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AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

900001856619

-06/10/96--01013--012

\*\*\*\*630.00 \*\*\*\*\*70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

RIVERSIDE HEALTHCARE FOUNDATION, INC.

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

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☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

# ARTICLES OF INCORPORATION

## OF

### RIVERSIDE HEALTHCARE FOUNDATION, INC.

The undersigned subscriber to these Articles of Incorporation is natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

#### ARTICLE 1 - NAME

The name of the Corporation is **RIVERSIDE HEALTHCARE FOUNDATION, INC.**, (hereinafter "Corporation").

#### ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purposes for which the Corporation is formed are:

(1) To design, develop, construct, acquire, operate and manage hospitals and housing and continuum-of-care facilities for the elderly, disabled, and any other target populations, which include independent living units, assisted living units, nursing care units, and clinics and to provide services related to this mission such as therapy, treatment, rehabilitation, pharmaceutical and other health related services.

(2) To maintain and provide a center or facilities for research, treatment, cure and education in the field of preventive medicine. Also, to conduct basic and applied research, program and materials development, and information dissemination to improve the nation's mental and physical well-being.

(3) To operate exclusively for charitable purposes.

(4) To purchase, receive, own, hold, improve, develop and use real or personal property, or any interest in real or personal property wherever situated, and to sell, convey, lease, exchange, transfer, mortgage, pledge, or hypothecate any of the Corporation's property and other assets.



(5) To borrow and lend money, either with or without security, and to make and issue promissory notes, bills of exchange, bonds, debentures and obligations, and evidence of indebtedness of all kinds, either secured by mortgage, pledge, deed of trust or otherwise.

(6) To make and enter into contracts of every sort and kind with any individual, firm, corporation, or association, convenient or necessary to carry out the purposes and objects of this Corporation.

(7) To receive donations, bequests, and devises for its own use and upon trust, and to appoint attorneys-in-fact.

(8) To promote, operate, manage or participate with others in the operation of any corporation, partnership, limited partnership, joint venture, or other association, of any kind or in any transaction, undertaking or arrangement which the Corporation would have power to conduct by itself.

(9) To promote and exercise all or any part of the Corporation's purposes and powers in any and all parts of the world, and to conduct the Corporation's business in all or any of its branches as principal, agent, broker, factor, contractor or in any other lawful capacity, either alone or in conjunction with any corporation, association, partnership, trust, syndicate, individual or other entity in any part of the world.

Notwithstanding any of the above-stated purposes and powers, the Corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in paragraph (1) of this Article, and Second nothing stated herein shall be construed to authorize the Corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to any of its members.

### **ARTICLE 3 - PROHIBITIONS**

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 and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the Corporation shall be 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE 4 - DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation. The number of Directors of the Corporation shall be a maximum of seven and may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three. The initial Directors shall be:

John C. Wicks  
Edward A. Hutya  
Peter F. Taylor

#### ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Edward A. Hutya
Vice President:	Peter F. Taylor
Vice President:	John C. Wicks
Secretary:	John C. Wicks
Treasurer:	Peter F. Taylor

#### ARTICLE 6 - PRINCIPAL OFFICE

The principal office of this Corporation is 100 East Madison Street, Suite 100, Tampa, Florida 33602 and the mailing address is the same.

#### ARTICLE 7 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

#### ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE 9 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

#### ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.



#### ARTICLE 11 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

#### ARTICLE 12 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

#### ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm Of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer", located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer", 343 Almeria Avenue, Coral Gables, Florida 33134.

#### ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 15 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE 16 - DISSOLUTION

Upon dissolution of the Corporation, its remaining assets shall be distributed to one or more organizations organized and operated exclusively for one of the exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by 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 17 - TRADE OR BUSINESS

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

### ARTICLE 18 - COMPENSATION

No compensation shall be paid to any member, officer, director, creator or organizer of the Corporation or substantial contributor to it, except as a reasonable allowance for services actually rendered to or for the Corporation.

### ARTICLE 19 - PUBLIC PURPOSE

The Corporation is organized to serve public interests as a supporting organization for another publicly-supported organization. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to the Corporation, or persons controlled directly or indirectly by such private interests. No part of the net earning of the Corporation shall inure to the benefit of any private individual.



