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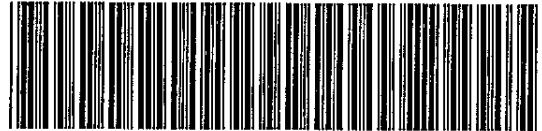
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 SEP 22 PM 1:34

TRANSMITTAL LETTER

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

SUBJECT: Keira Grace Foundation for Children's Cancer, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Eileen Lavzardo
Name (Printed or typed)

4711 NW 72nd Ln.
Address

Gainesville, FL 32653
City, State & Zip

(352) 336-7614
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
KEIRA GRACE FOUNDATION FOR CHILDREN'S CANCER, INC.

FILED STATE
SECRETARY OF CORPORATIONS
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The undersigned, as Incorporators of the Keira Grace Foundation for Children's Cancer, Inc. ("Corporation"), a not-for-profit corporation organized to facilitate the treatment of cancer in children in the Dominican Republic through academic partnerships and charitable purposes under the provisions of Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the Corporation is Keira Grace Foundation for Children's Cancer, Inc.

ARTICLE II.
PRINCIPAL OFFICE

The principal office and place of business of the Corporation shall be 4711 NW 72nd Lane, Gainesville, FL 32653.

ARTICLE III.
PURPOSES AND LIMITATIONS

Section 3.1 – Purposes: The Corporation is organized and shall be operated exclusively for clinical, educational and charitable purposes. This Corporation shall provide an academic partnership between the pediatric hematology/ oncology physicians at the University of Florida in Gainesville, Florida and those at El Hospital in Santo Domingo, Dominican Republic. The Corporation will also utilize gifts to fund infrastructure, equipment and resources to facilitate the treatment of children in the Dominican Republic.

Section 3.2 – Limitations on Actions: All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501 (C) (3) of the Internal Revenue Code of 1986, (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue

laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

ARTICLE IV. POWERS

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and make donations for scientific, educational and charitable purposes.

ARTICLE V. TERMS OF EXISTENCE

The Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE VI. INCORPORATORS

The names and addresses of the incorporators are:

Michael and Eileen F. Lauzardo
4711 NW 72nd Lane
Gainesville, FL 32653

ARTICLE VII. BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) persons who shall be chosen as provided in the bylaws.

ARTICLE VIII. MEMBERS

The Corporation shall have no members.

ARTICLE IX. BYLAWS

Bylaws shall be adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, and new bylaws may be adopted, by the directors in a manner provided by therein.

ARTICLE X.
STOCKS AND DIVIDENDS PROHIBITED

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

ARTICLE XI.
AMENDMENT

Amendments to these First Amended Articles of Incorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors.

ARTICLE XII.
REGISTERED AGENT AND ADDRESS

The street and mailing address of the registered office of the Corporation is 4711 NW 72nd Lane, Gainesville, FL 32653. The name of the Corporation's registered agent at the registered office is Eileen F. Lauzardo.

ARTICLE XIII.
DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to charitable organizations or programs ruled exempt by the Internal Revenue Service under Section 501 (C) (3) and Section 170 (C) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed these First Amended Articles of Incorporation for the purposes therein set forth, all as of this 13th day of SEPTEMBER, 2005.

Eileen F. Lavzardo
Incorporator

Michael Lavzardo
Incorporator

STATE OF FLORIDA)
COUNTY OF ALACHUA)

The foregoing instrument was acknowledged before me this 13th day of
SEPTEMBER, 2005 by Michael and Eileen F. Lavzardo, who is personally
known to me or who has produced _____ as identification and
who did/did not take an oath.

Suzette A. Johnston
Notary Public, State of Florida

Seal:



Suzette A. Johnston
MY COMMISSION # DD058020 EXPIRES
November 30, 2005
BONDED THRU TROY FAH INSURANCE, INC.

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the Keira Grace Foundation for Children's Cancer, Inc., at the place designated in the foregoing First Amended Article of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.

Eileen J. Lauzardo

Registered Agent

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