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**FLORIDA NON-PROFIT CORPORATION**

**The Doctor Kelley Cancer Foundation**

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ARTICLES OF INCORPORATION  
OF  
THE DOCTOR KELLEY CANCER FOUNDATION, INC.

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These Articles of Incorporation are hereby made and acknowledged by the undersigned, to be filed with the Florida Department of State, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I  
Name and Address

(a) The name of the corporation shall be THE DOCTOR KELLEY CANCER FOUNDATION, INC.

(b) The street address of the initial principal office of the corporation shall be 501 North Franklin Street, Tampa, Florida 33602. The mailing address of the corporation shall be the same.

ARTICLE II  
Term of Existence

The corporation shall have perpetual existence.

ARTICLE III  
Purposes; Restrictions

(a) The corporation is organized and shall be operated exclusively to conduct cancer research and to grant wishes to terminally ill adult cancer patients within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws. All the assets and earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the corporation shall inure to the benefit of any member, 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).

(2) No member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

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

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(5) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(6) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(7) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(8) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(9) The corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(10) Despite any other provision of these Articles or Florida law, the corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

#### ARTICLE IV Powers

Subject to the restrictions in these Articles, the corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

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ARTICLE V  
Members

The corporation shall have no members.

ARTICLE VI  
Directors

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed by, a Board of Directors.

(b) The manner in which directors are to be elected or appointed shall be as set forth in the bylaws of the corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the corporation, but the corporation shall always have at least three (3) directors.

ARTICLE VII  
Bylaws

The initial bylaws of the corporation shall be adopted by the Board of Directors of the corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

ARTICLE VIII  
Amendment of Articles of Incorporation

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

ARTICLE IX  
Dissolution

Upon the dissolution of the corporation or the winding up of its affairs, the remaining assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws, or to the federal, state, or local government exclusively for a public purpose.

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ARTICLE X  
Registered Office and Registered Agent

(a) The street address of the corporation's initial registered office is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602.

(b) The name of the corporation's initial registered agent at that address is Fowler White Boggs Banker P.A., c/o Mitchell I. Horowitz.

ARTICLE XI  
Incorporator

The name and address of the incorporator of the corporation is as follows:

Mitchell I. Horowitz  
501 E. Kennedy Blvd.  
Suite 1700  
Tampa, Florida 33602

ARTICLE XII  
Indemnification

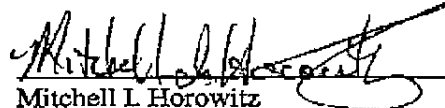
No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages to the corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act.

The corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Not For Profit Corporation Act is amended after the filing of these Articles of Incorporation of which this Article XII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not for Profit Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

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IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this 29<sup>th</sup> day of  
December, 2005.


  
\_\_\_\_\_  
Mitchell L. Horowitz  
Incorporator

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CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.

FOWLER WHITE BOGGS BANKER P.A.

By:   
Mitchell I. Horowitz  
Authorized Agent

Date: December 29, 2005

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