

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Mammosphere, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
MAMMOSPHERE, INC.**

**A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned, desiring to form a corporation not-for-profit under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of this corporation is Mammosphere, Inc. (the "Corporation").

**ARTICLE II**

**Principal Office or Mailing Address**

The principal office and mailing address of the Corporation is located at 823 Waterman Road North, Jacksonville, Florida 32207.

**ARTICLE III**

**Purposes**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for religious, charitable, scientific, literary, and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States internal revenue law (the "Code"). Specifically, and without limiting the generality of the preceding sentence, this Corporation primarily is organized to develop, own and operate a system to store digital mammograms, additional breast imaging studies, and other medical information in a format that is secure and accessible to medical professionals and patients via the internet, and to promote women's health through research, education, and medical care with emphasis on breast cancer.

**ARTICLE IV**

**Powers**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by the Florida Not For Profit Corporation Act including all those things necessary or expedient in the furtherance of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

Prepared by:  
Driver, McAfee, Peek & Hawthorne, P.L.  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

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(a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided, however, 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 contained in these Articles; and

(c) 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.

#### ARTICLE V Board of Directors

(a) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

(b) The Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three. The Directors shall be elected and shall serve terms as provided in the Bylaws.

#### ARTICLE VI Officers

The officers of the Corporation, and their election, powers, and terms, shall be as provided by the Bylaws.

#### ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 823 Waterman Road North, Jacksonville, Florida 32207, and the name of the initial registered agent of this Corporation at that address is Kathryn Pearson Peyton.

#### ARTICLE VIII Incorporator

The name and street address of the subscriber to these Articles are:

Name  
Kathryn Pearson Peyton, M.D.

Address  
823 Waterman Road North  
Jacksonville, Florida 32207

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**ARTICLE IX****Duration**

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five business days thereafter, corporate existence shall commence upon filing by the Department of State.

**ARTICLE X****Members**

The Corporation shall have no members.

**ARTICLE XI****Bylaws**

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors who are present at any regular meeting or any special meeting for this purpose.

(c) Notwithstanding the foregoing paragraphs (a) and (b), if any provision of the Bylaws requires the vote, approval or consent of more than a majority of the Board of Directors, such provision may be enacted, amended, altered or rescinded only by the unanimous vote of the Board of Directors.

**ARTICLE XII****Amendments**

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by the unanimous vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

**ARTICLE XIII****Corporate Liquidation and Dissolution**

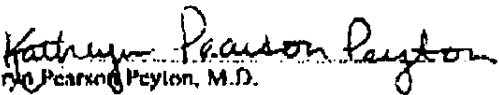
Upon dissolution, the assets of this Corporation, after all debts and liabilities are paid, shall be distributed in furtherance of the Corporation's purposes contained in these Articles, including a distribution to a government entity or an organization exempt from federal income tax under Section 501(c)(3) of the Code. In no event shall any liquidating distribution inure to the benefit of a private individual or for-profit corporation. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Corporation.

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ARTICLE XXIV  
Indemnification

The Corporation shall indemnify officers and directors to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 30 day of November, 2012, for the purpose of incorporating as a corporation not-for profit under the laws of the State of Florida.

 M.D.  
Kathryn Pearson Peyton, M.D.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In accordance with the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said Act:

That Mammosphere, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at 823 Waterman Road North, Jacksonville, FL 32207, has named Kathryn Pearson Peyton, M.D. at 823 Waterman Road North, Jacksonville, FL 32207, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I am familiar with and hereby accept to act in this capacity, and agree to comply with the provision of Florida law relative to keeping said office.

*Kathryn Pearson Peyton, M.D.*  
Kathryn Pearson Peyton, M.D.

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