

Division of Corporations

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Florida Department of State

Division of Corporations

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Account Number : 076077000355

Phone : (813) 223-7000

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CHILDREN'S CANCER CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FROM: CARLTON, FIELDS

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03-10-00 10:01 AM 1902

**ARTICLES OF AMENDMENT TO THE
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
CHILDREN'S CANCER CENTER, INC.**

Pursuant to the provisions of Chapter 617 of the Florida Statutes, CHILDREN'S CANCER CENTER, INC., a not-for-profit Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Second Amended and Restated Articles of Incorporation:

1. Article II of the Second Amended and Restated Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE II

PURPOSES

Children's Cancer Center, Inc. (hereinafter called "the Corporation") shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Such purposes include, but are not limited to, the following:

- (a) To unite persons and organizations in the community, including, without limitation, physicians, other healthcare professionals, and parents and other family members of children requiring treatment for cancer, blood diseases, or other specialized medical conditions, to promote a better understanding among those persons and organizations of such areas of childhood medicine.
- (b) To educate health care professionals and the general public in the areas of childhood cancer, blood diseases and other conditions requiring specialized medical care for children.
- (c) To raise funds for and support other organizations that are exempt from federal income taxation under Section 501(a) of the Code as organizations described in Section 501(c)(3) of the Code and that provide for the care and treatment of children who have cancer, blood diseases, or other specialized medical conditions, or that provide counseling and moral support to such children and their families.

Prepared by:
Nathaniel L. Doliner, Esq.
Florida Bar No. 161506
Carlton Fields
P. O. Box 3239
Tampa, FL 33601

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TALLAHASSEE, FLORIDA

2. Article III of the Second Amended and Restated Articles of Incorporation

is hereby amended, in its entirety to read as follows:

ARTICLE III

MEMBERS

(a) In General. The members of the Corporation shall be (i) such individuals who are engaged in the practice of medicine or research in an area of specialty related to childhood cancer, blood disease, or other areas of specialized care for children, and who are approved by the Board of Directors. for membership, and (ii) such other individuals approved by the Board of Directors for membership who pay any annual dues for such membership that may be required by the Board of Directors.

(b) Good Standing. A member in good standing is a member who complies at all times with the requirements for membership determined from time to time by the Board of Directors including, without limitation, the payment of any annual dues for such membership that may be required by the Board of Directors.

(c) Termination of Membership. The membership of any member who is not in good standing may be terminated by the Board of Directors.

(d) Limitation on Voting Rights. The only voting rights of members shall be to elect the Board of Directors.

3. The members of the Corporation approved the amendments to the Articles of Incorporation set forth above at a meeting of members held on the 16th day of May, 2000, and the number of votes cast for the amendment was sufficient for approval.

Dated as of the 16th day of May, 2000.

CHILDREN'S CANCER CENTER INC.

By: Philip C. Vieson

Name: Philip C. Vieson

Title: Vice Chairman