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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN
PRELUDE TO A CURE, INC.

Certificate of Status	0
Certified Copy	1
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PRELUDE TO A CURE, INC.

2013 MAR 21 AM 11:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act, the undersigned being of full age, for the purpose of forming a not-for-profit corporation without capital stock, does hereby accept all of the rights, privileges, benefits and obligation conferred and imposed by said law and does hereby make, subscribe, acknowledge and file these Amended and Restated Articles of Incorporation.

ARTICLE I
NAME

The name of this Corporation shall be "Prelude to a Cure, Inc."

ARTICLE II
PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation shall be located in the County of Hillsborough at 12902 Magnolia Drive, Tampa, Florida 33612. The mailing address of the initial principal office of this Corporation shall be 843 39th Avenue North, St. Petersburg, Florida 33703.

ARTICLE III
TERM OF EXISTENCE

The duration of this Corporation shall be perpetual until dissolved according to law.

ARTICLE IV
CORPORATE PURPOSES

The Corporation is organized and 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 (or the corresponding provisions of any future United States Internal Revenue Law), including the making of distributions for such purposes. The Corporation is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not-For-Profit Corporation Act. These purposes include the following: to support local and national research studies focused on developing

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innovative strategies for the prevention, improved treatments, and enhanced screening that will cure all cancers of the lung.

ARTICLE V
REGISTERED AGENT

The registered agent of this Corporation shall be Nancy Niles. The street address of the registered office of this Corporation shall be: 1726 Fircrest Court, Wesley Chapel, Florida 33543-8167.

ARTICLE VI
INCORPORATORS

The name and address of the Incorporator is:

Michelle Motschman
8517 Brushleaf Way
Tampa, Florida 33647

ARTICLE VII
BOARD OF DIRECTORS

The method of election and removal of directors shall be as set forth in the Bylaws of the Corporation. The Corporation initially shall have four (4) directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, provided that the number of directors is never less than four (4).

ARTICLE VIII
VOTING

The method of voting on corporate matters shall be as set forth in the Bylaws.

ARTICLE IX
INDEMNIFICATION

The Corporation may indemnify the incorporator, any officer or director, or any former officer or director, to the fullest extent permitted by law.

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ARTICLE X
DISSOLUTION

Upon any dissolution of the Corporation, the directors of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify the organization as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE XI
AMENDMENT

These Articles may be adopted, altered, amended or repealed only by a majority vote of the directors present at a regular or special meeting of the Board at which a quorum is present, or by all directors signing a written statement manifesting their intention that these Articles be adopted, altered, amended or repealed, provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to these Articles, shall be furnished in writing to each director, at least five (5) days prior to the meeting at which such alteration shall be voted upon.

ARTICLE XII
LIMITATION ON ACTIVITIES

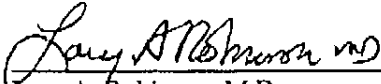
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not

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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.

IN WITNESS WHEREOF, the President executed these Amended and Restated Articles of Incorporation on this 7 day of March, 2013.



Lary A. Robinson, M.D.
President

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**CERTIFICATE AS TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PRELUDE TO A CURE, INC.**

WE HEREBY ACKNOWLEDGE, as the duly elected and qualified President and Secretary of Prelude to a Cure, Inc. (the "Corporation"), the following:

That these Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation at a duly called meeting on March 7th, 2013, 2013, pursuant to Section 617.1007, Florida Statutes; and

That the Corporation had no members entitled to vote on these Amended and Restated Articles of Incorporation.

Dated this 7 day of March, 2013.

Prelude to a Cure, Inc.

By: Lary A. Robinson M.D.
Lary A. Robinson, M.D.
President

Attest: Christie L. Pratt
Christie L. Pratt
Secretary

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