

12/5/2013 15:30:44 From: To: 8506176331

Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-6381

RE-SUBMIT

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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Fax Number : (850) 878-5368

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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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RECEIVED
-13 DEC -5 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION
THE COVES AT RIVER GARDEN, INC.

Certificate of Status	0
Certified Copy	0
Page Count	087
Estimated Charge	\$70.00

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13 NOV 27 AM 10:46
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DIVISION OF CORPORATIONS

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PS 12/6/13 11/27/2013



December 2, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: THE COVES AT RIVER GARDEN, INC.
REF: W13000065758

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Pamela Smith
Regulatory Specialist II

FAX Aud. #: H13000262040
Letter Number: 313A00027413

RE-SUBMIT

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date of submission 11/27

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Coves at River Garden, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Vera Penev, Paralegal
Name (Printed or typed)
Ungaretti & Harris LLP, 70 W. Madison Street, Suite 3500
Address
Chicago, IL 60602
City, State & Zip
312-977-4459
Daytime Telephone number
vhpenev@uhlax.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
OF THE COVES AT RIVER GARDEN, INC.**

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation shall be The Coves at River Garden, Inc. (hereinafter, the "Corporation")

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office is 11401 Old St. Augustine Rd., Jacksonville, FL 32258.

**ARTICLE III
MEMBER**

The sole corporate member shall be River Garden Holding Company, Inc., a Florida not for profit corporation.

**ARTICLE IV
PURPOSES**

The Corporation is organized and shall be exclusively operated as a not for profit corporation for charitable, religious, educational and scientific purposes, all as described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") by acting exclusively to establish, maintain and operate an independent living community for the aged.

**ARTICLE V
NOT FOR PROFIT ORGANIZATION**

All of the assets and earnings of the Corporation shall be used exclusively to foster, promote, support, develop and encourage charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, an individual, including the Trustees or Officers of the Corporation, provided that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(b) 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 or against any candidate for public office except as authorized under the Code.

(c) No assets of the Corporation shall be donated, distributed, applied to, paid over or otherwise used in any manner that would disqualify the Corporation from being exempt from taxation under Section 501(c)(3) of the Code.

(d) The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax and described in Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI DISSOLUTION

In the event of the dissolution of the Corporation, and after payment of the just debts and liabilities of the Corporation, all remaining assets shall be distributed to Member, provided that such corporation is a not-for-profit organization exempt from taxation under Section 501(c)(3) of the Code at the time of the transfer. If Member is unwilling or unable to accept the assets, then the assets shall be distributed to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Trustees shall designate. Any such assets not so disposed of in accordance with the aforementioned procedures shall be disposed of by a court of competent jurisdiction in Duval County, Florida to an organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

ARTICLE VII BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees, whose method of election and number shall be set forth in the Bylaws.

ARTICLE VIII INITIAL TRUSTEES

Shirley Bielski
6708 La Loma Drive
Jacksonville, FL 32217-2610

Jack Price
4063 Corrientes Court East
Jacksonville, FL 32217

Malcolm Bloom
2966 Mandarin Hollow Drive
Jacksonville, FL 32257-5872

Michael Price
9139 Margolyn Court
Jacksonville, FL 32257-8005

Susan Cohen
11824 Mountain Ash Rd., E.
Jacksonville, FL 32223-2920

C. Donald Romo
1934 Hibernia Court
Jacksonville, FL 32223-5529

Dennis Lafer
13124 Mandarin Road
Jacksonville, FL 32223-1791

Harvey Schlesinger
300 North Hogan Street
Suite 11-150
Jacksonville, FL 32202-4246

Michael Lissner
3614 Cathedral Oaks Place N.
Jacksonville, FL 32217-1427

Lois Schlesinger
c/o 300 North Hogan Street
Suite 11-150
Jacksonville, FL 32202-4246

Judy Paul
2482 Segovia Avenue
Jacksonville, FL 32217-2627

ARTICLE IX PERIOD OF DURATION

The Corporation's existence shall be perpetual, unless sooner dissolved.

ARTICLE X LIMITATION OF LIABILITY; INDEMNIFICATION

The personal liability of the Corporation's Trustees, Officers and employees is limited to the fullest extent permitted by law. The Corporation shall, to the maximum extent allowed by law, indemnify those persons who are serving or have served as Trustees, sponsors, Officers, employees, committee or subcommittee members, or agents of the Corporation, or are serving or have served at the request of the Corporation as a member, trustees, sponsor, officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding. Neither the amendment, modification or repeal of this Article nor the adoption of any provision in these Articles of Incorporation inconsistent with this Article shall adversely affect any right or protection provided herein with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

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**ARTICLE XI
BYLAWS**

Except as otherwise provided in these Articles of Incorporation, provisions for the membership, terms of office, manner of election and removal, time and place of meetings and powers and duties of the Board of Trustees of the Corporation shall be governed by the Bylaws of the Corporation. The Bylaws of the Corporation may be amended or restated, or new Bylaws may be adopted only as set forth in the Bylaws.

**ARTICLE XII
REGISTERED AGENT**

The name and Florida street address of the Registered Agent is Martin Goetz, 11401 Old St. Augustine Rd., Jacksonville, FL 32258.

**ARTICLE XIII
INCORPORATOR**

The name and address of the Incorporator is Martin Goetz, 11401 Old St. Augustine Rd., Jacksonville, FL 32258.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Martin A. Goetz
Required Signature of Registered Agent

12/5/2013
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Martin A. Goetz
Required Signature of Incorporator

12/5/2013
Date