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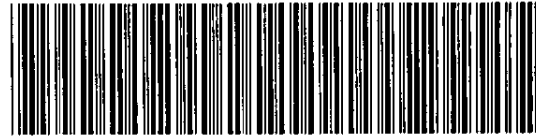
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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MAY 21 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CHILDREN'S CANCER CENTER, INC.

DOCUMENT NUMBER: 729217

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Julie V. Fanelli

(Name of Contact Person)

Fanelli Law Firm, PA

(Firm/ Company)

5300 W. Cypress Street, Suite 200

(Address)

Tampa, FL 33607

(City/ State and Zip Code)

jfanelli@fanellilaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Julie V. Fanelli

(Name of Contact Person)

at (813) 384-4841

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

12 MAY 17 PM 12: 29

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CHILDREN'S CANCER CENTER, INC. TALLAHASSEE FLORIDA
(A CORPORATION NOT FOR PROFIT)**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the Children's Cancer Center, Inc., which was originally incorporated under the name Tampa Bay Area Treatment for Childhood Cancer and Blood Diseases, Inc., and whose original articles of incorporation were filed on April 1, 1974 by the Department of State, does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is Children's Cancer Center, Inc., (the "Corporation").
2. The Third Amended and Restated Articles of Incorporation, which are hereinafter set forth in paragraph 5 hereof, were duly adopted by the board of directors on April 25, 2012. The number of votes cast by the Directors of the Corporation was sufficient for approval. Members are not entitled to vote on a proposed amendment to the Articles.
3. Articles I through VIII of the Corporation's Articles of Incorporation, relating to the Corporation's name and principal office, purposes, members, board of directors, bylaws, amendment of articles, distribution of assets upon dissolution, and tax exempt status are hereby amended to read as set forth in Articles I through VIII of the Third Amended and Restated Articles of Incorporation set forth below.
4. There is no discrepancy between the Corporation's Articles of Incorporation as heretofore amended and the Third Amended and Restated Articles of Incorporation set forth below other than the inclusion of the amendments referenced in paragraph 3 above, which were adopted pursuant to Florida Statutes Section 617.1002.

5. The following Third Amended and Restated Articles of Incorporation shall be the Articles of Incorporation of the Corporation until amended and changed in accordance with the provisions of the Florida Not For Profit Corporation Act:

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHILDREN'S CANCER CENTER, INC.**

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the Corporation is CHILDREN'S CANCER CENTER, INC. (the "Corporation"). The principal office and mailing address of the Corporation is 4901 West Cypress Street, Tampa, FL 33607.

ARTICLE II

PURPOSES

The Corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and any corresponding or succeeding law (the "Code"), and in particular to:

- (a) 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) educate the public in the areas of childhood cancer, blood diseases, and other conditions requiring specialized medical care for children;

- (c) 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; and
- (d) develop a broad spectrum of educational programs which include continuing medical education of community physicians and other healthcare professionals in the fields of childhood cancer, blood diseases, and other conditions requiring specialized medical care for children.

ARTICLE III

MEMBERS

The Corporation shall not have members.

ARTICLE IV

BOARD OF DIRECTORS

The members of the board of directors shall be elected by the then current Directors in good standing voting at the annual meeting of the Corporation as specified in the Bylaws. The number of directors shall be fixed by the Directors at their annual meeting or shall be that number of directors prescribed by the Bylaws; provided, however, that the Corporation shall never have fewer than 10 directors.

ARTICLE V

AMENDMENT OF BYLAWS

The Bylaws may be altered, amended, or repealed by the board of directors.

ARTICLE VI

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE VII

DISTRIBUTION OF ASSETS

In the event of dissolution of the Corporation, all of the remaining assets of the Corporation after payment of its liabilities shall be distributed as the board of directors shall determine only for scientific, education, or charitable purposes to one or more organizations, contributions to which are deductible under Section 170 of the Code.

ARTICLE VIII

MAINTENANCE OF TAX EXEMPT STATUS

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status: (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501 (c) (3) of the Code; or (2) as a corporation, contributions to which are deductible under Section 170 of the Code.

Executed on the 11th day of May, 2012.

CHILDREN'S CANCER CENTER, INC.

By: _____

Carlton Compton
Its President

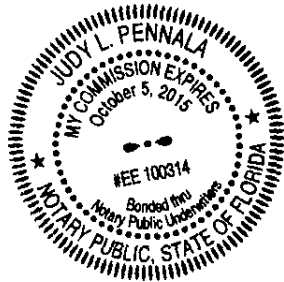
By: _____

Tom Shanahan
Its Secretary

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 11th day of May 2012 by Carlton Compton, as President, of Children's Cancer Center, Inc., on behalf of the corporation. The above-named individual is personally known to me or produced FL DRIVER'S LICENSE as identification and he did not take an oath.



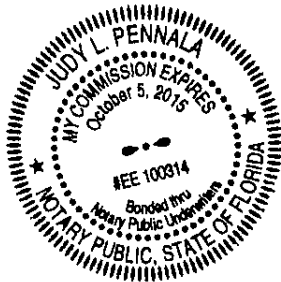

Notary Public

Judy L. Pennala
Printed Name
State of Florida at Large
My Commission Expires:

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 9th day of May 2012 by Tom Shanahan, as Secretary, of Children's Cancer Center, Inc., on behalf of the corporation. The above-named individual is personally known to me or produced FL DRIVER'S LICENSE as identification and he did not take an oath.




Notary Public

Judy L. Pennala
Printed Name
State of Florida at Large
My Commission Expires: