

748038

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18 MAR -7 PM 3:26

FILED

*Amended
Restated*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Royal Dames of Cancer Research, Inc.

DOCUMENT NUMBER: 748038

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Raquel Cohen

(Name of Contact Person)

(Firm/ Company)

4936 Exeter Estate Lane

(Address)

Wellington, FL 33449

(City/ State and Zip Code)

cohen004@att.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Raquel Cohen

917

319-7834

(Name of Contact Person)

at

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROYAL DAMES OF CANCER RESEARCH, INC.
A Corporation Not-For-Profit

FILED
18 MAR -7 PM 3:25
CLERK OF CIRCUIT COURT
JACKSONVILLE, 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 those 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 18th Day of January 2018.

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, in the State of Florida. Any educational organization or facility must qualify as an exempt organization under Sec. 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 Sections 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 Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ROYAL DAMES OF CANCER RESEARCH, INC., do not promote or discriminate against any person, population group, or organization with regard to categories protected by applicable United States law. These include, but are not limited to

race, color, religion, sex, gender expression, physical appearance, language, educational background, national origin, age, disability and veteran status.

ARTICLE III. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation is The Law Offices of A. Paoli, P.A., 1720 Harrison Street, Suite 8C, Hollywood, FL 33020-6828 . The registered agent of the corporation is Anita Paoli, Esq.

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 payable over (a) a five (5) year period, (b) a ten (1) year period or (c) one (1) lump sum payment.

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.

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 bylaws 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 Section 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 Sections 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 18th day of January, 2018.

By: Carole Nugent

Name: Carole Nugent

Title: President, Royal Dames of Cancer Research, Inc.

Anita Kotler, Bylaws Committee Chair

Rhonda Ritchie

January 18, 2018

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

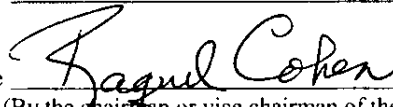
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 6, 2018 _____

Signature  _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Raquel Cohen

(Typed or printed name of person signing)

Treasurer

(Title of person signing)