

n 36411

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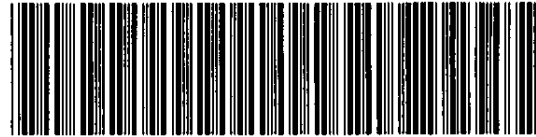
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*Prepared*

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 305348 7644751

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : September 23, 2016

ORDER TIME : 12:49 PM

ORDER NO. : 305348-005

CUSTOMER NO: 7644751

DOMESTIC AMENDMENT FILING

NAME: PAPANICOLAOU CORPS FOR CANCER  
RESEARCH, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: \_\_\_\_\_

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

PAPANICOLAOU CORPS FOR CANCER RESEARCH, INC.

FILED

2016 SEP 23 A 11:45

Pursuant to the provisions of Chapter 617, Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation, replacing its Articles of Incorporation originally filed on February 1, 1990; the corporation was then assigned Document Number N36411.

FIRST: The name of the corporation (hereinafter called the "Corporation") is PAPANICOLAOU CORPS FOR CANCER RESEARCH, INC.

SECOND: The principal office of the Corporation is located at 1166 W. Newport Center Drive, Suite 114, Deerfield Beach, FL 33442. The mailing address of the Corporation is 1166 W. Newport Center Drive, Suite 114, Deerfield Beach, FL 33442.

THIRD: The purposes for which the Corporation is formed are exclusively charitable and educational and consist of the following:

1. The Corporation is formed 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").
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for educational, scientific, or charitable purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
4. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Code.

5. 501(c)(3) Limitations:

a. Corporate Purposes: Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Code.

b. Exclusivity: The Corporation is organized exclusively for charitable and educational purposes.

c. No Private Inurement: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's educational, scientific, and charitable purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

d. Lobbying And Political Campaigns: No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

e. Dissolution: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization or to organizations recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of Broward County, Florida or such other county in which the Corporation's principal office is then located, upon petition thereof by the Florida Attorney General or by any person concerned in the liquidation.

f. "Private Foundation" Provisions: In the event this Corporation is considered to be a "Private Foundation" by the United States Internal Revenue Service under provisions of the Code, the following provisions apply:

i.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or the corresponding section of any future federal tax code.

ii.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code, or the corresponding section of any future federal tax code.

iii.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code, or the corresponding section of any future federal tax code.

iv.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code.

v.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Code, or the corresponding section of any future federal tax code.

**FOURTH:** All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number of directors constituting the Board of Directors of the Corporation is nine which may be increased or decreased by the bylaws. The method of selection of the Board of Directors shall also be stated in the bylaws. The Board of Directors shall approve and adopt the bylaws of the Corporation and shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws.

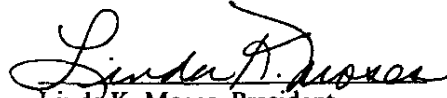
**FIFTH:** The address of the registered agent of the Corporation in the State of Florida is 200 East Broward Boulevard, Suite 1110, Fort Lauderdale, Florida 33301 and the name of the registered agent of the Corporation at such address is Genovese Joblove & Battista, P.A.

**SIXTH:** The Corporation shall have one class of members which shall have no voting rights. The qualifications and rights of members shall be contained in the bylaws.

**SEVENTH:** The Corporation shall, to the fullest extent permitted by the provisions of Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such person.

The aforesaid Amended and Restated Articles of Incorporation were adopted on September 22, 2016 at a meeting of members of the Corporation and the number of votes in favor of the Amended and Restated Articles of Incorporation was sufficient for approval.

Signed on September 22, 2016

  
Linda K. Moses, President

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the not for profit corporation named in the foregoing Amended and Restated Articles of Incorporation.

Genovese Joblove & Battista, P.A.

By:   
Mark S. Feluren