

FOA 2000001735

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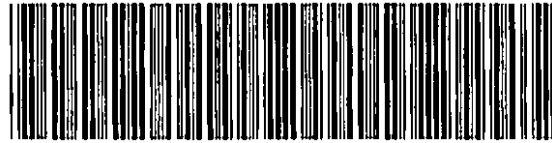
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2019 APR -2 A 10 16

FILED

APR 12 2019  
T. LEMIEUX

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** American Society of Clinical Oncology, Inc.

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** F08000001735

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Melissa Tai

\_\_\_\_\_  
Name of Contact Person

American Society of Clinical Oncology, Inc.

\_\_\_\_\_  
Firm/Company

2318 Mill Road, Suite 800

\_\_\_\_\_  
Address

Alexandria, VA 22314

\_\_\_\_\_  
City/State and Zip Code

melissa.tai@asco.org

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

For further information concerning this matter, please call:

Judith Wisniewski

at ( 571 ) 483-1303

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$35.00 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

**NOT FOR PROFIT CORPORATION**  
**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE**  
**AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**  
(Pursuant to s. 617.1504, F.S.)

**FILED**

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

2013 APR -2 A 16

FO#000001735

(Document Number of Corporation (If known))

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The American Society of Clinical Oncology, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. New York

(Incorporated under laws of)

3. 4/28/2008

(Date authorized to conduct affairs in Florida)

**SECTION II**

**(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 7/11/2008

**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.

5. American Society of Clinical Oncology, Inc.

(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

\_\_\_\_\_  
(New duration)

\_\_\_\_\_  
(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

\_\_\_\_\_  
(New jurisdiction)

\_\_\_\_\_  
(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

\_\_\_\_\_  
(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Linda A. Jensen  
(Signature of the chairman or vice chairman of the board, president, or other officer – if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Linda A Jensen  
(Typed or printed name of the person signing)

Vice President CFO  
(Title of person signing)

***STATE OF NEW YORK***

***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on  
February 7, 2019.

A handwritten signature in black ink that reads "Whitney Clark". The signature is written in a cursive style.

Whitney Clark  
Deputy Secretary of State for Business and  
Licensing Services

080711000126

**CSC 45**

RESTATED CERTIFICATE OF INCORPORATION  
OF  
THE AMERICAN SOCIETY OF CLINICAL ONCOLOGY, INC.

Under Section 805 of the Not-for-Profit Corporation Law

THE UNDERSIGNED, for the purpose of restating the Certificate of Incorporation under the Not-for-Profit Corporation Law of the State of New York, hereby certifies that the Certificate of Incorporation is amended and restated in its entirety, as follows:

FIRST: The name of the corporation is The American Society of Clinical Oncology, Inc.

SECOND: The date of filing of the Certificate of Incorporation by the Department of State is April 16, 1965.

THIRD: The law the corporation was formed under is section 12 of the Membership Corporations Law.

FOURTH: The certificate of incorporation of the corporation is hereby amended to effect the following amendments or changes authorized by the Not-for-Profit Corporation Law:

(a) Paragraph I of the certificate of incorporation relating to the name of the corporation is amended to designate the text as Article FIRST of the certificate and to change the name of the corporation to American Society of Clinical Oncology, Inc.

(b) Paragraph II of the certificate of incorporation relating to the purposes of the corporation is amended to designate the text as Article SECOND of the certificate and to add text stating that the corporation shall be operated for charitable, scientific and educational purposes within the meaning of the Internal Revenue Code; to add to the stated purposes for which the

corporation was formed the purpose of facilitating cancer research and the delivery of cancer care; to add text stating that the corporation shall not organize, operate or conduct an institution of the kind referred to by Not-for-Profit Corporation Law § 404(a) through (c) and (e) through (w) and shall not carry on any activity which would prevent the corporation from receiving exemption from federal income tax; to add text which states that the corporation has the power to receive property, and to use the income from such property as well as the principal thereof, for charitable, scientific, or educational purposes, and which states that the corporation has the power to engage in any lawful act or activity for which corporations may be organized under the Not-for-Profit Corporation Law; and to add text stating that the corporation possesses all general powers enumerated in Not-for-Profit Corporation Law § 202.

