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RIVERVIEW TERRACE COMMUNITY MANAGEMENT INC.
314 COURT E
TAMPA, FL 33604
813/238-6705

JUNE 1, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/04/98-01054-018
****122.50 ****122.50

Re: Riverview Terrace Community Management Inc.

Dear Division of Corporations:

Enclosed for filing are original Articles of Incorporation for the above-referenced not-for-profit corporation, together with a photocopy of the executed Articles and a check for \$122.50 in payment of the filing fee, the registered agent fee and the fee for a certified copy.

Please return a certified copy of the Articles of Incorporation to:
Riverview Terrace Community Management Inc.
c/o Claudia Clemons, President
P.O. Box 9308
Tampa, FL 33674-9308

Please call me at 813/232-6120 if you have any questions regarding this matter.

Thank you for your assistance.

Sincerely,

Claudia Clemons

Claudia Clemons
President

Enclosures

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**ARTICLES OF INCORPORATION
OF
RIVERVIEW TERRACE COMMUNITY MANAGEMENT INC.
A Florida "Not for Profit" Corporation**

We the undersigned residents of the State of Florida, being twentyone (21) years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statues of the State of Florida.

**ARTICLE ONE
NAME AND LOCATION**

The name of the corporation shall be Riverview Terrace Community Management, Inc. and its location shall be 417 E. Hanlon Street, City of Tampa, County of Hillsborough, State of Florida.

**ARTICLE TWO
PURPOSE AND POWERS**

The corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for plans and methods by which the residents of Riverview Terrace Apartments may become involved in community activities; to plan and eventually establish and operate a day care center to benefit the residents of Riverview Terrace Apartments, to provide services to include but not be limited to a job referral program, self-help educational programs, drug-free seminars, and fund raisers to benefit the residents of Riverview Terrace Apartments; and generally to promote the health, safety and welfare of the residents of Riverview Terrace Apartments.

To engage in such other business or transactions which the Board of Directors of this corporation may from time to time authorize or approve, whether related or unrelated to the businessess heretofore described, or to any other business then or theretofore done by this corporation which may be calculated to promote the interest of this corporation, but in no event shall such nonprofit purposes.

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To transact such business as directed in the State of Florida or any other jurisdiction of the United States of America or elsewhere in the world consistent with the aforementioned purposes;

To act in a manner consistent with the aforementioned purposes, provided that no part of the net earnings of this corporation shall inure to the benefit of or be distributed 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 to furtherance of its educational purposes as set forth heretofore;

To act in a manner consistent with the aforementioned purposes, provided that no substantial portion of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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;

To act in a manner consistent with the aforementioned purposes, provided that notwithstanding any other provision of these Articles to the contrary, this corporation shall not carry on any other activities not permitted to be carried on by an exempt corporation under Section 501(c) (3) (or the corresponding provision of any future Internal Revenue Law);

ARTICLE THREE

DURATION/MEMBERSHIP

The corporation shall have perpetual existence. The qualification for members, if any, and the manner of their admission shall be required by the by-laws.

ARTICLE FOUR

501 (C) (3) LIMITATIONS

A. CORPORATE PURPOSES: Notwithstanding any other provision of these article, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal and State Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or to a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

B. EXCLUSIVITY: The corporation is organized exclusively for charitable and educational purposes.

C. NO PRIVATE INUREMENT: The corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The corporation shall not distribute any gains, profits or dividends to the directors, officers, or members thereof or to any individual, except as reasonable compensation for services actually performed in carrying out the corporation's charitable and educational purposes. The property, assets, profits and net income of the corporation are irrevocable dedicated to charitable and educational purposes and no part of which shall inure to the benefit of any individual.

D. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.

E. DISSOLUTION: Upon winding up and dissolution of the corporation, the assets of the corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501 (c) (3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. If the corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

F. PRIVATE FOUNDATION STATUS: In the event that this corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code.

ARTICLE FIVE
INITIAL DIRECTORS AND OFFICERS

The number of directors constituting the initial Board of Directors of the corporation is eight (8), and names and addresses of the persons who are to serve as initial directors and officers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Claudia Clemons President	317 East Kirby Street Tampa, FL 33604
John Cowell Vice-President	115 East Kirby Street Tampa, FL 33604
Bernadette Diana Clemons Secretary	424 East Kirby Street Tampa, FL 33604
Mary Williams Assistant Secretary	323 East Kirby Street Tampa, FL 33604
Alice McCrary Treasurer	311 E. Hanlon Street Tampa, FL 33604
Mary Frances Russell Chaplain	215 E. Kirby Street Tampa, FL 33604
Geraldine Ashley Board of Directors	415 E. Hanlon Street Tampa, FL 33604
Earl Haynes Board of Directors	1415 Union Street Tampa, FL 33610

ARTICLE SIX
ELECTION OF DIRECTORS

The manner in which the directors are to be selected is outlined in the by-laws of this nonprofit corporation.

ARTICLE SEVEN
MEMBERSHIP

The conditions and regulations of membership and the rights and other privileges of membership shall be determined and fixed by the by-laws.

ARTICLE EIGHT
LIMITATION ON MEMBER LIABILITY

The private property of the members of this corporation shall not be liable for its corporate debts.

ARTICLE NINE
BY-LAWS

The by-laws of this corporation shall be promulgated by the Board of Directors and may be amended as provided therein.

ARTICLE TEN
AMENDMENTS

These Articles may be amended in the manner consistent with the by-laws of the corporation and as provided by statute at the time of amendment.

ARTICLE ELEVEN
INCORPORATOR

The name and residence of the person forming this corporation is as follows:

NAME

ADDRESS

Claudia Clemons
President

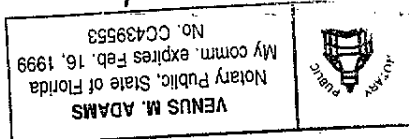
317 E. Kirby Street
Tampa, FL 33604

IN WITNESS WHEREOF, the undersigned, being the incorporator and the person named herein as the initial President and Director, has executed these Articles of Incorporation on the 25 day of September 1997.



Claudia Clemons, President

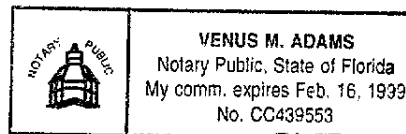
Sworn to and subscribed before me
this 25th day of September, 1997



Venus M. Adams

Notary Public,
State of Florida, at Large

My Commission Expires:



REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I, Claudia Clemons, hereby accept my appointment as registered agent for the RIVERVIEW TERRACE COMMUNITY MANAGEMENT, INC., a Florida not for profit corporation. I am familiar with, and accept, the obligations of the position of registered agent, and agree to comply with the provisions of all statutes relating to the proper performance of my duties.

Claudia Clemons
Claudia Clemons

September 25, 1997
Date

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Riverview Terrace Community Manager Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Claudia Clemons
(NAME)
417 E. HANLON AVE
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)
Tampa, FL 33604
(CITY/STATE/ZIP)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Claudia Clemons
(SIGNATURE) 1-8-98
(DATE)