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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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Articles-

1.) *Brian Tumor Action Network, Inc.*
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
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04 APR 14 PM 1:05
DIVISION OF CORPORATION

April 13, 2004

CORPORATE ACCESS, INC.

SUBJECT: BRIAN TUMOR ACTION NETWORK, INC. (BTAN)
Ref. Number: W04000014284

We have received your document for BRIAN TUMOR ACTION NETWORK, INC. (BTAN). However, the document has not been filed and is being returned for the following:

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 104A00024234

*Corrected
&
Resubmitted
4/14/04*

**ARTICLES OF INCORPORATION
OF
BRAIN TUMOR ACTION NETWORK, INC.**

FILED
2004 APR 14 P 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of the age of eighteen (18) years or more, do hereby associate ourselves into a non-profit corporation under the laws of the State of Florida, as contained in Chapter 617 of the Laws of Florida, entitled "Corporations Not For Profit," and the several amendments thereto, and to that end do hereby set forth:

I. NAME

The name of the corporation is "BRAIN TUMOR ACTION NETWORK, INC., and is to be located in Zephyrhills, Pasco County, Florida, with its principal business address being at 38940 1st Avenue, Zephyrhills, Florida 33542, and at such other place or places as the officers of said corporation shall designate.

II. DURATION

The duration of the corporation is perpetual, but if the corporation shall dissolve, its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)-3 and 170(c)(2) of the Internal Revenue Code of 1954 (or in the corresponding provision of any future United States Internal Revenue Code), or to the federal, state or local government for public purposes only.

III. PURPOSES

The purposes for which the corporation is organized shall be limited exclusively to charitable, scientific, and educational purposes thereto and, moreover is being established to bring awareness to the general public about brain tumors, and to educate and empower brain tumor patients and their families, including but not limited;

1. To receive and maintain funds of real or personal property and, subject to these Articles of Incorporation, to use and apply the whole or any part of the income thereof for the principal thereto and for the purposes stated herein.

2. To provide forums for brain tumor afflicted individuals to communicate with other patients, health care professionals, patient advocates, and policymakers.
3. To work with other brain tumor related organizations to achieve the goals and purposes stated herein.
4. To encourage grassroots activism, and inform it's constituency of legislative issues that affect their treatments, benefits, and research into causes and cures of brain tumors.
5. To address deficiencies in the research system, and promote access to potentially lifesaving drugs for brain tumor patients.
6. To encourage its supporters to participate in policy decision-making processes.
7. To provide a wide range of information, support and advocacy opportunities for everyone whose life has been impacted by a brain tumor.
8. To solicit and accept by subscription, gift, grant, donation, request, devise or otherwise money and property of any kind and description from any person, firm, association, trust, foundation or corporation, including any municipal, county, state or national government or other governmental unit or instrumentality thereof.
9. To provide for staff, if necessary, to implement the goals and objectives of the corporation.
10. Generally, to engage in any other lawful enterprise or activity and to do and perform all acts and things that may be deemed necessary or expedient for the proper and successful projection of the objects and purposes for which the corporation is organized.

Notwithstanding any other provision of these articles, the corporation shall not carry on activities that are prohibited for corporations exempt from Federal Income Tax under Section 501(c)-3 of the Internal Revenue Code of 1954 (or in the corresponding provision of any future United States Internal Revenue Code) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue

Code of 1954 (or in the corresponding provision of any future United States Internal Revenue Code).

IV. ORGANIZATION AND OPERATION

The corporation is organized and shall be operated exclusively for the charitable, scientific and educational purposes set forth in Article III.

Any individuals, firms or entities interested in furthering the purposes and goals of the corporation may be accepted into membership by making application and the acceptance by a majority of the members at the first meeting of the members following the receipt of such application.

The corporation shall not have capital stock, and no stock or shares shall be issued. No incorporator, trustee, director or officer shall at any time be considered to be the owner of any of the assets, property or income of the corporation, nor shall he or she, by distribution, liquidation, dissolution or in any other manner, be entitled to or receive any of said assets, property or income, all of which shall be devoted exclusively and forever to the purposes of the corporation or disposed of as herein after provided. The corporation is not organized and shall not operate for profit, and no part of its net earnings shall inure or may lawfully inure to the benefit of any private shareholder, incorporator, trustee, director, officer or individual. The above provisions, however, shall not prevent the payment of reasonable compensation to any persons, organization, firm or corporation for services rendered to this corporation.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

The corporation shall not lend any part of its assets, property or income to any incorporator, trustee, director or officer of, or any substantial contributor to, the corporation, any member of the family of any such person, or to any corporation controlled by any such person; nor shall the corporation pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to any such persons or corporation; nor shall the corporation make any part of its services available on a preferential basis to any such persons or corporations;

nor shall the corporation make any substantial purchase of securities or other property from or to any such persons or corporations for other than an adequate consideration in money or money's worth; nor shall the corporation engage in any other transaction which results in a substantial diversion of its assets, property or income to any such persons or corporations.

The corporation shall not: (a) accumulate its income if any such accumulations are unreasonable in amount or duration in order to carry out the charitable, scientific and educational purposes for which it is organized, or (b) use any such accumulated income for purposes or functions other than the charitable, scientific and educational purposes for which it is organized, or (c) invest any such accumulated income in such a manner as to jeopardize the carrying out of the charitable, scientific and educational purposes for which it is organized.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to the tax provided by Section 4942 of the Internal Revenue Code of 1954, as amended. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended; shall not retain any excess business holdings as defined in Section 4943(c) of said Code; shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of said Code; and shall not make any taxable expenditures as defined in Section 4945(d) of said Code. The references herein to the Internal Revenue Code of 1954, as amended, shall include the regulations issued thereunder and the corresponding provisions of subsequent United States Internal Revenue Laws and regulations.

It is intended that the corporation shall qualify as an organization which is exempt from: (a) income taxes under the United States Internal Revenue Code of 1954 and corresponding provisions of subsequent United States laws and under any applicable laws of the State of Florida from time to time in effect, and (b) contributions which are deductible for income, gift and estate tax purposes under said Internal Revenue Code of 1954 and corresponding provisions of subsequent United States laws and under any applicable laws of the State of Florida from time to time in effect.

In the event the corporation fails or becomes unable to carry out its purposes, or is liquidated or dissolved, either voluntarily or involuntarily, the assets and property of the corporation, after payment or arrangement for payment of its debts and obligations, shall be donated, transferred, conveyed and delivered to one or more corporations, societies, associations, or organizations which in the judgment of the trustees are engaged in activities similar to those of this corporation and will more nearly carry out its purposes and which are exempt from: (a) income taxes under the United States Internal Revenue Code of 1954 and corresponding provisions of subsequent United States laws, and (b) contributions which are deductible for income, gift and estate tax purposes under said Internal Revenue Code of 1954 and corresponding provisions of subsequent United States laws; provided that any funds or property held by the corporation upon any condition requiring the return, transfer or conveyance of said funds or property, or the unused portion thereof, upon the happening of any such contingency, shall be returned, transferred or conveyed in accordance with said condition.

In the event of dissolution, the residual assets of the organization will be turned over 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 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

These Articles of Incorporation may be amended in the manner provided by law, and every amendment shall be approved by a majority vote of the directors at any regular or special meeting of the corporation.

V. MANAGEMENT

The management of the activities, affairs and property of the corporation shall be vested in a Board of Directors consisting of not less than three (3) nor more than thirty-six (36) directors, said number to be fixed from time to time by the Bylaws of the corporation.

Each director shall hold office for the term of office to which he or she is elected and until his or her successor is elected and qualifies or until his or her earlier resignation, incapacity, removal or death.

The directors shall possess such qualifications, be elected and qualified in such manner, serve for such term and upon such conditions, have such voting rights, exercise such powers and perform such duties, in addition to those conferred upon them by statute, as may be prescribed by the Bylaws of the corporation.

The Board of Directors may adopt Bylaws not inconsistent with these Articles of Incorporation or the laws of the State of Florida, for the management and control of the corporation, and may alter, amend and repeal any provision or provisions thereof from time to time as therein provided. The Board of Directors also may promulgate and amend from time to time suitable policies and rules and regulations governing the work and activities of the corporation, the care and use of its property, the qualifications, duties, performance of work and conduct of its staff and other personnel and employees, and such other matters and things as may be necessary and desirable in the judgment of the directors.

The number of directors constituting the initial Board of Directors shall be three (3), and the names and addresses of those persons who are to serve as the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Kristina McAlvanah	38940 1 st Avenue Zephyrhills, Florida 33542
Paul McKay	15 Magnum Court #14 Smithfield, Rhode Island 02917
Cynthia Rixey Scott	1012 Pontiac Street Denver, Colorado 80220

The names of the first officers who shall serve are:

Paul McKay	President
Cynthia Rixey Scott	Vice President
Kristina McAlvanah	Secretary
Kristina McAlvanah	Treasurer

VI. BYLAWS

The Bylaws of the corporation shall be made, altered and amended by a majority vote of the directors.

The Articles of Incorporation may be amended in the manner provided by law, and every amendment shall be approved by a majority vote of the directors at any regular or special meeting of the corporation.

VII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 38940 1st Avenue, Zephyrhills, Florida 33542, but it may establish branch offices in any other place and may change the place of the principal office as and when it is deemed advisable by its Board of Directors. The initial Registered Agent at that address shall be KRISTINA McALVANAH

VIII. INCORPORATORS

The names and addresses of the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Kristina McAlvanah	38940 1 st Avenue Zephyrhills, FL 33542

EXECUTED this 6th day of April, 2004.


KRISTINA McALVANAH

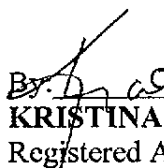
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First--That BRAIN TUMOR ACTION NETWORK, INC., desiring to
organize under the laws of the State of Florida with its principal office as indicated in the
Articles of Incorporation at City of Zephyrhills, County of Pasco, State of Florida, has
named KRISTINA McALVANA, 38940 1st Avenue, Zephyrhills, Florida 33542, as its
agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby accept to act in this capacity and agree
to comply with the provision of said Act relative to keeping open said office.

By: 
KRISTINA McALVANA
Registered Agent

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2004 APR 14 P 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA