

N11 6000 11007

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

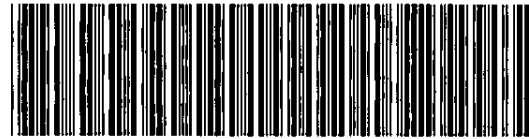
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500254568935

01/08/14 --01021--012 **52.50

FILED

14 JAN -8 PM 1:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature
* eos
* cc
1/5/14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **BREAST CANCER THINK TANK, INC**

DOCUMENT NUMBER: **N11000011007**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARC LIPPMAN, M.D.

(Name of Contact Person)

BREAST CANCER THINK TANK, INC

(Firm/ Company)

1120 NW 14th Street, SUITE 660B (C241)

(Address)

Miami, FLORIDA 33136

(City/ State and Zip Code)

mdonatien@med.miami.edu

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Merlyn Donatien

(Name of Contact Person)

at (**305**) **243-9122**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|---|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

BREAST CANCER THINK TANK, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N11000011007

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

1120 NW 14TH STREET

SUITE 660B (C241)

MIAMI, FL 33136

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

1120 NW 14TH STREET

SUITE 660B (C241)

MIAMI, FL 33136

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

_____, Florida
(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

This corporation is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof. No substantial part of the activities of the corporation shall be 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 nor have purposes not permitted (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). Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

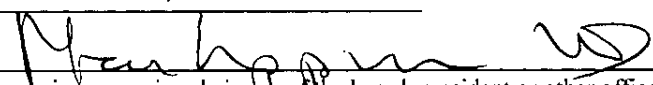
The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated JANUARY 7, 2014

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

MARC E. LIPPMAN, M.D.
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

Amended

**ARTICLES OF INCORPORATION
OF
BREAST CANCER THINK TANK, INC.**

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation will be Breast Cancer Think Tank, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of Breast Cancer Think Tank, Inc. ("BCTT") is 1120 NW 14th Street, Suite 660B (C-241), Miami, FL 33136.

**ARTICLE III
PURPOSE**

This corporation is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof. No substantial part of the activities of the corporation shall be 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 nor have purposes not permitted (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).

Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV EFFECTIVE DATE

Corporate existence will commence upon filing these Articles of Incorporation with the Florida Department of State, Division of Corporations.

ARTICLE V POWERS

BCTT shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles, provided that notwithstanding any other provision of these Articles, BCTT will not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Code.

BCTT shall not distribute any part of its net earnings to its Directors or officers for services rendered. It may distribute any part of its net earnings to its sole member, which also must be qualified for tax exempt status pursuant to Section 501(c)(3) of the Code. However, BCTT shall be authorized and empowered to pay reasonable compensation to its officers and employees for services rendered and to make payments and distributions of net earnings in furtherance of the purposes set forth herein.

ARTICLE VI LIMITATIONS

BCTT will be operated exclusively for educational and scientific purposes as a nonprofit corporation. No individual Director of BCTT will have any title or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of BCTT shall inure to the benefit of any director, trustee, officer, member or any private shareholder or individual. No substantial part of the activities of BCTT shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall BCTT participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VII MEMBER

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE VIII DIRECTORS

A. Powers. All corporate powers will be exercised by or under the authority of, and the affairs of BCTT will be managed under the direction of, the Board of Directors.

B. Number. The number of Directors shall be five Directors.

C. Initial Directors. The names and addresses of the initial Directors to hold office until their successors will have been elected and qualified are:

<u>Name</u>	<u>Address</u>
Marc E. Lippman, M.D., MACP	1120 NW 14 th Street Suite 1119 Miami, FL 33136
C. Kent Osborne, M.D.	One Baylor Plaza. BCM 600 Houston, TX 77030
James M. Rae, Ph.D	4520B MSRB1 1150 West Medical Center Dr. Ann Arbor, MI 48109
Benita Katzenellenbogen, Ph.D	524 Burrill Hall 407 S. Goodwin Ave. Urbana, IL 61801
Jeffrey Rosen, Ph.D.	One Baylor Plaza Houston, TX 77030-3498

ARTICLE IX REGISTERED AGENT AND OFFICE

The name of the initial registered agent of BCTT and the street address of the initial registered office of BCTT is:

<u>Name</u>	<u>Address</u>
Merlyn Donatien	1120 NW 14 th Street Suite 660B (C214) Miami, FL 33136

ARTICLE X INCORPORATOR

The name and street address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Marc E. Lippman, M.D., MACP	1120 NW 14 th Street Suite 660B (C214) Miami, FL 33136

ARTICLE XI

BYLAWS

The Bylaws of BCTT are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by a supermajority of the Board of Directors.

ARTICLE XII AMENDMENT

The Articles may be amended in accordance with the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by BCTT pursuant to law.

ARTICLE XIII DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.