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Division of Corporations

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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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000177-94520

FLORIDA PROFIT/NON PROFIT CORPORATION

CENTER FOR PROSTATE HEALTH, INC.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CENTER FOR PROSTATE HEALTH, INC.**

A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

A. NAME OF CORPORATION: The name of the corporation is CENTER FOR PROSTATE HEALTH, INC.

B. PRINCIPAL OFFICE: The principal office of the corporation is located at Center for Prostate Health, Inc., 4031 Upper Creek Drive, Sun City Center, Florida 33573.

C. MAILING ADDRESS: The mailing address of the corporation is Center For Prostate Health, Inc., 4031 Upper Creek Drive, Sun City Center, Florida 33573.

D. REGISTERED AGENT: The name of the registered agent of the corporation is CorpDirect Agents, Inc. The address of this registered agent is 515 East Park Avenue, Tallahassee, Florida 32301.

E. DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

F. BOARD OF DIRECTORS: The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

G. INCORPORATORS: The name and address of the incorporator is: Jason Azar, 4031 Upper Creek Drive, Sun City Center, Florida 33573.

H. CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable and educational and consist of the following:

1. To help and assist through education and financial assistance those persons affected by prostate cancer.

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2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

I. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization selected by the Board of Directors recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such

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a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

J. **LIMITATION OF EXCISE TAXES AND COSTS.** In connection with the defense of a judicial proceeding under Chapter 42 of the Code, no person shall under any circumstances be indemnified for taxes, penalties or expenses of correction, and further, no person shall be indemnified for other expenses in connection with such judicial proceedings unless: (i) such other expenses are reasonably incurred by such person in connection with such proceeding; (ii) he or she is successful in such defense, or such proceeding is terminated by settlement and he or she has not acted willfully or without reasonable cause with respect to the act or failure to act which led to liability for tax under said Chapter 42. Notwithstanding the foregoing, the Consortium shall not indemnify any Director, officer, employee or agent of the Consortium if such indemnification shall constitute an act of self dealing under Section 4941 or an excess benefit transaction under Section 4958 of the Code or corresponding provisions of any subsequent Federal tax law.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 21 day of October, 2008.



Jason Azar, Incorporator

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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

Having been appointed registered agent of CENTER FOR PROSTATE HEALTH, Inc., a Florida not for profit corporation, in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

CORPDIRECT AGENTS, INC.

By: Katie Wonsch
Print Name: Katie Wonsch
Title: Assistant Secretary

Dated: October 21, 2008

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