

TRANSMITTAL LETTER

NO10000001178

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Women's Cancer Care Center of North Florida, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

300004603283--2
-09/20/01--01084--017
*****43.75 *****43.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Shay Hawkinberry
Name (Printed or typed)

3625 University Blvd. S.
Address

Jacksonville, FL 32216
City, State & Zip

904-391-1356
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

RECEIVED

01 SEP 17 AM 9:54

DIVISION OF CORPORATIONS

01 SEP 20 PM 1:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Shay gave OK
to correct title
& add adoption

RESTATED ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Nor for Profit)

FILED
01 SEP 20 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – Name of Corporation

The name of the corporation shall be Women's Cancer Care Center of North Florida, Inc.

ARTICLE II - Offices

The principal place of business and mailing address of this corporation will be:
3625 University Boulevard South, Jacksonville, Florida 32216.

ARTICLE III – Purpose of Corporation

Said corporation is organized exclusively for charitable purposes, including, for such purposes, the receiving and making of distributions from or to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this organization 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - Directors

1. Powers. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to officers and agents designated by resolution of the board of directors. Sole voting power shall be in the board of directors.
2. The number of directors shall be as designated by the board of directors from time to time; provided, however, that there shall always be at least three (3) directors.
3. Term of Office. Directors shall hold office for a term of three (3) years; provided, however, that the initial directors of the board shall hold office for one, two or three years in accordance with the length of the term for which they were initially elected, so that approximately one-third of the members of the board will be elected each year. A director may hold office for no more than two (2) successive terms, but a director who has served two (2) successive terms may be reelected as a director after having been out of office for a period of three (3) years.
4. Replacement of Directors. Any director may be removed from office by the action of a majority of the directors then in office. Whenever a vacancy exists on the board of directors, whether by removal, resignation, or death, the vacancy shall be filled by the election of a replacement director by a majority of the remaining directors at a regular or special meeting of the board, unless the number of directors shall be decreased by the action of the board. Any person elected to fill a vacancy on the board of directors shall hold office for the unexpired term of his or her predecessor in office.
5. Compensation. No member of the board of directors shall receive compensation from the corporation.
6. Meetings.

- (a) Meetings shall generally be held monthly at a place designated by resolution of the board of directors, or in the absence of designation, at the principal office of the corporation.
 - (b) The president may, as the president deems necessary, and the secretary shall, if so requested by at least three (3) members of the board, call a special meeting of the board. Five (5) days prior written notice shall be given for any special meeting of the board.
 - (c) A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting to another time and place without further notice.
 - (d) The act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.
7. Liability of Directors. The directors of the corporation shall not be personally liable for its debts, liabilities or other obligations.

ARTICLE V - Officers

- 1. Designation of Officers. The officers of the corporation shall be a president, vice president, secretary, treasurer and any other officers elected in accordance with the provisions of this article. The board of directors may appoint any other officers as it deems desirable, and these officers will have authority and perform the duties prescribed by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.
- 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. Each officer shall hold office until his or her successor has been duly elected and has been qualified.
- 3. Removal. Any officer appointed by the board may be removed by the board of directors at any time in the sole discretion of the board.
- 4. Vacancies. A vacancy in office may be filled by the board of directors for the unexpired portion of the term.
- 5. Duties of President. The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president shall preside at all meetings, sign any deeds, mortgages, bonds, contracts or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of such instruments has been expressly delegated by the board of directors to some other officer of the corporation.
- 6. Duties of Vice President. In the absence of the president, or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president, and shall have all the powers of, and be subject to all the restrictions on, the president. Any vice president shall perform additional duties assigned to him or her by the president or by the board of directors.
- 7. Duties of the Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; shall receive and give receipts for moneys due

and payable to the corporation and deposit all moneys in the name of the corporation in banks, or other depositories selected by the board of the directors; and shall perform all duties generally incident to the office of treasurer and/or assigned by president.

8. Duties of Secretary. The secretary shall keep the minutes of meetings of the board of directors; see that all notices are duly given in accordance with the bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; and perform such other duties generally incident to the office of secretary.
9. The initial officers are appointed as follows:

President	Shay Hawkinberry
Vice President	Mary McElroy
Secretary	Frank Molinaro
Treasurer	Rodney VanPelt

10. The elected officers shall assume the duties of their respective office for the fiscal year beginning January 1st.

ARTICLE VI – 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 III 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 any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII – Registered Agent. The initial registered agent is Shay Hawkinberry, 3625 University Boulevard South, Jacksonville, FL 32216

ARTICLE VIII– Incorporator. The Incorporator is, Shay Hawkinberry, 3625 University Boulevard South, Jacksonville, FL 32216

ARTICLE IX – Amendments. The bylaws may be amended at any board meeting by a majority vote of the attending board members providing proper notice of the proposed changes has been made available to all board members at least two weeks prior to the meeting. Amendments to the by-laws shall not become effective until approved by the Board.

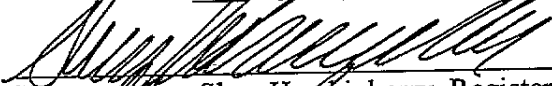
ARTICLE X – Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI – Effective date of incorporation. The effective date of incorporation is February 1, 2001.

The Restated Articles of Incorporation were adopted by the Board of Directors on September 14, 2001. There are no members.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Amended this 14th day of September, 2001.


Signature Shay Hawkinberry, Registered Agent, Pres.

9-14-01

Date


Signature Shay Hawkinberry, Incorporator

9-14-01

Date