

ND8000011618

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

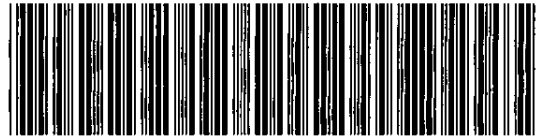
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800139302038

12/30/08--01047--002 \*\*78.75

FILED

2008 DEC 30 AM 8:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/31

## COVER LETTER

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

SUBJECT: **FRIENDS 4 CANCER RESEARCH 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: **James A. Cioffi, Esq.**  
Name (Printed or typed)

**PO Box 3010**  
Address

**Tequesta, FL 33469**  
City, State & Zip

**561-747-6000**  
Daytime Telephone number

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

**Articles of Incorporation**  
**of**  
**Friends 4 Cancer Research Inc.**  
**A Florida corporation not for profit**

2008 DEC 30 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The undersigned Incorporator, competent to contract, hereby organizes and incorporates a business not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation:

**Article I - Name**

The name of the Corporation shall be **Friends 4 Cancer Research Inc.**

**Article II - Purpose**

The Corporation is organized exclusively to promote cancer research and charitable, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or a corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, educational and charitable purposes, within the meaning of Section 501(c) (3) of Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more purposes, and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of the corporate assets on dissolution of the Corporation. 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.**

**Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, educational or cancer research organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or corresponding section of any future federal tax code or to the federal government, or to a state or local government, for a public purpose. Any 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 III - Members**

**The qualifications for members and the manner of their admission shall be regulated by the By-laws.**

### **Article IV - Terms of Existence**

**This Corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of acknowledgment of these Articles or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment.**

### **Article V - Address**

**The principal office of the Corporation shall be 9055 Sand Pine Lane, West Palm Beach, Palm Beach County, Florida 33412. The Board of Directors, may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.**

### **Article VI - Director(s)**

**The Corporation shall have not less than three (3) Directors. The number of Directors shall be determined by the Members at their annual meeting.**

#### **Article VII - Incorporator(s)**

**The following name and address of the Incorporator is as follows:**

**ELLEN WOLFF**

**9055 Sand Pine Lane  
West Palm Beach, FL 33412**

#### **Article VIII - Initial Registered Office and Agent**

**The street address of the initial registered office of the Corporation is 250 Tequesta Drive, Suite 200, Tequesta, Florida 33469 and the name of the initial registered agent of this Corporation at that address is James A. Cioffi.**

#### **Article IX - Amendment**

**The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law and all rights conferred on Members herein are granted subject to this reservation.**

#### **Article X - Powers**

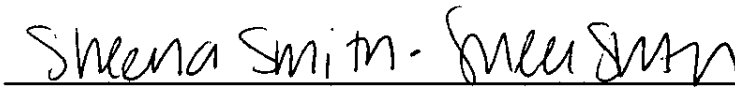
**This Corporation shall have all of the corporate powers enumerated in section 617.0302 , Florida Statutes, except that the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501 ( c ) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue or tax code) or by an organization, contributions to which are deductible under section 170 ( c ) (2) of the Internal Revenue Code of 1986 ( or the corresponding provision of any future United States internal revenue or tax code).**

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal this 10 day of December, 2008, for the purpose of forming this Corporation under the laws of the State of Florida and I hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

  
Ellen Wolff

STATE OF FLORIDA     )  
COUNTY OF PALM BEACH )

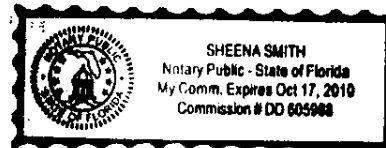
BEFORE ME, the undersigned authority, personally appeared Ellen Wolff, on December 10, 2008, and who is well known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.



NOTARY PUBLIC

My Commission Expires:

(NOTARY SEAL)



**Certificate Designating Place of Business or  
Domicile for the Service of Process within this State,**

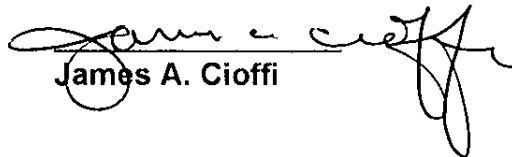
**James A. Cioffi  
250 Tequesta Drive, Suite 200  
Tequesta, Florida 33469**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Friends 4 Cancer Research Inc. desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of West Palm Beach, County of Palm Beach, State of Florida, and has named James A. Cioffi at 250 Tequesta Drive, Suite 200, Tequesta, Florida 33469 as its agent to accept service of process within this State.

**Acknowledgment by Designated Agent**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
James A. Cioffi

2008 DEC 30 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED