

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0393 FAX

800-342-8086



N9500001458

ACCOUNT NO. : 072100000032

REFERENCE : 566287 10815A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : March 27, 1995

ORDER TIME : 9:10 AM

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ORDER NO. : 566287

CUSTOMER NO: 10815A

CUSTOMER: Jeffrey Fink, Esq
JEFFREY FINK, ESQ

66 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: THE NATIONAL RETINOBLASTOMA
RESEARCH AND SUPPORT
FOUNDATION, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN MAR 28 1995

FILED
95 MAR 27 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~WFS-10080~~

~~112~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE NATIONAL RETINOBLASTOMA RESEARCH AND SUPPORT
FOUNDATION, INC.
Ref. Number: W95000006680

We have received your document for THE NATIONAL RETINOBLASTOMA RESEARCH AND SUPPORT FOUNDATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 395A00013689

ARTICLES OF INCORPORATION
OF
THE NATIONAL RETINOBLASTOMA RESEARCH
AND SUPPORT FOUNDATION, INC.
A Florida Not For Profit Corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of this corporation shall be THE NATIONAL RETINOBLASTOMA RESEARCH AND SUPPORT FOUNDATION, INC.

ARTICLE II

Principal Place of Business and Mailing Address

The address of the principal office of this corporation and the mailing address of the corporation shall be 900 NORTHWEST 17TH STREET, MIAMI, FLORIDA 33136.

ARTICLE III

Purposes

This corporation is a not for profit corporation. The specific purposes for which this corporation is organized are: (i) to provide a centralized support, education, and information system for families whose lives have been affected by retinoblastoma; (ii) to promote public awareness of the disease of retinoblastoma; (iii) to support on-going retinoblastoma research efforts by, inter alia, raising and distributing funds to promote the advancement of successful techniques of medical treatment of retinoblastoma; and (iv) to raise and distribute funds for charitable contributions for the treatment of persons who suffer from retinoblastoma. This

corporation is organized exclusively for charitable, 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 of 1986 (or the corresponding provision of any prior or future United States Internal Revenue law).

ARTICLE IV

Board of Directors

The powers of this corporation shall be exercised, its property controlled, and affairs conducted by a board of directors. The number of directors of the corporation shall be nine (9); provided, however, that such number may be changed by a bylaw adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on April 5, 1995, at 10:00 o'clock a.m., or as soon thereafter as possible, at 900 N. W. 17th Street, Miami, Florida 33136, at which time an election of directors will be held. The method of election shall be as stated in the bylaws.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the following annual meeting of members following election of directors and until the qualification of the successors in office. Meetings shall be held at ten o'clock a.m. on the first Wednesday in February of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under the provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of these articles or the bylaws that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without meeting and that the

articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the initial members of the corporation and the persons who are to serve as the first board of directors are:

Directors:	Address:
Patsy Carnahan	9521 Palmetto Club Lane East, Miami, FL 33157
Maria Guanci	2780 N.E. 183 St., #1514, North Miami Beach, FL 33160
Kim L. Miller	341 S.E. 3rd Street, Pompano Beach, FL 33060
Timothy Murray	3570 W. Fairview St., Unit A6, Miami, FL 33133
Julie Richman Schechter	6261 N.W. 58 Way, Parkland, FL 33067
Judy Tashjian	5950 S.W. 9 St., Plantation, FL 33317
Nicole Valor	21 Madeira Avenue, #20, Coral Gables, FL 33134
Gary Winston	8576 S.W. 121 St., Miami, FL 33156
Denise Winston	8576 S.W. 121 St., Miami, FL 33156

ARTICLE V

Limitation of Corporate Powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, except to the extent of the limitations in Article III, elsewhere in these Articles, in the bylaws, and as follows: This corporation shall not, as a substantial part of its activities, attempt to influence legislation or participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE VI

Initial registered agent and street address

The street address of the initial registered office of the corporation is 900 NORTHWEST 17TH STREET, MIAMI, FLORIDA 33136. The named initial registered agent at such address is Patsy Carnahan.

ARTICLE X

Bylaws

Subject to the limitations set forth in these articles, the bylaws and the Not For Profit Corporation Act of Florida specified above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, or added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE XI

Property of the Corporation

The property of this corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of this corporation shall ever inure to the benefit any director, officer, or member of this corporation, or to the benefit of any private individual, except as otherwise stated in Article III.

ARTICLE XII

Dissolution and Winding Up

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. Such fund, foundation, or corporation shall be chosen by a majority vote of the board of directors at the time of dissolution or winding up in accordance with Article III.

ARTICLE XIII

Amendments

Amendments to these articles of incorporation may be proposed by a resolution adopted by

the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a least two-thirds of a quorum of members of the corporation.

ARTICLE XIV

Duration

The period of duration of this corporation is perpetual, unless dissolved according to law.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, has executed these articles of incorporation on the 23 day of March, 1995.

Julie Richman Schechter
Julie Richman Schechter, Incorporator

STATE OF FLORIDA)
 BROWARD)
COUNTY OF ~~DADE~~)

BEFORE ME personally appeared Julie Richman Schechter, who is personally known to or who has produced FLDL#R255-421-59-758-0 as identification, and who executed the foregoing instrument, and acknowledged to and before me that she executed this instrument for the purposes therein expressed.

