

N94000001580

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

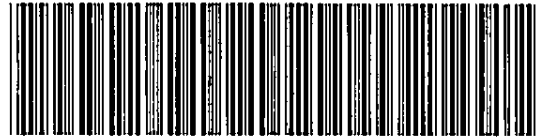
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800306767558

12/21/17--01014--009 **210.00

FILED
2017 DEC 21 AM 11:17
FBI - ALBANY

Amended / cc
Restarted / cus

DEC 22 2017

ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: H. LEE MOFFITT CANCER CENTER AND RESEARCH INSTITUTE
FOUNDATION, INC.

DOCUMENT NUMBER: N94000001580

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

HEATHER ROGERS

(Name of Contact Person)

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

(Firm/ Company)

12653 TELECOM DRIVE, MBC-OGC

(Address)

TEMPLE TERRACE, FL 33637

(City/ State and Zip Code)

HEATHER.ROGERS@MOFFITT.ORG

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

HEATHER ROGERS

(Name of Contact Person)

at 813 745-5207

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|---|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

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

That these Fifth Amended and Restated Articles of Incorporation of H. Lee Moffitt Cancer Center and Research Institute Foundation, Inc. were approved by the Board of Directors of the Corporation at a duly called meeting on October 27, 2017, pursuant to Section 617.1007, Florida Statutes; and

That these Fifth 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 October 27, 2017, pursuant to Section 617.1007, Florida Statutes; and

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

Dated this 27th day of October, 2017.

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

By: Matthew Kupec
Matthew Kupec
President

By: Joseph Caballero
Joseph Caballero
Secretary-Treasurer

FILED
2017 DEC 21 AM 11:17

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

FILED
2017 DEC 21 AM 11:17
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

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 Foundation, 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. Establish programs and develop resources to secure contributions, gifts, grants, devises, or bequests of real or personal property, tangible or intangible, from individuals, foundations, partnerships, associations, governmental bodies or public or private corporations, and to receive, hold, own, manage, purchase, mortgage, pledge and dispose of property, real or

personal, tangible or intangible, whether held in trust or otherwise, maintain, use and apply the whole or any part of the income therefrom and the principal thereof exclusively to or for the benefit of the H. Lee Moffitt Cancer Center and Research Institute, Inc., or to or for the benefit of any persons, organizations, facilities, properties or corporations whose activities are limited to charitable, scientific or educational purposes that are within the meaning of Section 501(c)(3) of the Code or activities described in Section 501(c)(2) of the Code and that are consistent with the purposes of the H. Lee Moffitt Cancer Center and Research Institute, Inc.,

2. Otherwise operate exclusively for charitable, scientific or educational 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 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

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:

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 ten (10) persons, but may be any number in excess thereof, not to exceed thirty-five (35) 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;

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;

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 of 1986, as amended, 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.

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 budgets 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 by the Corporation to a single entity 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 initiate the adoption of the Corporation's mission and philosophy statement;

H. Approve or disapprove capital expenditures by the Corporation in excess of One Million Dollars (\$1,000,000.00) per expenditure or One Million Dollars (\$1,000,000.00) in the aggregate annually; and

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 ten (10), nor more than thirty-five (35) 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 include 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 Hospital, Inc.; and

C. 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.

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

2. 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

3. 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 next 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.

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.

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 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 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 Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, 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 27th day of October, 2017.

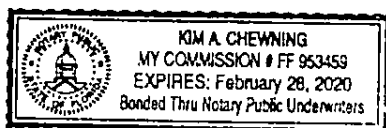
H. LEE MOFFITT CANCER CENTER
AND RESEARCH INSTITUTE, INC.

By: Timothy J. Adams
Timothy J. Adams
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, Timothy J. Adams, 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 27th day of October, 2017.



Kim A. Chewing
Notary Public, State of Florida
Print, type or stamp
name: KIM A. CHEWNING
My Commission Expires: _____
Serial No., if any: _____