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L. JAMES DICKSON, P.A.

ATTORNEY AT LAW  
4707 140<sup>TH</sup> AVENUE NORTH, SUITE 309  
CLEARWATER, FLORIDA 33762

TEL: (813) 531-2715  
FAX: (813) 531-2619

May 12, 1998

MAILING ADDRESS:  
POST OFFICE BOX 17245  
CLEARWATER, FLORIDA 33762-0245

VIA FEDEX DELIVERY

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

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-05/13/98--01100--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: ARTICLES OF INCORPORATION -- NATIONAL CANCER RESEARCH ALLIANCE, INC.

Dear Madam or Sir:

Enclosed please find one (1) fully executed original and one (1) copy of the Articles of Incorporation of National Cancer Research Alliance, Inc.

Please file these Articles of Incorporation of record, and furnish me an approved stamped "Filed" copy of the filed Articles of Incorporation. Also enclosed is this firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees.

Thank you for your usual cooperation and assistance.

If you should have any questions, please do not hesitate to give me a call.

Very truly yours,

  
L. JAMES DICKSON

Enclosures

FILED  
98 MAY 13 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QW5-15-98

ARTICLES OF INCORPORATION  
OF  
NATIONAL CANCER RESEARCH ALLIANCE, INC.

[A corporation not for profit incorporated under Chapter 617, FLORIDA STATUTES]

FILED  
98 MAY 13 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned citizens and residents of the United States and State of Florida, acting as incorporators and desiring to form a corporation not for profit under the provisions of Chapter 617, FLORIDA STATUTES, hereby adopt the following Articles of Incorporation:

Article 1.

Name of Corporation

The name of the corporation shall be:

**NATIONAL CANCER RESEARCH ALLIANCE, INC.**

Article 2.

Commencement of Corporate Existence

The corporate existence shall begin on the date of filing of these Articles of Incorporation by the Florida Department of State.

Article 3.

Purposes of Corporation

The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization described in section 501(c)(3) of the Internal Revenue Code. The corporation shall not operate for pecuniary profit, and no part of the net earnings of the corporation shall inure in whole or in part to the benefit of any person having a personal and private interest in the activities of the corporation.

Article 4.

Perpetual Existence

The corporation shall have perpetual existence.

Article 5.

Principal Office and Mailing Address

The street address of the initial principal office, and mailing address, of the corporation is:

2106 Drew Street, Suite 103  
Clearwater, Florida 33765

Article 6.

Registered Office and Registered Agent

The street address of the corporation's initial registered office shall be:

2106 Drew Street, Suite 103  
Clearwater, Florida 33765

The name of the corporation's initial registered agent at that address shall be DEZRA OWENS. A written acceptance by DEZRA OWENS of appointment as the corporation's initial registered agent as required by the provisions of Section 617.0501, FLORIDA STATUTES, is attached to or set forth at the end of these Articles of Incorporation.

Article 7.

Board of Directors

- **Corporate Powers.**

All corporate powers shall be exercised by or under the authority, and the affairs of the corporation shall be managed under the direction, of a Board of Directors, except as shall otherwise be prescribed by law or these Articles of Incorporation.

- **Qualification.**

Directors shall be natural persons, eighteen (18) years of age or older. Directors need not be residents of the State of Florida.

- **Number.**

The number of persons comprising the initial Board of Directors shall be three (3). The number of persons comprising the full Board of Directors may be increased or decreased, from time to time, as provided for in the Bylaws, but shall not be more than nine (9) nor less than three (3) directors.

- **Initial Board of Directors.**

The names and addresses of the individuals who shall serve as the initial directors of the corporation are:

<u>Name:</u>	<u>Address:</u>
SCOTT DRESDEN, M.D.	222 Mamaroneck Ave. White Plains, New York 10605
BRYAN DRESDEN	2106 Drew Street, Suite 103 Clearwater, Florida 33765
KAREN DRESDEN	222 Mamaroneck Ave. White Plains, New York 10605

- **Election/Appointment and Term.**

Each member of the initial Board of Directors shall hold office until the director's successor shall have been elected or appointed and qualified, or until the director's earlier resignation, removal from office, or death. Directors shall be elected annually, but the bylaws may provide that the members of the Board of Directors may be divided into classes and the terms of office of the several classes need not be uniform. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be. If the terms in office of directors is not uniform, a director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for such term of office as shall be specified in the bylaws.

- **Quorum and Voting.**

A majority in number of the members comprising the full Board of Directors shall constitute a quorum of the Board of Directors. The affirmative vote of a majority in number of the members comprising the full Board of Directors shall be the act of the Board of Directors.

- **Organizational Meeting.**

The initial Board of Directors named in these Articles of Incorporation shall hold an organizational meeting, at the call of a majority of the directors, for the purpose of completing the organization of the corporation by appointing officers, adopting Bylaws, and carrying on any other business brought before the meeting.

- **Removal From Office.**

A member of the Board of Directors may be removed from office pursuant to the procedures provided in the corporation's bylaws, and as otherwise provided by law.

Article 8

Officers

The corporation shall have the officers described in the corporation's Bylaws who shall be elected or appointed by the Board of Directors at such time and for such terms as shall be provided in the Bylaws. Each officer shall have the authority and shall perform the duties set forth in the Bylaws or, to the extent consistent with the Bylaws, the duties prescribed by the Board of Directors or by the direction of any officer authorized by the Bylaws or the Board of Directors to prescribe the duties of other officers.

Article 9.

Incorporators

The name and address of each incorporator are:

Name:

SCOTT DRESDEN, M.D.

KAREN DRESDEN

BRYAN DRESDEN

Address:

222 Mamaroneck Ave.  
White Plains, New York 10605

222 Mamaroneck Ave.  
White Plains, New York 10605

2106 Drew Street, Suite 103  
Clearwater, Florida 33765

Article 10.

Membership

The corporation shall not have members.

Article 11.

Corporate Bylaws

The initial Bylaws of the corporation shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws, in whole or in part, or adopt new Bylaws, shall be vested in the Board of Directors.

Article 12.

Distribution of Assets on Dissolution


Except as otherwise expressly provided by law, upon dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all liabilities and obligations of the corporation, shall transfer all of the corporation's remaining assets to one or more organizations, as determined by the Board of Directors, that are organized, operated, and qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code, and that are exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code.

Article 13.


Amendments

These Articles of Incorporation may, from time to time, be amended or revoked, in whole or in part, or supplemented, by the act of the Board of Directors. Any proposed amendment or revocation, in whole or in part, or supplementation of these Articles of Incorporation shall be adopted by the affirmative vote of the. No person shall have a vested property right resulting from any provision in these Articles of Incorporation, including, without limiting the generality of the foregoing, the provisions relating to management, control, purpose, or duration of the corporation.

IN WITNESS WHEREOF, the undersigned, acting as incorporators, have executed these Articles of Incorporation.

  
\_\_\_\_\_  
SCOTT DRESDEN, M.D., Incorporator

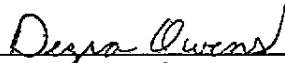
  
\_\_\_\_\_  
KAREN DRESDEN, Incorporator

  
\_\_\_\_\_  
BRYAN DRESDEN, Incorporator

ACCEPTANCE AND ACKNOWLEDGMENT

[Attachment to the Articles of Incorporation of National Cancer Research Alliance, Inc.]

Having been named as registered agent and to accept service of process for NATIONAL CANCER RESEARCH ALLIANCE, INC., at the place designated in the attached Articles of Incorporation, 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.

  
\_\_\_\_\_  
DEZRA OWENS  
Registered Agent

FILED  
98 MAY 13 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA