

N96000001627

IMMIGRATION & CUSTOMS ATTORNEYS

FRANK W. RICCI\*

\*MEMBER INDIANA BAR ONLY  
PRACTICE LIMITED EXCLUSIVELY  
TO IMMIGRATION & CUSTOMS LAW  
ALSO ADMITTED:  
UNITED STATES SUPREME COURT

U.S. TAX COURT

U.S. COURT OF INTERNATIONAL TRADE

U.S. COURT OF APPEALS  
FOR THE FEDERAL CIRCUIT

BETTINA DIETCH  
OFFICE ADMINISTRATOR

SENIOR PARALEGAL  
BELLE ADLERING

PARALEGAL STAFF  
SUSAN E. CAIRL  
REBECCA CRUZ  
LISA MILAM

OF COUNSEL  
DOMINICK D. FARACI

March 19, 1996

Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

800001750968  
-03/20/96--01065--004  
\*\*\*\*122.50 \*\*\*\*122.50

Attn: Division of Corporations

RE: The National Prostate Research Foundation, Inc. (non-profit)

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation together with a check in the amount of \$122.50 for the above-referenced Corporation to be filed with your office.

I am also enclosing an extra copy of the Articles for you to stamp it "filed" and return to me in the enclosed self-addressed stamped envelope.

If you have any questions, please feel free to contact me.

Sincerely,



Bettina Dietch  
Office Administrator

/bd  
enc.

FILED  
96 MAR 20 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SAB  
3/26/96

FLORIDA DEPARTMENT OF STATE  
ARTICLES OF INCORPORATION  
FOR FLORIDA NONPROFIT CORPORATION

FILED

96 MAR 20 AM 11:42

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 617.04 ADMINISTATE  
The National Prostate Research Foundation, Inc. TALLAHASSEE, FLORIDA

SECOND: THE PURPOSE(S) FOR WHICH THE CORPORATION IS ORGANIZED IS:  
Non-profit Medical Research

THIRD: THE ADDRESS OF THE PRINCIPAL OFFICE, IF KNOWN, AND THE MAILING ADDRESS OF THE CORPORATION IS:

4360 Northlake Blvd. Suite 209  
Palm Beach Gardens, FL 33410

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS

~~4360 Northlake Blvd., Suite 209, Palm Beach Gardens, FL 33410~~

~~AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS~~

~~Martin E. Washofsky~~

FIFTH: THIS CORPORATION IS ORGANIZED UNDER A NON-STOCK BASIS.

SIXTH: THE MANNER IN WHICH THE DIRECTORS ARE TO BE ELECTED \*\*[or APPOINTED] IS AS  
FOLLOWS: Initial directors are the founders. Subsequent directors  
are to be appointed and approved by membership.

SIXTH: THE METHOD OF ELECTION OF DIRECTORS IS STATED IN THE BYLAWS.

SEVENTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF  
THE CORPORATION IS (3) Three (Not less than 3), AND THE NAMES AND ADDRESSES  
OF THE PERSONS WHO ARE TO SERVE INITIALLY ARE: Joseph E. Oesterling, M.D., President,  
Martin E. Washofsky, Frank W. Ricci, 4360 Northlake Blvd., #209, PBG, FL 33410

EIGHTH: THE NAMES OF THE PERSONS \*\*[OR THE DESIGNATIONS OF ANY GROUPS OF PERSONS]  
WHO ARE TO BE THE INITIAL MEMBERS OF THE CORPORATION ARE AS FOLLOWS: Joseph E. Oesterling,  
Martin E. Washofsky, Frank W. Ricci

NINTH: (a) THE CLASS(ES) OF MEMBERS IN THE CORPORATION IS DESIGNATED AS FOLLOWS:

One Class of Membership

(b) THE QUALIFICATION AND RIGHTS OF THE MEMBERS OF EACH CLASS ARE AS  
FOLLOWS:

Ability to help the medical research.

Vote on directors

TENTH: MEMBERSHIP IN THE CORPORATION IS TRANSFERABLE AS FOLLOWS\*\* [OR IS NOT  
TRANSFERABLE.]: Not transferrable

ELEVENTH: THE MANNER OF TERMINATION OF MEMBERSHIP IN THE CORPORATION IS AS FOL-  
LOWS: Volunteer resignation or termination approved by the Board by actions  
not becoming a member.

