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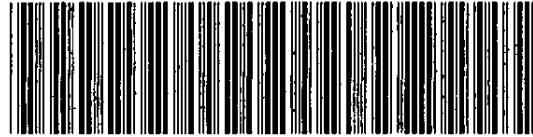
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
7/2

COVER LETTER

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

SUBJECT: Cars For Cancer, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Eugene L. Ciotoli, Esq.
Name (Printed or typed)
1240 US Hwy. One
Address
North Palm Beach FL 33408
City, State & Zip
561-684-6600
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF CARS FOR CANCER, INC.**

A FLORIDA CORPORATION NOT FOR PROFIT

FILED

ARTICLE I

03 JUL -2 PM 2:47

The name of the Corporation is: CARS FOR CANCER, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

The principle street address and mailing address is: 825 S. US Hwy One, Ste 200, Jupiter, FL 33477

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSE

The Corporation is organized in order to engage in any lawful purpose or purposes not for pecuniary profit.

The purposes for which this Corporation is organized are:

1. To acquire appropriate property by grant, gift, purchase, devise, or bequest and hold and dispose of such property by mortgage, lease, rent, and by all other means, borrow money, give evidence of indebtedness of all kinds, and to generally improve and develop its property, and do everything necessary, suitable, and proper to carry out the object and purposes of this Corporation, with the right to exercise and enjoy all powers, privileges, and rights incident to corporations not for profit organized under the laws of the State of Florida.

2. To make and perform contracts of every kind and for any lawful purpose without limits as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

3. To have all the rights and powers conferred on corporations not for profit under the Florida law, as such law is now in effect or may at *any* time hereafter be amended.

4. To do all other acts necessary or expedient for the administration of the affairs and attainments of the purposes of this corporation.

5. The purpose for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code") and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

The foregoing shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

6. Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation as set forth in Paragraph 1 of this Article Three.

7. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no 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.

8. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

9. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

10. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the code or corresponding provisions of any subsequent federal tax laws.

11. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

12. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

13. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the code or corresponding provisions of any subsequent federal tax laws.

14. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by any organization exempt from taxation under Section 501(c) (3) of the code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170(c) (2) of the code and said Regulations issued pursuant thereto as they may exist or as they may hereafter be amended.

15. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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.

ARTICLE IV

BOARD OF DIRECTORS

There shall be three (3) members of the initial Board of Directors of the corporation. Each member of the Board of Directors shall be a member of the Corporation. Members of the Board of Directors shall be elected as provided in the By—Laws.

The names and addresses of the persons who are to serve as Directors until the first thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Teri Moran	19224 Country Club Drive Tequesta, Florida 33469
Eugene L. Ciotoli, Esq	1240 US Hwy. One North Palm Beach, FL 33408
Paul Kaufman	4455 N. Military Trail, Ste 100 Jupiter, Fl 33458

ARTICLE V

OFFICERS

The affairs of the Corporation are to be managed by a President, such number of Vice Presidents as the Board of Directors may determine, a Secretary and a Treasurer, and such officers as may be provided in the By—Laws. These Officers shall be elected as provided in the By—Laws. The names of the persons who are to serve as Officers of the Corporation until the first election thereof are as follows:

<u>NAME</u>	<u>OFFICE</u>
Teri Moran	President

ARTICLE VI

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or **617.0501**, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

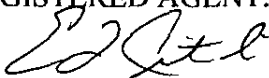
1. The name of the corporation is: CARS FOR CANCER, INC.

2. The name and address of the registered agent and office is:

Eugene L. Ciotoli, Esq.
1240 US Hwy. One
North Palm Beach, FL 33408
561.684.6600 Phone
561.622.6288 Fax

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Signature/Registered Agent

6/30/08

Date

ARTICLE VII
INCORPORATOR

The names and addresses of the Incorporator of these Articles of Incorporation is:

Teri Moran

19224 Country Club Drive
Tequesta, Florida 33469

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 30TH day of June 2008

Teri Moran

6/30/08
Date

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 30TH day of June 2008.



(Print, type, or stamp commissioned name of notary public)

Personally known X or produced identification _____

Type of identification produced _____

SIGNATURE

Sandra K. Harris

DATE

6/30/08