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FILED
99 AUG 23 PM 6:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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August 18, 1999

State of Florida
Division of Corporations
New Filings
P.O. Box 6327
Tallahassee, Florida 32314

500002966715--6
-08/23/99--01093--009
*****70.00 *****70.00

Re: Articles of Incorporation & Certificate of Registered Agent for
Non-Profit Corporation -
INTERNATIONAL SOCIETY OF BREAST PATHOLOGY, INC.

Dear sir / madam:

Enclosed please find two executed original Articles of Incorporation for the captioned non-profit corporation. Please stamp and return one original as a conformed copy. Also enclosed is a check for the filing fees of \$70.00.

Thank you. If I can be of service please call.

Very truly yours,



William L. Zvara

Enclosures

WLZ/Z113/Ltr99-08-18

D. BROWN AUG 26 1999

ARTICLES OF INCORPORATION
of
INTERNATIONAL SOCIETY OF BREAST PATHOLOGY, INC.
(A Corporation Not For Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

Pursuant to the Florida Not For Profit Corporation Act, the undersigned incorporator hereby forms a corporation not for profit and files with the Secretary of State of the State of Florida these Articles of Incorporation of INTERNATIONAL SOCIETY OF BREAST PATHOLOGY, INC., a corporation not for profit formed under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is INTERNATIONAL SOCIETY OF BREAST PATHOLOGY, INC.

ARTICLE II

PRINCIPAL OFFICE & MAILING ADDRESS

The principal office and mailing address of this corporation shall be located at University Medical Center, 655 West Eighth Street, Jacksonville, Florida 32209-6511, Attention: Shahla Masood, M.D.

ARTICLE III

PURPOSE

The purpose of this corporation is to provide and to promote scientific research, education and training in breast cancer, breast pathology and the biology of breast disease, and to promote standardization of diagnostic and prognostic criteria; and to further other charitable, scientific or educational purposes enumerated in the By-Laws of this corporation; and to that end to adopt and establish By-Laws, and make all rules and regulations deemed necessary for the management of its affairs, in accordance with law and not inconsistent with these Articles of Incorporation, to take, manage, hold, mortgage and dispose of the property, real and personal, of said corporation, to acquire and convey title to such property, to defend title to such property, and to manage, invest and spend funds entrusted to it for such purposes.

ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 4810 Arapahoe Avenue, Jacksonville, Florida 32210 and the initial registered agent of this corporation at that address is William L. Zvara.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Board of Directors of this corporation shall have fourteen (14) Directors initially. The method of election of the Board of Directors shall be regulated, and the Board of Directors may be increased or decreased from time to time, as provided in the By-Laws, provided that there shall never be less than the minimum number of Directors as required by law. The name and street address of each initial Director of this corporation who shall serve until a successor is duly elected and qualified is:

Name:	Address:
Dr. Shahla Masood	655 West Eighth Street Jacksonville, FL 32209-6511
Dr. Steven Silverberg	22 South Greene Street Baltimore, MD 21201-1595
Dr. Lester Layfield	50 North Medical Drive Salt Lake City, UT 84132
Dr. Daryl Carter	P.O. Box 208070 New Haven, CT 06520-8070
Prof. Vincenzo Eusebi	Ospedale Bellaria Via Altura, 3 40139 Bologna
Dr. Robert V.P. Hutter	101 Old Short Hills Road, Suite 503 West Orange, NJ 07052
Dr. Maria Merino	National Cancer Institute, Building 10, Rm. 2N212 Bethesda, MD 20892
Dr. Paul Peter Rosen	1275 New York Avenue New York, NY 10021

Dr. Fattaneh Tavassoli	Armed Forces Institute of Pathology Washington, DC 20306
Dr. Richard L. Kempson	300 Pasteure Drive Stanford, CA 94305
Dr. Robert Osamura	Tokai University, Boseldai Isehara Kanagawa, Japan 259-11
Dr. Stuart Schnitt	300 Brookline Avenue Boston, MA 02215
Dr. John P. Sloane	University of Liverpool Duncan Building, Daulby Street Liverpool, England L69 3GA
Dr. Mohammed Akhtar	King Faisal Specialist Hospital P.O. Box 3354 Riyadh, Saudi Arabia 11211

ARTICLE VI

QUALIFICATION OF MEMBERS

The qualification for members of this corporation shall be regulated by the By-Laws.

ARTICLE VII

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII

MANAGEMENT

The affairs of this corporation shall be managed by the Board of Directors in accordance with the By-Laws. The officers of this corporation shall be a president, a secretary, a treasurer, and such other officers as may be provided in the By-Laws. The officers shall be elected or appointed at least annually by the Board of Directors in accordance with the By-Laws.

ARTICLE IX

BY-LAWS

The Board of Directors may provide such By-Laws for the conduct of its business and carrying out of its purposes as may be necessary from time to time. The By-Laws may be amended, restated, altered or rescinded by a majority vote of the Board of Directors present at any regular meeting or any special meeting called for that purpose at which a quorum is present.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended at any meeting of the Board of Directors called for the purpose of considering amendments to the Articles of Incorporation, and such amendments shall become effective upon a majority vote of the Directors present at any regular or special meeting at which a quorum is present.

ARTICLE XI

NOT FOR PROFIT STATUS

(A) This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. (B) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on (i) by an organization 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 (ii) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. (C) Upon the dissolution of this corporation, all assets of this corporation remaining after payment of all costs and expenses of such dissolution shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or to another charitable, religious, educational, or scientific organization which has qualified

for such exempt purposes. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as said Circuit Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

Name:

Address:

William L. Zvara

4810 Arapahoe Avenue
Jacksonville, Florida 32210

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of August, 1999.

Wm. L. Zvara

William L. Zvara

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18th day of August, 1999 by William L. Zvara as incorporator.

☒ Personally known, OR
☐ Produced identification; Type of identification produced _____

(NOTARY SEAL)

Linda G. Lanier
NOTARY PUBLIC



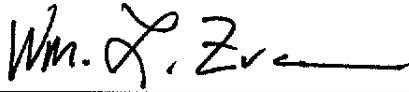
Linda G. Lanier
MY COMMISSION # CC723938 EXPIRES
March 24, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF REGISTERED AGENT

FILED
99 AUG 23 PM 6:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, William L. Zvara, having been named registered agent and designated to accept service of process for INTERNATIONAL SOCIETY OF BREAST PATHOLOGY, INC., at the registered office for said corporation at 4810 Arapahoe Avenue, Jacksonville, Florida 32210, is familiar with and hereby accepts the appointment as registered agent for said corporation, and hereby accepts the obligations of that position, all pursuant to Section 617.0501, Florida Statutes.

August 18, 1999



William L. Zvara