

Division of Corporations

**NO 000004260**

Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**DR. MARK WEISS LIMPHOID LEUKEMIA RESEARCH FOUNDATION**

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DR. MARK WEISS LYMPHOID LEUKEMIA RESEARCH FOUNDATION, INC.  
(A Domestic Nonprofit Corporation)

THE UNDERSIGNED, of the age of eighteen or over, for the purpose of forming a corporation pursuant to the provisions of the Florida Nonprofit Corporation Act, hereby executes the following Articles of Incorporation:

1. The name of the Corporation is the Dr. Mark Weiss Lymphoid Leukemia Research Foundation, Inc. The mailing address of the corporation shall be: 20320 Fairway Oaks Drive, #362, Boca Raton, Florida 33434.

2. The 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 (the "Code"), or any corresponding section of any future Federal tax code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the code. Such charitable, educational and scientific purposes shall include, but are not limited to, providing mental health services for children who do not qualify for Medicaid or have insurance.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the

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preceding paragraph. 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. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or

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corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county 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 exclusively for such purposes.

The Corporation is to have no members.

The method of electing Directors shall be as set forth in the By-Laws of the Corporation.

To the fullest extent from time to time permitted by law, a director or officer of the Corporation shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except that this provision shall not relieve a director or officer from liability for any breach of duty based upon an act or omission (i) in breach of such person's duty of loyalty to the Corporation; (ii) not in good faith or involving a knowing violation of law; (iii) resulting in receipt by such person of an improper personal benefit. If the Florida Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of liability of directors or officers, then the liability of such director or officer of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by such amendment. Any repeal or modification of this section of the Articles of Incorporation shall be prospective only, and shall not adversely affect any limitation on the personal

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liability of a director or officer of the Corporation existing at the time of such repeal or modification.

The address of the Corporation's initial registered agent is 20320 Fairway Oaks Drive, #362, Boca Raton, Florida 33434, and the name of the Corporation's initial registered agent at such address is Robert J. Sullivan.

The number of directors constituting the first board of directors shall be six (6), and the names and addresses of the persons who are to serve as the directors are as follows:

<u>Name</u>	<u>Address</u>
James Gordon	20320 Fairway Oaks Drive, #362 Boca Raton, Florida 33434
Robert J. Sullivan	20320 Fairway Oaks Drive, #362 Boca Raton, Florida 33434
Judy Gordon	20320 Fairway Oaks Drive, #362 Boca Raton, Florida 33434
Anne T. Sullivan	20320 Fairway Oaks Drive, #362 Boca Raton, Florida 33434
Dr. Mark Weiss	315 E. 68 <sup>th</sup> Street, Apt. 12E New York, New York 10021
Dr. Nicole Lamanna	146 Sussex Drive Manhasset, New York 11030

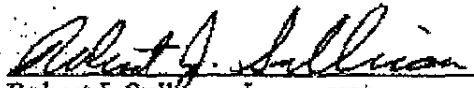
The name and address of the Incorporator is Robert J. Sullivan, 20320 Fairway Oaks Drive, #362, Boca Raton, Florida 33434.

The method of distribution of assets of the Corporation upon dissolution shall be as set forth in the By-Laws of the Corporation.

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IN WITNESS WHEREOF, the undersigned Incorporator of the above-named Corporation, has hereunto signed these Articles of Incorporation on this 17 day of April, 2006.

  
Robert J. Sullivan, Incorporator

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CERTIFICATE DESIGNATED PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

That the DR. MARK WEISS LYMPHOID LEUKEMIA RESEARCH FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida, has named Robert J. Sullivan, whose address is 20320 Fairway Oaks Drive, #362, Boca Raton, Florida 33434, as its agent to accept service of process within Florida.

Dated: April 17, 2006.

  
Robert J. Sullivan, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 17 2006

  
Robert J. Sullivan, Registered Agent

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