

10/8/2021

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION****CancerRx Foundation, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
CANCERx FOUNDATION, INC.**

The undersigned, acting as the incorporator of the Cancerx Foundation, Inc., under Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time (the "Internal Revenue Code"), submits the following Articles of Incorporation:

**ARTICLE I  
NAME**

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

**ARTICLE II  
INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address of the Corporation is:

Cancerx Foundation, Inc.  
4830 West Kennedy Blvd., Suite 600  
Tampa, FL 33609-2584

The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

**ARTICLE III  
DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation will have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE IV  
PURPOSES**

The Corporation is organized and will be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, without limitation, the purpose of making distributions to other organizations described in Section 501(c)(3) of the Internal Revenue Code. Without limiting the foregoing general charitable purposes, the specific charitable purposes of the Corporation are to support the selection, creation, management, and critical funding of cancer clinical research and related biomedical research to advance cures for cancers and to accelerate clinical cancer research through improved financial engineering, the discovery of new personalized cancer therapeutics, and novel treatments and delivery systems in cancer care. In furtherance of the charitable purposes, the

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Corporation is authorized to do all acts and things requisite, necessary, proper, and desirable to carry out and further the charitable purposes of the Corporation and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) of the Internal Revenue Code and to the other limitations provided in these Articles of Incorporation.

## ARTICLE V RIGHTS AND RESTRICTIONS

Despite any other provision of these Articles of Incorporation, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. These restrictions include, but are not limited to, the following:

**5.1 No Private Inurement.** No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the exempt purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions in furtherance of the Corporation's exempt purposes as set forth in Article IV.

**5.2 No Substantial Lobbying Activities; No Political Activities.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of, or in opposition to, any candidate for public office.

## ARTICLE VI DISPOSITION OF ASSETS

If the Corporation is dissolved pursuant to the Florida Statutes, the Board of Directors, after paying, satisfying, discharging, or making adequate provision for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to one or more organizations that are organized and operated exclusively for charitable, scientific, literary, or educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code, as the Board of Directors determines. Any assets not so disposed will be disposed by order of the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for charitable, scientific, literary, or educational purposes, or to an organization or organizations as that Court determines are organized and operated exclusively for charitable purposes.

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## **ARTICLE VII MEMBERSHIP**

The Corporation shall not have members.

## **ARTICLE VIII DIRECTORS**

All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, a Board of Directors. The qualifications and number of directors will be as provided in the Bylaws. The initial Board of Directors shall have three (3) members, and their names and addresses are as follows:

Clifford S. Gibbons	4830 West Kennedy Blvd., Suite 600 Tampa, FL 33609-2584
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Richard C. Schmitt	4830 West Kennedy Blvd., Suite 600 Tampa, FL 33609-2584
--------------------	--

Paul E. Yestrumskas	4830 West Kennedy Blvd., Suite 600 Tampa, FL 33609-2584
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The terms for which the directors are to serve, and the method by which the directors are to be elected, will be stated in the Bylaws.

## **ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every director or officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, but only if (i) the director or officer is not adjudged guilty of or liable for willful misfeasance in the performance of the director's or officer's duties, and (ii) in the case of a settlement before entry of judgment, the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director, and agent of the Corporation in amounts determined from time to time by the Board of Directors.

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**ARTICLE X  
AMENDMENTS TO BYLAWS OR ARTICLES OF INCORPORATION**

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation or these Articles of Incorporation is vested in the Board of Directors in accordance with the provisions of the Bylaws.

**ARTICLE XI  
REGISTERED AGENT**

The name of the initial registered agent of the Corporation, who is authorized to receive service of process on behalf of the Corporation, is C T Corporation System. The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 8th day of October, 2021.



\_\_\_\_\_  
William R. Lane, Jr., Incorporator  
Holland & Knight LLP  
100 North Tampa St., Suite 4100  
Tampa, FL 33602

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HOLLAND & KNIGHT, LLP

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF  
CANCERX FOUNDATION, INC.**

**WITNESSETH:**


That the CancerX Foundation, Inc., desiring to organize under the laws of the State of Florida, has named C T Corporation System as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-referenced Corporation at 1200 South Pine Island Road, Plantation, Florida 33324, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of section 617.0503, Florida Statutes.

Dated this 6 day of October, 2021.

C T Corporation System

By:   
Name: Stephanie Picco  
Title: Assistant Secretary

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