

NO4000002888

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000030370660

03/16/04--01066--003 **70.00

FILED

04 MAR 16 AM 8:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

103
3/20

KENNETH B. WHEELER, LL.M. TAX, P.A.

ATTORNEYS AND COUNSELORS AT LAW
1155 LOUISIANA AVENUE, SUITE 100
WINTER PARK, FLORIDA 32789

KENNETH B. WHEELER, J.D./LL.M. TAX
EMAIL: kwheeler@wealthcare.com

EDWARD W. SOULSBY, J.D.
EMAIL: esoulsby@wealthcare.com

PRACTICE LIMITED TO
TAX AND ESTATE PLANNING
TAX LITIGATION

PHONE: (407) 645-1779
FAX: (407) 740-5691
INTERNET: www.wealthcare.com

March 12, 2004

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

RE: American Cancer Research Foundation, Inc.

Dear Sir or Madam:

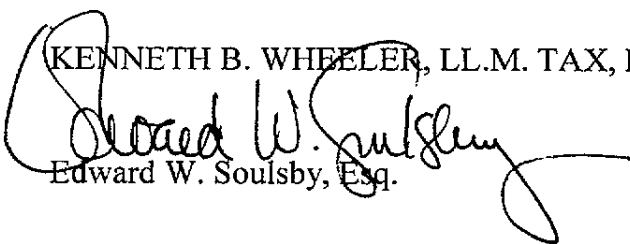
Enclosed herewith are an original and one copy of the Articles of Incorporation for the above-referenced corporation for filing, effective March 15, 2004.

Please return the copy with the filing information stamped on it. A return envelope is provided for your convenience. Also enclosed is our firm check in the amount of \$70.00 for the filing fees.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

KENNETH B. WHEELER, LL.M. TAX, P.A.


Edward W. Soulsby, Esq.

EWS/sac
Enclosures

ARTICLES OF INCORPORATION
OF
AMERICAN CANCER RESEARCH FOUNDATION, INC.

FILED

06 MAR 16 AM 8:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, desiring to form a corporation not for profit pursuant to the provisions of Chapter 617, Florida Statutes, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

AMERICAN CANCER RESEARCH FOUNDATION, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 2161 Kingsley Avenue, Suite 100, Orange Park, Florida 32073.

ARTICLE III
PURPOSES

This Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the Internal Revenue Code), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article IV herein.

The objectives and purposes for which this Corporation is formed are:

- (1) To improve cancer care and the effectiveness of the treatment of cancer by providing funds and support for research of new diagnostic or therapeutic modalities; and

- (2) To manage and pay the costs associated with the conduct of clinical trials of the PET-CT Scanner as a tool for the early detection of patient metabolic response to the early stages of chemotherapy in the treatment of cancer. The objective of the these clinical trials is to reduce patient suffering and costs due to unnecessary chemotherapy when the early stages of chemotherapy are not producing the appropriate metabolic responses in the patient;
- (3) To engage in such other activities as are in support of the above purposes and which are permissible for organizations exempt from income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV POWERS

This Corporation shall have and may exercise any and all of the powers conferred upon corporations not for profit by or pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, as the same may hereafter be amended.

This Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation described in Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation described in Section 170(c)(2) of the Internal Revenue Code.

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 or in opposition to any candidate for public office.

ARTICLE V EFFECTIVE DATE AND TERM OF EXISTENCE

The effective date of this Corporation and the date on which its existence begins is March 15, 2004. This Corporation shall have perpetual existence.

ARTICLE VI BOARD OF TRUSTEES

Except as otherwise provided by or in accordance with the Bylaws, the business and affairs of this Corporation shall be managed by its Board of Trustees. The initial Board of Trustees shall consist of three (3) members. The names and addresses of the members of the first Board of Trustees are:

John W. Wells, M.D.

2161 Kingsley Avenue, Suite 100
Orange Park, Florida 32073

Shyam B. Paryani, M.D.

3599 University Boulevard South, #100
Jacksonville, Florida 32216

Kenneth B. Wheeler, Esq.

1155 Louisiana Avenue, Suite 100
Winter Park, Florida 32789

The members of the First Board of Trustees shall hold office until their respective successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Trustees of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Trustees until that number is changed by or in accordance with the Bylaws of this Corporation, but shall never be less than three (3).

The manner and method of the election of the members of the Board of Trustees of this Corporation shall be set forth in the Bylaws.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Corporation is: 1155 Louisiana Avenue, Suite 100, Winter Park, Florida 32789. The name of the initial Registered Agent of this Corporation at that address is Kenneth B. Wheeler, Esq.

ARTICLE VIII INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Kenneth B. Wheeler, Esq. and his street address is 1155 Louisiana Avenue, Suite 100, Winter Park, Florida 32789.

ARTICLE IX MEMBERS

The Corporation shall have no members.

ARTICLE X
BYLAWS

The Board of Trustees shall adopt Bylaws consistent with these Articles of Incorporation. The Bylaws may be altered, rescinded or added to, or new Bylaws may be adopted as provided in the Bylaws.

ARTICLE XI
DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purposes of the Corporation and no part of the net income or assets of the Corporation shall ever inure to the benefit of any trustee, director, officer or member thereof, or to the benefit of any private individual. Upon the dissolution of this Corporation, all assets remaining on hand, after the payment of and/or making provision for the debts, expenses and liabilities of the Corporation, shall be distributed to any organization as shall be selected by the Board of Trustees of this Corporation and which is described in Section 501(c)(3) of the Internal Revenue Code, or in the similar provisions of any future Federal revenue law.

The private property of the incorporator, trustees, officers or members of this Corporation shall not be subject to payment of the Corporation's debts in any event or to any extent whatsoever.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming this corporation not for profit under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 12 of March, 2004.

A handwritten signature in black ink, appearing to read 'Kenneth B. Wheeler', written over a horizontal line.

Kenneth B. Wheeler, Esq., Incorporator

AMERICAN CANCER RESEARCH FOUNDATION, INC. FILED
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

04 MAR 16 AM 8:57

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is:

AMERICAN CANCER RESEARCH FOUNDATION, INC.

2. The name and address of the Registered Agent and Registered Office of the Corporation is: Kenneth B. Wheeler, Esq., 1155 Louisiana Avenue, Suite 100, Winter Park, Florida 32789.

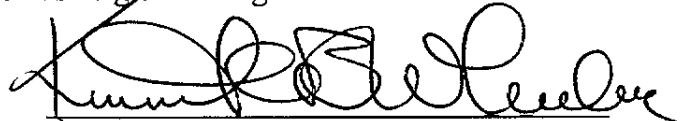
AMERICAN CANCER RESEARCH FOUNDATION,
INC.

By:


Kenneth B. Wheeler, Esq., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of AMERICAN CANCER RESEARCH FOUNDATION, INC. the above stated Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, including Florida Statutes Section 617.0503, and I am familiar with and accept the obligations of my position as Registered Agent.



Kenneth B. Wheeler, Esq.,
Registered Agent

Dated: March 12, 2004