TWELFTH: UPON TERMINATION OF MEMBERSHIP, THE RIGHTS OF THE CORPORATION, THE TER-  
MINATED MEMBERS, AND THE REMAINING MEMBERS, ARE AS FOLLOWS: Right to replace new  
members.

\*(Alternate provisions from which to choose from)

\*\*(Choose as applicable)

\*\*\* (Optional provision)

**THIRTEENTH:** IN THE EVENT OF DISSOLUTION, THE RESIDUAL ASSETS OF THE ORGANIZATION WILL BE TURNED OVER 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 1954 OR CORRESPONDING SECTIONS OF ANY PRIOR OR FUTURE LAW, OR THE FEDERAL, STATE OR LOCAL GOVERNMENT FOR EXCLUSIVE PUBLIC PURPOSE.

**FOURTEENTH:** THE CORPORATION WILL BE SUBORDINATE TO AND SUBJECT TO THE AUTHORITY OF THE FOLLOWING: Department Florida State accreditation for Medical

**[ANY HEAD OR NATIONAL ASSOCIATION, LODGE, ORDER, BENEFICIAL ASSOCIATION FRATERNAL OR BENEFICIAL SOCIETY, FOUNDATION, FEDERATION, OR OTHER CORPORATION, SOCIETY, ORGANIZATION, OR ASSOCIATION NOT FOR PROFIT]:**

**FIFTEENTH:** PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE: Code of ethics.

**SIXTEENTH:** THE CORPORATE POWERS AUTHORIZED UNDER THE FLORIDA NONPROFIT CORPORATION ACT SHALL BE LIMITED AS FOLLOWS: Promote/provide for medical research

**SEVENTEENTH:** THE NAME AND ADDRESS OF EACH INCORPORATOR IS: Martin E. Washofsky, 4360 Northlake Blvd., Suite 209, Palm Beach Gardens, FL 33410

**EIGHTEENTH:** ATTACHED IS A CERTIFIED COPY OF THE CHARTER OF THE CORPORATION WHICH HAS BEEN REINCORPORATED UNDER SECTION 617.0901.

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION

THIS 19th DAY OF March, 19 96.

By: Martin E. Washofsky  
(Signature of an Incorporator)

Martin E. Washofsky  
(Type Name)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED 3/19, 19 96.

By: Martin E. Washofsky  
(Officer of Corporation)

Martin E. Washofsky, Director  
Name

\*\*(Choose as applicable)

\*\*\*[Optional provision]

\*\*\*\*[If the circumstances do not apply, then type "Not Applicable" or "N/A".]

FILED  
96 MAR 20 11:42  
TALLAHASSEE  
FLORIDA

N960000001627

LAW OFFICE OF

Frank W. Ricci, P.A.

FRANK W. RICCI\*

\*MEMBER INDIANA BAR ONLY  
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IMMIGRATION & CUSTOMS ATTORNEYS

BETTINA DIETCH  
OFFICE ADMINISTRATOR

SENIOR PARALEGAL  
BILLY AULINGER

PARALEGAL STAFF:  
SUSAN E. CAIRL  
MARTINA FLORES  
LISA MILAM  
KRISTIN PEREZ  
ESTI VOLLINGER

OF COUNSEL:  
DOMINICK D. PARACI

December 16, 1996

**FEDERAL EXPRESS**

Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

200002031282--1

12/17/96--01126--011

\*\*\*\*\*70.00 \*\*\*\*\*35.00

Attn: Amendment Section

Dear Sir/Madam:

Enclosed please find two (2) amendment to the articles of  
Incorporation together with a check in the amount of \$70.00 to be  
filed with your office.

If you have any questions, please feel free to contact our office.

Sincerely,

*B. Dietch*  
Bettina Dietch  
Office Administrator

/bd  
encl.

*Amend*

FILED  
96 DEC 17 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

VS DEC 30 1996

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

The National Prostate Research Foundation, Inc.  
a Florida Nonprofit corporation

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article Seven: Names and addresses of the Directors

The following director is hereby deleted from this corporation:  
Joseph E. Oesterling, M.D., President  
4360 Northlake Blvd., Suite 209  
Palm Beach Gardens, FL 33410

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**FILED**  
96 DEC 17 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THIRD: The date of each amendment's adoption: 12/16/96.

FOURTH: Adoption of Amendment(s) (check one)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16th day of December, 19 96.

Signature \_\_\_\_\_

(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
FRANK W. RICCI

Typed or printed name

\_\_\_\_\_  
Director

Title