WITNESS my hand and official seal this 23 day of MARCH, 1995.

R.C. LeManna
NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:



(Printed Seal)
R.C. LEMANNA
Notary Public, State of Florida
My Commission Expires October 2, 1995
Notary # 12343
Bonded Through Banking of FL

N95000001458

JEFFREY H. FINK
ATTORNEY AT LAW
FIFTH FLOOR CONCORD BUILDING
86 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-1866

TELEPHONE
(305) 374 0800

August 18, 1995

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

The National Retinoblastoma Research and
Support Foundation
Corporation Document Number: N95000001458

To Whom It May Concern:

Enclosed please find an original Amendment and one copy to file for the above corporation.
Also enclosed is a check for your fee of \$35.00. Please send me a (non-certified) file stamped
copy in the supplied envelope. Thank you.

Sincerely,

JHF/mb
enclosures

95 AUG 24 PM 1:45
1995

000001569210
-08/25/95--01011--014
*****35.00 *****35.00

Amend

4 / 1 VS AUG 25 1995
7B

FIRST AMENDMENT TO ARTICLES OF INCORPORATION
OF
THE NATIONAL RETINOBLASTOMA RESEARCH AND SUPPORT FOUNDATION, INC.

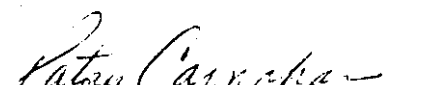
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95 AUG 24 PM 1:46
TALLAHASSEE FLORIDA

ARTICLE IV of the Articles of Incorporation, entitled "Board of Directors" is amended such that the first sentence of the third paragraph of ARTICLE IV shall be deleted and the following shall be inserted in its place: "Directors elected at the first annual meeting shall serve for terms of three (3) years. The Directors shall be divided into three classes with the number of Directors in each class being as nearly equal as possible. The term of office of the Directors of the first class elected at the first annual meeting shall expire at the annual meeting in 1996; the term of office of the Directors of the second class elected at the first annual meeting shall expire at the annual meeting in 1997; and the term of office of the Directors of the third class elected at the first annual meeting shall expire at the annual meeting in 1998. The term of office of the Directors elected for the first class in 1996, for the second class in 1997, for the third class in 1998, and for all Directors thereafter shall be for the full term of three years. Any increase or decrease in the number of Directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible."

Any and all other provisions of the Articles of Incorporation shall be interpreted to be consistent with and in conformity with this amendment.

This Amendment was unanimously approved and adopted by all members (a number sufficient for approval) of THE NATIONAL RETINOBLASTOMA RESEARCH AND SUPPORT FOUNDATION, INC. as of May 3, 1995.

Respectfully submitted,



Patsy Carnahan, Secretary

Dated: 11/4/95

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **N55000001458**

FILED

96 OCT -2 PH 5: 58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Corporation Name
THE NATIONAL RETINOBLASTOMA RESEARCH AND SUPPORT FOUNDATION, INC.

Principal Place of Business
**900 NORTHWEST 17TH STREET
MIAMI FL 33136**

Mailing Address
**900 NORTHWEST 17TH STREET
MIAMI FL 33136**



REINSTATEMENT *96*

If above addresses are incorrect in any way line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable

3. New Mailing Office Address, if Applicable

4. Date Incorporated or Qualified To Do Business in Florida

03/27/1995

Suite, Apt. #, etc.

Suite, Apt. #, etc.

5. FEI Number

65-0569861

Applied For

Not Applicable

City & State

City & State

Zip

Country

Zip

Country

CERTIFICATE OF STATUS DESIRED

\$8.75 Additional Fee required for a Certificate of Status

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
SD	CARNAHAN, PATSY	6521 PALMETTO CLUB LANE EAST	MIAMI FL 33157
D	GUANCI, MARIA	2780 N.E. 183 STREET, #1514	NORTH MIAMI BEACH FL 33160
VD	MILLER, KIM L	341 S.E. 3RD STREET	POMPANO BEACH FL 33060
D	MURRAY, TIMOTHY	3570 W. FAIRVIEW STREET, UNIT A6	MIAMI FL 33133
PD	SCHECHESTER, JULIE R	6261 N.W. 58 WAY	PARKLAND FL 33067
D	TASHJIAN, JUDY	5950 S.W. 9 STREET	PLANTATION FL 33317

8. Name and Address of Current Registered Agent

**CARNAHAN, PATSY
900 NORTHWEST 17TH STREET
MIAMI FL 33136**

9. Name and Address of New Registered Agent

Name
Gary Winston
Street Address (P.O. Box Number is Not Acceptable)
8576 S.W. 121 Street
Suite, Apt. #, Etc
City
Miami

9/15/96

10. I am being appointed the registered agent of the above named corporation. I am familiar with and accept the obligations of Section 607.06, Florida Statutes, which require a fee of \$45.00 per year. I have paid the fee of \$45.00. **1-8888-1976951-0**
-10/16/96 **FD105915012**
***245.00

Signature of Registered Agent

[Signature]

REGISTERED AGENT MUST SIGN

Date **9/27/96**

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

(See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing 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., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. 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:

[Signature]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Timothy Murray

9/25/96 (805) 326-0106
Date Daytime Phone #