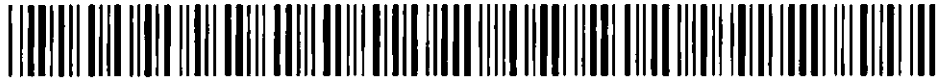


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**FLORIDA PROFIT/NON PROFIT CORPORATION
MOFFITT REAL ESTATE HOLDING CORPORATION**

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H22000423215 3

**ARTICLES OF INCORPORATION
OF
MOFFITT REAL ESTATE HOLDING CORPORATION**

The undersigned incorporator, being of full age, for the purpose of forming a corporation not-for-profit, without capital stock, under the provisions of Chapter 617 and Section 1004.43, Florida Statutes, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be Moffitt Real Estate Holding Corporation.

ARTICLE II

CORPORATE PURPOSES

The Corporation is organized for the exclusive purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to the H. Lee Moffitt Cancer Center and Research Institute, Inc., an organization which is exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), all pursuant to Section 501(c)(2) of the Code.

ARTICLE III

POWERS AND LIMITATION ON POWERS OF THE CORPORATION

I. Powers. In addition to all other corporate powers provided by law and in furtherance of and limited by the purposes described in Article II of these Articles, the Corporation shall have the power to:

H22000423215 3

- A. Have succession by its corporate name for a period set forth in its Articles of Incorporation;
- B. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- C. Adopt and use a common corporate seal and alter the same, provided, however, that such seal shall always contain the words, "Corporation Not-for-Profit";
- D. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; provided that members of the Board of Directors will receive no compensation for such services, except those services rendered the Corporation which are unrelated to Board duties;
- E. Adopt, change, amend and repeal Bylaws not inconsistent with law or these Articles for the administration of the affairs of the Corporation and the exercise of its corporate powers;
- F. Increase, by a vote of its members cast as the Bylaws may direct, the number of its Directors, so that the number shall not be less than three (3) persons, but may be any number in excess thereof;
- G. Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, secure any of its obligations by mortgage and pledge all or any of its property, franchises or income;
- H. Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country;

H22000423215 3

H22000423215 3

I. Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein wherever situated;

J. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any license and other rights or interests thereunder or therein;

K. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

L. Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests in or obligations of other domestic or foreign corporations, whether for-profit or not-for-profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof;

M. Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested;

N. Make and receive donations for the public welfare or for religious, charitable, scientific, literary, educational or other similar purposes;

O. Merge and consolidate with other corporations not-for-profit, domestic or foreign, provided that the surviving corporation is a corporation not-for-profit, and further provided that the H. Lee Moffitt Cancer Center and Research Institute, Inc. must approve any such merger or consolidation; and

P. Have and exercise all powers necessary or convenient to effect any or all the purposes for which the Corporation is organized.

H22000423215 3

2. Limitations on Powers. The Corporation shall not have the power to:
- A. Convey, lease, pledge or otherwise encumber assets of the State of Florida;
 - B. Issue stock, nor pay dividends;
 - C. Attempt to influence legislation as a substantial part of its activities;
 - D. Allow any part of its income to inure to the benefit of Directors, officers or members of the Corporation, or to any other individuals except as reasonable compensation for services rendered which are unrelated to Board duties;
 - E. Participate to any extent in any political campaign for or against any candidate for public office; or
 - F. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(2) of the Code and the Treasury Regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE IV

MEMBERSHIP

The sole member of the Corporation shall be the H. Lee Moffitt Cancer Center and Research Institute, Inc. which shall have the following powers:

- A. Approve, disapprove or recommend the adoption, change, amendment or repeal of the Articles of Incorporation of the Corporation;
- B. Approve, disapprove or recommend the selection of a qualified audit firm and the annual operating and capital budget of the Corporation;
- C. Approve, disapprove or recommend the adoption of the Corporation's mission and philosophy statement; and
- D. Approve, disapprove or remove any member of the Board of Directors or officer of the Corporation.

