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Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

NATIONAL DIAMONDBACK PHARMACY ALUMNI COUNCIL INC.

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ARTICLES OF INCORPORATION
OF
FLORIDA NONPROFIT CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I
CORPORATE NAME

The name of this corporation is NATIONAL DIAMONDBACK PHARMACY
ALUMNI COUNCIL INC.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for the general purposes pursuant
to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida
Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

(a) to promote a relationship between Alumni and Florida A & M University to
provide a resource to the community and other health care organizations and any other
legal purposes under the law as well as qualify its exempt organization Sec. 501 (c) (3) of
the Internal Revenue Service Code of 1954, as amended, or under any corresponding
provisions of any subsequent federal tax laws, covering the distributions to organizations

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which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Trustees are as follows:

Name & Address

Monroe Mack, RPL
3002 West St. & Conrad St.
Tampa, Florida 33607
813-875-6962

Lenora Coleman, Pharm D
6809 Willow Creek
Bowie, MD 20720
703-795-1983

Dr. Will Harris
Chief, Ob-Gyn
James A. Haley Veteran's Hospital
13000 Bruce B. Downs Blvd.
Tampa, Florida 33612

Sydney Payne, Pharmaceutical Sales
1219 E. Norfolk
Tampa, Florida 33604
813-833-2978

Gwendolyn S. Washington
President National Diamondback Pharmacy Alumni
2612 Granada Circle West
St. Petersburg, Florida 33712
727-866-9564 (h) 727-742-3543 (cell)

(b) **Corporate Officers.** The Board of Trustees shall elect the following officers:

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qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

(a) **Board of Trustees.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The minimum number of Trustees of the corporation shall be one, provided, however, that such number may be changed by a bylaw adopted by the members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for staggered terms of one (1) year and two (2) years until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at Pinellas County Florida on the _____ () of September of each year, or at such other place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law

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President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: Gwendolyn Washington	2612 Granada Circle West St. Petersburg, Florida 33712
Vice President: Rita I. Brown	5578 Pedrick Plantation Tallahassee, Fl 32317
Secretary: Sharon White	11835 Chembark Drive W. Jacksonville, Fl 32218
Treasurer: Arthur Jackson	2011 26 th Street South St. Petersburg, Fl 33712

ARTICLE VI EARNINGS & ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers of 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 IV hereof.

(b) 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 (b) 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).

(d) Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Trustees 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)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the

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county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII MEMBERSHIP

(a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(b) Any person paying the dues provided for by the bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the trustees may from time to time adopt, is eligible for membership.

(c) A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Trustees.

ARTICLE IX SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Gwendolyn Washington	2612 Granada Circle West St. Petersburg, Florida 33712

ARTICLE X AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to improving the lives of families, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII REGISTERED AGENT AND OFFICE

The Registered Agent is Gwendolyn Washington and the address of the corporation's registered agent and principal office shall be 2612 Granada Circle West, St. Petersburg, Florida 33712.

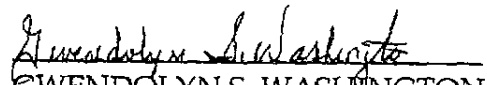
ARTICLE XIII AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution

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adopted by the Board of Trustees and presented to a quorum of members for their vote.

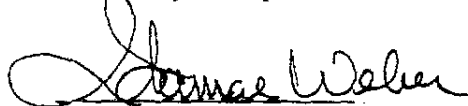
We, the undersigned, being the subscribers and incorporators of this corporation,
for the purpose of forming this nonprofit corporation under the laws of the State of
Florida, have executed these Articles of Incorporation this 8th day of September, 2004.


GWENDOLYN S. WASHINGTON

STATE OF FLORIDA)§
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared and
GWENDOLYN S. WASHINGTON to me known to be the person who executed the
foregoing Articles of Incorporation and she acknowledged to and before me that she
executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal in Pinellas County, Florida, this 8th day of September, 2004.



Notary Public

State of Florida

Idamae Weber

Commission # DD108139

Expires May 20, 2006

Bonded Thru

Atlantic Bonding Co., Inc.

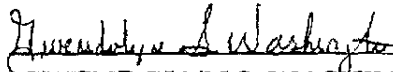
My Commission Expires:



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for **NATIONAL DIAMONDBACK PHARMACY ALUMNI COUNCIL INC.**


GWENDOLYN S. WASHINGTON

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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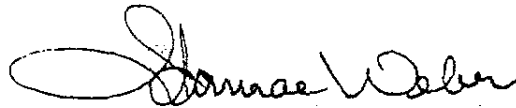
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STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared, GWENDOLYN S. WASHINGTON, known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and she acknowledged before me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 8 day of September, 2004.

My Commission Expires:



Notary Public

Printed Notary Signature



Idamae Weber
Commission # DD108139
Expires May 20, 2006
Bonded Thru
Atlantic Bonding Co., Inc.