

NO2631

CAPITAL CONNECTION, INC.

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5th amend/ restated arts
H. Lee Moffitt Cancer Center
and Research Institute, Inc.

Amended &
Restated Articles

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ✓ Art. of Amend. File Officers /
- ___ RA Resignation Directors
- ___ Dissolution / Withdrawal listed are
- ___ Annual Report / Reinstatement original
- ✓ Cert. Copy
- ___ Photo Copy 30
- ___ Certificate of Good Standing 82.50
- ___ Certificate of Status 87.50
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
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Signature

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de la PARTE, GILBERT & BALES

**PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW**

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SUITE 2300
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FOUNDER
LOUIS A. de la PARTE

October 7, 1997

VIA FEDEX No. 3982652004

Louise Jackson
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Fifth Amended and Restated Articles of Incorporation of H. Lee Moffitt Cancer Center and Research Institute, Inc.


Dear Louise:

It was a pleasure talking with you today. As you are aware, this firm represents the H. Lee Moffitt Cancer and Research Institute, Inc. ("Moffitt"). Let me begin by thanking you for your assistance. As we discussed, enclosed is a replacement page 13, correcting the clerical errors we discussed on the above-referenced document which was received by your office on September 29, 1997. It is my understanding that you will simply replace the erroneous page 13 with this corrected page 13. As we discussed, Moffitt does not wish to alter its current registered agent, L. David la Parte, in any way at this time.

If you have any questions, please do not hesitate to call me.

Sincerely,

de la PARTE, GILBERT & BALES, P.A.


Ronald A. Cristaldi

Enclosure

RAC/lj
78081/9-0238.001

**FIFTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
H. LEE MOFFITT CANCER CENTER
AND RESEARCH INSTITUTE, INC.**

(Originally incorporated on April 17, 1984, as University of South Florida
Cancer Center and Chronic Diseases Research and Treatment Center)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being of full age, for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapter 617 and Section 240.512, Florida Statutes, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be H. LEE MOFFITT CANCER CENTER
AND RESEARCH INSTITUTE, INC.

ARTICLE II

CORPORATE PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific or educational purposes within the meaning of 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 "Internal Revenue Code")) to promote and support, directly or indirectly, by donation, loan or otherwise, the interests and purposes of the H. Lee Moffitt Cancer Center and Research Institute Hospital, Inc., a Florida not for profit corporation which is an organization

described in Section 501(c)(3), Section 509(a)(1) and Section 170(b)(1)(a)(iii) of the Internal Revenue Code; the H. Lee Moffitt Cancer Center and Research Institute Lifetime Cancer Screening Center, Inc., a Florida not for profit corporation which is an organization described in Section 501(c)(3) and Section 509(a)(2) of the Internal Revenue Code; and the H. Lee Moffitt Cancer Center and Research Institute Foundation, Inc., a Florida not for profit corporation which is an organization described in Section 501(c)(3), Section 509(a)(1) and Section 170(b)(1)(a)(vi) of the Internal Revenue Code, and, in furtherance of these purposes the Corporation shall:

1. Operate at the University of South Florida (the "University") a health care consortium, designed to accommodate the health maintenance and disease prevention, detection and treatment needs of the communities which the Cancer Center serves;
2. Be a statewide research institute, a national resource for basic research, clinical research and multidisciplinary approaches to patient treatment;
3. Serve as a community resource through outreach and communication efforts;
4. Provide facilities and subjects for mutually-approved education, teaching and research programs conducted by the University or other accredited medical schools or research institutes; and
5. Otherwise operate exclusively for charitable, scientific or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in the course of which operation:

A. No part of its net earnings shall inure to the benefit or be distributed to any member, director, officer or individual except in the form of reasonable compensation for services rendered the Corporation which are unrelated to Board duties;

B. 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 except as authorized under the Internal Revenue Code.

The foregoing is to be achieved in part through the construction, operation and supervision of hospitals, clinics, laboratories and other facilities and the hosting, sponsoring or funding of seminars, colloquia, retreats, fellowships and expeditions.