(c) Paragraph III of the certificate of incorporation relating to the territory in which the operations of the corporation are principally to be conducted is deleted in its entirety. The designation of the Secretary of State as agent for service of process, originally added to the certificate of incorporation by the filing of a Certificate of Type of Not-for-Profit Corporation but without specifying a numbered paragraph within the certificate of incorporation, is hereby designated Article THIRD of the certificate of incorporation and amended to set forth the address to which the Secretary shall mail a copy of any process against the corporation served upon the Secretary.

(d) Paragraph IV of the certificate of incorporation relating to the address of the principal office of the corporation is deleted in its entirety and a new Article FOURTH is added in lieu thereof to set forth the county in New York where the office of the corporation is to be located.

(e) Paragraph V of the certificate of incorporation relating to the number and designation of directors is deleted in its entirety and a new Article FIFTH is added in lieu thereof to set forth the classification type and the duration of the corporation.

(f) Paragraph VI of the certificate of incorporation relating to the names and addresses of the initial directors is deleted in its entirety and a new Article SIXTH is added in lieu thereof to

provide for members of the corporation and to provide for the rights and designation of such members in the corporation's bylaws.

(g) Paragraph VII of the certificate of incorporation relating to meetings of the directors is deleted in its entirety and a new Article SEVENTH is added in lieu thereof to provide that the earnings of the corporation shall not benefit or be distributed to members, directors, trustees, officers or private persons except in reasonable compensation for services rendered or in furtherance of the corporate purposes and to provide that the activities of the corporation shall not include carrying on propaganda, influencing legislation or participating in political campaigns.

(h) Paragraph VIII of the certificate of incorporation relating to residency and maturity of subscribers is deleted in its entirety and a new Article EIGHTH is added in lieu thereof to provide for the dissolution of the corporation.

FIFTH: The certificate of incorporation of the corporation is hereby restated in its entirety to read as follows: ✓

CERTIFICATE OF INCORPORATION  
OF  
AMERICAN SOCIETY OF CLINICAL ONCOLOGY, INC.

FIRST: The name of the Corporation is American Society of Clinical Oncology, Inc.

SECOND: The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended (the "Code"). The purposes for which the Corporation is formed are as follows:

- a) to promote and foster the exchange and diffusion of information and ideas relating to human neoplastic diseases, including the biology, prevention, diagnosis, staging, treatment, and psychosocial impact of cancer and cancer survivorship;
- b) to further the training of all persons in cancer research and in the total care of patients with neoplastic diseases;
- c) to encourage optimal communication among the various specialties concerned with neoplastic disease; and
- d) to facilitate cancer research and the delivery of cancer care.

Notwithstanding the foregoing, the Corporation shall not organize, operate or conduct an institution of the kind referred to in Not-For-Profit Corporation Law §§ 404(a) through (c) and (e) through (w); and the Corporation shall not directly or indirectly carry on any activity which would prevent it from retaining exemption from federal income taxation under § 501(c)(3) of the Code.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific or educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Not-For-Profit Corporation Law.

In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in § 202 of the Not-For-Profit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

THIRD: The Corporation hereby designates the Secretary of State of the State of New York as agent of the Corporation upon whom process against it may be served. The post office



address within or without the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation which is served upon him is:

1900 Duke Street, Suite 200  
Alexandria, VA 22314

FOURTH: The office of the Corporation within the State of New York is to be located in the County of Albany.

FIFTH: The Corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The Corporation shall be a Type B corporation under § 201 of the Not-for-Profit Corporation Law. The duration of the Corporation shall be perpetual.

SIXTH: The Corporation shall have members. The rights and designation of members shall be set forth in the Corporation's Bylaws. The directors need not be members of the Corporation unless so required by the Bylaws.

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, trustee or officer of the Corporation, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD 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 concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

EIGHTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code. In the event of voluntary dissolution, such

organization or organizations shall be selected in the discretion of the directors, subject to approval of the plan of dissolution and distribution of assets upon an order of a Justice of the Supreme Court of the State of New York.

SIXTH: This Restatement of the Certificate of Incorporation was authorized at a meeting of the members held on June 4, 2007, by a vote of a majority of the members who are entitled to cast votes, in accordance with section 802(a)(1) of the Not-for-Profit Corporation Law.

IN WITNESS WHEREOF the undersigned has subscribed this certificate this 28 day of April, 2008 and affirmed under penalties of perjury that the statements made herein are true.



By: Allen S. Lichter, MD

Title: CEO and Executive Vice President

APPROVAL OF THE ATTORNEY GENERAL

The undersigned has no objection to the granting of Judicial approval hereof and waives statutory notice.

