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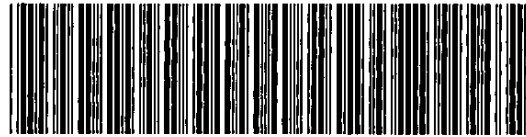
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07 OCT 16 AM 10:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*And + Robert CM
10-16-07*

R. Lawrence Heinkel, P.L.

Tax Controversies • Business and Tax Law

October 10, 2007

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Cure on Wheels, Inc.

Dear Sir or Madam:

Enclosed please find an original and conformed copy of the Amended and Restated Articles of Incorporation for Cure on Wheels, Inc. Please accept this for filing with your department.

I am also enclosing a check in the amount of \$35.00 to cover the filing fee.

Thank you for your time and attention to this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,

R. LAWRENCE HEINKEL, P.L.

By: _____

R. Lawrence Heinkel, Esq.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CURE ON WHEELS, INC.

FILED
07 OCT 16 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation to the Articles of Incorporation of Cure on Wheels, Inc. are made, were duly and unanimously approved by the Board of Directors of the corporation (member approval not being required as there are no members of the corporation), were duly executed, and are being filed in accordance with Fla. Stat. Sections 617.1002(1)(b) and 617.1007, this 8th day of October, 2007. The Articles of Incorporation for Cure on Wheels, Inc., originally filed with the Florida Department of State on July 16, 2007, are hereby amended and restated in their entirety as follows:

“ARTICLES OF INCORPORATION
OF
CURE ON WHEELS, INC.

The undersigned, acting as the President of and the Chair of the Board of Cure on Wheels, Inc., under the Florida Not for Profit Corporation Act, Chapter 617, Fla. Stat., adopts the following Articles of Incorporation:

ARTICLE I – NAME

The name of the not for profit corporation is Cure on Wheels, Inc. (the “Corporation”).

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Corporation is 7740 N. Mobley Road, Odessa, FL 33556.

ARTICLE III – DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE IV – PURPOSE

The purpose of the Corporation shall be to receive contributions through one or more fund raising activities for the purpose of paying them over to the Moffitt Center Cancer Foundation or other entity approved as a IRC §501(c)(3) organization. It is intended that the Corporation will itself apply for and be recognized as an IRC §501(c)(3) organization. Upon the dissolution and liquidation of the Corporation, all of the

Corporation's remaining assets must be distributed to or among one or more IRC §501(c)(3) organizations.

ARTICLE V – MANAGEMENT

The Corporation is to be managed by a Board of Directors who shall elect and appoint officers to carry out the day-to-day affairs of the Corporation. The Board shall at all times consist of at least three (3) and no more than five (5) members. The term of office of the Board shall three (3) years, except that the terms of the members of the initial Board shall be as indicated below such that eventually there will be staggered terms.

During the last quarter of each fiscal year of the corporation, the Board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these Bylaws.

The names and addresses of the initial Board, and the term of their service, are:

<u>Name</u>	<u>Address</u>	<u>Term Ends</u>
Mike Biety	5115 Stratton Tampa, FL 33624	12/31/09
Jack Gallaway	300 Beach Drive, N.E., Suite 2103 St. Petersburg, FL 33701	12/31/10
Larry Heinkel	300 Beach Drive, N.E., Suite 903 St. Petersburg, FL 33701	12/31/08
Bill Riddle	7740 N. Mobley Road Odessa, FL 33556	12/31/10
Richard Spayde	704 Santa Maria Dr Tierra Verde, FL 33715	12/31/09

ARTICLE VI – INITIAL REGISTERED AGENT AND OFFICE

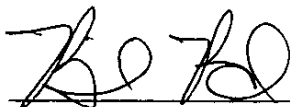
The initial registered agent of the Corporation shall be Richard Spayde and the street address of the Corporation's initial registered office is: 704 Santa Maria Drive, Tierra Verde, FL 33715.

ARTICLE VII – INDEMNIFICATION

Each individual or entity who is or was a member of the Board of Directors of the Corporation (and the heirs, executors, personal representatives, administrators, successors

and/or assigns of such individual or entity) who was or is made a party to, or is involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such individual or entity is or was a member of the Board of Directors of the Corporation ("Indemnatee"), shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Corporation the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or regulation of the Corporation, agreement or vote of the members or otherwise. Any repeal or amendment of this Article by the members of the Corporation shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 8th day of October, 2007.



Bill Riddle, President and Chair of Board