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**FLORIDA PROFIT/NON PROFIT CORPORATION
NEOGENOMICS FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NEOGENOMICS FOUNDATION, INC.**

A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I. NAME

The name of the Corporation shall be **NeoGenomics Foundation, Inc.** (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The principal street address and mailing address of the Corporation is 12701 Commonwealth Drive, Suite 9, Fort Myers, FL 33913.

ARTICLE III. PURPOSE

The Corporation is organized under the Florida Not for Profit Corporation Act (the "Act") exclusively for charitable, scientific and educational purposes as defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) (the "Code").

ARTICLE IV. CHARITABLE LIMITATIONS

(A) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director or officer of the Corporation, or to any other private person, 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 its purposes as set forth in these Articles of Incorporation.

(B) No 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 directly or indirectly participate 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 provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income taxes under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V. MEMBERS

The Corporation have members, the qualifications, rights, powers and obligations of which shall be set forth in the Bylaws of the Corporation.

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ARTICLE VI. INITIAL DIRECTORS

The initial directors of the Corporation are:

Douglas M. VanOort, Director
12701 Commonwealth Dr., Suite 9
Fort Myers, FL 33913

Kathryn B. McKenzie, Director
12701 Commonwealth Dr., Suite 9
Fort Myers, FL 33913

Denise E. Pedulla, Director
12701 Commonwealth Dr., Suite 9
Fort Myers, FL 33913

Jerry Bellizzi, Director
12701 Commonwealth Dr., Suite 9
Fort Myers, FL 33913

Jennifer Balliet, Director
12701 Commonwealth Dr., Suite 9
Fort Myers, FL 33913

ARTICLE VII. MANNER OF ELECTION

The manner in which the directors are elected or appointed is as set forth in the Bylaws of the Corporation.

ARTICLE VIII. PRIVATE FOUNDATION LIMITATIONS

(A) The income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code.

(B) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code.

(C) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code.

(D) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(E) The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Code.

ARTICLE IX. DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation or in the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property; all assets remaining after all debts and expenses of the Corporation have been paid or provided for shall be conveyed or distributed by the Board of Directors to one or more organizations qualifying for the exemption afforded by Section 501(c)(3) of the Code, as the Board

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of Directors may determine. Any such assets not so distributed shall be disposed of pursuant to an order by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine.

ARTICLE X. INITIAL REGISTERED AGENT AND STREET ADDRESS

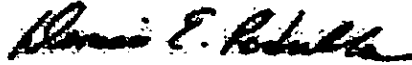
The name and street address of the registered agent of the Corporation are Capitol Corporate Services, Inc., 515 East Park Avenue, 2nd Floor, Tallahassee, Florida 32301.

ARTICLE X. INCORPORATOR

The name and address of the Incorporator are Denise E. Pedulla, Esq., 12701 Commonwealth Dr., Suite 9, Fort Myers, FL 33913.

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.

Date: May 8, 2020



Denise E. Pedulla, Esq., Incorporator

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated herein, the undersigned does hereby certify that he is familiar with the duties of, and accepts the Corporation's appointment as, registered agent and agrees to act in this capacity.

Capitol Corporate Services, Inc.

Date: May 8, 2020

By: Kim Tadlock

Kim Tadlock, Asst Sec. on behalf of
Capitol Corporate Services, Inc.