

N1100000006677

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 AUG - 9 AM 8:03

Amend/cc
@ 8/10/11

MARY MELBER
10465 SW TIBRE COURT
PORT SAINT LUCIE, FLORIDA 34987

August 4, 2011

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: ROSEANN GREGORY CANCER FOUNDATION, INC.
DOCUMENT #: N11000006677

To whom it may concern:

Enclosed are the original and a duplicate copy of the Articles of Amendment of the above not-for-profit corporation, along with a copy of the letter from the State. The changes that have been effected are as follows:

Article II. Principal Address - changed

Article III. Purpose - greater explanation of the purpose of the corporation.

Article V. Officers/Directors – Mary Melber, Treasurer and Anya Gregory, Secretary and listed the Directors

Article VI. Dissolution of Corporation – reflects the necessary requirements per the Internal

Revenue Service for section 501(c)(3).

Article VII. Term of Existence – was added

Article VIII. Indemnification - was added

Article VIII. Adoption of Amendments – was added

These amendments were added to the Articles of Incorporation for the requirements of meeting the International Revenue Service requirements for tax exemption. The name, jurisdiction, dates, nor the purpose of this corporation have changed.

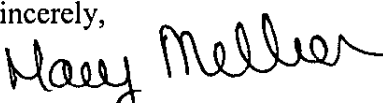
The additional adjustments have been made per your instructions: the document was change to Articles of Amendment, added the correct verbiage regarding the directors adopting the amendments and on such date accordingly for all amendments. Our check for \$52.50 to cover the \$35.00 filing fee, the \$8.75 for the certified copy and \$8.75 for the certificate of status was also previously mailed. Please return all the documents concerning this matter to the following:

MARY MELBER
10465 SW TIBRE COURT
PORT SAINT LUCIE, FLORIDA 34987

Email: bmmels@yahoo.com

Contact Person: Mary Melber – 772-345-1896

Sincerely,


Mary Melber

RECEIVED
11 AUG -9 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 25, 2011

MARY MELBER
10465 SW TIBRE COURT
PORT SAINT LUCIE, FL 34987

SUBJECT: THE ROSEANN GREGORY CANCER FOUNDATION INC.
Ref. Number: N11000006677

We have received your document for THE ROSEANN GREGORY CANCER FOUNDATION INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Amendment.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 911A00017442

ARTICLES OF AMENDMENT

OF

THE ROSEANN GREGORY CANCER FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a corporation pursuant to Section 617.1006 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be:

THE ROSEANN GREGORY CANCER FOUNDATION, INC.

ARTICLE II. PRINCIPAL ADDRESS

The principal place of business and mailing address of this corporation shall be:

10465 SW TIBRE COURT
PORT SAINT LUCIE, FLORIDA 34987

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DIVISION OF CORPORATIONS
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ARTICLE III. PURPOSES AND POWERS OF CORPORATION

The purpose for which this Corporation is as follows:

- A. The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purpose, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, promotion of public education about cancer as a disease, the emotional adjustments for the patients and their families and cancer treatment techniques; the publication and knowledge of cancer and the application of such knowledge to the prevention of cancer; to further engage in clinical and research studies for fighting cancer.
- B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article III.
- b. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
- c. Notwithstanding any other provision of the Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:
 - i. By a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or
 - ii. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- d. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:
 - i. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
 - ii. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
 - iii. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.
 - iv. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the code.
 - v. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV. MANNER OF ELECTION

The Manner in which the directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

ARTICLE V. INITIAL OFFICERS AND/OR DIRECTORS

The initial Officers shall have two (2) person(s) whose name(s) and address(es) are as follows:

MARY MELBER, PRESIDENT/TREASURER
10465 SW TIBRE COURT
PORT SAINT LUCIE, FLORIDA 34987

ANYA GREGORY, VICE PRESIDENT/SECRETARY
10465 SW TIBRE COURT
PORT SAINT LUCIE, FLORIDA 34987

The initial Board of Directors shall have five (5) person(s) whose name(s) and address(es) are as follows:

MARY MELBER, PRESIDENT
10465 SW TIBRE COURT
PORT SAINT LUCIE, FLORIDA 34987

ANYA GREGORY, VICE PRESIDENT
10465 SW TIBRE COURT
PORT SAINT LUCIE, FLORIDA 34987

RENEE KOMANETSKY
1272 SW BENT PINE COVE
PORT ST LUCIE, FLORIDA 34986

JEANETTE WEISS
3557 SW CORPORATE PARKWAY
PALM CITY, FLORIDA 34990

JUDY POOLE
8437 BELFRY PLACE
PORT SAINT LUCIE, FLORIDA 34986

ARTICLE VI. DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation 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 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE VII. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VIII. INDEMNIFICATION

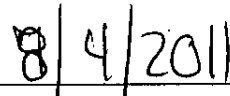
This Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII. ADOPTION OF AMENDMENTS

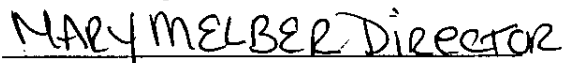
There are no members or members entitled to vote on the amendments. On July 17, 2011, these amendments were adopted by the Board of Directors.



MARY MELBER, Director



Date



Print and Title

ARTICLE X. REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

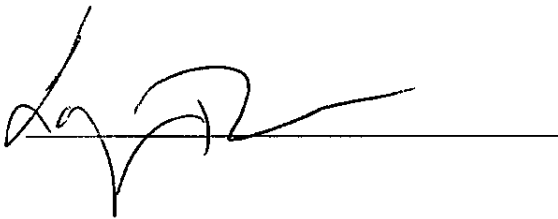
MARY MELBER
10465 SW TIBRE COURT
PORT SAINT LUCIE, FLORIDA 34987

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

LORENZA THOMAS
2311 SW LAWFORD STREET
PORT SAINT LUCIE, FLORIDA 34953

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in §817.155, F.S. The undersigned incorporator has executed these Articles of Incorporation this ____ day of _____, 2011.

A handwritten signature in black ink, appearing to be 'Lorenza Thomas', is written over a horizontal line.

LORENZA THOMAS, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

ROSEANN GREGORY CANCER FOUNDATION, INC.

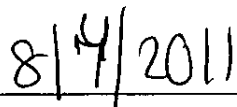
2. The name and address of the registered agent and office is:

MARY MELBER
10465 SW TIBRE COURT
PORT SAINT LUCIE, FLORIDA 34987

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.



MARY MELBER, Registered Agent



Date