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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: INCORPORATORS PLUS, INC.
1214 N UNIVERSITY DR
PLANTATION FL 33322-

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CORPORATION

DOCUMENT TYPE: FLORIDA NON-PROFIT

NAME: THE BREAST CANCER RESEARCH INSTITUTE, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 27 PM 3:46

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Letter sent to
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96 AUG 27 PM 3:47 ARTICLES OF INCORPORATION OF
The Breast Cancer Research Institute, Inc.
(a Florida corporation not for profit)

SECRETARY OF STATE
STATE OF FLORIDA

I, James H. Hines, acting as incorporator of The Breast Cancer Research Institute, 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 Breast Cancer Research Institute, Inc., a Florida corporation not for profit. The address of the incorporation is 5241 N.W. 117th Ave., Coral Springs, Florida 33076.

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.

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 Board of Directors shall be elected, removed and hold office, as provided in the By Laws. The names and addresses of the first members of the Board of Directors are as follows:

Richard Gould

5241 N.W. 117th Ave., Coral Springs, Florida 33076

Devita Gould

5241 N.W. 117th Ave., Coral Springs, Florida 33076

Kenneth M. Gould

261 Keswickc, Deerfield Beach, Florida 33442

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 Incorporators Plus, Inc., 1214 N. University Drive, Plantation, Florida 33322.

ARTICLE XI. INCORPORATOR

The name and address of the incorporator of this corporation is Incorporators Plus, Inc., 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 August 26, 1996.

Incorporators Plus, Inc.
By: Michael Heller
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 Breast Cancer Research Institute, 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 Incorporators Plus, Inc., 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.

Incorporators Plus, Inc.
By: Michael Heller
Michael Heller, President

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TALLAHASSEE, FLORIDA

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