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ARTICLES OF INCORPORATION
SECRETARY IN STATE

UNIVERSITY OF SOUTH FLORIDA CANCER AND CHRONIC DISEASES RESEARCH AND TREATMENT CENTER, INC.

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, 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

#### HAME

The name of the Corporation shall be UNIVERSITY OF SOUTH FLORIDA CAMCER AND CHRONIC DISEASES RESEARCH AND TREATMENT CENTER, INC.

#### ARTICLE 11

#### CORPORATE PURPOSE

The purposes for which the Corporation is organized shall include but not be limited to the operation, on behalf of the University of South Fiorida (the "University") of a health care consuction, designed to accommodate the health maintenance and disease prevention, detection and treatment needs of the communities which the University serves and to provide facilities and subjects which will enhance the University's approved educational, teaching and research programs, the foregoing to be achieved in part through the construction, operation or supervision of hospitals, clinics, laboratories, and other facilities and the hospitals, retreats, fellowships and expeditions. The Corporation will engage

solely in activities which exclusively support and benefit the University, the Board of Regents of the State of Florida and the State of Florida.

#### ARTICLE III

#### CORPORATE POWERS

In addition to all other corporate powers provided by law and in furtherance of the objectives described above but not in limitation thereof, the Corporation shall have the power to:

- (a) Have succession by its corporate name for the 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.
- (e) Adopt, change, amend and repeal Bylaws not inconsistent with law or its Articles of Incorporation 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, managers or trustees so that the number shall not be less than three (3) but may be any number in excess thereof which is less than sixteen.
- (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 and secure any of its obligations by mortgage and pledge of 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 licenses 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.

- (1) 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, educational or other similar purposes.
- (o) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.
- (p) 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.

The Corporation shall not have the power to convey, lease, pledge or otherwise encumber assets of the State of Florida.

#### ARTICLE IV

#### MEMBERSHIP

- A. <u>Members</u>. The members of the Corporation shall be the Board of Directors, who shall be the sole voting members of the Corporation.
- B. Other Members. The Bylaws may provide for one or more classes of other members, who shall be admitted in such 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.

#### ARTICLE V

#### DURATION

The Corporation shall have perpetual existence.

#### ARTICLE VI

#### MANAGEMENT

Section 1. The affairs of 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 three (3) persons but may be any number in excess thereof. Directors shall serve a term of three (3) years and may be reappointed. The President of the University and the Chairman of the Board of Regents, created under the provisions of Chapter 240. Florida Statutes, or the Chairman's designee, shall be Directors. The remaining Directors shall be appointed by the President of the University and shall include, but not be limited to, the incumbent holders of the following named offices and persons from the following named classes:

- (a) Vice President, Medical Affairs, University of South Florida
  - (b) Director of Clinical Programs of the Medical Center
- (c) Member of the Executive Committee of the College of Medicine, University of South Florida
- (d) Member of the Health Center Council of the University of South Florida  $\,$
- (e) Faculty Member of the College of Medicine. University of South Florida (excluding the chairmen or chief departmental officers)
- (f) Seven (7) citizens of the State of Florida who shall be selected from the State at large and who have been residents and citizens thereof for a period of at least three (3) years prior to the date of their appointment; provided that one of such citizens shall be by reason of training or experience qualified to serve as an advocate for cancer patients and their families and one of such citizens shall be a non-physician employee of the Corporation, preferably selected from the nursing staff of the Corporation;

provided, however, that any person holding more than one of the above offices or designated from any of the above classes shall have only one vote as a Director of the Corporation.

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

. 4 -

<u>Section 2.</u> The names and street addresses of the initial Directors are:

Name

Address

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

and the same of

University of South Florida College of Medicine Tampa, Florida 33620

Section 3. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be provided in the Bylaws. The President of the Corporation shall be the President of the University. The remaining officers shall be appointed by the President of the University and shall hold office in the manner provided in the Bylaws.

#### ARTICLE VII

#### INCORPORATOR

The name and address of the Incorporator of this Corporation are:

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

#### ARTICLE VIII

#### BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the voting membership present or voting by proxy at any regular meeting of the Corporation or by a majority vote of the Board of Directors, and in all instances, with the

written concurrence of the President of the University: provided, however, that notice thereof, which shall include the text of the change in the Bylaws, has been furnished in writing to each voting member or each Director of the Corporation at least ten (10) days prior to the meeting at which such Bylaws alteration is to be voted upon.

The Articles of Incorporation of the Corporation shall be amended or additional provisions added or adopted by a two-thirds (2/3rd) vote of the members of the Board of Directors present or voting by proxy at any meeting thereof and the written concurrence of the President of the University and the Board of Regents of the State of Florida; provided, however, that notice thereof, which shall include the text of the change in the Articles of Incorporation, has been furnished in writing to each Director of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation alteration is to be voted upon.

#### ARTICLE IX

#### GENERAL

All income and assets of the Corporation above necessary expenses shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors.

The Corporation shall have no capital stock and shall not pay dividends. In addition, no part of the income of the Corporation shall be distributed to its Subscribers. Directors, officers or members, provided that the Corporation may reimburse appropriate costs in a reasonable amount to its Subscribers, Directors, officers or members for services rendered which are unrelated to their Board duties and such other appropriate costs in a reasonable amount as may be approved by the Board of Directors.

#### ARTICLE X

#### 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 University of South Florida, Department of Employee Relations and Legal Affairs, Tampa, Florida 33620, and hereby designates and appoints Bryan Burgess as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

#### ARTICLE XI

#### INDEMNIFICATION

The Corporation shall indemnify any Director, officer or employee of the Corporation, or any former Director, officer or employee of the Corporation, to the full extent permitted by and set forth in the Florida General Corporation Act.

#### ARTICLE XII

#### PROHIBITED ACTIVITIES

The Corporation shall not:

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- (a) Attempt to influence legislation as a substantial part of its activities.
- (b) 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 in the furtherance of its charitable purposes.
- (c) Participate to any extent in any political campaign for or against any candidate for public office.
- (d) Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any 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.

- 7 -

#### ARTICLE XIII

#### DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purposes set forth in Article 11 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 of 1954, as amended, 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.

IN WITNESS WHEREOF, the undersigned has subscribed his name under seal this  $3\frac{m!}{l}$  day of April, 1984.

Steven G. WENZEY

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 aforesaid County and State this  $\frac{3.86}{100}$  day of April. 1984.

Notary Public, State of Florida at Large

My Commission Expires:

Colonia retraining to a constraint of \$1.

