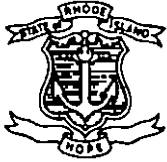


Filing Fee: \$35.00

ID Number: 159027



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**NON-PROFIT CORPORATION**

**ARTICLES OF INCORPORATION**

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Hope Funds for Cancer Research
2. The period of its duration is (if perpetual, so state) Perpetual
3. The specific purpose or purposes for which the corporation is organized are:  
To encourage investigation of innovative cancer treatment, prevention and detection and to increase  
knowledge relating to cancer care, especially for the most difficult-to-treat cancers, through philanthropic  
support of scientific and medical research, dedicated exclusively to charitable, educational, scientific  
purposes and for health services as set forth in Section 7-6-4 of the Rhode Island General Laws, and in  
Section 501(c)(3) of the Internal Revenue Code, and shall have all powers and authority pursuant to the  
provisions of the Rhode Island Non-Profit Corporation Act
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:  
See attached "Attachment to Articles of Incorporation"

**FILED**  
OCT 05 2006  
By [Signature]  
015-3452

5. The address of the initial registered office of the corporation is 36 Washington Square  
(Street Address, not P.O. Box)  
Newport, RI 02840, and the name of its initial registered agent at such  
(City/Town) (Zip Code)  
address is Mark B. Bardorf, Esq.  
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is (9)  
(not less than three directors)  
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
See the attached "Names of the Initial Directors"	

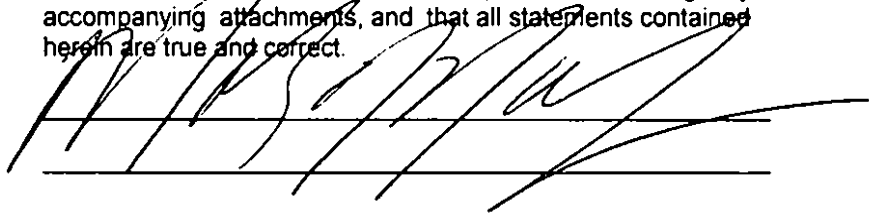
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Mark B. Bardorf	36 Washington Square, Newport, RI 02840

8. Date when corporate existence is to begin Immediately upon filing  
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Date: 10/2/06

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.



Signature of each Incorporator

## **HOPE FUNDS FOR CANCER RESEARCH**

### **Attachment to Articles of Incorporation**

#### **Article FOURTH:**

**SECTION I:** The members of this corporation shall initially consist of: (1) Tenley Beals of Stamford, CT; (2) Leah Cann of Newport, RI; (3) Michael Hochberg of Woodstock, CT; (4) Bill Jacklin of Newport, RI; (5) David Keefe of Tampa, FL; (6) Susan Killebrew of Newport, RI; (7) Adrian Looney of New York, NY (8) John Parks of New York, NY; (9) Rockwell Stensrud of Newport, RI and subsequently such other persons as may become members in the manner provided in the By-laws.

**SECTION II:** This corporation may dissolve or be dissolved as provided in Section 7-6-50 of the General Laws of the State of Rhode Island. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation, in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision or provisions of any future United States Internal revenue Laws). Any such assets not so disposed of shall be disposed of by the Superior Court of the County of Newport, State of Rhode Island exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for the purposes so stated.

**SECTION III:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, or 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 the purposes set forth in Article THIRD hereof.

**SECTION IV:** 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 any political campaign on behalf of any candidate for public office.

**SECTION V:** Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted by a corporation exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

## HOPE FUNDS FOR CANCER RESEARCH

### Names and Addresses of the Initial Directors of the Hope Funds for Cancer Research

The names and addresses of the persons to serve as the initial directors are:

Name	<u>Address</u>
1. Tenley Beals	Edwards, Angell, Palmer & Dodge Three Stamford Plaza 301 Tresser Boulevard Stamford, CT 06901
2. Leah Cann	Leah Rush Cann Research & Consulting, LLC 226 Bellevue Avenue Suite 11 Newport, RI 02840
3. Michael Hochberg	Woodstock, CT
4. Bill Jacklin	Twin Beeches 38 Catherine Street Newport, RI 02840
5. David Keefe	University of South Florida Medical School Harbourside Medical Tower, Suite 440 Tampa, FL 33606
6. Susan Killebrew	15 Clark Street Newport, RI 02840
7. Adrian Looney	Pfizer 235 East 42nd Street New York, NY 10017
8. John Parks	CIBC World Markets 300 Madison Avenue New York, NY 10017
9. Rockwell Stensrud	25 Winans Avenue Newport, RI 02840