ANDREW CUOMO  
ATTORNEY GENERAL  
STATE OF NEW YORK

By:

THE ATTORNEY GENERAL HAS NO OBJECTION  
TO THE GRANTING OF JUDICIAL APPROVAL  
HEREON, ACKNOWLEDGES RECEIPT OF  
STATUTORY NOTICE AND DEMANDS SERVICE  
OF THE FILED CERTIFICATE. SAID NO OBJECTION  
IS CONDITIONED ON SUBMISSION OF THE  
ATTOR TO THE COURT WITHIN 60 DAYS HEREAFTER.

by *Laura Weiner* June 12, 2008  
ASSISTANT ATTORNEY GENERAL      DATE

Date: \_\_\_\_\_, 2008

APPROVAL OF JUSTICE OF THE SUPREME COURT

**SHERRY KLEIN HEITLER**

I, \_\_\_\_\_, Justice of the Supreme Court of the  
State of New York of the First Judicial District, do hereby approve the foregoing Restated  
Certificate of Incorporation of American Society of Clinical Oncology, Inc. and consent that the  
same be filed.

*Sherry Klein Heitler*  
\_\_\_\_\_  
Justice of the Supreme Court

JUN 24 2008

Date: \_\_\_\_\_, 2008

STATE OF NEW YORK  
THE STATE EDUCATION DEPARTMENT  
Albany, New York

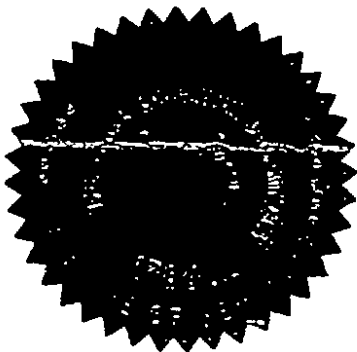
**CONSENT TO FILING WITH THE DEPARTMENT OF STATE**  
**(General Use)**

Consent is hereby given to the filing by The American Society of Clinical Oncology, Inc., of the annexed restated certificate of incorporation, including a change of name to American Society of Clinical Oncology, Inc., pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent is issued with the understanding and upon the condition that, except as authorized by Title VIII of the Education Law, or by other applicable statute, nothing in the restated certificate of incorporation shall be deemed to authorize the corporation to engage in the practice of any profession required to be licensed under Title VIII, engage in the training of any profession required to be licensed under Title VIII, or to use a professional title or term of any profession required to be licensed under Title VIII.

IN WITNESS WHEREOF this instrument is  
executed and the seal of the State Education  
Department is affixed.



RICHARD P. MILLS  
Commissioner of Education

By: Richard L. Nabozny  
Richard L. Nabozny

Commissioner's authorized designee

Date 4/23/08

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE  
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE  
STATE EDUCATION DEPARTMENT.**



# STATE OF NEW YORK DEPARTMENT OF HEALTH

Corning Tower The Governor Nelson A. Rockefeller Empire State Plaza Albany, New York 12237

Richard F. Daines, M.D.  
*Commissioner*

Wendy E. Saunders  
*Chief of Staff*

September 3, 2007

Ms. Andrea J. Willis  
Ropes & Gray  
One International Place  
Boston, Ma 02110-2624

Re: Proposed Restated Certificate of Amendment of the Certificate of Incorporation of the  
American Society of Clinical Oncology

Dear Ms. Willis:

The proposed restated certificate of amendment to the certificate of incorporation of the above referenced corporation, dated June 8, 2007, does not require the formal approval of the Public Health Council, since, pursuant to Section 804(a)(i) of the Not-for-Profit Corporation Law, the restated certificate neither adds, changes or eliminates a purpose, power or provision the inclusion of which requires the Council's approval, nor does it change the name of the corporation.

Sincerely,

Stanza B. Rettinger  
Paralegal II  
Bureau of House Counsel

080711000126

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RESTATED CERTIFICATE OF INCORPORATION

OF

THE AMERICAN SOCIETY OF CLINICAL ONCOLOGY, INC.

Section 805 of the Not-for-Profit Corporation Law

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FILED

2008 JUL 11 AM 10:13

FILED BY:

ROPES & GRAY LLP  
One International Place  
Boston, MA 02110-2624

Cust. Ref#642797JBA

DRAWDOWN

1cc  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED JUL 11 2008  
TAXS \_\_\_\_\_  
Y: 136  
NY to Albany

CSC 45

RECEIVED  
2008 JUL 10 PM 3:07

136