

N99000004557

WILLIAM C. FOWLER
7407 SE HILL TERRACE
HOBE SOUND, FL 33455

July 19, 1999

100002940821-7
-07/26/99-01046-011
*****78.75 *****78.75

Department of State
Division of Corporations
New Filing
P.O. Box 6327
Tallahassee, FL 32314

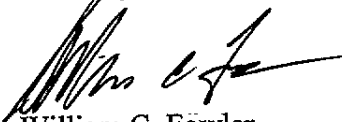
Dear Sir:

Enclosed you will find two copies of the articles of incorporation for Victory Over Cancer, Inc. and a check in the amount of \$78.75. Our check will pay for the filing fees and a certified copy of the articles of incorporation.

Please file the document and forward certified documents to me at the address above.

If you have any questions, please call me at (561) 546-8700.

Sincerely,


William C. Fowler

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
VICTORY OVER CANCER, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be: **VICTORY OVER CANCER, INC.**

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

- A. This Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor section) and for the additional purposes of enhancing public awareness regarding cancer and its prevention, and providing patient support services.
- B. Notwithstanding any other provision contained in these Articles of Incorporation, this Corporation shall not conduct any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or successor section.
- C. Notwithstanding any other provision contained in these Articles of Incorporation, no substantial part of the corporation's activities shall consist of attempting to influence legislation by propaganda, or otherwise attempting to influence legislation in any fashion not permitted under applicable Treasury Regulations. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office and shall further comply with the requirements of all applicable Treasury Regulations.

- D. This Corporation, not for profit, shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, or to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all other acts as are necessary or convenient to carry out the purposes set forth in these Articles.
- E. This Corporation, not for profit, may conduct and transact any activity lawfully authorized and not prohibited by Chapter 617, Florida Statutes, entitled "The Florida Not For Profit Corporation Act", as the same may be, from time to time, amended.

ARTICLE IV

MEMBERSHIP

A. This Corporation is authorized to issue membership in this Corporation as authorized in Section 617.0601 of the Florida Statutes. The qualifications for members and the manner of their admission will be regulated by the Bylaws of the Corporation.

B. The initial members and their addresses are:

1. Susan R. Sullivan
7211 SE Golfhouse Drive
Hobe Sound, FL 33455
2. John W. Sullivan, Jr.
137 West 74th Street, Apt. 8
New York, NY 10023

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE

The principal office and the mailing address of this corporation shall be:

7407 SE Hill Terrace
Hobe Sound, FL 33455

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

7407 SE Hill Terrace
Hobe Sound, FL 33455

The name of the initial registered agent of this corporation at that address is:

William C. Fowler

ARTICLE VII

DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3). The qualifications of members of the Board of Directors and the manner of their election will be prescribed by the By-Laws of the corporation. The names and addresses of the initial Directors of this corporation are:

1. Susan R. Sullivan
7211 SE Golfhouse Drive
Hobe Sound, FL 33455
2. John W. Sullivan, Jr.
137 West 74th Street, Apt. 8
New York, NY 10023
3. Joseph Bolton Sullivan
1321 SW Eagle Glen Place
Stuart, FL 34997

ARTICLE VIII

INCORPORATOR

The names and addresses of the persons signing these articles are:

William C. Fowler
7407 SE Hill Terrace
Hobe Sound, FL 33455

ARTICLE IX

AMENDMENTS

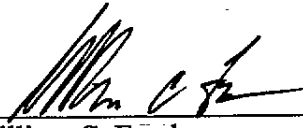
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the members and approved at a members' meeting by at least a majority of the membership entitled to vote, unless all of the directors and all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

LIMITATION ON THE DISTRIBUTION OF CORPORATE ASSETS AND NET EARNINGS

- A. No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, its directors, members, officers or other private individuals as prescribed in applicable Treasury Regulations, provided, however, the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.
- B. In the event of the Corporation's dissolution, the Corporation's residual assets will be (i) distributed for one or more exempt purposes for which this Corporation was organized, (ii) turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or Successor Sections, or (iii) distributed to Federal, State, or local government exclusively for public purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of July, 1999.

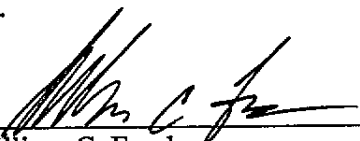


William C. Fowler

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, William C. Fowler, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 22 day of July, 1999.



William C. Fowler
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA