



John T. Driscoll, P.A.

Certified Public Accountant

3442 SE Lake Weir Road, Suite B

Ocala, FL 34471

Member FICPA

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November 28, 2006

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Enclosed please find original and one (1) copy of the Article of Incorporation of the Non-Profit Corporation Cindy O'Connor Breast Cancer Foundation, Inc.

I have enclosed a check in the amount of \$70.00 to cover the costs as follows:

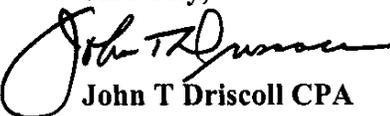
Article of Incorporation filing fee	<u>\$ 70.00</u>
Total	\$ 70.00

Please forward a stamped copy of the Article of Incorporation to the below address:

John T. Driscoll C.P.A., P.A.
3442 SE Lake Weir Ave., Suite B
Ocala, Florida 34471

Thank you in advance for your kind and prompt attention to this matter, and if you should have any questions please call me at (352) 622-5664.

Sincerely,



John T Driscoll CPA

Enclosures

**ARTICLE OF INCORPORATION
OF
CINDY O'CONNOR BREAST CANCER FOUNDATION, INC.**

FILED
2006 NOV 29 P 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribes to the Article of Incorporation of the CINDY O'CONNOR BREAST CANCER FOUNDATION, INC., each a natural person competent to contract, hereby voluntarily associated themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes.

ARTICLE I – NAME

The name of this corporation is **CINDY O'CONNOR BREAST CANCER FOUNDATION, INC.**

ARTICLE II – PURPOSE

This Corporation is organized for the following purpose:

To provide monetary assistance, counseling and information on cancer prevention, cancer education and cancer treatments for those individuals struggling with breast cancer. To help patients and their families deal with breast cancer and to assist in the overall process of recovery. The purpose of this Corporation will not include or permit pecuniary gain or profit nor distributions of its income to its officers or directors, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in this Article II.

ARTICLE III – POWERS

This Corporation shall have and exercise all rights and powers conferred now and hereafter upon corporations not for profit under the laws of the State of Florida consistent with these Articles.

This Corporation shall also have all of the powers and authority reasonably necessary or appropriate to carry out its corporate purpose including, but not limited to, the following:

- (a) To exercise all the powers and privileges and to perform all duties and obligations of the Corporation as defined in the By-Laws.
- (b) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation.

- (c) To borrow money, and with the assent of majority vote of those present at regular meetings of the Board of Directors, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- (d) To dedicate, sell or transfer all or any part of the real property owned by the Corporation, if any.
- (e) To participate in merger and consolidation with other non-profit corporations organized for same purpose.

ARTICLE IV – DIRECTORS

The directors of the Corporation shall be the individuals serving on the Board of Directors of the Corporation. The directors shall not be personally liable for the debts of the Corporation. The By-Laws shall set forth how directors are admitted and dismissed.

ARTICLE V – VOTING RIGHTS

Directors shall all be entitled to one vote.

ARTICLE VI – BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors, who must be directors of the Corporation. The initial board shall consist of three (3) directors. The number of directors may be increased by the By-Laws of this Corporation, but shall never be less than three (3) directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successor are:

Cynthia J O'Connor
411 SW 38th Street
Ocala, FL 34474

Michael T O'Connor
411 SW 38th Street
Ocala, FL 34474

Paula Esposito
76 Coquina Ridge Way
Ormond Beach. FL 32174

Unless contrary provisions are made by law, each director's term of office shall be for one (1) year, but all directors shall continue in office until their successors are duly elected and installed.

There shall be held at each annual meeting of the general membership of this Corporation, an election of Board of Directors.

A majority of the directors currently serving as such shall constitute a quorum. Except as herein otherwise specified, the decision of the majority of the directors present at a meeting at which a

quorum is present shall be required and shall be sufficient to authorize any action on behalf of the Corporation. Each director shall be entitled to one vote on every matter presented to the Board of directors.

Any meeting of the members or of the Board of Directors of the Corporation may be held within or without the State of Florida.

ARTICLE VII – OFFICERS

The officers of the Corporation shall consist of a President, Vice President, Secretary/ Treasurer and such other officers and assistant officers as may be provided in the By-Laws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws. The name and address of each initial officer of the Corporation who shall serve until their successor are designated by the Board of Directors are as follows:

President, Secretary

**Cynthia J O'Connor
411 SW 38th Street
Ocala, FL 34474**

Vice-President, Treasurer

**Michael T O'Connor
411 SW 38th Street
Ocala, FL 34474**

ARTICLE VIII – DISSOLUTION

In the event of dissolution of this Corporation, the assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in section 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.

