# DQQQQ

OFFICE OF GENERAL COUNSEL

February 23, 1995

Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida

CPNCC, INC., a Florida Non-Profit Corporation RE:

Sentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of CPNCC, Inc., a Florida Non-Profit Corporation, along with a draft in the amount of \$122.50 to the Secretary of State to cover filing fees. Please process same and forward a certified copy in the self addressed stamped envelope provided as soon as possible.

Very truly yours,

JAL/bd

Enclosures

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SIDELED STATE DIVIDIES OF CORPORATIONS

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#### ARTICLES OF INCORPORATION

OF

CPNCC, INC.

The undersigned incorporators, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation.

#### ARTICLE I

#### NAME

The name of the corporation shall be CPNCC, Inc., which is hereinafter referred to as the "Corporation".

#### ARTICLE II

#### PURPOSES

- A. The objectives and purposes of the Corporation shall be:
- To raise funds for the support of a total care program for children afflicted with cancer and whose families are financially unable to meet the cost of such treatment.
- 2. To educate the public at large, including individuals, corporations and other groups of the medical, psychological and financial needs of children afflicted with cancer.
- 3. The Corporation shall have such other objectives and purposes permitted by law which may be incidental to, and in support of, the specific objectives and purposes set forth in this Article II.

Page One of Nine Pages

- 4. Notwithstanding any other provision of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- 5. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

#### ARTICLE III

#### LIMITATION OF POWERS

The Corporation is not organized for profit, and no part of the net earnings, if any, shall inure to the benefit of any individual person, firm or corporation not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. Internal Revenue Law.

#### ARTICLE IV

#### **QUALIFICATION OF MEMBERS**

The membership of this Corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided in the By-laws.

Page Two of Nine Pages

#### ARTICLE\_V

#### CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VI

#### CAPITAL STOCK

The Corporation shall have no capital stock.

#### ARTICLE VII

#### BOARD OF DIRECTORS

- A. <u>Management by Directors</u>. The property and affairs of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) members of the Corporation and not more than twenty (20) members, the exact number to be determined from time to time in accordance with the By-laws. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business. The By-laws shall provide for meetings of Directors, including an Annual Meeting.
- B. Original Board of Directors. The names and addresses of the first Board of Directors of the Corporation who shall hold office until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Marta Bermudo	2333 Brickell Avenue, #2112 Miami, FL 33133
Francisco Carreras	2655 LeJeune Road, PH-2 Coral Gables, FL 33134

Page Three of Nine Pages

Osvaldo Delgado

790 W. 49th Street Hialeah, FL 33012

Alipio Jesus Garcia

7200 N.W. 19th Street, Ste. 201 Miami, FL 33126

Jose M. Garcia

2720 Coral Way, 4th Floor Miami, FL 33145

Connie Flores

2111 S.W. 19th Street Miami, FL 33145

Jorge A. Lopez

2500 N.W. 79th Avenue Miami, FL 33122

Maria Antonia Sorondo

13301 S.W. 25th Street

Miami, FL 33175

Ed S. Torgas

2500 N.W. 79th Avenue Miami, FL 33122

- C. <u>Election of the Board of Directors</u>. Except for the first Board of Directors, the Board of Directors of the Corporation shall be selected by the incumbent Board of Directors at the annual meeting of the Board of Directors of the Corporation.
- D. <u>Duration of Office</u>. Members elected to the Board of Directors shall hold office until the next succeeding Annual Meeting of the Board of Directors, and thereafter until qualified successors are duly elected and have taken office.
- E. <u>Vacancies</u>. If a Director shall for any reason cease to be a Director, the Board of Directors at a special meeting called for such purpose may elect a successor to fill the vacancy for the balance of the unexpired term.

#### ARTICLE VIII

#### **OFFICERS**

- A. Officers Provided For. The Corporation shall have a President, one or more Vice-Presidents, a Secretary, a Treasurer and other officers as the Board of Directors may, from time to time, elect.
- B. Election and Appointment of Officers. The officers of the Corporation, in accordance with any applicable provisions of the By-laws, shall be elected by the Board of Directors for terms of one (1) year and until qualified successors are duly elected and have taken office. The By-laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

#### ARTICLE IX

#### BY-LAWS

The Board of Directors shall adopt By-laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed only by the Board of Directors.

#### ARTICLE X

#### **AMENDMENTS**

A. These Articles of Incorporation may be amended only by the Board of Directors pursuant to a notice of a meeting called for such purpose whether annual or special.

Page Five of Nine Pages

B. Amendments shall be approved by not less than two-thirds (2/3) of those voting at a meeting at which a quorum is present.

#### ARTICLE XI

#### **INCORPORATORS**

The names and addresses of the Incorporators of these Articles of Incorporation are:

<u>Name</u>	Address
Francisco Carreras	2655 LeJeune Road, PH-2 Coral Gables, FL 33134
Alipio Jesus Garcia	7200 N.W. 19th Street, Ste. 201 Miami, FL 33126
Jorge A. Lopez	2500 N.W. 79th Avenue Miami, FL 33122
Ed S. Torgas	2500 N.W. 79th Avenue Miami, FL 33122

#### ARTICLE XII

#### LOCATION

The principal office of this corporation shall be at:

5757 S.W. 8 Street, Suite 201, in the City of Miami, County of Dade, State of Florida; or, such other location as shall be determined by the Board of Directors from time to time.

#### ARTICLE XIII

#### DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of the Corporation all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization or

organizations which are qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and which are engaged in activities similar to the activities of this Corporation; or to the Federal Government, or to a state or local government, for a public purpose; and, none of the assets will be distributed to any member, officer or trustee of this Corporation.

EDANCICCO CAPPEDAS

ALIPIO JESUS GARCIA

ED C TODOMO

JORGE A LOPEZ

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, FRANCISCO CARRERAS, ALIPIO JESUS GARCIA and ED S. TORGAS,

personally known to me, and they acknowledged before me that they executed the foregoing Articles of Incorporation freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Miami, said County and State, this 23rd day of 2000, 1995.

Print Name: ORGE A. LOPEZ NOTARY PUBLIC AT LARGE State of Florida

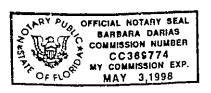
My Commission Exp.	ires.	00000 02
my Commission Day	Oc. V.	J. Al.
	NOTE:	
STATE OF FLORIDA	}	
COUNTY OF DADE	}	

I HEREBY CERTIFY that on this day personally appeared before me, JORGE A. LOPEZ, personally known to me, and he acknowledged before me that he executed the foregoing Articles of Incorporation freely and voluntarily for the purpose therein expressed.

> Print Name: BARBARA DARIAS NOTARY PUBLIC AT LARGE

State of Florida

My Commission Expires:



Page Eight of Nine Pages

#### CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

IN COMPLIANCE with Section 617.0501, Florida Statutes, the following is submitted:

That CPNCC, Inc., desiring to organize or qualify under FIRST: the laws of the State of Florida, with its principal place of business at 5757 S.W. 8 Street, Suite 201, City of Miami, State of Florida, has named Jorge A. Lopez, Esquire, located at 2500 N.W. 79 Avenue, City of Miami, State of Florida, as its Agent to accept service of process with the State of Florida.

Dated: 2/23/95

HAVING BEEN named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I HEREBY AGREE to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501 of the Florida Statutes.

Dated: 2/23/95

cpncc.art

Page Nine of Nine Pages



# V950000009987 CLINICA PARA NIÑOS CON CANCER

Latin Division of The Children's Cancer Caring Center, Inc.
AT THE UNIVERSITY OF MIAMI & JACKSON MEMORIAL MEDICAL CENTER
"No existe nada más importante que un niño ..."

February 23, 1996

Secretary of State Division of Corporation P.O. Box 6327 Tallahassee, FI 32314

Re: CPNCC, Inc.

Greetings:

Enclosed please find the Articles of Amendment to Articles of Incorporation of CPNCC, Inc. A check in the amount of \$87.50; \$35.00 for filing fee and \$52.50 for a certified copy, is enclosed for same. Also enclosed is a self addressed stamped envelope for your convenience.

Thank you for your cooperation regarding this matter.

Very truly yours,

Jorge A. Lopez

General Counsel

400001724544 -02/27/96--01004--020

\*\*\*\*\*87.50 \*\*\*\*\*87.50

JAL/dlm Enclosure

> AnenD CRO 2/28

#### ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF CPNCC, INC.

#### AMENDMENT

### ARTICLE II PURPOSES

- A. The objectives and purposes of the Corporation shall be:
- 1. To raise funds for the support of Children's Cancer Caring Center, Inc., a total care program for children afflicted with cancer.

### ARTICLE XIII DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of the corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Children's Cancer Caring Center, Inc. an organization which is qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1986, or if Children's Cancer Caring Center, Inc. is not in existence at such time of dissolution, to an organization or organizations which are qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and which are engaged in activities similar to the activities of this Corporation; or to the Federal Government, or to a state or local government, for a public purpose; and, none of the assets will be distributed to any member, officer or trustee of the Corporation.

In all other respects, the Articles of Incorporation shall remain as they were prior to thi; Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 22 day of

FEBRUARY

y: \_\_\_\_\_\_

Presider

Attest:

Socreta

(Corporate Seal)

BEFORE ME personally appeared <u>FRANCISCO</u> CARERAS and <u>Joace Loper</u>, who produced a Florida driver's license as identification and who executed the foregoing ARTICLES OF AMENDMENT as President and Secretary of CPNCC, Inc., and severally acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this <u>22</u> day of <u>France</u>, 19 96 in the aforesaid County and State.

WITNESS my hand and official seal this <u>22</u> day of <u>France</u>, 19 96 in the aforesaid County and State.

MOTARY PUBLIC
State of Florida at Large My Commission Expires:

OFFICIAL NOTARY SEAL LORRAINE HERNANDEZ NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC514844 MY COMMISSION EXP. DEC. 3,1999

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CPNCC, Inc.					. <i>o</i>	
Principal Place of Business	Pencipal Place of Business Mailing Address				SCO.	
5757 S.W. 8th Street					巴 2	
Suite 201 Miami, Florida			<u> </u>	SSEE P		
If above addresses are incorrect in any way, line the				A Dais lagar	PO HOT WHY IN THIS SPACE	
2 New Process Office Address If Applicable 661 W. Flagler Street Suite April etc.	Post Of	n Address II Applic ffice Box 0	1=3939		oralis of Qualified ness in Blankii uar <u>P</u> 27, <b>09</b> 95	
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Zip 33141 Country	<sup>Zip</sup> 33101	Countr	у	6 CERTIFICATI	E OF STATUS DESIRED 58.75 Additional Fee requirements of State	ulted
7 Names and Street Addresses of Each Officer and/	or Director (Flori					
Title(3) Name of Officers and/or Directors		Ott	eet Address of Each heer and/or Director se Post Office Box I		City / State / Zip	
P/D Marta Bermudo	661 W. Flagler S		agler Stre	et	Miami, Florida 33141	
V/D Rolando Barral		661 W. Flagler Stre		et	Miami, Florida 33141	
T/D Connie Flores		661 W. Flagler		et	Miami, Florida 33141	
S/D Reinaldo Gomez	661 W. Flagler S		agler Stree	et	Miami, Florida 33141	
D Jorge A. Lopez		661 W. Flagler Stre		et	Miami, Florida 33141	
<i>;</i> .				-		
8. Name and Address of Current F	legistered Agen	nt	Name	9. Namp⊑apör	(で) (15 円 15 円 17 円 17 円 17 円 17 円 17 円 17 円	
Jorge A. Lopez, Esq. 2500 N.W. 79th Avenue			Name			
Miami, Florida 33122			Suite. Apt #. Etc			CRZE
			City		State Zip Code	$\dashv$
10 in being appointed the registered agent of the above	recamen compon	ation, am familiar wi	th and accept the ob	ligations of Section		
Signature of Registered Agent Date December 20, 1996  REGISTE ED AGENT MUST SIGN						
11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No X (See other side for information on intangible tax.)						
12 I do hereby certify that the information supplied with this liling is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k). Florida Statutes, I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I certify that 1 at a an officer or director or the receiver or trusting empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filling this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607,0401 or 617,0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.						
SIGNATURE: JUNE SIGNATURE OF SIGNING OFFICER OR DIRECTOR 12/20/95 (305) 715-0000x3378						

### N950000098

JORGE A. LOPEZ ATTORNEY AT LAW 2500 N.W. 79TH AVENUE MIAMI, FLORIDA 33122

(305) 715-0000 Ext. 3378 FACSIMILE: (305) 715-0053

November 19, 1996

Department of State **Division of Corporations** P.O. Box 6327 Tallahassee, Florida 32314

700002012697-/22/96--01082--017 k\*\*\*\*35.00

RE: Filing of Articles of Amendment CPNCC, Inc. Charter #N95000000987

Dear Sir/Madam:

Enclosed please find an original and one photocopy of Articles of Amendment to the Articles of Incorporation of CPNCC, Inc. Enclosed is our draft in the sum of \$35.00. representing the required filing fee. Upon receipt please file and provide us with the stamped photocopy verifying the filing of same.

