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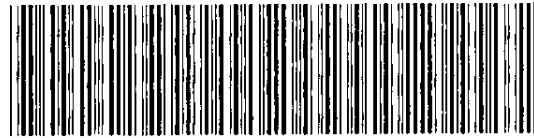
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10 DEC 22 AM 11:17

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

10 DEC 22 PM 1:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend & Rest.*  
**C.COULLETTE**

DEC 22 2010

**EXAMINER**

December 22, 2010

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 8029079 SO  
Customer Reference 1: 130689.010100.  
Customer Reference 2: None Given

File 2nd

Dear Department of State, Florida:

Please obtain the following:

ROYAL DAMES OF CANCER RESEARCH, INC. (FL)  
Misc - Domestic Corporate Filing - Amended and Restated Articles of  
Incorporation  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
Connie.Bryan@wolterskluwer.com

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

ROYAL DAMES OF CANCER RESEARCH, INC.

A Corporation Not-For-Profit

FILED  
10 DEC 22 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, **Royal Dames of Cancer Research, Inc.**, a Florida not-for-profit corporation, hereby certifies that:

1. The corporation is named **ROYAL DAMES OF CANCER RESEARCH, INC.** and these Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation any Articles of Amendment, filed with the State of Florida from the date of the corporation's original incorporation through the date hereof.

2. These Amended and Restated Articles of Incorporation do not contain an amendment to the Articles of Incorporation requiring member approval. These Amended and Restated Articles of Incorporation were adopted by a two-third vote of those Trustees present at the meeting of the Board of Trustees dated 16<sup>th</sup> day of December, 2010.

Article I. NAME

The name of this corporation shall be **ROYAL DAMES OF CANCER RESEARCH, INC.**

Article II. PURPOSE

This corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes. The general purposes of the corporation are, and shall be: (a) the educational programs and activities of the Rumbaugh-Goodwin Institute for Cancer Research (RGI) at Nova Southeastern University (NSU), in Broward County, Florida; and (b) the educational programs and activities of other Florida based not-for-profit organizations and facilities for cancer research, care, education, and other programs. Any educational organization or facility must qualify as an exempt organization under § 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), or organizations, contributions to which are deductible under §§ 170(C)(1) or (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). The

corporation is, and shall be, empowered to receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real or personal property, and to hold, use, improve, operate, manage, lease, convey, convert, invest, dispose of by gift, sale, lease or otherwise, and transfer any or all of such real or personal property, and to use the same in any lawful manner for the furtherance of its purposes herein stated, and to do and perform generally all acts reasonably incident to the corporate purposes and objectives.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 II 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 participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under § 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### Article III.

#### REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The registered agent of the corporation is CT Corporation System.

### Article IV.

#### MAILING ADDRESS

The mailing address of the corporation is Royal Dames of Cancer Research, Inc., 6278 N. Federal Highway, #378, Fort Lauderdale, Florida 33308.

### Article V. MEMBERSHIP

The membership of the corporation shall consist of those persons who have previously been admitted to membership pursuant to the bylaws of the corporation and such other individuals as may hereafter be admitted to membership pursuant to the bylaws of the corporation, which have the following requirements: (1) An affirmative majority vote, by show of hands or by ballot, of the Trustees present

shall be required for an election to membership and (2) Payment of dues shall be \$2,500.00 payable over (a) a five (5) year period of \$500.00 per year, (b) a ten (10) year period of \$250.00 per year or (c) a total sum of one (1) payment of \$2,500.00.

#### Article VI. TERM

The corporation shall exist perpetually unless dissolved according to law.

#### Article VII. BOARD OF TRUSTEES

The business of the corporation shall be conducted by a Board of Trustees which shall consist of the number designated in the bylaws, but not less than fifteen nor more than twenty-five. The Board of Trustees shall be elected by the members at their annual meeting. In addition to those fifteen to twenty-five Trustees who are elected by the members at their annual meeting, all Past Presidents shall serve as Trustees for life.

#### Article VIII. BYLAWS

The Board of Trustees shall provide such bylaws as they may deem necessary, and may from time to time amend, alter or rescind the same by majority vote, by show of hands or by ballot, of the Trustees present at any regular meeting or any special meeting where a majority of the Trustees are present if at least ten (10) days written notice is given of intentions to alter, amend or repeal or to adopt new By-laws at such meeting.

#### Article IX. AMENDMENT

The Articles of Incorporation may be amended by the Board of Trustees at any regular or special meeting, by a majority vote of those present, provided that notice of intention to submit such amendment shall have theretofore been given.

#### Article X. COMMITTEES

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

#### Article XI. DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the 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 charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §

501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contribution to which are deductible under §§ 170(c)(1) or (2) of the Internal Revenue Law, as the Board of Trustees shall determine. Any of such assets not so disposed of by the Circuit Court in and for Broward County, exclusively for such charitable, educational or scientific purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such charitable, educational or scientific purposes.

**IN WITNESS WHEREOF**, the undersigned, has signed these Amended and Restated Articles of Incorporation on this 16th day of December, 2010.

By: Janet Davis  
Name:  
Title: President, Royal Damer of Cancer Research, Inc.

J. Lewis, chair, By Law Committee  
Patty I. Grace, Trustee  
Linda Apsey, Trustee  
Robert H. Hinch, Trustee  
Paula Valad, Trustee