

**ARTICLES OF INCORPORATION
OF A NONPROFIT CORPORATION
STL CURE SARCOMA**

The undersigned, natural person(s) of the age of eighteen (18) years or more for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is STL Cure Sarcoma (the "**Corporation**").

ARTICLE II

The Corporation is a public benefit corporation, pursuant to Section 355.881, RSMo.

ARTICLE III

The period of duration of the Corporation is perpetual.

ARTICLE IV

The name and street address of the Registered Agent and Registered Office in Missouri is: SPRA CORP., 120 S. Central Ave., Suite 1600, Saint Louis, Missouri 63105.

The principal place of business of the Corporation shall be located at 7616 Suffolk Avenue, St. Louis, Missouri 63119. The Corporation may have such other offices within or without the State of Missouri as may be needed or required.

ARTICLE V

The name(s) and address(es) of each incorporator of the Corporation are as follows:

Steven Doll
P.O. Box 1703
Benton, IL 62812

Rhonda Kathalynas
P.O. Box 1703
Benton, IL 62812

ARTICLE VI

The Corporation has no members. Pursuant to Section 355.326 RSMo, all the directors, except the initial directors, shall be elected, appointed or designated as provided in the articles or the bylaws. If no method of designation or appointment is set forth in the articles or bylaws, the directors, other than the initial directors, shall be elected by the Board of Directors.

ARTICLE VII
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or 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 of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

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

ARTICLE VIII

Purpose. The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation exists to conduct and carry on activities permitted to be conducted or carried on by any organization or organizations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Subject to the following clauses, the Corporation may engage in any lawful, charitable activity for which corporations may be organized under the Missouri Nonprofit Corporation Act.

- A. Inurement of Income.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 distribution in furtherance of the purposes described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B. Legislative or Political Activities.** No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation and the Corporation and the incorporation shall **not** participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.
- C. Operational Limitations.** Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX

The effective date of this document is the date it is filed by the Secretary of the State of Missouri.

ARTICLE X

The oversight of the Corporation shall be vested in the Board of Directors consisting of a minimum of three (3) and no more than fifteen (15) directors.

ARTICLE XI

Bylaws of the Corporation, consistent with these Articles, shall be established and adopted by the Board of Directors, and may be amended by the Board of Directors in the manner provided in the Bylaws.

ARTICLE XII

These Articles may be amended by the Board of Directors by a majority vote of the Directors then in office.

ARTICLE XIII

A Director of the Corporation shall not be personally liable to the Corporation for monetary damage for breach of fiduciary duty as a Director, except for liability: (i) for any breach of the Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in subjective good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 355.426 RSMo, or (iv) for any transaction for which the Director derived an improper personal benefit. If the Missouri Nonprofit Corporation Act is amended after the filing of these Articles of Incorporation of which this article is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Missouri Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article XIII shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

IN AFFIRMATION THEREOF, the facts stated above are true and correct. The undersigned, being all of the incorporators listed in Article V, understand(s) that false statements made in this filing are subject to penalties under Section 575.040, RSMo.

By: 

Steven Doll, Incorporator

Date: 2/21/2023

By: 

Rhonda Kathalynas, Incorporator

Date: 2/21/2023