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FLORIDA PROFIT/NON PROFIT CORPORATION  
THE LUNG CANCER RESEARCH COUNCIL, INC.

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**ARTICLES OF INCORPORATION OF  
The Lung Cancer Research Council, Inc.  
A Florida Not-For-Profit Corporation**

The undersigned persons, acting as Incorporators of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of this corporation is: The Lung Cancer Research Council, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The street and mailing address of the principle office of the corporation is: 26146 Rampart Blvd., Punta Gorda, Florida 33983

**ARTICLE III  
DURATION**

This corporation shall have perpetual duration.

**ARTICLE IV  
PURPOSES**

The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or any successor statute. In connection with and in furtherance thereof, the corporation shall have the following purposes:

- (a) To receive, obtain, control, hold, administer, invest and reinvest and disburse such funds and property of any type as may be received by the corporation, either absolutely or in trust, from gifts, bequests, devises, grants, contributions, or otherwise, and the earnings and increments thereof for the purposes herein described;
- (b) To own, lease, sell, exchange or otherwise deal with all property, real and personal, to be used in furtherance of these purposes; and
- (c) To engage in any and all lawful activities incidental, useful or necessary to the accomplishment of the above-referenced purposes.

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**ARTICLE V  
POWERS**

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, including, but not limited to, power to contract for any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

**ARTICLE VI  
MEMBERS**

This corporation shall have no members.

**ARTICLE VII  
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The street and mailing address and county of the initial registered office of the corporation in the State of Florida is: Roger H. Miller III, Esq., 99 Nesbit Street, Punta Gorda, FL 33950.

**ARTICLE VIII  
DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Directors. The number of Directors shall initially be three (3); provided, however, that such number may be changed as provided by the By-Laws.

The names and residence addresses of the persons who are to serve as the initial Directors are:

**NAME ADDRESS**

Thomas Cappiello 26146 Rampart Blvd, Punta Gorda, Florida 33983

Irene Gargiulo 25188 Marion Ave. Villa #36, Punta Gorda Florida 33950

Marc Cohen 4219 Targee Ave, North Port, Florida 34287

The method of election of Directors shall be as stated in the bylaws.

Except to the extent that Florida law prohibits such limitation or elimination of liability of directors for breaches of duty, no director of the corporation shall have any personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director. No amendment to or repeal of this provision shall apply to or have any effect on the

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liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. The provisions shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability that has not been eliminated by the provisions of this provision.

**ARTICLE IX  
INCORPORATORS**

The name and address of the Incorporator is:

**NAME ADDRESS**

Thomas Cappiello 26146 Rampart Blvd., Punta Gorda, Florida 33983

**ARTICLE X  
DISSOLUTION**

The corporation may be dissolved upon adoption of a plan to dissolve in the manner now or hereafter provided under Florida law. In the event of dissolution of the corporation, no liquidating or other dividends and no distribution of property owned by the corporation shall be declared or paid to any private individual, but the net assets of the corporation shall be distributed as follows:

(a) All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore; and

(b) Remaining assets shall be distributed to Moffitt Cancer Center, if in existence, but if Moffitt Cancer Center is not then in existence, such assets shall be distributed to one or more organizations recognized as exempt from federal taxation under Section 501(c)(3) of the Code (that have purposes similar to those described herein) and as permitted under Florida law, as determined in the plan to dissolve adopted in the manner set forth above in this Article X.

**ARTICLE XI  
AMENDMENT**

The corporation shall have the right to amend, alter, change or repeal any provision (collectively, hereinafter referred to as "Change") contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; provided, however, that the following requirements are met:

(a) Any such Change shall be approved by a majority vote of the board of at any annual, regular or special meeting of the board of at which a quorum is in attendance;

(b) Any such Change shall not cause the corporation to operate for other than charitable, educational, and scientific purposes;

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(c) Any such Change shall not cause any director or other private individual to participate in the distribution of the earnings, funds, or properties of this corporation.

**ARTICLE XII  
LIMITATIONS**

At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution or winding up of the corporation (voluntary or involuntary or by operation of law), or any other provision hereof:

(a) The corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes, nor shall the corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under Section 501(c)(3) of the Code.

(b) At no time shall the corporation engage in any activities that are unlawful under the laws of the United States, the State of Florida, or any other jurisdiction where any of its activities are carried on.

(c) No part of the assets or net earnings of the corporation shall be used, nor shall the corporation be organized or operated for the purposes that are not exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Code.

(d) The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

(e) The corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code by reason of attempting to influence legislation, nor shall the corporation, directly or indirectly, participate or intervene in (including without limitation, the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(t) No solicitation of contributions to the corporation shall be made, and no gift, bequest or devise to the corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the corporation to lose its tax exemption under Section 501(c)(3) of the Code.

(g) Pursuant to the prohibitions contained in Section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual, 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 Article IV. hereof.

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(h) Notwithstanding any other provision of these Articles, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

(i) The corporation shall not be controlled, directly or indirectly, by one or more disqualified persons (as defined in Section 4946 of the Code) other than foundation managers;

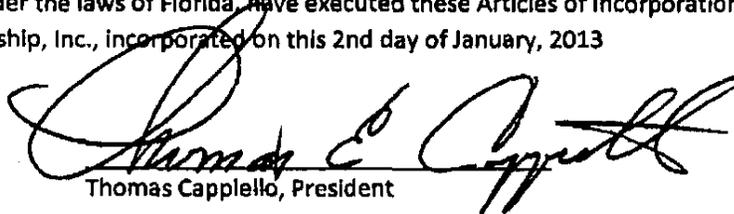
(ii) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code;

(iii) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(iv) The corporation shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code; and

(v) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation of The Florida Lung Cancer Partnership, Inc., incorporated on this 2nd day of January, 2013

  
Thomas Cappiello, President

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

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 that 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.

  
Roger H. Miller III, Esq.

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