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FLORIDA NON-PROFIT CORPORATION

THE CANCER PROJECT, INC.

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## ARTICLES OF INCORPORATION

OF

### THE CANCER PROJECT, INC.

In Compliance with Chapter 617, Florida Statutes (not-for-profit corporation)

#### ARTICLE I - NAME

The name of this corporation shall be THE CANCER PROJECT, INC. (the "Corporation").

#### ARTICLE II - PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT

The street address of the principal office of the Corporation is 2401 PGA Boulevard, Suite 155, Palm Beach Gardens, Florida 33410; the registered office of the Corporation is 2401 PGA Boulevard, Suite 155, Palm Beach Gardens, Florida 33410 and the name of the Registered Agent of the Corporation at that address is Elizabeth M. Fago. The Certificate of Designation of Registered Office/Registered Agent attached hereto is incorporated herein and made a part hereof.

#### ARTICLE III - DURATION

This Corporation shall have a perpetual existence, unless dissolved sooner according to law.

#### ARTICLE IV - PURPOSES

The purposes for which the Corporation is organized are as follows:

1. This Corporation is organized and shall operate exclusively for charitable, educational, religious and scientific purposes; including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code") (or any corresponding provisions of succeeding law), and the Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such charitable, educational, religious and scientific purposes. In furtherance of such purposes, the Corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

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2. As a means and incidental to accomplishing the purposes for which the Corporation is being organized, it shall have the following powers:

- (a) to raise \$200,000 to be distributed on behalf of the fight against cancer to various research hospitals, patient and survivor society's, and cancer awareness and prevention programs;
- (b) to honor those who are currently battling cancer and those who are fortunate to call themselves survivors;
- (c) to bring community awareness and prevention of cancer through education and event promotion;
- (d) to target the involvement of all of the people in our community who have been affected by the disease, either personally or through the care and concerned of a loved one;
- (e) to coordinate an event committee made up of community volunteers that will facilitate the planning, sponsorship, promotion and production of fund raising events; and
- (f) to create a primary fund raising road race that will re-occur annually for at least the next ten years (2004-2013).

3. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Code sections 501(c)(3), 2055(a) and 170(c)(2) (or any corresponding provisions of succeeding law) and the Treasury Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.

4. No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code sections 501(c)(3), 2055(a) and 170(c)(2) (or any corresponding provisions of succeeding law) However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

5. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

6. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be

entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, as provided by law, exclusively to an organization of the Corporation, shall be used or distributed, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Code sections 501(c)(3), 2055(a) and 170(c)(2) (or any corresponding provisions of succeeding law). Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving the Corporation.

#### ARTICLE V - BOARD OF DIRECTORS

This Corporation shall have five (5) Directors. The number of Directors may be increased or decreased from time to time by the By-laws, but shall never be less than three (3). The manner in which the Directors shall be elected shall be set forth in the By-laws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Elizabeth M. Fago	2401 PGA Boulevard, Suite 155 Palm Beach Gardens, FL 33410
Paul Walczak	2401 PGA Boulevard, Suite 155 Palm Beach Gardens, FL 33410
Joseph E. Steier	2401 PGA Boulevard, Suite 155 Palm Beach Gardens, FL 33410
Tony Fago	2401 PGA Boulevard, Suite 155 Palm Beach Gardens, FL 33410
Colleen Casey	2401 PGA Boulevard, Suite 155 Palm Beach Gardens, FL 33410

#### ARTICLE VI - EXEMPT STATUS; PROHIBITED TRANSACTIONS

Reference in this Article to a Code section shall also include any corresponding provisions of succeeding law and Treasury Regulations thereunder.

1. This Corporation shall not exercise in any manner or for any purpose any power or authority granted herein which may jeopardize the status of the Corporation as an exempt organization under Code section 501(c)(3).

2. This Corporation, during the period it is a "private foundation" as defined in Code Sections 509(a), shall not:

(a) engage in any act of "self-dealing", as defined in Code section 4941(d), which would give rise to any liability for the tax imposed by Code section 4941;

(b) retain any "excess business holdings" as defined in Code section 4943(c), which would give rise to any liability for the tax imposed by Code section 4943;

(c) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code section 4944, so as to give rise to any liability for the tax imposed by Code section 4944; and

(d) make any "taxable expenditures", as defined in Code section 4945(d), which would give rise to any liability for the tax imposed by Code section 4945.

3. This Corporation, during the period it is a "private foundation", as defined in Code section 509(a), shall distribute, for the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Code section 4942.

#### ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

Elizabeth M. Fago  
2401 PGA Boulevard, Suite 155  
Palm Beach Gardens, FL 33410

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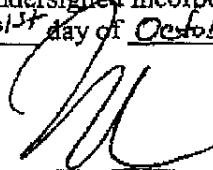
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IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation on this 21<sup>st</sup> day of October, 2003



Elizabeth M. Fago, Incorporator

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged and sworn to before me this 21<sup>st</sup> day  
of October, 2003 by Elizabeth M. Fago as Incorporator of The Cancer Project,  
Inc.



Notary Public

Patrick Johnson

Printed Name of Notary



PATRICK P. JOHNSON  
MY COMMISSION # DD 178848  
EXPIRES: January 20, 2007  
Bonded Thru Budget Notary Services

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

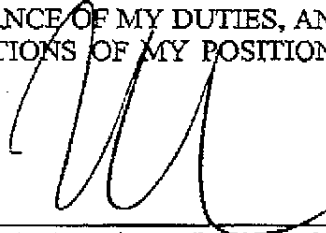
Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is The Cancer Project, Inc.
2. The name and address of the Registered Agent and Registered Office is:

Elizabeth M. Fago  
2401 PGA Boulevard, Suite 155  
Palm Beach Gardens, FL 33410

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Elizabeth M. Fago, Registered Agent

Dated: October 21, 2003

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