Thank you for your attention to this matter.

1/9/97 Blank	1991 AR
mail	red
	Linda

JAL/bd

Enclosures

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Very truly yours,



### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 6, 1996

JORGE A. LOPEZ 2500 N.W. 79TH AVE. MIAMI, FL 33122

SUBJECT: CPNCC, INC. Ref. Number: N95000000987

We have received your document for CPNCC, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1996 corporate annual report form in a timely manner. To reinstate the corporation you must submit the attached reinstatement application or annual report form and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee for the current year, and \$138.75 corporate supplemental fee for the current year.

Therefore, the total amount due to reinstate the corporation is \$236.25. Add an additional \$8.75 for each certificate of status requested.

If there are <u>MEMBERS ENTITLED TO VOTE</u> on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are <u>NO MEMBERS OR MEMBERS ENTITLED TO VOTE</u> on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt Corporate Specialist

Letter Number 996A00054854

JORGE A. LOPEZ ATTORNEY AT LAW 2500 N.W. 79TH AVENUE MIAMI, FLORIDA 33122

(305) 715-0000 Ext. 3378 FACSIMILE: (305) 715-0053

December 20, 1996

Department of State **Division of Corporations** P.O. Box 6327 Tallahassee, Florida 32314

Re:

Filing of Articles of Amendment for CPNCC, Inc.

Charter #N95000000987

Dear Sir/Madam:

Enclosed please find an original and one photocopy of Articles of amendment to the Articles of Incorporation of CPNCC, Inc., along with an Application for Reinstatement. Also enclosed is a check in the amount of \$236.25 representing the filing fee. Upon your receipt please file and provide us with the stamped photocopy verifying the filing of same.

The Articles of Amendment were previously sent to you under separate cover along with a check in the amount of \$35.00 to file same. When they were sent back to us wither further instructions, the original \$35.00 check was not sent back. Therefore filing fee for the Articles of Amendment have been previously paid.

If you have any questions, please call me at (305) 715-0000 ext. 3388. Thank you for your attention to this matter. DIVISION OF CORPORATIONS

Very truly yours,

JAL/dlm Enclosure H:\WPDOCSUAL\CORPS\AIBINVES\SECSTAT.LTR

## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF CPNCC, INC.



There are no members.

The undersigned, constituting the entire Board of Directors of CPNCC, Inc., a Florida corporation, do certify that, pursuant to a special meeting held on October 10, 1996, called for the purpose of amending the corporation's Articles of Incorporation, the following resolutions were unanimously adopted by the Board of Directors of the Corporation and said resolutions have been entered upon the regular minute book of the Corporation, are in accordance with the Corporation's By-laws and are now in full force and effect, to wit:

WHEREAS, on February 26, 1996, Articles of Amendment to the Articles of Incorporation of CPNCC, Inc. were filed with the Florida Secretary of State; and

WHEREAS, the Board of Directors has voted to amend the Articles of Incorporation to include provisions that shall supersede the Articles of Amendment filed on February 26, 1996;

NOW THEREFORE, be it Resolved that the Board of Directors duly adopts the following amendments to the Articles of Incorporation, hereby superseding any prior Articles of Amendment:

1. Article II shall now read in its entirety as follows:

ARTICLE II

#### **PURPOSES**

CPNCC, Inc. is organized exclusively for charitable, religious.

Page 1 of 3 Pages

educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. Article III shall now read in its entirety as follows:

#### **ARTICLE III**

#### **LIMITATION OF POWERS**

No part of the net earnings of the organization shall inure to the benefit of any individual person, firm or corporation not exempt under Section 501(c)(3) of the Internal Revenue Code, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or carresponding section of any future federal tax code.

Article XIII shall now read in its entirety as follows:

#### ARTICLE XIII

#### DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or

local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In all other respects the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

The foregoing is acknowledged by all of the Directors of the Corporation and, In Witness Whereof, we hereby set our hands and seal this 10th day of October, 1996.

MARTA BERMIJOO

FRANCISCO CARRERAS

REINALDO GOMEZ

ROLANDO BARRAL

1/1/2011

JORGE A. LOPEZ

ALIPIO JESUS GARCIA

POSE M. GARCIA

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