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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III

POWERS AND LIMITATION ON POWERS OF THE CORPORATION

1. **Powers.** In addition to all other corporate powers provided by law and in furtherance of and limited by the purposes described in Article II of these Articles, the Corporation shall have the power to:

A. Have succession by its corporate name for a period set forth in its Articles of Incorporation;

B. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

C. Adopt and use a common corporate seal and alter the same, provided, however, that such seal shall always contain the words, "Corporation Not for Profit";

D. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, provided that members of the Board of Directors will receive no compensation for such services, except those services rendered the corporation which are unrelated to Board duties;

E. Adopt, change, amend and repeal Bylaws not inconsistent with law or these Articles for the administration of the affairs of the Corporation and the exercise of its corporate powers;

F. Increase, by a vote of its members cast as the Bylaws may direct, the number of its directors, so that the number shall not be less than seventeen (17) persons, but may be any number in excess thereof, not to exceed twenty-one (21) persons;

G. Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, secure any of its obligations by mortgage and pledge all or any of its property, franchises or income;

H. Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country;

I. Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein wherever situated;

J. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any license and other rights or interests thereunder or therein;

K. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

L. Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests in or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof;

M. Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested;

N. Make and receive donations for the public welfare or for religious, charitable, scientific, literary, educational or other similar purposes;

O. Merge and consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a corporation not-for-profit, and further provided that the Board of Regents of the State of Florida must approve any such merger or consolidation;

P. Have and exercise all powers necessary or convenient to effect any or all the purposes for which the Corporation is organized.

2. Limitations on Powers. The Corporation shall not have the power to:

- A. Convey, lease, pledge or otherwise encumber assets of the State of Florida;
- B. Issue stock, nor pay dividends;
- C. Attempt to influence legislation as a substantial part of its activities;
- D. Allow any part of its income to inure to the benefit of directors, officers or members of the Corporation, or to any other individuals except as reasonable compensation for services rendered which are unrelated to Board duties;

E. Participate to any extent in any political campaign for or against any candidate for public office; or

F. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code, and regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

MEMBERSHIP

1. Members. The members of the Corporation shall be the Board of Directors, who shall be the sole voting members of the Corporation.

2. Other Members. The Bylaws may provide for one or more classes of other members, who shall be admitted in such a manner and who shall have such rights and privileges

as are set forth in the Bylaws but who shall not have the right to vote and who shall not be members of the Board of Directors.

ARTICLE V

DURATION

The Corporation shall have perpetual existence.

ARTICLE VI

MANAGEMENT

1. The affairs for the Corporation shall be managed by a Board of Directors who shall serve without compensation. The Board of Directors shall consist of not less than seventeen (17), nor more than twenty-one (21) directors. The Board shall have the authority to set the exact number of board members as may be required from time to time. Directors shall be elected by a majority vote of the Board, shall have only one vote, shall serve a term of three (3) years, and may be re-elected to the Board. With the exception of the President of the University and the Chairman of the Board of Regents, or the Chairman's designee, the Board may, by resolution, provide that no Director shall serve on the Board for more than two (2) consecutive three (3) year terms and that a Director who has served two (2) consecutive three (3) year terms on the Board may be re-elected to the Board only after one (1) year has expired since the end of the second consecutive three (3) year term. The Board of Directors will be comprised of the following:

- A. The President of the University;
- B. The Chairman of the Board of Regents, or the Chairman's designee;
- C. Five (5) representatives of the State University System;

D. No less than ten (10) nor more than fourteen (14) Directors who are not medical doctors or state employees.

Directors shall be appointed and removed in accordance with the procedure provided in the Bylaws.

2. The Board may, by resolution, stagger the terms of Directors by dividing Directors into three (3) classes and appointing Directors to hold office for initial terms not exceeding three (3) years. Directors may be elected so that the term of the first class expires at the annual meeting of the Board; the term of the second class expires one (1) year later; and the term of the third class expires two (2) years later. At each annual election held after the classification and election of Directors pursuant to this section, Directors shall be appointed to full three (3) year terms. Directors shall hold office until their successors have been elected and have qualified.

3. The Board of Directors shall, by majority vote, appoint two (2) Directors who shall serve on the Board of Directors of the H. Lee Moffitt Cancer Center and Research Institute Hospital, Inc., one (1) Director who shall serve on the Board of Directors of the H. Lee Moffitt Cancer Center and Research Institute Lifetime Cancer Screening Center, Inc. and two (2) Directors who shall serve on the Board of Directors of the H. Lee Moffitt Cancer Center and Research Institute Foundation, Inc.

