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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
KIP
4/16

LIPTON CANCER RESEARCH FOUNDATION, INC.

11920 MELLOW COURT
ROYAL PALM BEACH, FLORIDA 33411
PHONE: (561) 784-1616
WEB SITE: LIPTONRESEARCH.ITCTV.COM

APRIL 5, 2004

James Spaulding
Director of Operations
Lipton Cancer Research Foundation, Inc.
2777 S. Congress Avenue
Palm Springs, FL 33461

Department of State
Division of Corporations
409 Gaines St.
Tallahassee, FL 32399

Dear madam of Sir::

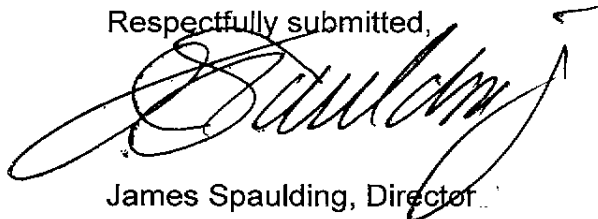
Please except the following Amendments to our Articles of Incorporations.

The Amendments were changed in February, however do to a clerical error they were not forwarded to you until now.

Please mail the certified copy in the SASE.

Thank you for your consideration.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Spaulding", with a large, sweeping flourish extending from the end of the name.

James Spaulding, Director

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LIPTON CANCER RESEARCH FOUNDATION, INC.
(Name of Corporation)

DOCUMENT NUMBER: N02000002320

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JAMES SPAULDING
(Name of Person)

LIPTON CANCER RESEARCH FOUNDATION, INC.
(Name of Firm/Company)

2777 S CONGRESS AVENUE
(Address)

PALM SPRINGS, FL 33461
(City/State and Zip Code)

For further information concerning this matter, please call:

JAMES SPAULDING at (561) 967-8868
(Name of 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

☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
04 APR -8 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lipton Cancer Research Foundation, Inc.

(present name)

N02000002320

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

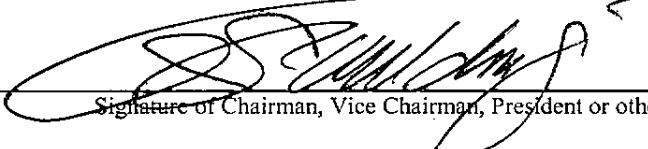
FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

1. ARTICLE III is amended. See amended Articles of Incorporation attached.
2. ARTICLE IV is amended. See amended Articles of Incorporation attached.
3. ARTICLE V is amended. See amended Articles of Incorporation attached.
4. ARTICLE VI is amended. See amended Articles of Incorporation attached.
5. ARTICLE VII is added. See amended Articles of Incorporation attached.
6. ARTICLE VIII is added. See amended Articles of Incorporation attached.

SECOND: The date of adoption of the amendment(s) was: February 4, 2004

THIRD: Adoption of Amendment (CHECK ONE)

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



Signature of Chairman, Vice Chairman, President or other officer

James Spaulding

Typed or printed name

Director of Development

Title

02/04/2004

Date

ARTICLES OF INCORPORATION
FOR

Lipton Cancer Research Foundation, Inc.

The undersigned incorporator(s), a majority of whom are citizens of the United States, desiring to form a Non-Profit corporation under the Florida Not For Profit Act, hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

Lipton Cancer Research Foundation, Inc.

ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

Lipton Cancer Research Foundation, Inc.
11920 Mellow Court
West Palm Beach, Florida 33411

ARTICLE III PURPOSES

The Specific purposes for which this corporation is organized are:

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions 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.

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TALLAHASSEE, FLORIDA

ARTICLE IV INCORPORATORS

The names and addresses of the persons who are the initial Board of Directors (Trustees) of the corporation are as follows:

James S. Lipton, 11920 Mellow Court, West Palm Beach, Florida 33411

Ruth M. Sheller, 4809 Lake Worth Road, #202, Lake Worth, Florida 33463

James Spaulding, 2777 S Congress Avenue, Palm Springs, Florida 33461

ARTICLE V RESTRICTIONS

The earnings and activities of the corporation are to be restricted as follows:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VI ASSET DISSOLUTION DISTRIBUTION

Should the corporation be dissolved any remaining corporate assets will be distributed as follows:

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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors (Trustees) are to be elected or appointed is:

The initial Board of Directors and their address are as follows:

James S. Lipton, MD, PhD., Chairman of the Board
11920 Mellow Court
West Palm beach, Florida 33411

Ruth M. Sheller, Member of the Board of Directors
4809 Lake Worth Road, #202
Lake Worth, Florida 33463

James Spaulding, Member of the Board of Directors
2777 S. Congress Avenue
Palm Springs, Florida 33461

Board members will serve for a period of two years, and will automatically be reinstated as Directors for another two year term, unless they receive a vote of no confidence from a majority of the board.

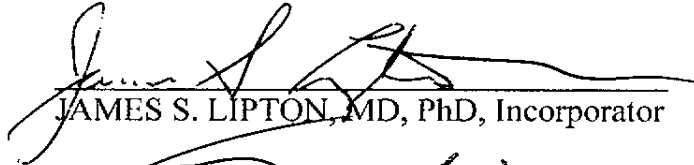
Additional board members will be appointed by unanimous consent of the Board of Directors.

ARTICLE VIII INITIAL REGISTERED AGENT

The name and Florida address of the initial registered agent is:

Ruth M. Sheller
4809 Lake Worth Road, #202
Lake Worth, Florida 33463

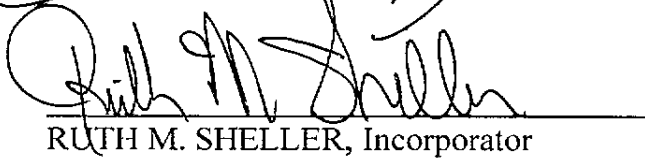
In witness whereof, we have hereunto subscribed our names this 4th
day of February, 2004.


JAMES S. LIPTON, MD, PhD, Incorporator

2/4/04
Date

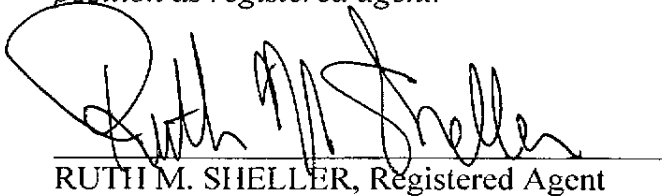

JAMES SPAULDING, Incorporator

2/4/04
Date


RUTH M. SHELLER, Incorporator

2/4/04
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


RUTH M. SHELLER, Registered Agent

2/4/04
Date