

NO1000008919

JOHN MORGAN BRUNSON
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1474 JORDAN HILLS COURT
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December 19, 2001

VIA U.P.S. NEXT DAY

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Secretary of State
State of Florida
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32399

FILED
01 DEC 21 AM 6:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Pinellas Pharmacist Association, Inc.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation to be filed for Pinellas Pharmacist Association, Inc. Also enclosed is a check payable to the Secretary of State in the amount of \$70.00 to cover the filing fee.

Please advise if you have any questions or comments.

Very truly yours,

John M. Brunson
John Morgan Brunson

Enclosures

12-28-01
T3

ARTICLES OF INCORPORATION
OF
PINELLAS PHARMACIST ASSOCIATION, INC.
A Florida Nonprofit Corporation

FILED
01 DEC 21 PM 4:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as Incorporator for the purpose of forming a not-for-profit Corporation under the laws of the State of Florida, Chapter 617 – Florida Statutes, and does hereby adopt the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the Corporation is PINELLAS PHARMACIST ASSOCIATION, INC.

ARTICLE TWO - PRINCIPAL OFFICE AND ADDRESS

The address of the principal office of the Corporation is 9357 Blind Pass Road Apt. #202, St. Pete Beach, FL 33706, and the mailing address of the Corporation is Post Office Box 40243, St. Petersburg, FL 33743.

ARTICLE THREE - DURATION

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE FOUR - PURPOSE

The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for and limited to any purpose authorized under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

ARTICLE FIVE - OBJECT

The general nature of the object of the corporation shall be to more closely unite the registered pharmacists of Pinellas County to cooperate for the benefit of all, to improve business conditions and educational and ethical standards of pharmacists engaged in the general business of providing pharmacists services, to abate trade abuses, to disseminate useful information and education, promotion of improved business standards and methods, to expose fraud and adulteration, and to encourage relations of good will and respect among pharmacists, physicians, dentists, and the general public, and to endeavor to improve the working conditions of all Florida registered pharmacists as well as to encourage young people to follow into the profession.

ARTICLE SIX - MEMBERSHIP

The Corporation is organized on a nonstock basis pursuant to Section 617.01011 of the Florida Statutes. The Corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, and their liability for dues and assessments and the method of collection thereof, shall be regulated by the by-laws.

The PINELLAS PHARMACIST ASSOCIATION, INC. shall consist of the following categories of members:

A. Active Members: Any pharmacist who is registered and in good standing under the laws of pharmacy of the State of Florida is eligible for active membership.

B. Student Members: Student Members shall be those persons who otherwise qualify as members in good standing and are students in good standing, matriculated in a college or school of pharmacy.

C. Honorary Members: the Corporation may elect to honorary membership any person interested in pharmacy or its related sciences, at any annual meeting or special meeting of the Corporation called for such purpose. Current active members receiving the Florida Board of Pharmacy 50-year certificate shall receive an honorary membership in the Corporation.

D. Pharmacy Technicians: Pharmacy Technician Members shall be those persons who assist licensed professional pharmacists in performing their professional duties as defined in Florida Statutes 465. Pharmacy Technician members shall submit an

application for membership and shall comply with such requirements as may be established by the Corporation's By-Laws.

E. Dues: The annual dues for members shall be determined by the Board of Directors.

ARTICLE SEVEN - CORPORATE POWERS AND LIMITATIONS

7.01 The Corporation shall have all of the powers provided to a Florida Nonprofit Corporation under Chapter 617 of the Florida Statutes, specifically including, but not limited to, the power to conduct activities and engage in transactions incidental to the purposes enumerated in Article Four, and the power to accept contributions, subject to the following limitations:

(a) No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets or dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

7.02 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of 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) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determined. Any of 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 the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE EIGHT - DIRECTORS

This Corporation shall have thirteen (13) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the active members, but shall never be less than three (3). The Directors shall be elected as stated in the By-Laws of the Corporation.

ARTICLE NINE - INITIAL DIRECTORS

The name and street address of the member of the initial Board of Directors is:

Ruie Allen Winters, III
1772 Biarritz Circle
Tarpon Springs, FL 36498

Dennis Hoffman
13300 92nd Avenue North
Seminole, FL 33776

Nga Eckstein
329 Bath Club Boulevard South
N. Redington Beach, FL 33708

Bonnie Meiggs
12585 74th Avenue North
Seminole, FL 33776

Larry J. Salzer
9357 Blind Pass Road Apt. #202
St. Pete Beach, FL 33706

Philip Monaco
1719 Mandalay Drive
Tarpon Springs, FL 34689

Ellen O'Donnell
1646 Whitewood Drive
Clearwater, FL 33756

Larry Wilson
9923 1st Street East
Treasure Island, FL 33706

Sandra Toselli
2400 Feather South Drive #815
Clearwater, FL 33762

Paul Zagami
1006 1st Street
Indian Rocks Beach, FL 33785

Alton Tower
7327 Danbury Way
Clearwater, FL 33764

Richard Battaglia
2001 83rd Avenue N. Apt. #1138
St. Petersburg, FL 33702

Eileen Garrett Debien
14250 Lark Court
Clearwater, FL 33762

The above named Directors shall hold office for the first year of existence of the Corporation or until successors are elected. Directors shall be elected in accordance with the By-Laws of the Corporation.

ARTICLE TEN - REGISTERED OFFICE AND AGENT

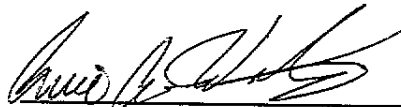
The street address of the initial registered office of this Corporation in the State of Florida is 9357 Blind Pass Road Apt. #202, St. Pete Beach, Pinellas County, Florida 33706. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Larry J. Salzer. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

ARTICLE ELEVEN - INCORPORATOR

The name and street address of the undersigned as incorporator of these Articles of Incorporation is: RUIE ALLEN WINTERS, III, 1772 Biarritz Circle, Tarpon Springs, Florida 36498.

IN WITNESS WHEREOF, the undersigned have hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 19th day of ~~October~~ Dec., 2001.


_____(SEAL)
RUIE ALLEN WINTERS, III

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized in the State of County above named to take acknowledgments, the undersigned notary,

personally appeared RUE ALLEN WINTERS, III, known to me, and who did take an oath, to be the person whose name is subscribed to the above instrument and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he voluntarily executed these Articles of Incorporation for the uses and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this
19th day of ~~October~~, 2001.
Dec.



Notary Public
My Commission Expires:



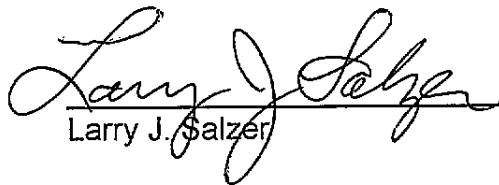
Linda Wint
MY COMMISSION # CC792014 EXPIRES
November 21, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

Larry J. Salzer
9357 Blind Pass Road Apt. #202
St. Pete Beach, Florida 33706

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

 (SEAL)
Larry J. Salzer

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01 DEC 21 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA