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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
GLOBAL SUMMIT RARE GENTOURINARY TUMORS INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GLOBAL SOCIETY OF RARE GENITOURINARY TUMORS INC.**

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**ARTICLE I - NAME**

The name of the Corporation shall be Global Society of Rare Genitourinary Tumors Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation shall be 16313 Millan De Avila, Tampa, Florida 33613.

**ARTICLE III - REGISTERED AGENT**

The registered agent of the Corporation shall be Philippe E. Spiess, M.D. The street address of the initial registered agent and registered office of the Corporation shall be 16313 Millan De Avila, Tampa, Florida 33613.

**ARTICLE IV - CORPORATE PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"), or the corresponding provision of any future federal tax code, including the making of distributions to support the following purposes:

- (a) To promote and further the advancement of patient care relating to the evaluation and curc of rare genitourinary cancers;
- (b) To promote health by managing rare genitourinary tumors through a global collaboration of physicians and scientists;
- (c) To support and advance education by sponsoring educational and research opportunities for physicians and other health care professionals who are dedicated to the care of rare genitourinary cancers;
- (d) To promotc health by advocating and conducting research projects in the public interest that focus on the care of rare genitourinary cancers;
- (e) To receive and administer funds for the benefit of the Corporation, or its successor, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal or mixed, without limitation as to amount or value, except limitations, if any, as may be imposed by law;

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- (f) To sell, lease, borrow, encumber, convey and dispose of any such property and to invest and reinvest principal and income thereof and to deal with and expend principal and income therefrom for the purposes set forth above without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received or such limitations, if any, as may be imposed by law; and
- (g) To engage in any lawful activity or business not contrary to and for which a nonprofit corporation may be formed under the laws of the State of Florida, and to have and exercise all powers conferred by the laws of the State of Florida on nonprofit corporations.

#### **ARTICLE V - LIMITATION ON ACTIONS**

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 Directors, subject to the Bylaws, 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 member, trustee, director, officer, or other private person and no part of the Corporation's net assets shall be distributed to any private persons on dissolution of the Corporation; provided, however, that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in **ARTICLE IV** hereof; and provided, further, that nothing herein contained shall be construed to prevent the payment of reasonable compensation for services rendered, or other remunerations to the members, directors, employees, or other persons, firms, or corporations. No substantial part of the activities of the Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation. 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 anything to the contrary in these Amended and Restated Articles of Incorporation, the Corporation may not engage in any activity which is not permitted to be engaged in by an organization under Code Section 501(c)(3) or by an organization to which contributions are deductible under Code Section 170(c)(2), or the corresponding provisions of any future United States Internal Revenue Law.

#### **ARTICLE VI - BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised, its business and affairs conducted, and its property managed under the direction of the Board of Directors, except as otherwise provided by the laws of the State of Florida, these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation.

#### **ARTICLE VII - MEMBERS**

The identities and powers of any Members of this Corporation shall be as stated in the Bylaws.

#### **ARTICLE VIII - INDEMNIFICATION**

The Corporation may indemnify any director, officer, employee, agent or volunteer, or any former director or officer, to the fullest extent permitted by law as set forth in the Bylaws.

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**ARTICLE IX – AMENDMENT**

Any provision of these Articles of Incorporation, as amended, may be amended as set forth in the Bylaws.

**ARTICLE X – DISSOLUTION**

Upon the dissolution of the Corporation, any assets remaining shall be conveyed to and distributed among such organizations described in Code Section 501(c)(3), in such proportions as is determined by the Board of Directors in its sole and absolute discretion, for a public purpose corresponding as nearly as can be under the circumstances to one or more of the purposes described in **ARTICLE IV** hereof; or if the foregoing is not feasible, to any of the classes of distributees for such other exempt purposes described in Code Section 501(c)(3), or the corresponding section of any future federal tax code, that correspond as nearly as can be under the circumstances to the purposes described in **ARTICLE IV** hereof. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for any of the foregoing purposes, or to such organization or organizations as said court shall determine, that are organized and operated exclusively for any of the foregoing purposes.

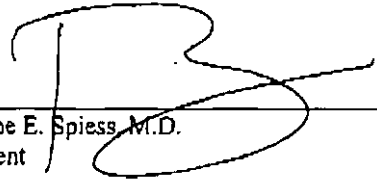
**ARTICLE XI – TERM OF EXISTENCE**

The duration of this Corporation shall be perpetual until dissolved according to law.

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**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation on the 3<sup>rd</sup> day of September, 2020.



Philippe E. Spiess, M.D.  
President

*[Signature Page to Amended and Restated Articles of Incorporation]*

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