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FLORIDA PROFIT/NON PROFIT CORPORATION
Michael J. McGee Cancer Research Institute, Inc.

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**ARTICLES OF INCORPORATION
OF
MICHAEL J. MCGEE CANCER RESEARCH INSTITUTE, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, as amended from time to time (the "Act"), does hereby make and adopt the following Articles of Incorporation:

1. **Name.** The name of the Corporation is **MICHAEL J. MCGEE CANCER RESEARCH INSTITUTE, INC.**
2. **Principal Place of Business and Mailing Address.** The street address of the initial principal office and the mailing address of the Corporation is **200 Woodette Drive #601, Dunedin, FL 34698.**
3. **Initial Registered Office and Initial Registered Agent.** The street address of the initial Registered Office of the Corporation is **200 Woodette Drive #601, Dunedin, FL 34698,** and the name of its initial Registered Agent at that address is **BRION S. SEVER.**
4. **No Members.** The Corporation shall not have members (as that term is used in the Act), shall not issue membership certificates, and shall not issue shares of stock.
5. **Not For Profit.** The Corporation is a not for profit corporation under the Act. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 as amended from time to time or the corresponding provision of any future federal tax code (the "Code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.
6. **Duration.** The duration (term) of the Corporation is perpetual.
7. **Purposes.** The Corporation is organized exclusively for, and shall be operated exclusively for, charitable, scientific and educational purposes, including but not limited to the following:
 - a. Advancement of the public interest in, and knowledge and understanding of, treating and curing cancer and related diseases;
 - b. To aid cancer research studies and cancer researchers;
 - c. To provide education about cancer screening, cancer treatment, and cancer research;
 - d. To assist persons who are diagnosed with cancer by providing information, education, meals, housing, and related assistance to minimize the financial hardships of the disease and to inspire them with the example of courage, will and spirit of the late MICHAEL J. MCGEE;
 - e. Sponsoring, organizing, and administering events to support cancer research and early detection and screening;
 - f. Educating the public regarding cancer, early detection, and screening; and

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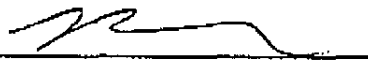
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- g. Engaging in other charitable, scientific and educational activities that support the foregoing purposes and are not otherwise prohibited by these Articles or applicable law.
8. **Powers.** Solely for the foregoing Purposes, the Corporation shall have all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in the Act, and the following powers:
- a. To acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value;
 - b. To hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of property and the income, principal and proceeds of property;
 - c. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Act; and
 - d. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.
9. **Limitation.** No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its Directors, Officers, members (if the Corporation ever has any), 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 these Articles. 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 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.
10. **Tax Exempt Status.** It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.
11. **Dissolution.** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed 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 a court of competent jurisdiction 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.

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12. **Board of Directors.** There shall be a Board of Directors consisting of at least three (3) individuals. Each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. A Director may be removed from office in accordance with the Act. The names and addresses of the initial Directors are as follows:
- a. BRION S. SEVER, 200 Woodette Drive #601, Dunedin, FL 34698
 - b. ANASTASIA P. McGEE, 2013 West Addison, Chicago, IL 60618
 - c. TERRI HOGAN, 200 Woodette Drive #601, Dunedin, FL 34698
13. **Officers.** The Officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other Officers (including but not limited to one or more Vice Presidents) and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors at such time and in such manner as may be prescribed by the Bylaws or by law. The names, titles and addresses of the initial Officers are as follows:
- a. President: BRION S. SEVER, 200 Woodette Drive #601, Dunedin, FL 34698
 - b. Secretary: TERRI HOGAN, 200 Woodette Drive #601, Dunedin, FL 34698
 - c. Treasurer: ANASTASIA P. McGEE, 2013 West Addison, Chicago, IL 60618
14. **Incorporators.** The name and street address of the Incorporator is BRION S. SEVER, 200 Woodette Drive #601, Dunedin, FL 34698.
15. **Bylaws.** The Bylaws of the Corporation shall be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors in the manner set forth in the Bylaws.
16. **Amendment.** These Articles of Incorporation may be amended by the Board of Directors at a meeting of the Board of Directors by a majority vote of all of the Directors then in office. Articles of amendment shall be filed with the Florida Department of State in accordance with the Act.
17. **Indemnification.** The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Section 617.0831.
18. **Civil Liability Immunity.** It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Section 617.0834 and other similar laws.
- IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on the 21 day of December, 2010.


BRION S. SEVER,
Incorporator

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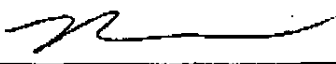
**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT**SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Florida Statutes Section 617.0501, the undersigned Corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is: MICHAEL J. MCGEE CANCER RESEARCH INSTITUTE, INC.
2. The name and address of the initial registered agent and initial registered office are: BRION S. SEVER, 200 Woodette Drive #601, Dunedin, FL 34698.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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.

DATED this 21 day of December, 20 10



BRION S. SEVER,
Registered Agent

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