

Rainbow Springs Property Owners Association

Articles of Incorporation

ARTICLES OF INCORPORATION

OF

RAINBOW SPRINGS PROPERTY OWNERS ASSOCIATION, INC.

The undersigned subscribers, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be RAINBOW SPRINGS PROPERTY OWNERS ASSOCIATION, INC., which is hereinafter referred to as "the Association."

ARTICLE II

PURPOSES AND POWERS

Section 1. Purpose. The purpose of the Association is to provide for maintenance, preservation and architectural control of the real property hereafter described (the "Existing Properties") and any additions thereto (the Existing Properties and any additions thereto may be referred to as the "Properties").

Rainbow Springs, according to the plat thereof, as recorded in Plat Book "P", Pages 10 through 29, of the Public Records of Marion County, Florida, less and except that portion of the Plat referred to as Tracts "A", "B", "C", "D", "E", "F", "G", "I", and "J".

Rainbow Springs First Replat recorded in Plat Book "R", at Pages 41 through 45 inclusive, of the Public Records of Marion County, Florida;

Rainbow Springs Second Replat recorded in Plat Book "R", at Page 65 of the Public Records of Marion County, Florida;

Rainbow Springs Third Replat recorded in Plat Book "R", at Pages 79 through 82 of the Public Records of Marion County, Florida;

Rainbow Springs Fourth Replat recorded in Plat Book "S", at Pages 54 through 74 inclusive, of the Public Records of Marion County, Florida;

The plat of Rainbow Springs Country Club Estates recorded in Plat Book "S", at Pages 106 through 116 inclusive, of the Public Records of Marion County, Florida;

and to promote the health, safety and welfare of the residents within the Properties. 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.

Section 2. Powers. The Association shall have the power 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 that certain Declaration of Covenants, Conditions, Restrictions and Easements for Rainbow Springs, hereinafter called the "Declaration" applicable to the property and recorded or to be recorded in the Public Records of Marion County, Florida and as the same may be amended from time to time as therein provided, 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, 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 a majority of the 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 an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale or transfer;

(f) To have and to exercise 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 Declaration.

NOTICE

The members of the RAINBOW SPRINGS PROPERTY OWNERS' ASSOCIATION, INC., at its annual meeting on May 16, 1988, approved an increase in the maintenance assessments from \$50 to \$60 per lot, as provided for by Article VI, Section 3 of the Restrictive Covenants.

ARTICLE III

MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, or Unit, as those terms are defined in the Declaration, shall be a member of the Association. The foregoing is not intended to include the 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 such property.

ARTICLE IV

VOTING RIGHTS

Each Member shall have the following voting rights.

(a) Owners of Residential Lots and Family Dwelling Units shall be entitled to one vote for each Residential Lot or Family Dwelling Unit owned. Provided however, that the construction of a Family Dwelling Unit upon a Residential Lot shall not increase the number of votes for the ownership of such Lot.

(b) Owners of Multi-family Lots, Public and Commercial Lots and Industrial Lots shall be entitled to one vote for each .5 of an acre contained in such Lot. Provided, however, that in computing the number of votes, such member shall have the area contained in such property rounded off to the nearest .5 of an acre.

(c) Owners of Public and Commercial Units and Industrial Lots shall be entitled to one vote for each 1,500 square feet of area covered by roof, awning, or canopy or similarly protected from the elements (this shall hereafter be called "Covered Area") contained in the unit which he owns; provided, however, that in computing the number of votes such member shall have the square footage of covered area rounded off to the nearest 1,500 square feet.

Notwithstanding any provisions to the contrary, the Declarant shall have the right to vote a majority of the votes cast at any meeting of the Members for three (3) years after recording of the Declaration, or until Declarant waives the right to elect a majority of the board of directors by an instrument in writing. Declarant shall have the right to elect one (1) member of the board of directors until such time as Declarant no longer holds the title to any portion of the Properties. The Members, other than Declarant, shall always have the right to elect one (1) member to the board of directors.

When any property entitling the owner to membership as a member of the Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants in partnership or any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, the votes for such property shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any property.

ARTICLE V

MEETINGS OF MEMBERS

The By-Laws of the Association shall provide for an annual meeting of members, and may make provision 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-five percent of the total number of members in good standing shall be present at the meeting, in person or by proxy (if the required quorum is not present another meeting may be called and the required quorum shall be 17.5% of the members.); provided, however, that so long as the Declarant has the right to a majority of the votes at a meeting, only the Declarant need be present at a meeting for the election of directors.

ARTICLE VI

CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VII 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 not less than three nor more than nine persons, but as many persons as the Members shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office for one year from date hereof, and until qualified successors are duly elected and have taken office, shall be as follows:

Kenneth D. Brasier	Poinsetta Dr. Route 4, Box 644, Dunnellon, Fl.
Scott Stephens	Route 4, Box 600, Dunnellon, Fl. 32630
William M. Porter	3010 Coral Way, Miami, Fl. 33145
Harold D. White	3010 Coral Way, Miami, Fl. 33145

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors, directors shall be elected by the members of the Association at the annual meeting of the membership as provided herein and 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 residing in the Rainbow Springs development or shall be authorized representatives, officers, or employees of corporate members of the Association provided that such limitations shall not apply to directors elected by the Declarant.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VIII 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.

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. The President and Vice President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, any Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the annual meeting of directors in 1979 and until successors are duly elected and have taken office, shall be as follows:

Office	Name	Address
President	HAROLD D. WHITE	3010 Coral Way, Miami, Florida, 33145.
Vice President	KENNETH D. BRASIER	Poinsetta Drive, Route 4, Box 644, Dunnellon, Florida, 32630.
Secretary	SCOTT STEPHENS	Route 4, Box 600, Dunnellon, Florida, 32630.
Treasurer	SCOTT STEPHENS	Route 4, Box 600, Dunnellon, Florida, 32630.

**ARTICLE IX
BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the Board of Directors in the manner set forth in the By-Laws.

**ARTICLE X
AMENDMENTS**

Amendments to these Articles of Incorporation may be made by a majority of the Board of Directors.

**ARTICLE XI
SUBSCRIBERS**

The names and addresses of the subscribers to these Articles of Incorporation are:

Name	Address
WILLIAM M. PORTER	3010 Coral Way, Miami, Florida 33145
HAROLD D. WHITE	3010 Coral Way, Miami, Florida 33145
SCOTT STEPHENS	Route 4, Box 600, Dunnellon, Fl. 32630

**ARTICLE XII
REGISTERED AGENT**

The name and address of the appointed Registered Agent of the Corporation is:

**WILLIAM M. PORTER
3010 Coral Way
Miami, Florida 33145**

ARTICLES OF AMENDMENT

FILED

TO

MAY 25 3 45 PM '82
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RAINBOW SPRINGS PROPERTY OWNERS ASSOCIATION, INC.

These Articles of Amendment, dated this 17th day of May, 1982, amends the Articles of Incorporation of Rainbow Springs Property Owners Association, Inc., a Florida not-for-profit corporation (hereinafter referred to as the "Association"). These Articles of Amendment reflect the action taken by the Board of Directors of the Association at a duly constituted meeting of such Board held on May 17, 1982 in Dunnellon, Marion County, Florida. An original Certificate of Adoption of Corporate Resolutions which indicates the resolution of the Board to amend the Articles of Incorporation is attached hereto as Exhibit "A".

Upon the execution of these Articles of Amendment, Article IV and Article VII of the Articles of Incorporation of the Association shall provide as follows:

ARTICLE IV

VOTING RIGHTS

Each Member shall have the following voting rights.

(a) Owners of Residential Lots and Family Dwelling Units shall be entitled to one vote for each Residential Lot or Family Dwelling Unit owned. Provided however, that the construction of a Family Dwelling Unit upon a Residential Lot shall not increase the number of votes for the ownership of such Lot.

(b) Owners of Multi-family lots, Public and Commercial Lots and Industrial Lots shall be entitled to one vote for each .5 of an acre contained in such Lot. Provided, however, that in computing the number of votes, such member shall have the area contained in such property rounded off to the nearest .5 of an acre.

(c) Owners of Public and Commercial Units and Industrial Lots shall be entitled to one vote for each 1,500 square feet of area covered by roof, awning, or canopy or similarly protected from the elements (this shall hereafter be called "Covered Area") contained in the unit which he owns; provided, however, that in computing the number of votes such member shall have the square footage of covered area rounded off to the nearest 1,500 square feet.

Notwithstanding any provision to the contrary, the Declarant shall have the right to appoint a majority of the members of the Board of Directors until the earlier to occur of: (i) Declarant's written waiver of this right; or (ii) Declarant's ceasing to hold record title to a minimum of ten (10%) percent of the aggregate Residential, Multi-family, Public and Commercial, and Industrial Lots which comprise the Properties, as those terms are defined in the Declaration of Covenants, Conditions, Restrictions and Easements for Rainbow Springs which has been recorded in Official Records Book 964 at Page 250 of the Public Records of Marion County, Florida, and as same may be further amended from time to time (hereinafter referred to as the "Declaration"). Declarant shall

have the right to appoint not less than one (1) member of the Board of Directors until such time as Declarant no longer holds record title to any portion of the Properties, as that term is defined in the Declaration. The Members of the Association, other than Declarant, shall always have the right to elect one (1) member to the Board of Directors.

When any property entitling the owner to membership as a member of the Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants in partnership or any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, the votes for such property shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any property.

ARTICLE VII

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 not less than three nor more than nine persons, but as many persons as the Board shall from time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

In all other respects, however, the terms and provisions of The Articles of Incorporation of the Association, as same are established as of the date of these Articles of Amendment, are unchanged and remain in full force and effect.