### CERTIFICATE DESIGNATING PLACE OF BURNIESS OF PH ON DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS WAY 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 Show 6 Ulby X

TITLE \_

Incorporator

DATE AND S 1964

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

BRYAN BURGES

DATE

0003n

#### DUE DATE ON OR AFTER JANUARY DELINQUENT/AFTER JULY 10 FEACH YEAR DO NOT WHITE IN THIS BRACE CORPORATION: FLORIDA DEPARTMENT OF STATE ANNUAL REPORT George Firestone Secretary of State DIVISION OF CORPORATIONS 1985 Read Notice and Instructions on Other Side Before Making Entries Filing Fee of \$20 Required - Make Checks Payable To::Secretary of State Enter Change of Address of Corporation Principal Office, P.O. Box Feathers Afone is FIOT Sufficient 1, Name and Address of Corporation Principal Office Street Address UNIVERSITY OF SOUTH FLORIDA CANCER AND CHR BBRYAN BURGESS, UNIVERSITY OF SOUTH FLA DEPT OF EMPLOYEE RELATIONS & LEGAL AFFAIRS TAMPA, FL 33620 12901 N. 30th St. PO Bos to HDC Box 44 Cit. 33612 Tampa, FL 5.310 Zip Coor If above address is incorrect in any way, enfer the correct address in item 2. Include Zip Code. 3. Date incorporated or Qualified D4/17/1984 1 Federal Employer 59-2451713 Last Proper n/a 8. Names and Street Addresses of Each Officer and Oriector, 4s of Oricember 31, 1984 :• Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers) î de City and State 1. 1 BROWN, JOHN LOTT 4202 Fowler Ave.-Admin.241 O, Pr! TAMPA, FL 12901 N. 30th St. ADC Box 16 Richard G. Connar, M.D. D 33612 TAMPA, PL 33620 4202 Fowler Av., Admin 247 2 HARTLEY, ALBERT TAMPA, FL D , Sec. H. Juergen Nord, M.D. Tampa Gen'l Hosp. Rm.238 33606 TAMPA, PL ח 12901 M. 30th St., IDC Dox 2 TAMPA, FL SZENTIVANYI, ANDOR 33612 D 12901 N. 30th St., :DC Box 17 TAMPA, PL 1717 E. Fowler Ave. THERA, FL. Martin Silbiger D 33612 Ted Couch D 33612 Eugene Patterson 490 First Ave. South D ST.PETERSBURG, FL 33701 5 H. Lee Hoffitt D 401 5. Florida Ave. THPA, PL 33602 S. Terrell Sessums D 215 L. Hadison Ave. 7th Fl. TNPA, PL 33602 Sylvia Walbolt, Esq. 600 Nr. Florida Ave., 19th Fl. TNPA, FL 33602 Registered Agent Information 7. Name and Address of Current Registered Agent 8 Name and Address of New Registered Agent . Louis de la Parte, Jr. BURGESS TRYAN UNIVERSITY OF SOUTH FLORIDA DEPT OF EMPLOYEE RELATIONS & LEGAL AF TAMPA, FL 3360 .;--Street Address (Do NOT Use P.O. Box Number) 705 East Kennedy Blvd. City State and Zip Core Tampa, FL 33602 A Commence of the Commence of equatered egent, I am familiar with, and accept the obligations of. Section 607,125 F.S. I hereby accept the appointment of DATE 6/19/85 è (Registered Agen) Accepting Appointment) \$3.00 additional fee required for Registered Agent change I Certify That I Am An Officer of the Corporation, the Ruceiver by Trustee Emphasted th Execute This Report as Regulard by Chapter 607.1.5. I further Certify That I Undpretand My Signature On This Report Shall Have the Same Legal Effects As If Valle Undpretand My Signature On This Report Shall Have the Same Legal Effects As If Valle Undpretand My

6/19/85

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CERTIFICATE DE STATUS DESIRED

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Secretary

\$5 additional fee required for a Certificate of Status

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Albert C.-Hartley

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AMENDMENT TO ARTICLES OF INCORPORATION

SECRETARY OF STATE TALLAHASSEE, FLORIDA

小馬拉斯語言 清美問 等東方

OF

UNIVERSITY OF SOUTH FLOSIDA CANCER AND CHRONIC DISEASES RESEARCH AND TREATMENT CENTER, INC.

UNIVERSITY OF SOUTH FLORIDA CANCER AND CHRONIC DISEASES RESEARCH AND TREATMENT CENTER, INC., a corporation organized and existing under the laws of the State of Florida, the Articles of Incorporation of which were filed with and approved by the Secretary of State of Florida on the 17th day of August, 1984, under its corporate seal and the hands of its President and Secretary, hereby certifies that at a meeting duly and regularly held on September 26, 1995the Board of Directors of saio corporation approved an amendment to the Articles of Incorporation of said corporation, said amendment being in words and terms as hereinbelow set forth, and which amendment has received the written concurrence of the President of the University of South Florida and the Board of Regents of the State of Florida, and such amendment was proposed by the Board of Directors to the members of the corporation; and further that on that same day, at a meeting duly and regularly held, all of the members of the corporation took action pursuant to the said recommendation of the Board of Directors and voted to amend the Articles of Incorporation of said corporation as follows:

1. Article II entitled "Corporate Purpose" is hereby deleted in its entirety and the following substituted in lieu and place thereof:

#### "ARTICLE II

#### CORPORATE PURPOSE

Notwithstending any other provisions of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision

of any future United States Internal Revenue law and within the allowance of said Section 501(c)(3) any and all purposes for which the corporation is organized shall be limited to the purposes specified in said Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law and accordingly to the extent allowable by the foregoing limitations the corporation shall be organized to support, operate and manage the activities in furtherance of the support and benefit of the University of South Florida including health, maintenance and disease prevention, detection and treatment for the enhancement of University of South Florida's approved educational, teaching and research program."

2. Article VIII entitled "By-laws and Amendments to Articles of Incorporation" is hereby deleted in its entirety and the following substituted in lieu and in place thereof:

#### "ARTICLE VIII

#### BYLAWS AND AMENDMENTS TO ARTICLES OF INCORPORATION

The bylaws of the corporation may be amended, modified or repealed and additional bylaws added or adopted (i) by a majority vote of the voting membership present, or voting by proxy, at any regular or special meeting of the members of the corporation or (ii) by all members signing a written statement manifesting their intention that the bylaws be amended, modified, repealed, added or adopted or (111) by a majority vote of the Board of the directors at any regular or special meeting of the Board of Directors of the corporation, or (iv) by all directors signing a written statement manifesting their intention that the bylaws be amended, modified, repealed, added or adopted, and in all instances, with the written concurrence of the President of the University of South Florida; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change in the bylaws, shall be furnished in writing to each voting member or each director of the corporation, as the case may be, at least ten (10) days prior to the meeting at which such bylaws alteration shall be voted upon.

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The Articles of Incorporation of the corporation may be amended, modified, deleted or additional provisions added by (i) two-thirds (2/3) of the voting membership present, or voting by proxy, at any regular or special meeting of the members of the corporation, after being presented an amendment proposed by resolution of the Board of Directors, or (ii) by all of the members eligible to vote and 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 written concurrence of the President of University of South Florida and the written concurrence of the Board of Regents of the State of Florida; provided, however, with respect to any meetings that notice thereof, which shall include the text of the proposed change in the Articles of Incorporation, has been 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."

IN WITHESS WHEREOF, we have hereunto set our hands and the seal of the corporation as the duly authorized act of the said corporation this  $26^{\circ}$  day of September, 1985.

UNIVERSITY OF SOUTH FLORIDA CANCER AND CHRONIC DISEASES RESEARCH AND TREATMENT CENTER, INC.

John Lott Brown Presiden

AFTEST:

Albert C. Hartley, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 260 day of Geptymber, 1985, by JOHN LOTT BROWN and ALBERT C. HARTLEY, President and Secretary, respectively, of UNIVERSITY OF SOUTH FLORIDA CANCER AND CHRONIC DISEASES RESEARCH AND TREATMENT CENTER, INC., a Florida corporation, on behalf of the corporation.

Notary Public

My Commission Expires:
Notary Public, State of Florida at Large
My commission expires April 22, 1988
Tonded thru LAWYERS SURELY CORP.

JBH4/f

4.



EDWARD M. CHEW
EDWARD P. do 10 PARTE, IR.
LOUIS do 10 PARTE, IR.
CAROLYN M. FIELDS
RICHARD A. CILBERT
LARRY I. CRAMOVOT
WALTER R. HEINRICH

March 20, 1986

705 EAST KENNEDY BOULEVARD TAMPA, FLORIDA 33602 50H 0813-009/0775

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Secretary of State The Capitol Tallahassee, FL 32301

Attention: Corporations Division

name Change

Re: University of South Florida Cancer and Chronic Diseases

Research and Treatment Center, Inc.

#### Gentlemen:

I am enclosing for filing Amendment to Articles of Incorporation, as adopted, changing the name of the captioned corporation to H. Lee Moffitt Cancer Center and Research Institute, Inc. by the Corporation's Board of Directors and concurred in by the President of the University of South Florida and the Board of Regents, as required by charter.

A copy of said Amendment is also enclosed so that you may certify same and return to the undersigned. Cours check for \$30.00 for filing and certification is enclosed.

Very truly yours,

Louis A. de la Parte, Jr.

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Enc. ck.

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AMENDMENT TO ARTICLES OF INCORPORATION

TALLAHESSE, FL

UNIVERSITY OF SOUTH PLORIDA CANCER AND CHRONIC TIME DISEASES RESEARCH AND TREATMENT CENTER, INC. SECRETARY OF ST

UNIVERSITY OF SOUTH FLORIDA CANCER AND CHRONIC DISEASES RESEARCH AND TREATMENT CENTER, INC., a corporation organized and existing under the laws of the State of Florida, the Articles of Incorporation of which were filed with and approved by the Secretary of State of Florida on the 17th day of August, 1984, under its corporate seal and the hands of its President and Seretary, and amended on September 5, 1985, hereby certifies that at a meeting duly and regularly held on November 20, 1985, the Board of Directors of said corporation approved an amendment to the Articles of Incorporation of said corporation, said amendment being set forth below, and which amendment has received the written concurrence of the President of the University of South Plorida and the Board of Regents of the State of Florida, and such amendment was proposed by the Board of Directors to the members of the corporation; and further that on that same day, at a meeting duly and regularly held, all of the members of the corporation took action pursuant to the said recommendation of the Board of Directors and voted to amend the Articles of Incorporation of said corporation as follows:

The name of the corporation shall be changed to: H. LEE MOFFITT CANCER CENTER AND RESEARCH INSTITUTE, INC.

IN WITNESS WHEREOF, we have hereunto set our hands and seal of the corporation as the duly authorized act of the said corporation this 12th day of December, 1985.

> UNIVERSITY OF SOUTH FLORIDA CANCER AND CHRONIC DISEASES RESEARCH AND TREATMENT GENTER / INC.

ATTEST:

Hartley, Secretary

(CORPORATE SEAL)

This is to give notice of my concurrence in the Amendment to the Articles of Incorporation of University of South Plorda Cancer and Chronic Diseases Research and Treatment Center, Inc., which were duly approved by the corporation's Board of Directors at a meeting held on November 20, 1985. A copy of such amendment is attached hereto.

John Lott Brown, President University of South Florida

(Date)

This document shall constitute notice of concurrence of the Board of Regents to the amendment to the Articles of Incorporation of the University of South Florida Cancer and Chronic Diseases Research and Trentment Center, Inc., as approved by the Center's Board of Directors on November 20, 1985, changing the name of the Center to the "H. Lee Moffitt Cancer Center and Research Institute, Inc." A copy of the amendment is attached hereto.

By: [Mach Bless

Title: Chancellor

Date: 3/7/86

#### DUE DATE ON OR AFTER JANUARY 1 DELINQUENT AFTER JULY 1 OF EACH YEAR

CORPORATION



FLORIDA DEPARTMENT OF STATE

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ATTORNEYS AT LAW

January 16, 1987

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705 EAST KENNEDY BOPHIVARD TAMPA, HICKIDA 3 NACESON. (81.0) 229-2775

Office of the Secretary of State Division of Corporations The Capitol, Room 2001 Tallahassee, FL 32301

The H. Lee Moffitt Cancer Center and Research Institute, Inc.

DONESTY PARENDINENTS CERTAPHOTO COPY 15.00 AMENIDMENT 15.00 TOTAL

30.00

To Whom It May Concern:

Please find enclosed an original and one copy of the Second Amended and Restated Articles of Incorporation\_ of the above-named corporation. Also enclosed is this firm's check in the amount of \$30.00; \$15 in pay ment of the filing fee for the Articles, and \$15 for a Certified copy, to be returned to this office.

If you have any questions or need further information please contact this office at your earliest convenience.

Thank you for your assistance.

Sincerely,

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April 2110/87



D. W. McKinnon, Director Division of Corporations 904/487-6000

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#### FLORIDA DEPARTMENT OF STATE George Firestone Secretary of State

Mrs. Mary Kacur, Chief Bureau of Corporate Records 904/487-6900

February 2, 1987

Louis D.de la Parte, Esq. 705 East Kennedy Boulevard Tampa, FL 33602-5011

SUBJECT: H. LEE MOFFITT CANCER CENTER AND RESEARCH

Reference: N02631

Dear Mr. de la Parte:

We have received your document for the above corporation and your check(s) totaling \$30.00. However, the document has not been filed and is being returned for the following:

The document must include original signatures and the notary public's seal.

The date of adoption of the amendment by the members or by the board of directors, managers, or trustees when no members have been admitted, must be included in the document.

We have enclosed a non-profit amendment form for your convienence. If you wish you may fill it out and attach your amended and restated articlesto it.

If you have any further questions concerning the filing of your document, please call (904) 487-6907.

Sincerely,

Annette Hogan Document Examiner Amendment Section

AH:ajh

#### de la PARTE, GILBERT AND GRAMOVOT, P. A. ATTORNEYS AT LAW

EDWARD M CHEW EDWARD P. do le PARTE, IR. LOUIS A. do le PARTE LOUIS D. do le PARTE RICHARD A CHIBERT LARRY I GRAMCKOT TEATER R HEINRICH MATTHEW S MUDAGO

February 5, 1987

205 EAST KENNEDY BOGLEVARD TAMPA, FLORIDA 33/02/500 (803) 3.55-2275

Ms. Annette Hogan Document Examiner Amendment Section Florida Dept. of State Corporate Division P.O. Box 6327 Tallahassee, FL 32314

RE: H. Lee Moffitt Cancer Center Reference: NO2631

Dear Ms. Hogan:

Please find enclosed the executed Resolution concerning the above-captioned matter. This document was inadvertently omitted from the papers sent to you on January 16, 1987.

If no further information is needed please file the Amended Articles, and return a certified copy to this office. Check No. 18385 for \$30 was sent to you on January 16 to cover this cost.

I apologize for any inconvenience this omission of the above-referenced document has caused.

Sincerely,

Louis D. de la Parte

5 6-6 Paul

LDD/gj Enclosure

FILED

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SECOND

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

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

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, 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 PURPOSE

The purposes for which the Corporation is organized shall be the operation, on behalf of the University of South Florida (the "University") of a health care consortium, designed to

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accommodate the health maintenance and disease prevention, detection and treatment needs of the communities which the University serves and to provide facilities and subjects which will enhance the University's approved educational, teaching and research programs, the foregoing to be achieved in part through the construction, operation or supervision of hospitals, clinics, laboratories, and other facilities and the hosting, sponsoring or funding of seminars, colloquia, retreats, fellowships and expedi-This Corporation is organized exclusively for public tions. purposes as a not-for-profit corporation, and its activities shall be conducted for such purposes and in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual except in the form of compensation for services rendered the corporation which are unrelated to Board duties. The Corporation will engage solely in activities which exclusively support and benefit the University.

Notwithstanding any other provisions of these Articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law and within the allowance of said Section 501(c)(3) any and all purposes for which the corporation is organized shall be limited to the purposes specified in said Section 501(c)(3) of the Internal Revenue Code of 1954 or the

corresponding provisions of any future United States Internal Revenue law and accordingly, to the extent allowable by the foregoing limitations, the corporation shall be organized to support, operate and manage the activities on behalf and for the sole benefit of the University of South Florida including health, maintenance and disease prevention, detection and treatment for the enhancement of University of South Florida's approved educational, teaching and research program.

#### ARTICLE III

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#### POWERS AND LIMITATION ON POWERS OF THE CORPORATION

- 1. <u>Powers</u>. In addition to all other corporate powers provided by law and in furtherance of and limited by the purpose described in Article III of these By-Laws, the Corporation shall have the power to:
- A. Prove succession by its corporate name for the 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 By-Laws not inconsistent with law or these Articles for the administration of the affairs of the Corporation and the exercise of its corporate powers subject to the written concurrence of the President of the University of South Plorida;

- F. Increase, by a vote of its members cast as the By-Laws may direct, the number of its directors, so that the number shall not be less than nine (9) persons, but may be any number in excess thereof, not to exceed twenty (20) persons;
- G. Make contracts and incur liabilities, horrow 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;
- 3. Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Plorida 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 licenses 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 laited 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. <u>Limitations on Powers</u>. 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 in the furtherance of its charitable purposes, or as 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
- P. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any 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

- 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 By-Laws may provide for one or more classes of other members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the By-Laws but who shall not have the right to vote.

#### ARTICLE V

#### DURATION

The Corporation shall have perpetual existence.

#### ARTICLE VI

#### MANAGEMENT

1. The affairs of 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 nine (9), nor more than twenty (20) 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 serve a term of three (3)

years and may be replected. The President of the University, or his designee, and the Chairman of the Board of Regents, or the Chairman's designee, shall be Directors pursuant to the provisions of Chapter 240, <u>Plorida Statutes</u>. The following Directors shall be appointed <u>ex officio</u> with voting privileges by the President of the University and shall include the incumbent holders of the following named offices and persons from the following named classes:

- A. Vice President, Medical Affairs, University of South Florida;
- B. Dean, College of Medicine, University of South Florida;
- C. A Chairman of a Department of the College of Medicine, University of South Florida;
- D Executive Vice President of the University of South Plorida;
- E. A Faculty Member of the College of Medicine, University of South Florida (excluding the chairmen or chief departmental officers);
- P. Additional directors shall be elected by majority vote of the Board and shall be persons not employed by the University of South Florida. Any person holding more than one of the above offices or designated from any of the above classes shall have only one vote as a Director of the Corporation.

Directors shall be removed in accordance with the procedure provided in the By-Laws.

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

John Lott Brown

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

University of South Plorida Department of Administration Albert Hartley

and Finance

Tampa, FL 33520

Andor Szentivanyi University of South Florida College of Medicine

Tampa, FL 33620

3. The officers of the Corporation shall Chairman-President, Vice-Chairman, Executive Director, Medical Director, Secretary-Treasurer and such other officers as may be provided in the By-Laws. The Chairman of the Board shall be President of the University of South Florida. The Chairman of the Board shall appoint the Executive Director subject to approval by the Board. The Chairman shall recommend the Medical Director, to be elected by the Board, subject to approval of the Dean of the College of Medicine and Vice President of Medical Affairs. The remaining officers shall be elected by the Board of Directors at the annual meeting and shall hold office in the manner provided in the By-Laws.

#### ARTICLE VII

#### INCORPORATOR

The name and address of the Incorporator of this Corporation are:

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

#### ARTICLE VIII

#### BY-LAWS AND AMENDMENTS

#### TO ARTICLES OF INCORPORATION

The By-Laws of the Corporation may be adopted, altered, amended or repealed by a majority vote of the Board of the Directors at any regular or special meeting of the Board, or by all directors signing a written statement manifesting their intention that the by-laws be adopted, altered, amended, or repealed, and in all instances, with the written concurrence of the President of the University of South Florida; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the by-laws, shall be furnished in writing to each director of the corporation, at least ten' (10) days prior to the meeting at which such by-laws alteration shall be voted upon.

The Articles of Incorporation of the corporation may be amended by two-thirds (2/3rds) 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 an amendment to the Articles of Incorporation be adopted, and in all instances, with the written concurrence of the President of University of South Florida and the written concurrence 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 this State, to serve in such capacity until a successor is selected and duly designated.

#### ARTICLE X

#### INDEMNIFICATION

The Corporation shall indemnify any Director, officer or employee of the Corporation, or any former Director, officer or employee of the Corporation, to the full extent permitted by and set forth in the Florida General Corporation Act.

#### 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 of 1954, as amended, 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 <u>3rd</u> day of <u>April</u>, 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 subscibed 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 aforesaid County and State 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:

H. LEE MOFFITT CANCER CENTER AND RESEARCH INSTITUTE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED LOUIS DE LA PARTE, JR., LOCATED AT 705 EAST KENNEDY BLVD., TAMPA, FL 33602, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Couls de la Parte, Jr. Incorporator
Incorporator
Dated

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

	/s/				
	Louis	de	La	Parte,	Jr.
Dat	ed				

#### RESOLUTION

WHEREAS, the Amended and Restated Articles of Incorporation of H. Lee Moffitt Cancer Center and Research Institute, Inc., has been submitted to the Board of Regents of the State of Florida for approval, and

WHEREAS, the Board of Regents has required an amendment to Article VIII of said Amended and Restated Articles of Incorporation, to read as follows:

#### <u>vii</u>i.

### BY-LAWS AND AMENDMENTS

#### TO ARTICLES OF INCORPORATION

The By-Laws of the Corporation may be adopted, altered, amended or repealed by a majority vote of the Board of the Directors at any regular or special meeting of the Board, or by all directors signing a written statement manifesting their intention that the by-laws be adopted, altered, amended, or repealed, and in all instances, with the written concurrence of the President of the University of South Florida; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the by-laws, shall be furnished in writing to each director of the corporation, at least ten (10) days prior to the meeting at which such by-laws alteration shall be voted upon.

The Articles of Incorporation of the corporation may be amended by two-thirds (2/3rds) 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 an amendment to the Articles of Incorporation be adopted, and in all instances, with the written concurrence of the President of University of South Plorida and the written concurrence of the Board of Regents of the State of Plorida; provided, however, with respect to any meetings, notice

FILE NOW! ANN	UAL REPORT DELINQUENT	AFTER JULY 1, 1987
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	FLORIDA DEPARTMENT OF STATI	•
ANNUAL REPORT	Secretary of State DIVISION OF CORPORATIONS	
1987		
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** Name and Address of Corporation Principal Office		2 Enter Change of Address of Corporation Principal Office, P.O. Box Number Alone is NOT Sufficient
- NOSP37	a	Street Address 21
. H. LEE HOFFITT CANCER CENTER	AND RESEARCH	12902 Magnolia Drive
12901-NORTH-3UTH-STREET - MOC 80H 44-		P O Box No 22 P. O. Box 780179
TOTAL FL 33612		City and State 23
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and Directors	Officer and Director Do NOT Use Post Dirice Box N	City and State
MOTTICE, H. Lee BROWN, JOHN LOTT P	401 S. Florida Ave. Suite	1618   Tampa, FL 33602
Couch, Theodore J. D	1717 E. Fowler Avenue	Tampa, FL 33612
GARTLEY, PLBERT	1	
: Patterson, Eugene 0 PSZENTIVANYI, ANDOR 0	)	St. Petersburg, FL 13731
BUCHANAN, DONALD D. 5/0	610 W. Bay Street - 12901 N 307H ST MCC	Tampa, FL 33606 ◆16 TAMPA, FL
SMITH, DONN, H.O., Ph.D. 9/0		Tampa, FL 33620
(SNORD, H. JUERCEN M.D. (D. ) (√Sessums, Terret)	' TAMPA GENL HOSP RM 2 ) 215 E. Midison St.	738 TAMPA, FL 33601
SILBICER MARTIN 0	12901 N 30TH ST MOC	●17 TATES, FL
Malbolt, Sylvia H.		Tampa, FL 33602
REGISTERED AGENT INFORM	MATION PAGE 1	1 Name and Address of New Registered Agent
Name and Address of Current Register	ered Agent	
DE LA PARTE, LOUIS JR.	Street & Igress	1 De NOT Life Più Bai Numberi 87
1705 EAST YENNEDY BLVD	Atres Address	: 00 NOT Use 7 0 Not Number ( 51
. TAMPA, FIL 133602		
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Doneld D. Buchenan	Secretary and Director	To eprone humber (813) 254-1464
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FILING FEE OF \$61.25 REQUIRED -- Make Checks Payable To: Secretary of State \$8.75 Additional Fee required for a Certificate of Status

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# H. LEE MOFFITT CANCER CENTER AND RESEARCH INSTITUTE Additional Members of Board of Directors Name

<u>Title</u>	<u>Name</u>	Address '
D	Honorable Thomas E. Baynes, Jr.	4921 Memorial Hwy, Suite 245 Tampa, FL 33634
D	J. Clint Brown, Esquire	501 E. Kennedy Blvd, Suite 1700 Tampa, FL 33602
D	Robert Clark, M.D.	12902 Magnolia Drive Tampa, FL 33612
D	Gay Culverhouse, Ed.D.	One Buccaneer Place Tampa, FL 33607
D	Marvin R. Dunn, M.D.	12901 Bruce B. Downs Blvd. Tampa, FL 33612
D	Honorable John Grant	1715 N. Westshore Blvd., Suite 257 Tampa, FL 33607
D	Walter H. Harkala	1121 W. McGee Road Plant City, FL 33565
D	Honorable James T. Hargrett	2107 Osborne Avenue E Tampa, FL 33680
D	Charles Olds	3109 W. Buffalo Avenue Tampa, FL 33607
D	Robert Sutton	11831 30th Court North St. Petersburg, FL 33716
D	Syivia H. Walbolt, Esquire	One Harbour Place Tampa, FL 33602

PROFESSIONAL ASSOCIATION

92 NOV 20 AM 11:50 ATTORNEYS AT LAW

JOHN CALHOUN BALES DAVID M. CALDEVILLA BEATRIZ M. CARTA EDWARD P. de lePARTE, JR LOUIS A de lePARTE L. DAVID de 6PARTE RICHARD A GILBERT BARBARA B. LEVIN PATRICK J. MCNAMARA MICHAELA SKELTON JOHN R THOMAS

November 19, 1992

ONE TAMPA CITY CENTER SUITE 2300 POST OFFICE BOX 172537 TAMPA, FLORIDA 33672-0537 (813) 229-2775

FACSIMILE (813) 229-2712

Secretary of State Division of Corporations Post Office, Box 6327 Tallahassee, Florida 32314 7100000000003771577 -11/23/92--01031--010 ----35,00

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

Dear Sir:

Enclosed for filing, please find the original and one copy of a Certificate as to Amendment and Restatement of Articles of Incorporation of H. Lee Moffitt Cancer Center and Research Institute, Inc. Also enclosed is our firm's check in the amount of \$35.00 representing the filing fee.

Please file stamp the copy provided and return it in the selfaddressed, stamped envelope provided.

If you have any questions regarding the enclosed, please do not hesitate to contact me.

Sincerely,

de la Parte and Gilbert, P.A.

LDD: tb Enclosures

opamans

David de la Corte



## AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

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

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 purpose for which the Corporation is organized shall be:

- 1. The operation at the University of South Florida (the "University") of 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. To be a statewide research institute, a national resource for basic research, clinical research and multidisciplinary approaches to patient treatment;

09/19/91

- 3. To serve as a community resource through outreach and communication efforts; and,
- 4. To provide facilities and subjects for mutually-approved education, teaching and research programs conducted by the University of South Florida or other accredited medical schools or research institutes.

The foregoing to be achieved in part through the construction, operation or supervision of hospitals, clinics, laboratories, and other facilities and the hosting, sponsoring or funding of seminars, colloquia, retreats, fellowships and expeditions. This Corporation is organized exclusively for public purposes as a not-for-profit corporation, and its activities shall be conducted for such purposes and in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual except in the form of compensation for services rendered the corporation which are unrelated to Board duties. The Corporation will engage solely in activities which support and benefit the above purposes.

Notwithstanding any other provisions of these Articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law and within the allowance of said Section 501(c)(3) any and all purposes for which the corporation is organized shall be limited to the purposes specified in said Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law and accordingly, to the extent allowable by the foregoing limitations, the corporation shall be organized to support, operate and manage the activities on behalf of the State of Florida and the State University System to include health, maintenance and disease prevention, detection and treatment,

and basic and clinical research for the enhancement of the approved educational, teaching and research programs of the State and State University System.

#### ARTICLE III

#### POWERS AND LIMITATION ON POWERS OF THE CORPORATION

- 1. <u>Powers</u>. In addition to all other corporate powers provided by law and in furtherance of and limited by the purposes described in Article III of these Articles, the Corporation shall have the power to:
- A. Have succession by its corporate name for the 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 By-Laws 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 By-Laws 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 to 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 in the furtherance of its charitable purposes, or as 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 of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any 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

- 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 By Laws 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 By-Laws but who shall not have the right to vote and who shall not be members of the Board of Directors.

## ARTICLE V

The Corporation shall have perpetual existence.

#### ARTICLE VI

#### **MANAGEMENT**

- 1. The affairs of the Corporation shall be managed by a Board of Directors who shall serve without compensation. The Board of Directors shall consist of not less that 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 reelected to the Board. 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 representatives of the State University System;

09/19/91

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 By-Laws.

The names and street addresses of the initial Directors are:

John Lott Brown

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

University of South Florida Albert Hartley

Department of Administration

and Finance Tampa, FL 33620

University of South Florida College of Medicine Andor Szentivanyi

Tampa, FL 33620

3. 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 By-Laws.

#### **ARTICLE VII**

#### INCORPORATOR

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

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

#### ARTICLE VIII

## AMENDMENTS TO BY-LAWS AND ARTICLES OF INCORPORATION

The By-Laws 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 by-laws 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 by-laws, shall be furnished in writing to each Director of the Corporation, at least ten (10) days prior to the meeting at which such by-laws alteration shall be voted upon.

The Articles of Incorporation of the Corporation may be amended by two-thirds (2/3rds) 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.

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#### **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 of 1954, as amended, 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.

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## ARTICLE XII

Persons employed by the Corporation shall no	ot be o	conside	red	employees o	1
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the State of Florida by virtue of such employment.		**			

in witness whereof,	the undersigned has subscribed his	name under
seal this day of	, 19	
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	<u> </u>	;
	STEVEN & WENZEL.	1

#### 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	d and official seal in	the aforesaid	County and	State this
day of	•	. 19 .		

**NOTARY PUBLIC** 

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF

BUSINESS OR DOMICILE FOR THE

SERVICE OF PROCESS WITHIN PLORIDA,

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48:091, FLORIDA'STATUTES, THE FOLLOWING IS SUBMITTED.

H. LEE MOPPITT CANCER CENTER AND RESEARCH INSTITUTE.
INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE
CITY OF TAMPA; STATE OF FLORIDA, HAS NAMED LOUIS DE LA PARTE;
JR., LOCATED AT 705 EAST KENNEDY BLVD; TAMPA, FL 33602; AS ITS
AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

LOUIS DE LA PARTE, JR. INCORPORATOR

Date

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.

LOUIS DE LA PARTE, JR.

Dated

## CERTIFICATE AS TO AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION OF H. LEE MOPPITT CANCER CENTER AND RESEARCH INSTITUTE, INC

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of the H. Lee Moffitt Cancer Center and Research Institute, Inc. and as such officer I am the keeper of the records and corporate seal of said corporation and certify as follows:

That the Third Amended and Restated Articles of Incorporation of H. Lee Moffitt Cancer Center and Research Institute, Inc.-attached hereto were approved by the Board of Directors of the corporation at a duly called meeting on September 18, 1991; and

That the Amended and Restated Articles attached hereto include amendments to the Second Amended and Restated Articles of Incorporation filed on February 10; 1987 and were adopted by the Board of Directors pursuant to Section 617.0201, <u>Florida Statutes</u>; and

That in all other regards the Third Amended and Restated Articles attached hereto only restate and integrate and do not further amend the provisions of the Articles as theretofore amended and that there is no discrepancy between the Third Amended and Restated Articles and the Second 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 18th day of November, 1992.

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

John C/ Ruckdeschel, M.D. President - Center Director

By: // maccol/ Velucion Donald D. Buchanan

Secretary

## N02631

H. Lee Moffitt Cancer Center & Research Institute is consolodating its three mailing addresses and will no longer have a post office box. The mailing address for all purposes is:

12902 Magnolia Drive Tampa, FL 33612 PLEASE DIRECT
INVOICES TO
ACCOUNTS PAYABLE

Please make a note of it. If you have any questions, call Moffitt Cancer Center at (813) 972-4673.

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## H. LEE MOFFITT CANCER GENTER AND RESEARCH INSTITUTE Additional Members of Board of Directors.

<u>Title</u>	Name	Address		
D	Honorable Thomas E. Baynes, Jr.	4921 Memorial Hwy, Suite 245 Tampa, FL 33634		
. D	Tinothy J. Adams	One North Dale Mabry Tampa, FL 33634		
D	J. Clint Brown, Esquire	501 E. Kennedy Blvd, Suite 1700 Tampa, FL 33602		
D	Robert Clark, M.D.	12902 Magnolia Drive Tampa, FL 33612		
D	Gay Culverhouse, Ed.D.	One Buccaneer Place Tampa, FL 33607		
D	Marvin R, Dunn, M.D.	12901 Bruce B. Downs Blvd. Tampa, FL 33612		
D	Manuel Garcia	4933 Providence Road Tampa, FL 33629		
Đ	Honorable John Grant	1713 N. Westshore Blvd., Suite 257 Tampa, FL 33607		
υ	Honorable James T. Hargrett	2107 Osborne Avenue E Tampa, FL 33680		
Ð	Walter H. Harkala	1121 W. McGee Road Plant City, FL 33565		
Þ	Richard C. Karl, M.D.	12902 Magnotia Drive Tampa, FL 33612-9497		
D	Charles Olds	3109 W. Buffalo Avenue Tampa, FL 33607		
D	Robert Sution	550 North Reo Street, Suite 300 Tampa, FL 33609-1013		

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PROFESSIONAL ASSOCIATION ATTORNEYS AT LAW TORN CALHOUN BALES DAVID H. CALDEVILLA EDWARD P. de La PARTE, JR. L. DAVID de la PARTE DAVID D. DICKEY

**SUITE 2300** . POST OFFICE BOX 2350: TAMPA, FLORIDA 33601-2350 (813) 229-2775

FACSIMILE (813) 229-2712

March 31, 1994

OF COUNSEL. LOUIS A. de la PARTE

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#### VIA FEDERAL EXPRESS #7718034796

Secretary of State Corporate Division 409 E. Gaines Street Tallahassee, Florida 32399

W. GRAY DUNLAP, JR. RICHARD'A. GILBERT

NANCY B. JACK PATRICK M. MCNAMARA JUDITH W. SIMMONS MICHAEL A. SKELTON

TED R. TAMARGO

JOHN R. THOMAS

Fourth Amended and Restated Articles of Incorporation of H. Lee Moffitt Cancel Center and Research Institute, Inc. - Ref. Number: N02631

Dear Sir or Madam:

Pursuant to your letter dated March 25, 1994, please find enclosed the original and three (3) copies of the Fourth Amended and Restated Articles of Incorporation of H. Lee Moffitt Cancer Center and Research Institute, Inc. with the requested change for filing with the Secretary of State.

I have also enclosed check in the amount of \$201.25 made payable to the Secretary of State as payment of the applicable filing fee and for the certified copies we requested.

Thank you for your cooperation in this matter.

MLING R.ASEEL .... CERE CLEAN A OVERDAY Sincerely,

de la Parte, Gilbert and Bales, P.A.

David de la Parte

Americas + 12154.
4/4/94
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#### FLORIDA DEPARTMENT OF STATE Jim Smith

March 25, 1994

L. David de la Parte, Esquire Post Office Box 2300 Tampa, FL 33601-2350

SUBJECT: H. LEE MOFFITT CANCER CENTER AND RESEARCH INSTITUTE.

INC. Ref. Number: N02631

We have received your document for H. LEE MOFFITT CANCER CENTER AND RESEARCH INSTITUTE, INC. and check(s) totaling \$1032.50. However, your check(s) and document are being returned for the following:

Per my phone conversation with your secretary, when an amendment is adopted by the board of directors of a nonprofit corporation. Chapter 617 requires a statement that there are no members or members entitled to vote. Please add a statement to the certificate that the board of directors comprise the sole voting members of the corporation.

You have overpaid on filing/certification fees: the fees are \$236.25 for each article of incorporation (filing, 3cc's 1cos), \$201.25 for the amended and restated (filing 3cc's 1 cos) TOTAL - \$910

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6901.

Susan Payne Senior Corporate Section Administrator

Letter Number: 194A00013557

## de la PARTE, GILBERT, & BALES PROFESSIONAL ASSOCIATION ATTORNEYS AT LAW

JOHN CALHOUN BALES
DAVID M. CALIEVILLA
EDWARD P. d- to PARTE, JIL
L. DAVID d- to PARTE
DAVID D. DICKEY
W. GRAY, DUNLAP, JR.
RICHARD A. GILBERT
NANCY B. JACK
PATRICK M. MCNAMARA
JUDITH W. SIMMONS
MICHAEL A. SKELTON
TED R. TAMARGO
JOHN R. THOMAS

ONE TAMIPA CITY CENTER
SUITE 2300
POST OFFICE BOX 2350
TAMPA, FLORIDA 33601-2350
(B13) 229-2775

FACSIMILE (813) 229-2712

OF COUNSEL LOUIS A. de la PARTE

March 21, 1994

#### VIA FEDERAL EXPRESS #7718036701

Secretary of State Corporate Division 409 E. Gaines Street Tallahassee, Florida 32399

Re: Fourth Amended and Restated Articles of Incorporation of H. Lee Moffitt Cancer Center and Research Institute, Inc.; Articles of Incorporation of H. Lee Moffitt Cancer Center and Research Institute Hospital, Inc., H. Lee Moffitt Cancer Center and Research Institute Foundation, Inc. and H. Lee Moffitt Cancer Center and Research Institute Lifetime Cancer Screening Center, Inc.

#### Dear Sir or Madam:

Please find enclosed the following original documents for filing with the Secretary of State:

- 1. Fourth Amended and Restated Articles of Incorporation of H. Lee Moffitt Cancer Center and Research Institute, Inc.;
- 2. Articles of Incorporation of H. Lee Moffitt Cancer Center and Research Institute Hospital, Inc.;
- 3. Articles of Incorporation of H. Lee Moffitt Cancer Center and Research Institute Foundation, Inc.; and
- 4. Articles of Incorporation of H. Lee Moffitt Cancer Center and Research Institute Lifetime Cancer Screening Center, Inc.

### de la PARTE, GILBERT & BALES PROFESSIONAL ASSOCIATION

Secretary of State Corporate Division Page Two March 21, 1994

Please provide me with (i) three (3) certified copies of each of the enclosed documents, and (ii) one (1) Certificate of Status for each of the above-referenced corporations.

I have also enclosed check in the amount of \$1,032.50 made payable to the Secretary of State as payment of the applicable filing fees (\$402.50) and for the certified copies we requested (\$680.00).

David de la Parte

Thank you for your cooperation in this matter.

Sincerely,

de la Parte, Gilbert and Bales, P.A.

LDD/jh

Enclosures

## FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION

**OF** 

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORING

### 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)

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

Page 1 of 13

10/8/93

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:

- 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;
- 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;
- Provide facilities and subjects for mutually-approved education, teaching and research programs conducted by the University of South Florida 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. <u>Powers</u>. In addition to all other corporate powers provided by law and in furtherance of and limited by the purposes described in Article III of these Articles, the Corporation shall have the power to:

Page 3 of 13

- 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. <u>Limitations on Powers</u>. The Corporation shall not have the power to:
    - 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 of 1954, as amended, 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**

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

Page 6 of 13

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. 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

Page 7 of 13

medical doctors or state employees.

