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JOHN E. KANE

SPECIAL COUNSEL
CYNTHIA L. NEDER

March 11, 1997

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

N36827

Re: Orlando Cancer Center, Inc.

100002117701- -8
-03/19/97- -01031--012
****122.50 ****122.50

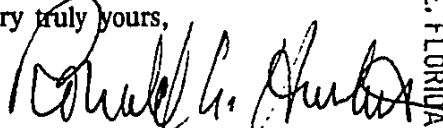
Dear Sir/Madame:

Enclosed herewith please find original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50, representing the following:

| | | |
|----|---------------------------------|--------------|
| 1. | Filing Fee | \$ 35.00 |
| 2. | Designation of Registered Agent | 35.00 |
| 3. | Certified Copy of Articles | <u>52.50</u> |
| | | \$122.50 |

Please return the certified copy to my attention.

Very truly yours,


Ronald A. Harbert

RAH/bam
Enclosures

FILED
97 MAR 31 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated
LFT

4-1-97

487,615,671



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
97 MAR 31 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 25, 1997

Ronald A. Harbert, Esquire
Post Office Box 2854
Orlando, FL 32802-2854

SUBJECT: ORLANDO CANCER CENTER, INC.
Ref. Number: N36827

We have received your document for ORLANDO CANCER CENTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 297A00014926

3/28/97

*Registered agent acknowledgment
now attached.*

RECEIVED
97 MAR 31 AM 11:00
DIVISION OF CORPORATIONS

RECEIVED
MAR 28 1997

**RESTATED
ARTICLES OF INCORPORATION
OF
ORLANDO CANCER CENTER, INC.**

(A Not-for-Profit Corporation Under
Chapter 617, Florida Statutes)

FILED
97 MAR 31 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Orlando Cancer Center, Inc., hereby restates its Articles of Incorporation pursuant to Section 617.1002 and 617.1007, Florida Statutes. This Corporation's original Articles of Incorporation were filed by the Department of State on February 27, 1990. These Restated Articles of Incorporation contain amendments requiring Member approval, which approval was granted by the Members pursuant to Section 617.0101, Florida Statutes, on January 31, 1997.

ARTICLE I

NAME

The name by which this Corporation shall be known is ORLANDO CANCER CENTER, INC.

ARTICLE II

TERM OF EXISTENCE

The term for which the Corporation shall exist shall be perpetual.

ARTICLE III

PURPOSES AND POWERS

A. The purposes for which this Corporation is organized and operated are charitable educational, and scientific. In accomplishing such purposes, the corporation is to be administered solely for the benefit of Orlando Regional Healthcare System, Inc. (hereinafter "ORHS"), by providing, directly or indirectly, assistance and benefit, financial or otherwise, to ORHS through whatever means are determined by the Board of Directors of the Corporation to be appropriate, including, but not limited to, making distributions or providing services to ORHS. In accomplishment of such purposes, the Corporation will emphasize clinical, educational, and scientific aspects of cancer care within the State of Florida, and may:

- (1) Establish or maintain one or more comprehensive outpatient centers for cancer care, including without limitation, general clinics and specialty clinics, offering ambulatory chemotherapy, diagnostic radiology, therapeutic radiology, clinical and anatomical pathology, and pharmacy services;

- (2) Enter into arrangements with ORHS for the provision of ancillary services for the outpatient centers;
- (3) Enter into educational arrangements with local medical centers or other healthcare providers for programs to advance the training of technicians and allied health professional in the care of cancer patients;
- (4) Enter into arrangements with M.D. Anderson Cancer Center Outreach Corporation ("Outreach") for the provision of necessary or appropriate services, programs, names, service marks, trademarks, intellectual property, research and treatment protocols, and such other items that would further the purposes of the Corporation;
- (5) Establish and maintain programs, including educational programs and services for physicians, educational programs for the public, and marketing programs, with respect to cancer and the services and facilities offered by the Corporation for its diagnosis and treatment; and
- (6) Perform such other activities or functions that the board deems appropriate or necessary to accomplish the purposes of the Corporation.

B. The broadest discretion is vested in and conferred upon the Board of Directors for the accomplishment of these purposes, provided, however, that no contribution shall be made or distributed to or for any person, firm, corporation, or other entity that shall apply, directly or indirectly, such contributed funds for any purpose or purposes in violation of the Constitution and statutes of the United States or the State of Florida.

C. The corporate powers of the Corporation are as provided in § 617.0302, Florida Statutes, and limited as follows:

- (1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, members (unless such member is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986) or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation by such persons.

- (2) 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 directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (3) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

D. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of solely by order of the Circuit Court of Orange County, Florida, exclusively for such purposes or to such organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this Corporation shall be 1414 Kuhl Avenue, Orlando, Florida 32806.

ARTICLE V

REGISTERED AGENT AND STREET ADDRESS

The name of the Corporation's registered agent to receive service of process is Ronald A. Harbert, Esquire. The street address of the registered office of such agent is 225 East Robinson Street, Suite 600, Orlando, Florida 32801.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is: Ronald A. Harbert, Esquire, 225 E. Robinson Street, Suite 600, Orlando, Florida 32801.

ARTICLE VII

MEMBERSHIP

ORHS shall be the sole member so long as it remains organized pursuant to 501 (c)(3) of the Internal Revenue Code. Any action of ORHS required or permitted by these Articles or by the By-Laws of the Corporation shall be evidenced by a resolution duly adopted by its Board of Directors.

ARTICLE XIII

MANAGEMENT AND MANNER OF ELECTION OF DIRECTORS

A. The affairs of the Corporation are to be managed by a Board of Directors which shall consist of not less than three (3) members. The exact number of directors shall be the number fixed from time to time by a resolution of the Board of Directors.

B. Directors shall be elected in such manner and shall have such qualifications as are specified by the By-laws of the Corporation.

C. The Board of Directors of the Corporation shall elect such officers of the Corporation as the Board of Directors shall from time to time deem advisable as provided in the By-Laws of the Corporation. The officers of the Corporation shall have such duties, hold office for such terms and be elected by the Board of Directors in such manner as is provided for in the By-Laws of the Corporation.

ARTICLE IX

BY-LAWS

The By-laws of the Corporation shall be adopted and may be altered, amended, repealed or supplemented only by the Board of Directors at any meeting thereof in accordance with the provisions of the By-laws relating to such amendment.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors with the consent of ORHS in accordance with the procedure provided by Chapter 617, Florida Statutes.

The undersigned has executed these Articles of Incorporation this 10th day of February, 1997.

ORLANDO CANCER CENTER, INC.

By: *Abe Lopman*

Print Name: Abe Lopman

Its: President

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared ABE LOPMAN to me known to be the persons described in and who executed the foregoing Restated Articles of Incorporation of ORLANDO CANCER CENTER, INC., and he acknowledged before me that he subscribed to these Restated Articles of Incorporation.

WITNESS my hand and official seal in the county and state aforesaid, this 10th day of February, 1997.



AUDREY B CHAMBERLIN
My Commission CC562422
Expires Jun. 17, 2000

Audrey Chamberlin
Notary Public

State of Florida at Large

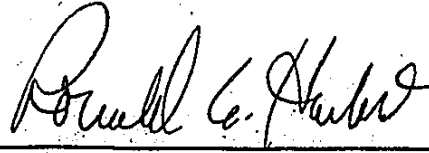
My Commission Expires: June 17, 2000

☒ Personally known by me

☐ produced _____
as identification

ACKNOWLEDGMENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Ronald A. Harbert
(Registered Agent)

FILED
97 MAR 31 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA