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**FLORIDA PROFIT/NON PROFIT CORPORATION  
CONVIVAL LIFE, INC.**

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**ARTICLES OF INCORPORATION  
OF  
CONVIVAL LIFE, INC.**

Pursuant to the Florida Not-for-Profit Corporation Act, the undersigned Incorporator of the referenced corporation (the "Corporation") does hereby acknowledge and state that these Articles of Incorporation are filed for the purpose of creating and organizing a Florida not-for-profit corporation, as follows:

**ARTICLE I - NAME**

The name of the Corporation is Convival Life, Inc., principally located at 6710 Professional Parkway West, Suite 301, Sarasota, FL 34240.

**ARTICLE II - REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of the Corporation is C T Corporation System. The street address of the initial registered office is 1200 South Pine Island Road Plantation, Florida 33324. Attached hereto as Exhibit A is the initial registered agent's written acceptance of appointment as a registered agent.

**ARTICLE III - PURPOSE**

The general nature of the objectives and purposes of this Corporation shall be:

The Corporation is organized and shall be operated exclusively for charitable reasons as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering tax exempt organizations under the Internal Revenue Code, including but not limited to:

The Corporation shall have the right as a not-for-profit corporation to the organization and operation of continuing care facilities providing housing, health care and supportive services for the elderly through Life Plan Communities (LPC, formerly Continuing Care Retirement Community or CCRC) and/or affordable housing communities.

Further, the Corporation has the right to purchase, lease, hold, sell, develop, erect, build, mortgage, deed, and trust, convey or otherwise acquire and dispose of real and personal property and to maintain and operate the same for the use and enjoyment of the elderly, subject to such rules, regulations and restrictions as set forth in these Bylaws and as are determined by the action of the Board of Trustees at its regular meetings, to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects heretofore set out or mentioned, either alone or in association with other individuals, corporations, or partnerships, including but not limited to, the county, state, federal, and municipal bodies and authorities, and, in general, to do and perform such things and acts and transact such business in connection with the foregoing objects not inconsistent with the general laws of the land.

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**ARTICLE IV- MEMBERSHIP**

This Corporation shall have a member.

**ARTICLE V- BOARD OF TRUSTEES**

The management of the affairs of the Corporation shall be vested in the Board of Trustees of the Corporation, which shall consist of a minimum of three (3) persons. The manner in which the trustees are elected shall be stated in the Corporation's Bylaws.

The Board of Trustees shall have the responsibility, among other things, for the selection of officers of the Corporation, the authorization and approval of the budget of the Corporation and the plans of marketing, operations and capital expenditures.

A Finance Committee will be appointed in accordance with the provisions of the Bylaws of the Corporation. All operating and capital budgets of the Corporation are subject to approval of the members of the Finance Committee. The Board of Trustees must approve a budget by majority vote.

**ARTICLE VI - TERMS**

This Corporation shall have perpetual existence.

**ARTICLE VII - OFFICERS**

Subject to the oversight of the Board of Trustees, the affairs of the Corporations shall be managed by the following officers who are to be elected by the Board of Trustees:

- Chair
- Vice-Chair
- Secretary
- Treasurer

The Chair, Vice-Chair, Treasurer, and Secretary shall be members of the Board of Trustees. One person may serve as both Secretary and Treasure. Each officer will be elected for a term of one year at the annual meeting of the Board of Trustees.

**ARTICLE VIII - BYLAWS**

The Bylaws of the Corporation are to be made, altered, or rescinded by the Board of Trustees.

**ARTICLE IX - AMENDMENTS**

Amendments to these Articles of Incorporation may be made by the Board of Trustees at any regular meeting by a two-thirds vote of the Board of Trustees, provided that written notice of such amendment has been given to the members of the Board no less than thirty (30) days prior to the meeting. Such approved amendment(s) shall not become effective immediately, unless specified in the minutes of the meetings.

### **ARTICLE X - DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profit from the undertaking of this Corporation, and in the event of dissolution, the residual assets of this Corporation shall be distributed as described in the following paragraph and none of the assets will be distributed to any member, officer, or trustees of this Corporation.

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation to one or more organizations which are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose, as the Board of Trustees shall determine.

### **ARTICLE XI – TAX-EXEMPT/NOT-FOR-PROFIT STATUS**

No part of the assets or net earnings of this Corporation shall inure to the benefit of, or be distributable to any individual or member, including its directors, officers, or other private persons, except 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 Article III hereof. The Board of Trustees shall ascertain that the requirements for obtaining federal, state and local tax exemption status are met both in terms of constituting documents and the management operation of the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

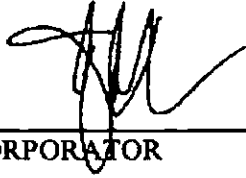
Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law or Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended or any other corresponding provision of any future United States Internal Revenue Law or Code.

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

### **ARTICLE XII– INCORPORATOR**

The name of the incorporator is Joel Anderson. The incorporator's address is 6710 Professional Parkway West, Suite 301, Sarasota, FL 34240.

IN TESTIMONY WHEREOF, we, the undersigned have executed these Articles of Incorporation  
this 12th day of March, 2021.

A handwritten signature in black ink, appearing to be 'LS', is written above a horizontal line.

INCORPORATOR

EXHIBIT A

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.

*Jin Song* Jin Song  
Required signature of Registered Agent,  
C T Corporation System

3/11/2021  
Date

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