

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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STRYDER CANCER FOUNDATION, INC

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August 4, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

STRYDER CANCER FOUNDATION, INC
2046 TREASURE COAST PLAZA
PMB 286
VERO BEACH, FL 32960

SUBJECT: STRYDER CANCER FOUNDATION, INC
REF: N10000008088

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please remove any reference to chapter "607" from your document. Chapter "607" is for a profit corporation.

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Carol Mustain
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

STRYDER CANCER FOUNDATION, INC.

The following Amended and Restated Articles of Incorporation, duly adopted pursuant to the provisions of Chapter 617 of the Florida Statutes and the existing Articles of Incorporation supersede the existing Articles of Incorporation filed with the Secretary of State on August 25, 2010. Be it resolved that the Articles of Incorporation of Stryder Cancer Foundation, Inc., are hereby amended to read as follows:

ARTICLE I - NAME

The name of the corporation is: STRYDER CANCER FOUNDATION, INC.

ARTICLE II - PRINCIPAL PLACE OF ADDRESS

The Corporation shall have and continuously maintain in Vero Beach, Florida, its principal place of business at 2046 Treasure Coast Plaza, PMB 286, Vero Beach, Florida 32960. The mailing address of the Corporation shall be 2046 Treasure Coast Plaza, PMB 286, Vero Beach, Florida 32960. The name and Florida street address of the initial registered agent shall be Dr. Juli D. Goldstein, 2046 Treasure Coast Plaza, PMB 286, Vero Beach, FL 32960.

ARTICLE III - PURPOSE

The corporation is organized for charitable, scientific, literary or educational purposes, including, for such purposes, the making of distributions under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") or corresponding provisions of any subsequent tax laws. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 617, Florida Statutes, and which are not inconsistent with the corporation's qualification under Section 501(c)(3) of the Code.

Articles of Incorporation of Stryder Cancer Foundation, Inc.
April 6, 2011

Rebecca F. Hammon, Esq.
Stewart, Evans, Stewart & Eumons, P.A.
3355 Ocean Drive, Vero Beach, Florida 32963
772-231-3500

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DIVISION OF CORPORATIONS
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ARTICLE IV - POWERS

The Corporation shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation or in the Bylaws of the Corporation.

ARTICLE V - TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VI - MEMBERS

The Corporation shall be organized as a non-stock corporation and the Corporation shall have no members.

ARTICLE VII - DIRECTORS

The manner in which the directors are elected or appointed is as set forth in the Bylaws of the corporation.

ARTICLE VIII - OFFICERS

A. Generally. There shall be four (4) Officers of the Corporation. They are: President, Vice-President, Secretary, and Treasurer. An individual may hold more than one office; provided, however, that the President of the Corporation may not concurrently hold the office of Secretary.

B. Powers. The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed herein or in the Bylaws of the Corporation.

C. Initial Officers. The names and addresses of the initial Officers are:

Dr. Juli D. Goldstein, Pres. 2046 Treasure Coast Plaza
Vero Beach, Florida 32960

Stephen D. McCulloch, VP 5600 US 1 North
Ft. Pierce, Florida 34946

Articles of Incorporation of Stryder Cancer Foundation, Inc.
April 6, 2011

Rebecca F. Emmons, Esq.
Stewart, Evans, Stewart & Emmons, PA
3355 Ocean Drive, Vero Beach, Florida 32963
772-231-3500

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Christie Gonzalez, Sec.

1372 SW Tadlock Avenue
Port St. Lucie, Florida 34953

ARTICLE IX – DISSOLUTION

In the event of 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 the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes and which are, at the time qualified as an exempt organization under Section 501(c)(3) of the Code, as the Board of Directors shall determine to be best calculated to carry out the objects and purposes of the Corporation. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction 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 for such purpose.

ARTICLE X - AMENDMENT

The power to make, alter, amend, repeal or adopt the Articles of Incorporation or the Bylaws of this Corporation shall require the approval of a majority of the Board of Directors of Corporation:

ARTICLE XI – INDEMNIFICATION

A. No officer or director of the Corporation shall be personally liable to the Corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

B. The Corporation may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or

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proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by the Corporation.

C. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

D. This provision constitutes a contract between the Corporation and the indemnified officers and directors. No amendment or repeal of this provision that adversely affects the right of an indemnified officer or director shall apply to such officer or director with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

ARTICLE XII – MISCELLANEOUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 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 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 Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE XIII – EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall be effective on the date that same is filed with the Florida Secretary of State. The power to amend and restate the

Articles of Incorporation of Stryder Cancer Foundation, Inc.
April 6, 2011

Rebecca F. Emmons, Esq.
Stewart, Evans, Stewart & Emmons, PA
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Articles of Incorporation of Stryder Cancer Foundation, Inc. is with the corporation's Board of Directors. On April 6, 2011, the Board of Directors of Stryder Cancer Foundation, Inc. approved this Amendment and Restatement of the Articles of Incorporation of the corporation in a manner sufficient for approval according to the bylaws thereof.

ADOPTION OF AMENDMENTS

There are no members or members entitled to vote on the amendments. The amendments were adopted by the Board of Directors as set forth in Article XIII hereof.

The undersigned has executed these Amended and Restated Articles of Incorporation this 23 day of April 2011.

STRYDER CANCER FOUNDATION, INC.

By: 

Dr. Juli D. Goldstein, President

Articles of Incorporation of Stryder Cancer Foundation, Inc.
April 6, 2011

Rebecca F. Emmons, Esq.
Stewart, Evans, Stewart & Emmons, PA
3355 Ocean Drive, Vero Beach, Florida 32963
772-231-3500

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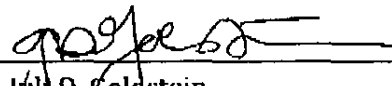
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ACCEPTANCE OF REGISTERED AGENT

DESIGNATED IN THE ARTICLES OF INCORPORATION

Dr. Juli D. Goldstein is an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation.

Dr. Juli D. Goldstein is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0503 of the Florida Statutes.



Dr. Juli D. Goldstein

4/23/11

Date

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