

709878

(Requestor's Name)

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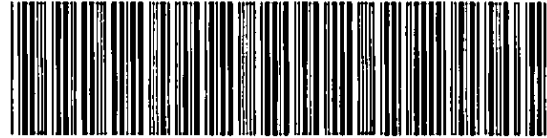
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**2018 OCT 15 PM 3:17**

**SECRETARY OF STATE  
TALLAHASSEE, FL**

*Amend*

*&  
Restarted*

*w/ Name  
Change*

OCT 19 2018

D CONNELL



TEL 904.432.3200

3560 CARDINAL POINT DRIVE, SUITE 202  
JACKSONVILLE, FLORIDA 32257

FAX 904.432.3201

October 9, 2018

**VIA FEDEX**

Department of State - Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Edward Waters College Senior Citizens Home, Inc. - Document #709878)**

Ladies and Gentlemen:

Enclosed please find the request to amend and restate the Articles of Incorporation of the subject Florida non-profit corporation to, among other things, change its name from Edward Waters College Senior Citizens Home, Inc., to Campus Towers Senior Living, Inc. Also enclosed please find the firm's check in the amount of \$35.00. The Amended and Restated Articles of Incorporation are attached for filing.

Additionally, please provided certified copies of the following Articles of Merger:

1. Pritchard Corners, Inc. (Document #P04000138708), merger on December 22, 2004 with and into Ineson Holdings, LLC (Document #L0400092240).
2. Duval Connecting Railroad Company (Document #231535), merger on December 31, 1990, with and into The Atlantic Land and Improvement Company (Document #803197).

Our firm's check in the amount of \$17.50 is enclosed.

Please contact this office if you have any questions or concerns. Thanks for your assistance with this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Brenda B. Ezell", is written over a horizontal line.

Brenda B. Ezell

Enclosures

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EDWARD WATERS COLLEGE SENIOR CITIZENS HOME, INC.  
(September 2018)**

**FILED**  
2018 OCT 15 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLE I**

**CORPORATE NAME AMENDMENT AND DURATION**

EDWARD WATERS COLLEGE SENIOR CITIZENS HOME, INC., henceforth shall be known as **CAMPUS TOWERS SENIOR LIVING, INC.**, a Florida corporation not-for-profit (referred to herein as the "Corporation"). The duration of the Corporation is perpetual.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and address of this Corporation is 1850 Kings Road, Jacksonville, Florida 32208 and the mailing address of this Corporation is 101 E. Union Street, Suite 301, Jacksonville, Florida 32202.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

The street address of the registered office in the State of Florida is 3560 Cardinal Point Drive, Suite 202, Jacksonville, Florida 32257. The name of the registered agent at such address is Ezell Law Firm, P.A., c/o Brenda Ezell.

**ARTICLE IV**

**CORPORATE PURPOSES, POWERS AND RIGHTS**

4.1. This is a nonprofit Corporation, organized solely for the purpose of fostering low income housing, pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes, and any successor statute.

4.2. This Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States Internal Revenue law. Without limiting the generality of the foregoing, the Corporation will foster and provide for lower income elderly persons, rental housing and related facilities and services specially designed to meet the physical, social, and psychological needs of the aged, and contribute to their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis. In connection with its purpose, the Corporation is a single asset entity that shall own and operate that certain project located at 1850 Kings Road, Jacksonville, Florida 32208, known as "Campus Towers".

4.3. The Corporation shall operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

4.4. The Corporation shall operate without regard to race, color, religion, age, disability, gender, sexual orientation, marital status, national origin or veteran status.

4.5. The Corporation shall carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

4.6. The Corporation may operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

4.7. In order to further the purposes described above, the Corporation shall exercise all the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and may do and perform such acts and have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida and which are necessary and desirable to carry out the purposes and responsibilities of the Corporation, including, but not limited to:

a. To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in this Article IV.

b. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the property of the Corporation.

c. To do and perform all acts reasonably necessary to accomplish the purpose of the Corporation, including, without limitation, the execution of a promissory note, mortgage, deed of trust or security deed, and security agreement in order to secure a loan to be insured by the Secretary of the Department of Housing and Urban Development ("HUD") and to execute the Regulatory Agreement and other documents required by the Secretary of HUD. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the property of the Corporation is insured or held by the Secretary of HUD. Moreover, in the event of any conflict between the terms of such note, mortgage, deed of trust or security deed, security agreement, or Regulatory Agreement (collectively, the "HUD Loan Documents") and these Articles, the terms of the HUD Loan Documents shall control.

## ARTICLE V

## **MANAGEMENT OF CORPORATE AFFAIRS**

5.1. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors as set forth in the Bylaws of the Corporation.

