIDA     )  
                              )SS:  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this \_\_\_\_  
day of \_\_\_\_\_, 1983 by \_\_\_\_\_

\_\_\_\_\_  
Notary Public,  
State of Florida



**ACCEPTANCE OF RESIDENT AGENT**

The undersigned accepts his appointment as the initial registered agent of Rainberry Park Homeowners' Association, Inc.

Roy Flack