4. The names and street addresses of the initial Directors are:

John Lott Brown

University of South Florida
Office of the President
Tampa, Florida 33620

Albert Hartley

University of South Florida
Department of Administration
and Finance
Tampa, Florida 33620

Andor Szentivanyi

University of South Florida
College of Medicine
Tampa, Florida 33602

5. The officers of the Corporation shall be a Chairman, Vice-Chairman and Secretary-Treasurer. These officers shall be elected by majority vote of the Board. Any other officers shall be selected and appointed as provided in the Bylaws.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Steven G. Wenzel
University of South Florida Department
of Employee Relations and Legal Affairs
Tampa, FL 33620

ARTICLE VIII

AMENDMENTS TO BYLAWS AND

ARTICLES OF INCORPORATION

The Bylaws of the Corporation may be adopted, altered, amended or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board, or by all directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended or repealed; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be

furnished in writing to each Director of the Corporation, at least ten (10) days prior to the meeting at which such Bylaws alteration shall be voted upon.

The Articles of Incorporation of the Corporation may be amended by two-thirds (2/3) vote of the Board of Directors at a regular or special meeting of the Board or by all Directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, and in all instances, with the approval of the Board of Regents of the State of Florida; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing to each member of the Corporation at least ten (10) days prior to the meeting at which such Amendment to the Articles of Incorporation is to be voted upon.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The above-named Incorporator, desiring to organize the Corporation under the laws of the State of Florida, hereby designates the Corporation's Registered Office to be located at the offices of the General Counsel of the Corporation and hereby designates said General Counsel as Registered Agent of the Corporation, to accept service of process within the State, to serve in such capacity until a successor is selected duly designated.

ARTICLE X

INDEMNIFICATION

The indemnification of any Director, officer or employee of the Corporation, or any former Director, officer or employee of the Corporation shall be as provided by law.

ARTICLE XI

DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purposes set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law or to the federal government or to a state or local government for exclusive public purpose; provided that the recipient or recipients of the distribution shall be approved by the Board of Regents of the State of Florida.

ARTICLE XII

EMPLOYEES

Persons employed by the Corporation shall not be considered employees of the State of Florida by virtue of such employment.

IN WITNESS WHEREOF, the undersigned has subscribed his name under seal this
3rd day of April, 1984.

/s/ Steven G. Wenzel
STEVEN G. WENZEL

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared STEVEN G. WENZEL,
to me well known and well known to me to be the person described in and who subscribed
his name to the foregoing Articles of Incorporation and who acknowledged before me that he
executed the said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day
of April, 1984.

/s/
Notary Public

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

UNIVERSITY OF SOUTH FLORIDA CANCER AND CHRONIC DISEASES
RESEARCH AND TREATMENT CENTER, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED
BRYAN BURGESS, University of South Florida, Department of Employee Relations and
Legal Affairs, Tampa, Florida 33620, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE /s/ Steven G. Wenzel
STEVEN G. WENZEL

TITLE Incorporator

DATE April 3, 1994

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE /s/ Bryan S. Burgess
BRYAN BURGESS

DATE April 3, 1984

**CERTIFICATE AS TO FIFTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF H. LEE MOFFITT
CANCER CENTER AND RESEARCH INSTITUTE, INC.**

WE HEREBY ACKNOWLEDGE as the duly elected and qualified President and Secretary of the H. Lee Moffitt Cancer Center and Research Institute, Inc. the following:

That these Fifth Amended and Restated Articles of Incorporation of H. Lee Moffitt Cancer Center and Research Institute, Inc. were approved by the Board of Directors the sole voting members of the Corporation at a duly called meeting on May 27, 1997 pursuant to Section 617.0201, Florida Statutes; and

That these Fifth Amended and Restated Articles of Incorporation include amendments to the Fourth Amended and Restated Articles of Incorporation filed on April 1, 1994; and

That in all other regards these Fifth Amended and Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles as theretofore amended and that there is no discrepancy between these Fifth Amended and Restated Articles and the Fourth Amended and Restated Articles, except for the omission of matters of historical interest; and

That the Corporation was incorporated on April 17, 1984 with the original name being University of South Florida Cancer and Chronic Diseases Research and Treatment Center, Inc. and that pursuant to an amendment filed on March 26, 1986, the name of the Corporation was changed to H. Lee Moffitt Cancer Center and Research Institute, Inc.

Dated this 27 of May, 1997.

H. LEE MOFFITT CANCER CENTER
AND RESEARCH INSTITUTE, INC.

By:



John C. Rückdeschel, M.D.
President-Center Director

By:



Donald D. Buchanan
Secretary

APPROVED BY THE BOARD OF REGENTS ON

July 11, 1997