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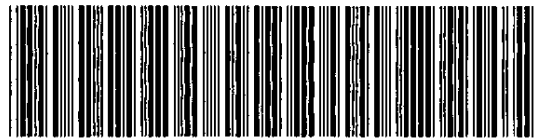
(Business Entity Name)

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FILED
2008 JUL 28 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Resubmitted
w/ NC

TB

8/14/08

DAVID G. BOWMAN
EUGENE O. GEORGE
ROBERT P. SCHEB
JAMES E. TOALE
DAVID G. BOWMAN, JR.

MICHAEL D. HORLICK
of Counsel
CHRISTOPHER D. FORREST
of Counsel

BG

**BOWMAN, GEORGE
SCHEB & TOALE**

ATTORNEYS AT LAW
Established 1912

JOHN F. BURKET
1875-1947
JOHN F. BURKET, JR.
1915-1984
V. MORRIS SMITH
1921-1996
JAMES J. DRYMON
1926-2000
I.W. WHITESELL, JR.
Retired

July 24, 2008

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

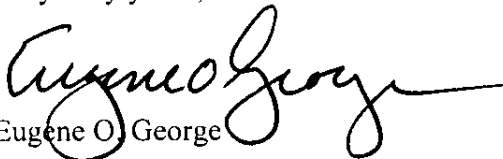
Dear Sir/Madam:

Enclosed please find the following documents for filing:

1. Restated Articles of Incorporation of LFC-SP Development Inc. (a Florida not for profit corporation), which contain certain amendments to the articles, one of which is a name change to Harborside by the University of South Florida-St. Petersburg, Inc..
2. Certificate of LFC-SP Development Inc.
3. Our firm check #24132, made payable to the Department of State – Florida in the amount of \$35.00 and representing the filing fee for the above referenced documents.

Thanking you for your consideration in this regard, I remain

Very truly yours,


Eugene O. George

EOG:em

Enclosures

Amended + **RESTATED ARTICLES OF INCORPORATION
OF
LFC-SP DEVELOPMENT INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)**

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation is: Harborside by the University of South Florida-St. Petersburg, Inc.

ARTICLE II. PRINCIPAL OFFICE

The initial principal place of business and mailing address of the Corporation shall be 4250 Lakeside Drive, Suite 214, Jacksonville, Florida, 32210.

ARTICLE III. PURPOSES AND POWERS

A. The Corporation is organized as a corporation not for profit pursuant to, and shall possess all of the powers enumerated in, Chapter 617, Florida Statutes, including but not limited to the following:

1. To operate a retirement community designed to meet the needs of the elderly.
2. To operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.
3. To promote education, research and community service related to the care of the elderly.
4. To hold any property or an undivided interest therein, without limitation as to the amount or value. To dispose of any such property and invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the Corporation's board of directors, will best promote the purposes of the Corporation without limitation, except to such limitations, if any, as may be contained in the instrument under which such property is received, these Article of Incorporation, the Bylaws of the Corporation or any applicable laws or rules.
5. To transact any and all lawful business, subject to the limitations contained herein.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to the Corporation and reasonable amounts expended by reason of the Corporation's effecting one or more of the purposes), and no member, director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall carry on only activities permitted to be carried on by (i) an organization exempt under Section 501(c)(3) of the Internal Revenue Code and pertinent Treasury Regulations as they now exist or as they may be amended or (ii) any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and pertinent Treasury Regulations as they now exist or as they may be amended.

ARTICLE IV. MEMBERS

The Corporation shall not have members.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4250 Lakeside Drive, Suite 214, Jacksonville, Florida, 32210, and the name of the Corporation's initial registered agent at the address is James W. Cater, Jr.

ARTICLE VI. BOARD OF DIRECTORS

The Corporation shall be managed, its properties controlled and its affairs governed under the direction of its board of directors. The number, terms and manner of election of the Directors shall be as provided in the Bylaws.

ARTICLE VII. NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:

Name

Address

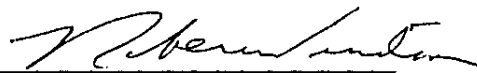
Robert E. Windom

5450 Eagle Point Cir.
Sarasota, Fl 34231

ARTICLE VIII. DISSOLUTION

Upon dissolution of the organization, assts shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 disposed of as provided above, shall be disposed of by the Circuit Court of the county in which the principal office of the organization 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.

IN WITNESS WHEREOF, the undersigned, as President, has executed these Restated Articles of Incorporation this 24th day of July, 2008.



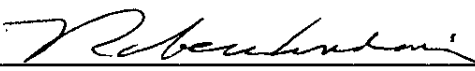
Robert E. Windom, President

CERTIFICATE OF LFC-SP DEVELOPMENT INC.

Pursuant to Florida Statute 617.1007, the undersigned, Robert E. Windom, as President of LFC-SP Development Inc., hereby certifies as follows:

1. That there are no members of this Corporation; and
2. That at a duly called meeting of the Board of Directors of LFC-SP Development Inc., on June 23, 2008, at which a quorum was present, the attached Restated Articles of Incorporation were adopted by a unanimous vote.

Dated the 24th day of July, 2008.


Robert E. Windom, as President