EXECUTED the day and year first aforesaid.

RAINBOW SPRINGS PROPERTY OWNERS
ASSOCIATION, INC.

Attest:

R. Diane Arch

R. Diane Arch, Secretary

Wallace M. Dill

Wallace M. Dill, President

(Corporate Seal)

CERTIFICATE OF ADOPTION OF CORPORATE RESOLUTIONS

I, R. DIANE ARCH, in my official capacity, hereby certify: that I am Secretary of RAINBOW SPRINGS PROPERTY OWNERS ASSOCIATION INC., a not-for-profit corporation duly organized and existing under the laws of Florida; that at a meeting of the Board of Directors of this Corporation, duly called and convened on the 17th day of May, 1982, at which a quorum for the transaction of business was present and acting throughout, the following resolutions were duly and regularly adopted, and are still in full force and effect, and appear as follows in the minutes of the meeting:

WHEREAS, The Board of Directors wish to amend the Articles of Incorporation; and,

WHEREAS, The Board of Directors have the authority, under Article X of the Articles of Incorporation, to amend same by majority vote;

NOW, THEREFORE, BE IT RESOLVED, that Article VII, Section 1 of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"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 not less than three nor more than nine persons, but as many persons as the Board shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including the annual meeting."

FURTHER RESOLVED, that the second to the last paragraph in Article IV of the Articles of Incorporation is hereby amended in its entirety to read as follows:

EXHIBIT "A"

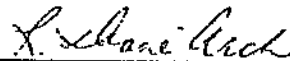
"Notwithstanding any provisions to the contrary, the Declarant shall have the right to appoint a majority of the members of the Board of Directors until the earlier to occur of: (i) Declarant's written waiver of this right; (ii) Declarant's ceasing to hold record title to a minimum of ten (10%) percent of the aggregate Residential Multifamily, Public and Commercial, and Industrial Lots which comprise the Properties, as those terms are defined in the Declaration of Covenants, Conditions, Restrictions and Easements for Rainbow Springs which has been recorded in Official Records Book 964, at Page 250 of the Public Records of Marion County, Florida, and as same may be further amended from time to time (hereinafter referred to as the "Declaration"). Declarant shall have the right to appoint not less than one (1) member of the Board of Directors until such time as Declarant no longer holds record title to any portion of the Properties. The Members of the Association other than Declarant, shall always have the right to elect one (1) member to the Board of Directors."

I further certify that the foregoing resolutions are not contrary to any provisions in the charter or bylaws of this Corporation, and that I have been duly authorized to make this certificate on behalf of this Corporation.

IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of this Corporation on this 19th day of May,

1982.

RAINBOW SPRINGS PROPERTY
OWNERS ASSOCIATION, INC.



R. DIANE ARCH, Secretary

(Corporate Seal)

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on August 31, 2000, to Articles of Incorporation for RAINBOW SPRINGS PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 745955.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
First day of September, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF AMENDMENT

OF

RAINBOW SPRINGS PROPERTY OWNERS ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
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1. Pursuant to the authority reserved in Article X of the Articles of Incorporation, the following provisions of the Articles of Incorporation of the Rainbow Springs Property Owners Association, Inc., a Florida corporation, filed in Tallahassee, Florida on February 15, 1979, are hereby amended as follows:

1. Article V, Meetings of Members is deleted and the following new Article V is inserted in its place and stead:

ARTICLE V

MEETINGS OF MEMBERS

The By-Laws of the Association shall provide for an annual meeting of members and may make provision for regular and special meetings of members other than the annual meeting. A quorum for transaction of business at any meeting of the members shall exist if twenty percent (20%) of the total number of members in good standing shall be present at the meeting, in person or by proxy. If the required quorum is not present, another meeting may be called and the required quorum shall be ten percent (10%) of the members of the members in good standing present at the meeting, in person or by proxy; provided however, that so long as the Declarant has a right to a majority of the

votes to be cast at a meeting, only the Declarant need be present at a meeting for the election of directors.

2. The foregoing Amendment was adopted by unanimous consent of all Directors on the 10th day of APRIL, 2000. There are no members entitled to vote on this amendment.

IN WITNESS WHEREOF, the undersigned President and Director of this Corporation has executed these Articles of Amendment this 7th day of AUGUST, 2000.

RAINBOW SPRINGS PROPERTY OWNERS ASSOCIATION, INC.

By: Ruth Davis
Ruth Davis, Director and President

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME the undersigned authority personally appeared Ruth Davis, known to be the person who executed the foregoing Articles of Amendment and she acknowledged before me that she executed such instrument for the purposes on there stated.

DARLENE A. MALLETTE
Notary Public, State of New York
No. 01MA6025126
Qualified in Wayne County
Commission Expires May 24, 2007

Darlene A. Mallette
NOTARY PUBLIC
My Commission Expires: