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FLORIDA DIVISION OF CORPORATIONS

10:11 AM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
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FROM: HELLER & BARNETT CORPORATE

DEPARTMENT OF STATE

1214 N UNIVERSITY DR

STATE OF FLORIDA

409 EAST GAINES STREET

PLANTATION FL 33322-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA NON-PROFIT

CORPORATION

NAME: THE CANCER GROUP FOUNDATION

FAX AUDIT NUMBER: H96000007217

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/22/1996

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1996

HELLER & BARNETT CORPORATE

PLANTATION, FL

SUBJECT: THE CANCER GROUP FOUNDATION
REF: W96000010906

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000007217
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
The Cancer Group Foundation, Inc
(a Florida corporation not for profit)

The undersigned, acting as incorporator of The Cancer Group Foundation, Inc, under the Florida Not For Profit Corporation Act, adopts the following articles of incorporation:

ARTICLE I. NAME AND ADDRESS.

The name of the corporation is The Cancer Group Foundation, Inc., a Florida corporation not for profit. The address of the incorporation is 1814 NE Miami Gardens Drive Suite 307 North Miami Beach, Florida 33179.

ARTICLE II. TERM.

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE.

This corporation is formed for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Within the scope of the foregoing, the corporation is specifically organized for the following purposes: To Support Cancer research and provide current information regarding the disease.

To the extent a corporation described by Section 501(c)(3) of the Internal Revenue Code of 1986 is permitted to do so, the corporation may distribute to other organizations, foreign or domestic, all or part of the funds it collects, but the corporation is not required to remit or distribute any part of its funds to any other organization.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it 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 IV. ACTIVITIES NOT PERMITTED.

Notwithstanding any other provision of these articles, this corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1968 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

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ARTICLE V. DEDICATION AND DISTRIBUTION OF ASSETS.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VI. INITIAL BOARD OF DIRECTORS.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than 3. The names and addresses of the first members of the Board of Directors are as follows:

Michael Braham

1814 NE Miami Gardens Drive Suite 307 North Miami Beach,
Florida 33179

J. Benjamin Sterns, M.D.

1814 NE Miami Gardens Drive Suite 307 North Miami Beach,
Florida 33179

Daniel G. Sterns, M.D.

1814 NE Miami Gardens Drive Suite 307 North Miami Beach,
Florida 33179

Dr. M.T. Cope

1814 NE Miami Gardens Drive Suite 307 North Miami Beach,
Florida 33179

ARTICLE VII. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

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ARTICLE VIII. MEMBERSHIP

The membership of this corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE IX. BYLAWS

The Board of Directors of this corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit corporation Act concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE X. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Heller & Barnett Corporate Services, 1214 N. University Drive Plantation, Florida 33322.

ARTICLE XI. INCORPORATOR

The name and address of the incorporator of this corporation is: Heller & Barnett Corporate Services, 1214 N. University Drive Plantation, Florida 33322.

The incorporator of the corporation assigns to this corporation her rights under Section 617.02011, Florida Statutes, to constitute a corporation. This assignment becomes effective on the date corporate existence begins.

ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any director of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on May 13th, 1996.

Heller & Barnett Corporate Services

By: 

Michael Heller, President

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Sections 48.091 and 617.0501 Florida Statutes, the following is submitted:

The Cancer Group Foundation, Inc, desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at , has designated Heller & Barnett Corporate Services, as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named as registered agent to accept service of process for the above-named corporation, at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Heller & Barnett Corporate Services

By: 

Michael Heller, President

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96 MAY 23 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Heller & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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