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H. LEE MOFFITT CANCER CENTER AND RESEARCH INSTITUTE

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
H. LEE MOFFITT CANCER CENTER AND
RESEARCH INSTITUTE HOSPITAL, INC.
(Originally incorporated on March 30, 1994)**

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 H. Lee Moffitt Cancer Center and Research Institute Hospital, Inc.

ARTICLE II

CORPORATE PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law (the "Internal Revenue Code")). In furtherance of such purposes, the Corporation may:

1. Operate a cancer hospital designed to provide facilities and subjects for education, teaching and research programs conducted by the H. Lee Moffitt Cancer Center and Research Institute, Inc. and the University of South Florida (the "University") or other accredited medical schools or research institutes; and

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H14000141513 3

2. Otherwise operate exclusively for charitable, scientific or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in the course of which operation:

A. No part of its net earnings shall inure to the benefit of or be distributed to any member, director, officer or other individual except in the form of reasonable compensation for services rendered the Corporation which are unrelated to Board duties; and

B. 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 participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III

POWERS AND LIMITATION ON POWERS OF THE CORPORATION

1. 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:

H14000141513 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 and in all instances with the approval of the H. Lee Moffitt Cancer Center and Research Institute, Inc.;

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 eleven (11) persons, but may be any number in excess thereof, not to exceed sixteen (16) persons;

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;

H14000141513 3

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;

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;

H14000141513 3

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.

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)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code, and regulations as they now exist or as they may hereafter be amended.

H14000141513 3

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 adoption, change, amendment or repeal of the Bylaws of the Corporation;

C. Approve, disapprove or recommend the selection of a qualified audit firm and the annual operating and capital budget of the Corporation;

D. Approve or disapprove the transfer, sale, lease or disposition of any asset of the Corporation in excess of Two Hundred Thousand Dollars (\$200,000.00);

E. Approve or disapprove the conferring of any lien or security interest in assets of the Corporation in excess of One Million Dollars (\$1,000,000.00), whether same shall be in connection with either public or private financing, or otherwise;

F. Approve or disapprove all donations or charitable contributions to a single entity by the Corporation in excess of Twenty Thousand Dollars (\$20,000.00) per contribution or annual contribution exceeding Fifty Thousand Dollars (\$50,000.00) in the aggregate;

G. Approve, disapprove or recommend the adoption of the Corporation's mission and philosophy statement;

H14000141513 3

H. Approve or disapprove capital expenditures by the Corporation in excess of Two Hundred Thousand Dollars (\$200,000.00) per expenditure or Five Hundred Thousand Dollars (\$500,000.00) in the aggregate annually.

I. Approve, disapprove or remove any member of the Board of Directors or officer of the Corporation.

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 eleven (11), nor more than sixteen (16) 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. The Board of Directors will be comprised of the following:

A. Two (2) individuals who serve as members of the Board of Directors of the H. Lee Moffitt Cancer Center and Research Institute, Inc.;

B. One (1) individual who serves as a member of the Board of Directors of the H. Lee Moffitt Cancer Center and Research Institute Lifetime Cancer Screening Center, Inc.; and

H14000141513 3

C. One (1) individual who serves as a member of the Board of Directors of the H. Lee Moffitt Cancer Center and Research Institute Foundation, Inc.

Directors shall be appointed and removed in accordance with the procedures provided in the Bylaws.

2. Staggered Terms. 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 names and street addresses of the initial Directors are:

Robert A. Bryan, Ph.D.
Interim President
University of South Florida
4202 Fowler Avenue
Tampa, Florida 33620

J. Clint Brown, Esquire
Fowler, White, Gillen, Boggs,
Villareal, Banker, P.A.
501 E. Kennedy Blvd., Suite 1700
Tampa, Florida 33602

Theodore J. Couch
1717 East Fowler Avenue
Tampa, Florida 33612

H. Lee Moffitt, Esquire
4230 S. MacDill, Suite J
Tampa, Florida 33611

4. 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.

H14000141513 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 33612-9497

ARTICLE VIII
AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

The Bylaws of the Corporation may be adopted, altered, amended or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board, or by all directors signing a written statement manifesting their intention that the Bylaws 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, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the Bylaws, 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 Bylaws alteration shall be voted upon.

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

H14000141513 3

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 member 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 AND REGISTERED AGENT

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 and hereby designates said General Counsel as Registered Agent of the Corporation, to accept service of process within the State, to serve in such capacity until a successor is selected duly designated. The principal office of the Corporation shall be that of its incorporator unless otherwise charged 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

H14000141513 3

organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding sections 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.

IN WITNESS WHEREOF, the undersigned has subscribed his name under seal this 22 day of APRIL, 2014.

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

By: Robert Rothman
Robert Rothman
Chair

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared, Robert Rothman, to me known to be the person described in and who executed the Articles of Incorporation, and acknowledged before me that he executed the said Articles of Incorporation as a free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of APRIL, 2014.



L. David de la Parra
Notary Public, State of Florida
Print, type or stamp
name: _____
My Commission Expires: _____
Serial No., if any _____

H14000141513 3

**CERTIFICATE AS TO SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF H. LEE MOFFITT
CANCER CENTER AND RESEARCH INSTITUTE HOSPITAL, INC.**

WE HEREBY ACKNOWLEDGE as the duly elected and qualified President and Secretary-Treasurer of the H. Lee Moffitt Cancer Center and Research Institute Hospital, Inc. the following:


That these Second Amended and Restated Articles of Incorporation of H. Lee Moffitt Cancer Center and Research Institute Hospital, Inc. were approved by the Board of Directors of the Corporation at a duly called meeting on February 26, 2014, pursuant to Section, 617.1007, Florida Statutes; and

That these Second Amended and Restated Articles of Incorporation were approved by the H. Lee Moffitt Cancer Center and Research Institute, Inc., the sole member of the Corporation on February 11, 2014, pursuant to Section 617.1007, Florida Statutes; and

That the number of votes cast in all instances was sufficient for approval.

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

Date: 4/25/14

By: 
John A. Kolosky
President

Date: 5/3/14

By: 
H. Lee Moffitt
Secretary-Treasurer