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LAW OFFICES OF

KALTENBACH & WILLIAMS

Attorneys and Counselors at Law

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NEW PORT RICHEY, FLORIDA 34654

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September 6, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

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-09/10/96--01102--017
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RE: NATIONAL PROSTATE CANCER COALITION, INC.,
a Florida Not For Profit Corporation

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation pertaining to the above-captioned corporation for filing with your office, together with the attached authorization signature of Registered Agent.

Also enclosed please find a check in the amount of \$122.50 to cover the cost of the following:

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

Trusting that you will advise at an early time if there are any problems, I remain,

Cordially yours,

DONALD F. KALTENBACH

DFK/gm
Enclosures

96 SEP -9 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

9-11-96
KR

ARTICLES OF INCORPORATION
OF

NATIONAL PROSTATE CANCER COALITION, INC.,
a Florida Not For Profit Corporation

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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 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

The name of the corporation is NATIONAL PROSTATE CANCER COALITION, INC.

ARTICLE II: DURATION

The corporation shall have perpetual duration.

ARTICLE III: PURPOSE

The purposes for which the corporation is organized are as follows:

1. To focus national attention on prostate cancer, the most common form of cancer among men in the United States.
2. To rally together patients, survivors, support organizations, health care providers, the medical community, researchers and scientists, affiliated organizations and businesses and those affected by prostate cancer as advocates for action, advances and change.
3. To promote research into the detection, cause, treatment and cure for prostate cancer through increased funding,

recruitment, training of researchers and scientists and improved coordination and distribution of research funds and clinical trials.

4. To work toward the elimination of prostate cancer as a disease of serious concern for men and their families and its ultimate eradication.

5. To educate the public about this disease, the importance of early detection, available treatment options and to make known informational resources and support organizations.

6. The general purposes for which this corporation is formed are to operate exclusively for such educational, scientific and research 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, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

7. 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: MEMBERS

(a) The corporation will have members. The bylaws of the corporation contain provisions relating to qualifications for membership, the rights of members, termination of membership, classifications and other such matters.

(b) The quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities are as set forth in the bylaws.

(c) The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE VI: DIRECTORS

The corporation shall be governed by a Board of Directors. The method of election and removal of the Directors of the corporation is set forth in the bylaws.

ARTICLE VI: INITIAL PRINCIPAL OFFICE

The address of the principal office of the corporation is 8509 Woodwick Court, Tampa, Florida 33615. The mailing address of the corporation is 8509 Woodwick Court, Tampa, Florida 33615.

ARTICLE VII: CONDUCT OF BUSINESS AFFAIRS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be a minimum of three; provided, however, that such number may be increased as is set forth in the bylaws of the corporation.

ARTICLE VIII: BYLAWS

Subject to the limitations contained in the bylaws and any

limitations set forth in the Not For Profit Corporation Act of Florida, the bylaws of this corporation may be made, altered, rescinded, 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 IX: LIMITATIONS

The property of this corporation is irrevocably dedicated to education, scientific and research purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private individual.

ARTICLE X: DISSOLUTION

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 by The Mathews Foundation, or some other equivalent foundation with similar goals and 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.

ARTICLE XI: TAX EXEMPT

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for such purposes, the making of distributions to

organizations that qualify as tax-exempt organizations under such code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of a private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such found, foundation or corporation organized and operated for charitable or religious purposes as the board of directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as the same may be amended.

ARTICLE XII: 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 the Board of Directors for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of the Board of Directors of the corporation. The manner, method and notice shall be as specified in the corporation bylaws.

ARTICLE XIII: OFFICERS

The Board of Directors shall elect the following officers: President (Chairman), Vice President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

ARTICLE XIV: INCORPORATOR

The name and street address of the incorporator is as follows:

DONALD F. KALTENBACH
7026 Little Road
New Port Richey, FL 34654

The undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit corporation under the Laws of Florida, has executed these articles of incorporation this 6 day of September, 1996.

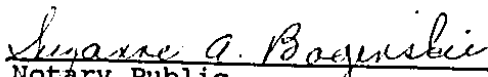

DONALD F. KALTENBACH

STATE OF FLORIDA

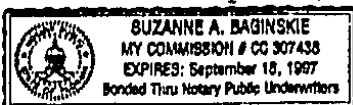
COUNTY OF PASCO

BEFORE ME, this day personally appeared DONALD F. KALTENBACH, known to be the individual described in and who executed the foregoing Articles of Incorporation, and he has acknowledged before me that he has executed the same for the purpose therein expressed.

WITNESS my hand and official seal this 6 day of September, 1996.


Suzanne A. Boguskie
Notary Public
State of Florida at Large

My Commission Expires:



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

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - NATIONAL PROSTATE CANCER COALITION, INC., a Florida
Not for Profit Corporation

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT TAMPA, STATE OF
FLORIDA, HAS NAMED DONALD F. KALTENBACH LOCATED AT 7026 LITTLE
ROAD, NEW PORT RICHEY, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
DONALD F. KALTENBACH

TITLE Corporate Counsel

DATE September 6, 1996

FILED
96 SEP -9 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
DONALD F. KALTENBACH

DATE September 6, 1996