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FLORIDA NON-PROFIT CORPORATION

Dana Marcus Ovarian Cancer Foundation, Inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 30, 2005

STRAWN & MONAGHAN, P.A.

SUBJECT: DANA MARCUS OVARIAN CANCER FOUNDATION, INC.
REF: W05000045259

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

FAX Aud. #: H05000231218
Letter Number: 505A00059691

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
DANA MARCUS OVARIAN CANCER FOUNDATION, INC.
A Florida Not For Profit Corporation

Pursuant to Chapter 617 of the Florida Statutes, the undersigned Incorporator of DANA MARCUS OVARIAN CANCER FOUNDATION, INC., adopts the following Articles of Incorporation of said Corporation:

ARTICLE I.

Name

The name of the Corporation shall be: DANA MARCUS OVARIAN CANCER FOUNDATION, INC.

ARTICLE II.

Purpose

The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and scientific purposes.

Without in any way limiting the foregoing general purpose, the specific purpose of the Corporation is to establish a foundation to raise funds for research and to assist persons diagnosed with ovarian cancer as is consistent with the purposes of the Corporation, together with such educational instruction and related business activities as, in the opinion of the Board of Directors, may be necessary.

The Corporation is also empowered to engage in any or all lawful activities for which corporations may be organized under the Florida Not-for-Profit Corporation Act and which the Members or the Board of Directors, pursuant to the terms of the Bylaws of the Corporation, may deem to be in the best interests of the Corporation, and to do all other things deemed by the Members or the Board of Directors, pursuant to the terms of the Bylaws of the Corporation, to be necessary or desirable in connection with any of the Corporation's businesses.

Jeffrey L. Cohen, Esq. (Florida Bar #703966)
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(561) 278-9400

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ARTICLE III

Powers

The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE IV

Activities Not Permitted

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any Director or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to such other Florida not-for-profit corporations operated for nonprofit purposes similar to those of the Corporation which at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3). Any such assets not so disposed of shall be distributed by the appropriate Court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purposes.

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ARTICLE VI

Management of Corporate Affairs

(a) Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have three (3) Directors initially. The method of election of the Directors shall be as stated in the Bylaws of the Corporation.

The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3).

(b) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Treasurer and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the organizational meeting of the Board of Directors.

ARTICLE VII

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he/she is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE VIII

Bylaws

The Board of Directors of the Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose.

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ARTICLE IX**Amendments to Articles of Incorporation**

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE X**Duration**

The Corporation shall have perpetual existence commencing on the date on which these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE XI**Initial Registered Agent and Office**

The name and street address of the initial registered agent and office of the Corporation are:

Sharon Fried Buchalter, Ph.D.
4800 Linton Boulevard
Building A-202
Delray Beach, FL 33445-6506

ARTICLE XII - INCORPORATOR

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

Sharon Fried Buchalter, Ph.D.
4800 Linton Boulevard
Building A-202
Delray Beach, FL 33445-6506

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of September, 2005.

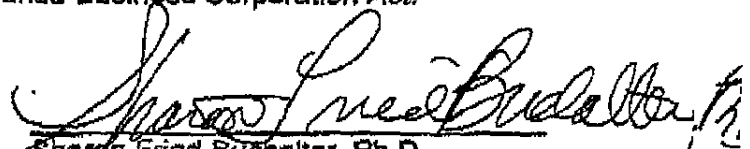

Sharon Fried Buchalter, Ph.D.

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article XI. of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.


Sharon Fried Buchalter, Ph.D.

Date: September 29, 2005

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September 21, 2005

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