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Florida Department of State  
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DIVISION OF CORPORATIONS  
BUREAU OF COMMERCIAL  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Riverton Tower Senior Center, Inc.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
RIVERTON TOWER SENIOR CENTER, INC.

The undersigned, desiring to form a corporation not-for-profit under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is Riverton Tower Senior Center, Inc. (the "Corporation").

ARTICLE II

Principal Office or Mailing Address

The street address of the principal office and the mailing address of the Corporation are:

5353 Arlington Expressway  
Jacksonville, Florida 32211

ARTICLE III

Purposes

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for religious, charitable, scientific, literary, and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, and without limiting the generality of the preceding sentence, this Corporation primarily is organized to provide housing for the elderly, education and life skills for the elderly, and provide a community for the engagement and support of the elderly.

ARTICLE IV

Powers

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by the Florida Not For Profit Corporation Act including all those things necessary or expedient in the furtherance of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Prepared by:  
Driver, McAfee, Peek & Hawthorne, P.L.  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

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Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its trustees, officers, members, or other private persons; provided, however, 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 these Articles; and

(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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### ARTICLE V Board of Trustees

(a) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Trustees, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

(b) The Corporation shall have seven (7) Trustees initially. The number of Trustees may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3). The Trustees, other than the initial Trustees, shall be elected by the Board of Members and shall serve terms as provided in the Bylaws.

(c) The names of the initial members of the Board of Trustees who shall serve until their successors are duly elected are as follows:

Dorothy D. Jones  
Katherine Dane  
Kathleen Gerding  
Antoinette Herbert  
Cheryl Wroblewski  
Becky Davis  
Joseph Pierotti

#### ARTICLE VI Officers

The officers of the Corporation, and their election, powers, and terms, shall be as provided by the Bylaws.

#### ARTICLE VII Initial Registered Office and Agent

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The street address of the initial registered office of this Corporation is 5353 Arlington Expressway, Jacksonville, Florida 32211, and the name of the initial registered agent of this Corporation at that address is Dorothy D. Jones.

**ARTICLE VIII**  
**Incorporator**

The name and street address of the incorporator for these Articles are Ms. Dorothy D. Jones at 5353 Arlington Expressway, Jacksonville, Florida 32211.

**ARTICLE IX**  
**Duration**

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five business days thereafter, corporate existence shall commence upon filing by the Department of State.

**ARTICLE X**  
**Members**

The Board of Members of the Corporation, and their election, rights, and duties, shall be as provided by the Bylaws.

**ARTICLE XI**  
**Bylaws**

(a) The Board of Trustees, by majority vote, shall provide the initial Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary or desirable, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Trustees; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) The Members may from time to time propose any amendment or restatement of the Bylaws as they deem necessary or reasonable ("Proposed Bylaw Amendment"), and submit the Proposed Bylaw Amendment to the Board of Trustees for a vote at the next meeting of the Board of Trustees. Upon proper notice and the submission of a Proposed Bylaw Amendment, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Trustees who are present at any regular meeting, or any special meeting for this purpose.

(c) Notwithstanding the foregoing paragraphs (a) and (b), if any provision of the Bylaws requires the vote, approval, or consent of more than a majority of the Board of Trustees, such provision may be enacted, amended, altered or rescinded only by the unanimous vote of the Board of Trustees.

**ARTICLE XII**  
**Amendments**

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The Members may propose any amendment or restatement of these Articles ("Proposed Articles Amendment"), and submit the Proposed Articles Amendment to the Board of Trustees for a vote at the next meeting of the Board of Trustees. Upon proper notice and the submission of a Proposed Articles Amendment, these Articles may be amended, altered or rescinded by the majority vote of members of the Board of Trustees who are present at any regular meeting, or any special meeting for this purpose.

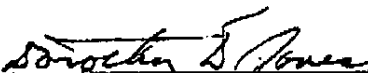
**ARTICLE XIII**  
**Corporate Liquidation and Dissolution**

Upon dissolution, the assets of this Corporation, after all debts and liabilities are paid, shall be distributed in furtherance of the Corporation's purposes contained in these Articles, including a distribution to a government entity or an organization exempt from federal income tax under Code Section 501(c)(3). In no event shall any liquidating distribution inure to the benefit of a private individual or for-profit corporation. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Corporation.

**ARTICLE XIV**  
**Indemnification**

The Corporation shall indemnify officers and trustees to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have made, signed and hereby acknowledge these Articles of Incorporation this 1st day of JUNE, 2017, for the purpose of incorporating as a corporation not-for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
Dorothy D. Jones, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In accordance with the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said Act:

That Riverton Tower Senior Center, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at 5353 Arlington Expressway, Jacksonville, Florida 32211, has named Dorothy D. Jones at 5353 Arlington Expressway, Jacksonville, Florida 32211, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I am familiar with and hereby accept to act in this capacity, and agree to comply with the provision of Florida law relative to keeping said office.

  
Dorothy D. Jones

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