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FLORIDA PROFIT/NON PROFIT CORPORATION
CANCER NUTRITION CONSORTIUM, INC.

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**ARTICLES OF INCORPORATION
OF
CANCER NUTRITION CONSORTIUM, INC.**

**In compliance with
Chapter 617, F.S., (Not for Profit)**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be Cancer Nutrition Consortium, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the principal place of business and the mailing address of this corporation will be: 1411 North Flagler Drive, Suite 7100, West Palm Beach, Florida 33401, Attn: Bruce Moskowitz.

**ARTICLE III
PURPOSES**

The specific purpose for which this corporation is organized is to promote and build awareness of the benefits of nutritional health in the treatment of cancer patients, and to do any other act or thing incidental to or in connection with or in advancement of this purpose, but not for the pecuniary profit or financial gain of the corporation's directors or officers.

**ARTICLE IV
MANNER OF ELECTION OF DIRECTORS**

The method of election of directors of this corporation will be stated in the corporation's bylaws.

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**ARTICLE V
INITIAL DIRECTORS**

The names and addresses of the initial directors of this corporation are:

**Bruce Moskowitz
1411 North Flagler Dr., Suite 7100
West Palm Beach, Florida 33401**

**Wendy Watkins
40 Fountain Plaza
Buffalo, New York 14202**

**Stacey Bell
One Huntington Avenue, #1303
Boston, MA 02116**

**Peter L. White
5225 Wilshire Blvd, Suite 603
Los Angeles, CA 90036**

**ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent of this corporation is: Bruce Moskowitz, 1411 North Flagler Dr., Suite 7100, West Palm Beach, Florida 33401.

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator of this corporation is: Deborah Kalstek, 140 Pearl Street, Suite 100, Buffalo, New York 14202.

**ARTICLE VIII
ORGANIZATION FOR CHARITABLE PURPOSES**

(1) This corporation is organized exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, and will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or any successor section, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any successor section.

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(2) No part of the net earnings of this corporation will inure to the benefit of any director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no director or officer of the corporation or any private individual will be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(3) No substantial part of the activities of the corporation will be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), nor will the corporation participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IX
DISSOLUTION**

Upon liquidation or dissolution of this corporation, whether voluntary or involuntary, after payment of all debts and liabilities of the corporation of whatsoever kind or nature, its remaining funds and other property and rights will be distributed to an organization or organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or any successor section, such organization or organizations to be selected by the directors of the corporation.


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Bruce Moskowitz, Registered Agent


Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Deborah Kalstck, Incorporator


Date