

Jul 14, 2009 8:50AM  
Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Rehabilitation and Living of Tampa, Inc.**

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**ARTICLES OF INCORPORATION  
FOR  
REHABILITATION AND LIVING OF TAMPA, INC.  
In compliance with Chapter 617, F.S. (Not for Profit)**

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the Corporation is:

Rehabilitation and Living of Tampa, Inc.

**ARTICLE II**

The principal place of business address:

360 Central Avenue, Suite 1550  
St. Petersburg, FL 33701

The mailing address of the Corporation is:

360 Central Avenue, Suite 1550  
St. Petersburg, FL 33701

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**ARTICLE III**

The specific purpose for which the Corporation is organized is:

The purposes for which the Corporation is organized are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Code") and include, without limitation, the ownership and operation of one or more facilities providing independent, assisted living and special care facilities and services to aged persons in a manner designed to satisfy their needs for housing, health care and financial security.

**ARTICLE IV**

The manner in which directors are elected or appointed is:

The initial Directors shall be appointed by the incorporator. Thereafter, Directors shall be elected by the Board of Directors.

**ARTICLE V**

The Corporation is organized upon a non-stock basis.

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#### ARTICLE VI

The Corporation shall have no members.

#### ARTICLE VII

**INUREMENT OF INCOME:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. The Corporation does not contemplated pecuniary gain or profit, incidental or otherwise.

#### ARTICLE VIII

The property of the Corporation is irrevocably dedicated to charitable purposes.

#### ARTICLE IX

**OPERATIONAL LIMITATIONS:** 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 distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a Revenue corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE X

**DISSOLUTIONS CLAUSE:** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the 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.

#### ARTICLE XI

It is intended that the Corporation shall have the status of a Corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. In the event the Corporation is determined to be a private foundation within the meaning of Section 509 of the Code, then during such period:

(i) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax or undistributed income imposed by Section 4942 of the Code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### ARTICLE XII

The name and Florida street address of the registered agent is:

Nikki Sobel  
c/o Spector Gadon & Rosen, LLP  
360 Central Avenue, Suite 1550  
St. Petersburg, FL 33701

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature:



#### ARTICLE XIII

The name and address of the Incorporator is:

Melissa Frank  
Spector Gadon & Rosen, P.C.  
1635 Market Street, 7<sup>th</sup> Floor  
Philadelphia, PA 19103

Incorporator Signature:



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