ARTICLE IX – BY-LAWS

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X – DURATION

This Corporation shall have perpetual existence.

ARTICLE XI – AMENDMENTS

Amendments to these Article shall be proposed by a director of the Board of Directors and be adopted by two-thirds (2/3) of the directors of the Board of Directors of the Corporation at any regular or special meeting called for that purpose, provided that the full text of any proposed amendment shall be included in the notice of such regular or special meeting and provide further that the voting requirements specified for any action under any provision of these Articles shall apply also to any amendment of such provision.

ARTICLE XII – INCOPORATORS

The name and address of each incorporator is as follows:

**Cynthia J O'Connor
411 SW 38th Street
Ocala, FL 34474**

**Michael T O'Connor
411 SW 38th Street
Ocala, FL 34474**

**Paula Esposito
76 Coquina Ridge Way
Ormond Beach. FL 32174**

ARTICLE XII – INDEMNIFICATION

Any person made a party, or threatened to be a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omission or failures to act) by such person in his capacity as director, officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise which he served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct against judgment, for the cost of fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorneys' fees, in advance of the final disposition of any such

action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he/she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, personal representatives and administrators of such person. The Board of Directors may authorize the purchase and maintenance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust or other enterprise against liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status, whether or not the corporation would have the power to indemnify him/her against such liability hereunder.

ARTICLE XIV- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Officer of the Corporation is **411 SW 38th Street Ocala, Florida 34474** and the name of the initial Registered Agent at that address is **Cynthia J O'Connor**

ARTICLE XV- PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this Corporation shall be:
411 SW 38th Street Ocala, Florida 34474

ARTICLE XVI- NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE XVII- REQUIRED 501(C) (3) LANGUAGE

Notwithstanding any other provision of these articles, the organization is organized exclusively for one or more of the purpose as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501 (c)(3) or corresponding provisions of any subsequent tax laws.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to of for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organizations assets on dissolution of the organization.

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501 (h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

In the event of dissolution, all of the remaining expenses thereof be distributed to such organizations as shall qualify under section 501(c) (3) of the Internal Revenue Code of 1986, or

corresponding provisions of any subsequent Federal tax law, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Florida.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation this 27 day of Nov, 2006.

x Cynthia J O'Connor
Cynthia J O'Connor

President, Secretary

x Michael T O'Connor

Michael T O'Connor
Vice-President, Treasurer

x Paula Esposito
Paula Esposito

Director

x 11/27/06
Date

STATE OF FLORIDA

COUNTY OF MARION

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State and County above to take acknowledgment, personally appearing

Cynthia J O'Connor
411 SW 38th Street
Ocala, FL 34474

Michael T O'Connor
411 SW 38th Street
Ocala, FL 34474

Paula Esposito
76 Coquina Ridge Way
Ormond Beach, FL 32174

to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Article of Incorporation.

Witness my hand and seal in the County and State named above this 27 day of NOV, 2006.



Barbara Henrich
Commission # DD578271
Expires July 26, 2010
Bonded Troy Fain - Insurance, Inc. 800-385-7019

Barbara Henrich

Notary Public State of Florida

Personally Known

Produced Identification _____

Type: _____

ACCEPTANCE OF REGISTERED AGENT

CERTIFICATION OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT.
FOUNDATION, INC.

CINDY O'CONNOR BREAST CANCER

NAME OF CORPORATION

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 411 SW 38th Street Ocala, Florida 34474, HAS NAMED Cynthia J O'Connor LOCATED AT, 411 SW 38th Street Ocala, Florida 34474 AS ITS AGENT TO SERVICE OR PROCESS WITHIN FLORIDA.

SIGNATURE *Cynthia J O'Connor*
Cynthia J O'Connor
President

DATE *11/27/06*

SIGNATURE *Michael T O'Connor*
Michael T O'Connor
Vice-President

DATE *11/27/06*

SIGNATURE *Paula Esposito*
Paula Esposito
Director

DATE *11-27-06*

FILED
2006 NOV 29 P 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *Cynthia J O'Connor*
Cynthia J O'Connor
REGISTERED AGENT

DATE *11/27/06*