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

- 2. 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.
  - 3. 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

4. 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.

#### ARTIGESVII

#### 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

Page 9 of 13

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

Page 10 of 13

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are exempt as organizations; described in Sections \$10(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, 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	e undersigned has subscribed his name under seal this
day of	_, 19
	STEVEN G. WENZEL
STATE OF FLORIDA COUNTY OF HILLSBOROUGH	
to me well known and well known to name to the foregoing Articles of I	ad authority, personally appeared STEVEN G. WENZEL, one to be the person described in and who subscribed his incorporation and who acknowledged before me that he ration for the uses and purposes therein expressed.
WITNESS my hand and official of, 19	at seal in the County and State last aforesaid this day
My Commission Expires:	Notary Public

Page 11 of 13

# 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, <u>FLORIDA STATUTES</u>, THE FOLLOWING IS SUBMITTED:

H. LEE MOFFITT CANCER CENTER AND RESEARCH INSTITUTE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED LOUIS DE LA PARTE, JR., LOCATED AT 705 EAST KENNEDY BLVD., TAMPA, FLORIDA 33602, AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

LOUIS DE LA PARTE, JR. INCORPORATOR
Dated:

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.

LOUIS	DE LA	PARTE.	JR.
Dated:_			

Page 12 of 13

## CERTIFICATE AS TO FOURTH 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 Fourth 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 November 17, 1993 pursuant to Section 617.0201, Florida Statutes; and

That these Fourth Amended and Restated Articles of Incorporation include amendments to the Third Amended and Restated Articles of Incorporation filed on November 20, 1992; and

That in all other regards these Fourth 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 Fourth Amended and Restated Articles and the Third 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 51 day of Willick. 1994.

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

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

Donald D. Buchanan

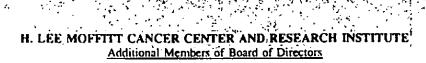
Secretary

APPROVED BY THE BOARD OF RECENTS ON 12/3/93.

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<u>Title</u>	Name	Address
D	Honorable Thomas E. Baynes, Jr.	4921 Memorial Hwy, Suite 245 Tampa, FL 33634
D	Timothy J. Adams	One North Dale Mabry Tampa, FL 33609-2700
D	J. Clint Brown, Esquire	501 E. Kennedy Blvd, Suite 17(X) Tampa, FL 33602
D	Robert Clark, M.D.	12902 Magnolia Drive Tampa, FL 33612
D	Gay Culverhouse, Ed.D.	One Buccaneer Place Tampa, FL 33607
D	Marvin R. Dunn, M.D.	12901 Bruce B. Downs Blvd. Tampa, FL 33612
D	Manuel Garcia	4933 New Providence Road Tampa, FL 33629
D	Honorable John Grant	610 W. Waters Avenue, Suite A Tampa, FL 33607
D	Honorable James T. Hargrett	2107 Osborne Avenue E Tampa, FL 33680
D	Walter H. Harkala	1121 W. McGee Road Plant City, FL 33565
D	Richard C. Karl, M.D.	12902 Magnolia Drive Tampa, FL 33612-9497
D	Charles Olds	3109 W. Buffalo Avenue Tampa, FL 33607
D	Betty Castor	4202 E. Fowler Avenue Tampa, FL 33620

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Donald D. Buchanan, Secretary

# H. LEE MOFFITT CANCER CENTER AND RESEARCH INSTITUTE, INC. Additional Members of Buard of Directors

Title	Name	Address
D	Timothy J. Adams	One North Dale Mabry Tampa, FL 33609-2700
D	J. Clint Brown, Esquire	501 E. Kennedy Blvd, Suite 1700 Tampa, FL 33602
D	Betty Castor	4202 E. Fowler Avenue Tampa, FL 33620
D	Robert Clark, M.D.	12902 Magnolia Drive Tampa, FL 33612-9497
D	Gay Culverhouse, Ed.D.	1002 Frankland Road Tampa, FL 33607
D	Marvin R. Dunn, M.D.	12901 Bruce B. Downs Blvd. Tampa, FL 33612
D	Honorable John Grant	610 W. Waters Avenue, Suite A Tampa, FL 33607
D	Dick A. Greco, Jr.	5701 E. Hillsborough Ave., Rm 2268 Tampa, FL 33610
D	Honorable James T. Hargrett	2107 Osborne Avenue E Tampa, FL 33680
D	Monsignor Laurence Higgins	3410 W. Hillsborough Avenue Tampa, FL 33614
D	Richard C. Karl, M.D.	12902 Magnolia Drive Tampa, FL 33612-9497
D	Charles Olds	3109 W. Buffalo Avenue Tampa, FL 33607
D	Rollin C. Richmond, Ph.D.	4020 E. Fowler Avenue Tampa, FL 33620
D	Dennis M. Ross	4010 Boy Scout Blvd. Tampa, FL 33631

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CAPITAL CONNECTION: INC.  417 E. Virginia Street, Suite 1 * Tallahassee, Florida, 32302 (850) 224-8870 1-800-342-8062 Fax (850) 222-1222	931
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PROFESSIONAL ASSOCIATION ATTORNEYS AT LAW

JOHN CALHOUN BALES DÁVID M. CÁLDIVILLA RONALD A. CHRISTALDI EDWARD P. 44 L. PARTE, JR. L. DAVID de la PARTE DAVID D. DICKEY CHARLES R. FLETCHER RICHARD A. CILBERT PATRICK J. NCKAMARA MICHAEL A. SKELTON

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SUITE 2300 POST OFFICE BOX 1850 TAMPA, FLORIDA \$5601-2350 (818) 229-2778

FACSIMILE (813) 229

October 7, 1997

FOUNDER LOUIS A. de la PARTE -

VIA FEDEX No. 3982652004

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

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. Christaldi

Enclosure

RAC/ii:

## 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)

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

Page I of 13

5/27/97

described in Section 501(c)(3), Section 509(a)(1) and Section 70(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:

- 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. <u>Powers</u>. 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 Article 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;

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- 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 fund 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. <u>Limitations on Powers</u>. 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;

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- 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**

- 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 YI

#### 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 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 YII

#### 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 YIII**

#### 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.

/x/ 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 WROM 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.

SIGNATURI	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.

SIGNATUR	E /s/ Bryan S. Burgess	
	BRYAN BURGESS	
DATE	April 3, 1984	

Page 13 of 13

5/27/97

#### 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

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

John C. Ruckdeschel, M.D.

President-Cénter Director

Donald D. Buchanan

Secretary

APPROVED BY THE BOARD OF REGENTS ON