

N97000006368

DAVID M. BERMAN, P.A.

J.D., LL.M. (TAXATION)
13500 N. KENDALL DRIVE
SUITE 129
MIAMI, FLORIDA 33186
(305) 387-3351
FAX (305) 387-1929

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November 3, 1997 -11/13/97--01013--023
*****70.00 *****70.00

Doris McDuffie
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of Cancer Research Association, Inc.

Dear Ms. McDuffie:

Enclosed please find the following:

1. A correct copy of the Articles of Incorporation for Cancer Research Association, Inc.

2. Our check no. #4316 in the amount of \$70.00 to cover filing fees.

3. A copy of I.R.S. letter dated 10/21/97.

4. A copy of I.R.S. letter dated 7/16/97.


5. A copy of I.R.S. letter dated 9/18/97.

I have enclosed a self-addressed stamped envelope for the return of the Articles of Incorporation to be returned to our office.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

LAW OFFICES OF
DAVID M. BERMAN, P.A.

By: 
David M. Berman

DMB/jcl
Enclosures

DMC
11/12/97

FILED
97 OCT 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1997

DAVID M. BERMAN, P.A.
13500 N KENDALL DRIVE
SUITE 129
MIAMI, FL 33186

SUBJECT: CANCER RESEARCH ASSOCIATION, INC.
Ref. Number: W97000023968

We have received your document for CANCER RESEARCH ASSOCIATION, INC. and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of 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 (850) 487-6923.


Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 797A00051340

FILED
97 OCT 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
September 29, 1997

I, Orlando Jose Torres, am the sole incorporator of Cancer Research Association, Inc. I understand that the company is currently being dissolved and hereby release the name of the Company, Cancer Research Association. I have no intention to use the name in the future for a profit corporation.

By:


Orlando Jose Torres
Incorporator
Cancer Research Association, Inc.

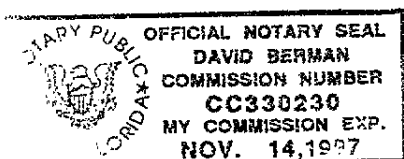
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, a Notary Public authorized to take acknowledgements in the State and County seat above, personally appeared Orlando Torres, known to me and known by me to be the person who executed the foregoing Articles of Dissolution, and he acknowledged before me that he executed those Articles of Dissolution.

IN WITNESS WHEREOF, I have, hereunto, set my hand and affixed my official seal, in the State and County aforesaid, this 30 day of Sept., 1997.

My Commission Expires:


NOTARY PUBLIC
STATE OF FLORIDA



ARTICLES OF INCORPORATION
OF
CANCER RESEARCH ASSOCIATION, INC.

FILED
97 OCT 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Non-Profit Corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1. Name.

The name of the Corporation is: Cancer Research Association, Inc.

Article 2. Not For Profit.

The corporation is a corporation not for profit as defined in section 617.01, Florida Statutes (1981). This corporation is organized exclusively for charitable, education, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of it's members, Directors or Officers, except to the extend permissible under law.

Article 3. Duration.

The duration (term) of the Corporation is perpetual.

Article 4. Purposes.

The corporation is organized, and shall be operated exclusively for, the following purposes:

- A. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, re-invest, manager, use, employ, apply, sell, expend,

disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any purpose set forth herein.

- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporations contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).
- D. Cancer Research Association, Inc., will use funds to assist families of cancer patients who are not responding to conventional treatment. Cancer Research Association, Inc., will provide educational materials concerning the alternative treatments that are being pursued in other countries and gather information, when available, concerning statistical evaluation of those treatments.

Article 5. Limitation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article 6. Members.

The corporation shall have members who shall be elected (any may be removed) by the voting members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Non-voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the By-Laws, but who shall not have the right to vote. The name and address of each individual voter is as follows:

<u>Name</u>	<u>Address</u>
Orlando Jose Torres	14735 S.W. 51 Terrace Miami, FL 33185
Judith Meyer	14736 S.W. 51 Terrace Miami, FL 33185
Raphael Ubeda	10601 S.W. 62nd Street Miami, FL 33173

Article 7. Principal Office.

The address of the principal office is 14735 S.W. 51 Terrace, Miami, Florida 33185. The mailing address of the Corporation is the same as above.

Article 8. Initial Registered Office and Agent.

The street address of the Initial Registered Office of the Corporation is 14735 S.W. 51 Terrace, Miami, Florida 33185 and the name of its Initial Registered Agent at that address is Orlando Jose Torres.

Article 9. Initial Board of Directors.

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the Initial Board of Directors is Three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The voting members shall elect the

Directors at an annual meeting of Voting Members. The Bylaws may provide for ex office and honorary Directors, and their rights and privileges. The name and address of each Initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Orlando Jose Torres	14735 S.W. 51 Terrace Miami, FL 33185
Judith Meyer	14736 S.W. 51 Terrace Miami, FL 33185
Raphael Ubeda	10601 S.W. 62nd Street Miami, FL 33173

Article 10. Officers.

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided by in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each Initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name:</u>	<u>Address:</u>
President	Orlando Jose Torres	14735 S.W. 51 Terrace Miami, FL 33185
Vice President	Raphael Ubeda	10601 S.E. 62 Street Miami, FL 33173
Secretary	Orlando Jose Torres	14235 S.w. 51 Terrace Miami, FL 33185
Treasurer	Judith Meyer	14736 S.W. 51 Terrace Miami, FL 33185

Article 11. Incorporators.

The name and address of each Incorporator is as follows:

Name

Address

Orlando Jose Torres

14735 S.W. 51 Terrace
Miami, FL 33185

Article 12. Bylaws.

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 607.081, Florida Statutes (1981), as amended from time to time, shall govern the Bylaws.

Article 13. Amendment.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

Article 14. Nonstock Basis.

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

Article 15. Indemnification.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act.

Article 16. Commencement of Corporate Existence.

In accordance with Section 617.014, Florida Statutes, the date when corporate existence shall commence is 30 days after the date of subscription and acknowledgement of these Articles of Incorporation.

Article 17. Dissolution.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or the 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.

IN WITNESS WHEREOF, the undersigned subscriber has signed these Articles of Incorporation on this 30 day of Sept, 1997.

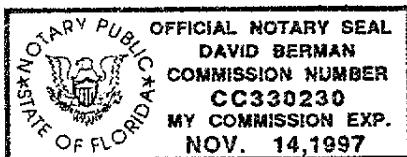
Orlando Jose Torres
Orlando Jose Torres
Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

Before me, a Notary Public authorized to take acknowledgements in the State and County seat above, personally appeared Orlando Jose Torres, known to me and known by me to be the person who executed the forgoing Articles of Incorporation, and Orlando Jose Torres acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have, hereunto, set my hand and affixed my official seal, in the State and County aforesaid, this 30 day of Sept., 1997.

My Commission Expires:



David Berman
NOTARY PUBLIC
STATE OF FLORIDA

FILED

97 OCT 30 PM 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

Orlando Jose Torres
Orlando Jose Torres