H22000423215 3

H22000423215 3

ARTICLE V

DURATION

The Corporation shall have perpetual existence.

ARTICLE VI

MANAGEMENT

1. The affairs of the Corporation shall be managed by a Board of Directors who shall serve without compensation. The Board of Directors shall consist of not less than three (3) Directors. The Board shall have the authority to set the exact number of Board members as may be required from time to time. Directors shall be elected by a majority vote of the Board, shall have only one vote, shall serve a term of three (3) years, and may be re-elected to the Board.

2. The Board may, by resolution, stagger the terms of Directors by dividing Directors into three (3) classes and appointing Directors to hold office for initial terms not exceeding three (3) years. Directors may be elected so that the term of the first class expires at the annual meeting of the Board; the term of the second class expires one (1) year later; and the term of the third class expires two (2) years later. At each annual election held after the classification and election of Directors pursuant to this section, Directors shall be appointed to full three (3) year terms. Directors shall hold office until their successors have been elected and have qualified.

3. The officers of the Corporation shall be a Chairman, Vice-Chairman and Secretary-Treasurer. These officers shall be elected by majority vote of the Board. Any other officers shall be selected and appointed as provided in the Bylaws.

H22000423215 3

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

H. Lee Moffitt Cancer Center and Research Institute, Inc.
12902 Magnolia Drive
Tampa, Florida 33612-9416

ARTICLE VIII
AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation of the Corporation may be amended by two-thirds (2/3) vote of the Board of Directors at a regular or special meeting of the Board or by all Directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, altered, amended or repealed, and in all instances, with the approval of the H. Lee Moffitt Cancer Center and Research Institute, Inc.; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing either by mail or through electronic means, including, but not limited to, email or board portals, to each Director of the Corporation at least ten (10) days prior to the meeting at which such Amendment to the Articles of Incorporation is to be voted upon.

ARTICLE IX
REGISTERED OFFICE, REGISTERED AGENT & PRINCIPAL OFFICE

The above-named Incorporator, desiring to organize the Corporation under the laws of the State of Florida, hereby designates the Corporation's Registered Office to be located at the offices of the General Counsel of the Corporation with an address of 12902 Magnolia Drive, SRB-OGC Tampa, Florida 33612-9416, and hereby designates said General Counsel, L. David de la Parte, Esq., as Registered Agent of the Corporation, to accept service of process within the State, and

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to serve in such capacity until a successor is selected and duly designated. The principal office of the Corporation shall be that of its Incorporator, with an address of 12902 Magnolia Drive Tampa, Florida 33612-9416, unless otherwise changed by a majority vote of the Corporation's Board of Directors.

ARTICLE X

INDEMNIFICATION

The indemnification of any Director, officer or employee of the Corporation, or any former Director, officer or employee of the Corporation shall be as provided by law.

ARTICLE XI

DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purposes set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617 Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code or the corresponding section of any prior or future law or to the federal government or to a state or local government for exclusive public purpose; provided that the recipient or recipients of the distribution shall be approved by the H. Lee Moffitt Cancer Center and Research Institute, Inc.

ARTICLE XII

EMPLOYEES

Persons employed by the Corporation shall not be considered employees of the State of Florida by virtue of such employment.

H22000423215 3

ARTICLE XIII

TAX EXEMPT STATUS

The Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(2) of the Code. Therefore, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(2) of the Code and the Treasury Regulations promulgated thereunder. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

The effective date of these Articles of Incorporation shall be January 1, 2023.

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IN WITNESS WHEREOF, the undersigned has subscribed his name under seal this 12th
day of December 2022.

H. LEE MOFFITT CANCER CENTER
AND RESEARCH INSTITUTE, INC.

By: Timothy J. Adams
Timothy Adams
Chair

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Moffitt Real Estate Holding Corporation, a Florida not-for-profit corporation (the "Corporation"), at the place designated in these Articles of Incorporation, I, L. David de la Parte, Esq., on behalf of the Corporation, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent:

By: _____

L. David de la Parte, Esq.

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