

# N090000003376

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
LUCAS MEJIA CANCER FOUNDATION CORP,**

Certificate of Status	0
Certified Copy	0
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*Amended & Restated  
Art.*

*08/23/10*

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August 20, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LUCAS MEJIA CANCER FOUNDATION CORP,

1400 NW 13TH ST

21

BOCA RATON,, FL 33486

SUBJECT: LUCAS MEJIA CANCER FOUNDATION CORP,

REF: N09000003376

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Darlene Connell  
Regulatory Specialist II

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LUCAS MEJIA CANCER FOUNDATION CORP,**

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the corporation hereinafter named does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is Lucas Mejia Cancer Foundation Corp, (hereinafter, the "Corporation").
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is attached hereto as Exhibit A and made a part hereof.

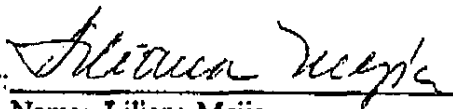
**CERTIFICATE**

It is hereby certified that:

1. On September 25, 2009, the Board of Directors approved the amendment and restatement of the Articles of Incorporation. The number of votes cast by the members of the Board of Directors for adoption of the Amended and Restated Articles of Incorporation was sufficient for approval. There are no members or members entitled to vote on the amendment.
2. The Articles of Incorporation of the Corporation are hereby amended in their entirety so as henceforth to read as set forth in the Amended and Restated Articles of Incorporation attached hereto as Exhibit A and made a part hereof.

Executed on: September 25, 2009

LUCAS MEJIA CANCER FOUNDATION CORP,

By:   
Name: Liliana Mejia  
Title: President

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Exhibit A

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LUCAS MEJIA CANCER FOUNDATION CORP,**

**ARTICLE I. NAME**

The name of the corporation shall be: LUCAS MEJIA CANCER FOUNDATION CORP,

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is: 6335 Longboat Lane West, Boca Raton, Florida 33433, or such location in the future as may be designated by the Board of Directors

**ARTICLE III. PURPOSE(S)**

The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation shall have all the powers of a not for profit corporation not inconsistent with its qualification as tax exempt under Section 501 of the Internal Revenue Code of 1986, as amended.

**ARTICLE IV. MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is set forth in the By Laws.

**ARTICLE V. REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Liliana Mejia  
1626 NW 143<sup>rd</sup> Way  
Pembroke Pines, Florida 33028

**ARTICLE VI. CHARITABLE ORGANIZATIONS PROVISIONS**

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized exclusively for charitable, religious, 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 of 1986, as amended ("Code").

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that

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the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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 publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision 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 Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for 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 VII. BYLAWS

The Board of Directors of this Corporation may provide such By Laws for the conduct of its business and the carrying out of its purpose as they may deem necessary.

#### ARTICLE VIII. TERM

The term of the Corporation shall be perpetual.

#### ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended by a vote of at least two-thirds (2/3rds) of the Directors present at a duly convened meeting with a quorum.

The By Laws of this Corporation may be amended by a majority vote of the Directors present at a duly convened meeting with a quorum.

#### ARTICLE XIII. MISCELLANEOUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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

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not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 Law) or (b) by a corporation, 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 Law).

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be signed in its name by its President this 25<sup>th</sup> day of September, 2009.

LUCAS MEJIA CANCER FOUNDATION CORP,

By:

Name: Liliana Mejia  
Title: President

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