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## FLORIDA PROFIT/NON PROFIT CORPORATION

### RIVERSIDE AT MOORINGS PARK, INCORPORATED

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**ARTICLES OF INCORPORATION  
OF  
RIVERSIDE AT MOORINGS PARK, INCORPORATED  
(A Florida Corporation Not-For-Profit)**

1. **Name.** The name of the corporation is **RIVERSIDE AT MOORINGS PARK, INCORPORATED.**
2. **Not-for-profit Corporation.** The Corporation has been formed for not-for-profit purposes and shall not have or issue shares of stock or make distributions.
3. **Membership.** The Corporation shall have but one member, THE MOORINGS PARK INSTITUTE, INCORPORATED (the "Sole Member").
4. **Registered Agent & Principal Business Address.** The street address of the Corporation's registered office and the name of its registered agent at that address are as follows:

Registered Agent	Business Address
CLASP, INC.	3001 TAMiami TRAIL NORTH SUITE 300 NAPLES FL 34103

The Principal Business Address of the Corporation is:

120 MOORINGS PARK DR.  
NAPLES FL 34105

5. **Incorporator.** The name and address of the Corporation's sole incorporator are:

Incorporator	Business Address
Howard M. Hujsa	3001 Tamiami Trail North NAPLES FL 34103

6. **Exempt Nature of Activities and Purposes.** The 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 the same may be amended from time to time and the corresponding provisions of any future United States Internal Revenue law (the "Code"), including, in particular, but not limited to: (a) establishing, owning and administering unlicensed or licensed residential property designed to accommodate the particular physical, social, spiritual, emotional, recreational and other similar needs of aged persons; (b) developing resources to enhance and support programs for the specialized needs of aged persons; (c) participating, so far as the circumstances warrant, in any activity

designed and carried on to promote the general mental, physical and spiritual health of the residents of the community served and (d) securing, raising and arranging capital to provide for the development, implementation and support of such facilities, programs and services consistent with the purposes of the Corporation (the "Corporation's 501(c)(3) Exempt Purposes"). It is intended that the Corporation shall be exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and that it shall qualify as an organization transfers to which are deductible for federal income, gift, and estate tax purposes by residents and citizens of the United States of America (a "Qualified Charitable Organization").

7. **Board of Directors.** The activities, property, and affairs of the Corporation shall be managed by or under the direction of the Board of Directors (the "Board"), which shall be composed of not fewer than three (3) persons. The Board shall exercise all the powers and authority of the Corporation, in accordance with these Articles of Incorporation and the Bylaws of the Corporation from time to time in effect. The initial Board of Directors shall be as follows:

Directors	Address
Jack L. Butts James W. Craig Guenther Gosch Denise Heinemann Alan Korest John Little David J. Sweeney Ara Volkan Michael Weir	120 MOORINGS PARK DRIVE NAPLES FL 34105

The manner in which future Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation.

8. **Board's Authority.** Subject to the restrictions and limitations of the Article of these Articles of Incorporation entitled "Prohibitions," and the condition that no power or discretion shall be exercised by the Board in any manner or for any purpose that is not consistent with the Corporation's 501(c)(3) Exempt Purposes, its qualification as a Qualified Charitable Organization, and any Valid Restrictions (as defined below) imposed on contributions to the Corporation, but without otherwise limiting the powers conferred upon the Board by law, the Board is authorized, to the extent a corporation organized under the Act may now or hereafter lawfully do so, to engage in or carry on any and every act or activity necessary, suitable, convenient, or proper for, in connection with, or incident to the promotion, furtherance, or accomplishment of any of the Corporation's 501(c)(3) Exempt Purposes, or designed, directly or indirectly, to promote the interests of the Corporation, and to engage in any lawful act or activity that is consistent with the

Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization.

**9. Prohibitions.** Notwithstanding any other provision of these Articles of Incorporation, the Corporation's activities and the Board's authority shall be subject to the following restrictions and limitations:

- (a) The Corporation shall not carry on any activities not permitted to be carried on by a Qualified Charitable Organization.
- (b) No part of the Corporation's assets, including all contributions received, all income earned on those assets and contributions, and any gains therefrom (the "Corporation's Funds"), shall inure to the benefit of or be distributable to the Corporation's Directors, officers, or any other private individual or entity, except in furtherance of the Corporation's 501(c)(3) Exempt Purposes, as payment of reasonable compensation for services rendered, or as payment or reimbursement of reasonable expenses necessary to carrying out the Corporation's 501(c)(3) Exempt Purposes.
- (c) 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (d) The Corporation may accept a contribution that is subject to restrictions imposed by the donor of the contribution, provided that any such restrictions are (i) consistent with the Corporation's 501(c)(3) Exempt Purposes, (ii) consistent with its qualification as a Qualified Charitable Organization, and (iii) imposed by the donor by a written instrument that is accepted by the Board by resolution ("Valid Restrictions").

**10. Liquidation or Dissolution.** The Corporation may be liquidated or dissolved at any time. Subject to any Valid Restrictions imposed on contributions to the Corporation, upon the winding up and dissolution of the Corporation, all the Corporation's assets remaining after payment or adequate provision for the lawful debts and obligations of the Corporation and the expenses of its liquidation or dissolution shall be distributed (a) for such of the Corporation's 501(c)(3) Exempt Purposes (including by distribution to or for the use of one or more Qualified Charitable Organizations) and in such manner and proportions as the Board shall determine in its discretion, or (b) to the federal government, or (c) to a state or local government for a public purpose, or (d) by the Circuit Court of the Judicial Circuit in which the principal office of the Corporation is then located (or any court of competent jurisdiction if the principal office of the Corporation is then located outside the State of Florida), exclusively for such of the Corporation's 501(c)(3)

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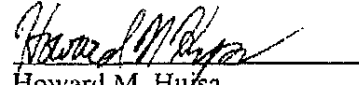
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Exempt Purposes or to such one or more Qualified Charitable Organizations having similar purposes as the court shall determine.

11. **Indemnification and Immunity.** The Corporation shall indemnify each Director and officer, including former Directors and officers, to the fullest extent allowed by law, including but not limited to Section 617.0831 of the Act. It is intended that the Corporation be an organization Directors and the officers of which are immune from civil liability to the extent provided under Section 617.0834 of the Act and other applicable laws.
12. **Amendment.** These Articles of Incorporation may be amended as provided in the Bylaws by the Sole Member at any time and from time to time in a manner and for a purpose that is consistent with the Corporation's qualification as a Qualified Charitable Organization, the provisions of federal law applicable to private foundations, if relevant, and any Valid Restrictions imposed on contributions to the Corporation's Funds; provided, however, that no amendment hereto may remove these restrictions on amendment.

**IN WITNESS WHEREOF**, the undersigned incorporator, has hereunto set his hand and seal this 8th day of October, 2008 for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: \_\_\_\_\_

  
Howard M. Hufsa  
Incorporator

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

RIVERSIDE AT MOORINGS PARK, INCORPORATED

2. The name and address of the registered agent and office is:

Agent	Business Address
CLASP, INC.	3001 TAMiami TRAIL NORTH SUITE 300 NAPLES FL 34103

*Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Registered Agent:

CLASP, Inc.

By:



Howard M. Hysa, Vice President

Dated: October 8, 2008

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