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TALLAHASSEE, FLORIDA

cf 3/5/07

BRASHEAR & ASSOC. P.L.
C o u n s e l o r s A t L a w

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February 28, 2007

BRUCE BRASHEAR
ANNIKA D. WALLACE

Of Counsel
LARRY D. MARSH
Florida Bar Board Certified Tax Lawyer

Secretary of State
Division of Corporations
Non-Profit Section
P. O. Box 6327
Tallahassee, FL 32301

RE: DREAMS OF A LIFETIME FOR CANCER PATIENTS, INC.

Gentlemen:

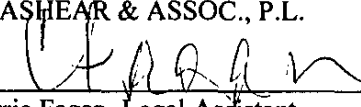
Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced not-for-profit corporation, as well as our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Registered Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.


Carrie Fagan, Legal Assistant

Enclosures

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**ARTICLES OF INCORPORATION OF
DREAMS OF A LIFETIME FOR CANCER PATIENTS, INC
A FLORIDA NONPROFIT CORPORATION**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE. NAME

The name of this corporation is Dreams of a Lifetime for Cancer Patients, Inc.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to operate for charitable purposes by the distribution of its funds for such purposes, and including, without limitation, to provide encouragement and support for persons age 18 years and over with a life-threatening cancer diagnosis.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. MEMBERSHIP

(a) Membership. Initially, the sole class of members of this corporation shall be its directors. The Board of Directors may create one or more additional classes of members and prescribe the requirements and rights of such classes.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE SIX. SUBSCRIBER

The name and residence address of the subscriber of this corporation is as follows:

Jason Carilli
4440 S.W. Archer Road, #2627
Gainesville FL 32608.

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The address of the principal office of the corporation is 4440 S.W. Archer Road, #2627, Gainesville FL 32608.

(b) The name and address of this corporation's registered agent is Jason Carilli, 4440 S.W. Archer Road, #2627, Gainesville FL 32608.

ARTICLE EIGHT. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors who need not be members of the Corporation. The number of directors of the corporation shall be not less than three (3); *provided, however*, that such number may be changed by a bylaw duly adopted by the members.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members, to be held on March 1, 2008, in Gainesville, Florida. The manner in which directors are elected, as set forth in Article V of the corporation's by-laws, shall be as follows:

Each director shall be elected by a majority vote of the total number of directors other than the director standing for election. The director standing for election shall not be entitled to vote. Directors shall be elected annually on or before March 1 of each year. Directors may serve more than two (2) consecutive terms. A director may be removed at any time by the vote of three (3) directors.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision

of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the Board of Directors are as follows:

Jason Carilli	4440 S.W. Archer Road, #2627 Gainesville FL 32608
Janice Lawson, M.D.	4440 S.W. Archer Road, #2627 Gainesville FL 32608
Allison Carilli	4440 S.W. Archer Road, #2627 Gainesville FL 32608
Kevin Rhoad	7793 Hunter's Lake Circle, North Jacksonville FL 32210
Michelle Rossi, M.D.	5543 S.W. 37 th Lane Gainesville FL 32608

(b) Corporate Officers. The Board of Directors shall elect the following officers: president, vice president, secretary and treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Jason Carilli	4440 S.W. Archer Road, #2627 Gainesville FL 32608	President
Janice Lawson, M.D.	4440 S.W. Archer Road, #2627 Gainesville FL 32608	Vice President
Michelle Rossi, M.D.	5543 S.W. 37 th Lane Gainesville FL 32608	Vice President
Allison Carilli	4440 S.W. Archer Road, #2627 Gainesville FL 32608	Secretary
Kevin Rhoad	7793 Hunter's Lake Circle, North Jacksonville FL 32210	Treasurer

ARTICLE NINE. COMMITTEES

The Board of Directors may be advised by committees which may be comprised by members or non-members.

All committees shall be appointed by the Board of Directors and their terms of office shall be for a period of one year, unless earlier terminated by the action of the Board of Directors.

Permanent committees shall be:

(a) Physicians' Committee: This committee shall be comprised of community physicians interested in participating in the organization and from whom patient referrals are received. The purpose of this committee is to evaluate any questionable referral case and to determine whether the dream should be granted. Adequate referral numbers shall also be the partial responsibility of the committee through their own patient population and their encouragement of colleagues to refer patients. The committee shall also continuously review the demographics of cases referred to the organization to ensure that the organization is being utilized according to its stated purposes.

(b) Fundraising Committee: This committee shall be comprised of pre-med students, medical students and community members. The purpose of this committee is to continuously organize innovative as well as "traditional" fundraising events. This committee shall continuously strive to raise sufficient funds to meet the demand of dream referrals. The committee chair shall communicate all proposals to the President prior to implementation.

ARTICLE TEN. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

ARTICLE ELEVEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE TWELVE. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit

fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE THIRTEEN. DISTRIBUTION OF INCOME
AND
PROHIBITED TRANSACTIONS**

(a) **Distribution of Income.** 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 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) **Investments Jeopardizing Charitable Purpose.** 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 1954, or corresponding provisions of any subsequent federal tax laws.

(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

ARTICLE FOURTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

THE UNDERSIGNED, being the incorporator and subscriber of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida, has executed these Articles of Incorporation on 2/28, 2007.


JASON CARILLI

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Dreams of a Lifetime for Cancer Patients, Inc. which is contained in the foregoing Articles of Incorporation.

DATED this 28 day of FEBRUARY, 2007.



JASON CARILLI
Registered Agent

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