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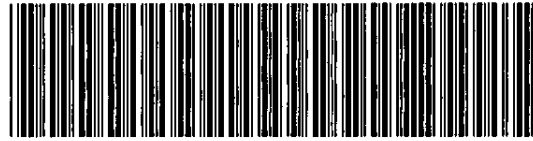
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TALLAHASSEE, FLORIDA

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**LAW OFFICE OF MARTIN A. GRUSIN, P.C.
ATTORNEY AT LAW**

780 Ridge Lake Boulevard
Suite 202
Memphis, TN 38120

Martin A. Grusin, JD, LL.M.

Telephone: 901.682.3450
Fax: 901.682.3590
Email: mgrusin@iglawfirm.com

Kathy L. Dills, Paralegal

February 8, 2012

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Men Against Prostate Cancer Corp.

Dear Sir/Madam:

Enclosed find the original and one copy of the Cover Letter and Articles of Incorporation for the above-named non-for-profit corporation together with our check for \$78.75. I would appreciate your filing the Articles and returning a stamped "filed" copy to me in the envelope provided.

In the event you need anything additional to accomplish this, please contact the undersigned.

Very truly yours,



Kathy Dills
Paralegal

Enc.

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Men Against Prostate Cancer Corp.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$0.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Martin A. Grusin
Name (Printed or typed)

780 Ridge Lake Blvd., Suite 202
Address

Memphis, TN 38120
City, State & Zip

901-682-3450
4432 Chase Bank Drive
Telephone number

kdills@ja-lawfirm.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

MEN AGAINST PROSTATE CANCER CORP.**ARTICLE II PRINCIPAL OFFICE**Principal street address4432 Chase Oaks DriveSarasota, FL 34241

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Mailing address, if different is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To support research for care of prostate cancer and for all other lawful purposes.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed:

The directors currently serving elect the officers and directors for the ensuing year.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORSName and Title: Ronald P. Flynn, COO & PresidentAddress: 4432 Chase Oaks DriveSarasota, FL 34241Name and Title: Larry Krause, SecretaryAddress: 5340 Hyland HillsSarasota, FL 34241Name and Title: Dave Sinclair, VPAddress: 5249 Peppermill Ct.Sarasota, FL 34241Name and Title: Joe Angelo, DirectorAddress: 4800 Chase Oaks DriveSarasota, FL 34241Name and Title: Ed Andreiko, TreasurerAddress: 4409 Legacy CourtSarasota, FL 34241Name and Title: Phil Hoffman, DirectorAddress: 4600 Legacy CourtSarasota, FL 34241(See Exhibit A attached)**ARTICLE VI REGISTERED AGENT**The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:Name: Ronald P. FlynnAddress: 4432 Chase Oaks DriveSarasota, FL 34241**ARTICLE VII INCORPORATOR**The name and address of the Incorporator is:Name: Martin A. GrusinAddress: 4612 Legacy CourtSarasota, FL 34241

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Ronald P. Flynn
Required Signature of Registered Agent

2/7/2012
Date

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 s.817.155, F.S.

Martin A. Grusin
Required Signature of Incorporator

2/7/2012
Date

EXHIBIT A – ATTACHMENT TO ARTICLES OF INCORPORATION FOR MEN AGAINST PROSTATE CANCER CORP.

ARTICLE V (Continued)

Dennis Masterson, Director
4991 Chase Oaks
Sarasota, FL 34241

Martin A. Grusin, Director
4612 Legacy Court
Sarasota, FL 34241

ARTICLE VIII – REQUIRED PURPOSE CLAUSE AND DISSOLUTION OF ASSETS PROVISION:

The Corporation is formed exclusively for charitable, religious, educational and scientific purposes, including the making of distributions for such purposes to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law). These purposes include the following:

- (i) dedication to the early detection and prevention of prostate cancer as a major health problem. To further our mission it is important to serve our communities as a bridging organization assisting those organizations seeking to ultimately cure the disease and increasing awareness among men and women about the serious risk to quality of life prostate cancer imposes; and
- (ii) in furtherance of and subject to the purposes and objects set forth above, the Corporation shall also have the power to engage in any lawful act or activity for which nonprofit corporations may be formed.

All of the assets, property, income, revenue and earnings of the Corporation shall be held, used, managed, devoted, expended, and applied at the discretion and judgment of the Board of Trustees, subject to the Code of Regulations, to carry out the objectives and purposes of the Corporation. No part of the net earnings, if any, of the Corporation shall inure to the benefit of or be distributable to any private shareholder, director, officer or other private person; provided, however, that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article Third hereof; and provided further, that nothing herein contained shall be construed to prevent the payment of fees, salaries or other remunerations to the Trustees, officers or other persons, firms or corporations. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation

participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

Upon any dissolution of the Corporation, the Membership of the Corporation shall, after paying or making provision for the payment of all 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 purposes as shall at the time qualify the organization as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).