

APR-29-2005 12:30

GUNSTER YOKLEY

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PALM BEACH CANCER INSTITUTE FOUNDATION, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 APR 29 PM 4:26

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4-29
Amended
Institute

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PALM BEACH CANCER INSTITUTE FOUNDATION, INC.
A Florida Not For Profit Corporation**

FILED
05 APR 29 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Palm Beach Cancer Institute Foundation, Inc. hereby amends and restates its Articles of Incorporation in its entirety in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), as follows.

ARTICLE I NAME

The name of the corporation shall be: Palm Beach Cancer Institute Foundation, Inc. (the "Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

P.O. Box 921
Palm Beach, FL 33480

ARTICLE III PURPOSES

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

2. The scientific purposes for which this Corporation is organized and to which its activities shall be limited are: (a) education of persons engaged in treatment of cancer patients in South Florida, including the sponsorship of lectures and sending such persons to training courses and conferences; (b) investigational cancer treatment; (c) research in the causes of and possible treatments of any type of cancer, and (d) activities which would benefit cancer victims in South Florida generally including educational programs and advocacy on behalf of such persons generally, to the extent permitted by the other provisions of these Articles.

3. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any

of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

4. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

5. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

6. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all 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 scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Foundation shall determine.

ARTICLE IV ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE V MEMBERSHIP

The Corporation shall have no members.

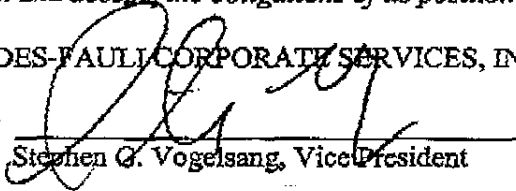
ARTICLE VI REGISTERED AGENT AND STREET ADDRESS

The name and the Florida street address of the registered agent are:

Valdes-Fauli Corporate Services, Inc.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, Valdes-Fauli Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Valdes-Fauli Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Valdes-Fauli Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent.

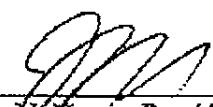
VALDES-FAULI CORPORATE SERVICES, INC.

By: 

Stephen G. Vogelsang, Vice President

CERTIFICATE

This amendment and restatement of the Articles of Incorporation does not require member approval and has been duly approved by the Board of Directors.


By: James M. Harris, President