5.2. There will be no fewer than three (3) nor more than eleven (11) directors of this Corporation.

5.3. The Corporation shall have no members.

5.4. Directors shall be elected as provided for in the bylaws.

## **ARTICLE VI**

### **EARNINGS AND ACTIVITIES OF CORPORATION**

6.1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 IV hereof.

6.2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

6.3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

6.4. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

## **ARTICLE VII**

### **DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, nor to the benefit of any private individual.

## **ARTICLE VIII**

### **DISTRIBUTION OF ASSETS**

8.1. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, including, without limitation, to an organization designated by the Board of Directors which is recognized as an exempt organization under Section 501(c)(3) of the 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 principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. Provided, however, the Corporation shall at all times so long as a mortgage on the property of the Corporation is held or insured by the Secretary of HUD have the power to convey its property to the Secretary of HUD or such Secretary's nominee, for exclusively public purposes. So long as the HUD Loan documents are in effect, the Corporation shall not voluntarily be dissolved or converted to another form of entity without the prior written approval of the Secretary of HUD. Notwithstanding any other provisions, upon any dissolution, no title or right to possession and control of the project, and no right to collect rents from the project, shall pass to any person who is not bound by the HUD Loan Documents in a manner satisfactory to the Secretary of HUD.

8.2. The Directors may authorize secured transactions or other dispositions of corporate assets.

## **ARTICLE IX**

### **AMENDMENT OF ARTICLES**

These Articles may be amended from time to time by the Board of Directors of the Corporation; provided, however, so long as a mortgage on the property of the Corporation is held or insured by the Secretary of HUD or the HUD Loan Documents remain in effect, no provision required by HUD to be included in these Articles may be amended without the prior written approval of the Secretary of HUD. In addition, so long as a mortgage on the property of the Corporation is held or insured by the Secretary of HUD or the HUD Loan Documents remain in effect, these Articles may not be amended at any time to: (a) modify the term of the Corporation; (b) activate the requirement that a HUD previous participation certification be obtained from any additional member; (c) affect the HUD Loan Documents; or (d) change the guarantor of any obligation to the Secretary of HUD.

## **ARTICLE X**

### **INDEMNIFICATION**

The Corporation shall indemnify any incorporator, officer or director, employee, agent or any former incorporator, officer or director, employee or agent to the full extent permitted by law.

## **ARTICLE XII**

### **BYLAWS**

11.1 The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles.

11.2 The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws; provided, however, so long as a mortgage on the property of the Corporation is held or insured by the Secretary of HUD or any of the HUD Loan Documents remains in effect, the Bylaws of the Corporation shall not be inconsistent with the provisions of any of the HUD Loan Documents between the Corporation and the Secretary of HUD entered into pursuant to Article IV hereof. In the event of any conflict between the terms of the HUD Loan Documents and the Bylaws, the terms of the HUD Loan Documents shall control.

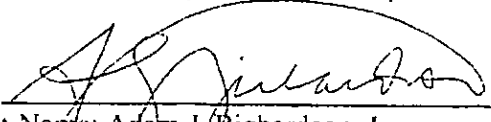
**CERTIFICATE OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CAMPUS TOWERS SENIOR LIVING, INC.**

Pursuant to the provisions of Section 617.1002, Florida Statutes, **Campus Towers Senior Living, Inc.**, formerly known as **Edward Waters College Senior Citizens Home, Inc.**, a Florida not for profit corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in their entirety in the form attached hereto as Exhibit A.
2. The Board of Directors of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a written action in lieu of a formal meeting of the Board of Directors on the 20<sup>th</sup> day of September, 2018.
3. There are no members entitled to vote on this amendment.
4. The amendment to the Articles of Incorporation have been approved by the Secretary of the Department of Housing and Urban Development as required by Article IX of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned officer of the Corporation hereby certifies that the Articles of Articles of Amendment were adopted by the Corporation on the 20<sup>th</sup> day of September, 2018.

**CAMPUS TOWERS SENIOR LIVING,  
INC., a Florida corporation not-for-profit**

By:   
Print Name: Adam J. Richardson, Jr.  
Title: President



**REGISTERED AGENT CERTIFICATE**

Pursuant to the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

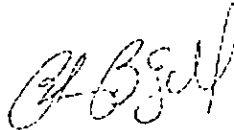
That **CAMPUS TOWERS SENIOR LIVING, INC.** (the "Corporation"), desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Amended and Restated Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named **EZELL LAW FIRM, P.A. c/o Brenda B. Ezell**, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, Florida Statutes.

Dated this 5<sup>th</sup> day of October, 2018.

**EZELL LAW FIRM, P.A.**



\_\_\_\_\_  
By: Brenda B. Ezell, its President