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TAMPA, FLORIDA
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LANSING, MICHIGAN

FILED
MARCH 15 AM 9:04
TALLAHASSEE, FLORIDA

March 13, 1996

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

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-03/15/96--01106--002
****122.50 ****122.50

Re: Richard David Kann Melanoma Task Force, Inc.

Gentlemen:

Enclosed herewith are an executed original and one photocopy of the Articles of Incorporation for the above-referenced corporation together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
TOTAL	<u>\$122.50</u>

FILED
MARCH 15 AM 8:04
TALLAHASSEE, FLORIDA

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

Cathy M. Scott
Legal Assistant to
Steven L. Schwarzberg

CMS/md
ENCLOSURES

cc: Steven L. Schwarzberg, Esq.

WPB/80177.1

F. CHESLER MAR 20 1996

**ARTICLES OF INCORPORATION
OF
RICHARD DAVID KANN MELANOMA TASK FORCE, INC.
(a Florida Not for Profit Corporation)**

ARTICLE I - NAME

The name of this corporation shall be Richard David Kann Melanoma Task Force, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at the following address:

222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401.

The mailing address of the Corporation is as follows:

c/o Steven L. Schwarzberg, Esq.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401.

FILED
CORPORATE RECORDS
STATE OF FLORIDA
WEST PALM BEACH

ARTICLE III - PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent legislations (the "Code"). In furtherance of the foregoing, but not by way of limitation, it shall be the purpose of the Corporation to provide education about healthcare issues toward the aim of improving prevention, early detection, and cure of melanoma and related diseases.

Notwithstanding any other provision of these Articles, the Corporation will not carry on any activities not permitted to be conducted or carried on by an organization exempt

from Federal Income tax under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not-for-profit corporation described in Section 501(c)(3) and Section 170(c)(2) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the resolution of a majority of the Board of Directors; provided, however, that the Board of Directors consists of not fewer than three (3) directors and no decrease in the number of directors shall have the effect of

shortening the terms of an incumbent director. The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Deborah Schwarzberg	2909 Embassy Drive West Palm Beach, FL 33401
Steven P. Rosenberg, M.D.	470 Columbla Drive West Palm Beach, FL 33409
Steven L. Schwarzberg	2909 Embassy Drive West Palm Beach, FL 33401

The first initial director listed above shall be designated to serve a three year term, the second initial director listed above shall be designated to serve a two year term and the third initial director listed above shall be designated to serve a one year term. The directors elected to succeed the initial directors shall serve three year terms.

The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation.

ARTICLE VI - MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the Bylaws of the Corporation.

ARTICLE VII - DISSOLUTION

Upon the dissolution of the Corporation, all of its 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 so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation 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.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

HOMISCO Incorporation, Inc.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
HOMISCO Incorporation, Inc.	222 Lakeview Avenue, Suite 800 West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of March, 1996.

HOMISCO INCORPORATION, INC.

By: Steven L. Schwarzberg
Steven L. Schwarzberg, Secretary

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 13th day of March, 1996.

HOMISCO INCORPORATION, INC.

By: Steven Schwarzberg
Steven L. Schwarzberg, Secretary

WPIA/R0174.1

FILED
06 MAR 15 PM 8:06
TALLAHASSEE, FLORIDA