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**FILED**  
08 MAR 28 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1108-16238

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Community Pharmacy of Sarasota County, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Kimberly Chmielewski  
Name (Printed or typed)

225 Tamiami Trail South  
Address

Nokomis, Florida 34275  
City, State & Zip

941-445-5687  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

Articles of Incorporation  
Of  
The Community Pharmacy of Sarasota County, Inc.

A FLORIDA CORPORATION NOT FOR PROFIT

FILED

08 MAR 28 PM 2:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation and forms a not-for-profit corporation (the "Corporation"), as follows:

ARTICLE I  
CORPORATE NAME

The name of this Corporation is: **The Community Pharmacy of Sarasota County, Inc.**

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation is: 225 Tamiami Trail South  
Nokomis, FL 34275

The mailing address of this Corporation is: 225 Tamiami Trail South  
Nokomis, FL 34275

ARTICLE III  
CORPORATE NATURE

This is a corporation not for profit, organized solely for general religious and charitable purposes pursuant to the Florida Not for Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes.

ARTICLE IV  
DURATION

The term of existence of the Corporation is perpetual

ARTICLE V  
GENERAL AND SPECIFIC PURPOSE

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

- A. The corporation is hereby organized and shall be operated exclusively for charitable, educational and religious purposes as will qualify it as an exempt organization

under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.

- B. Without limiting the generality of the foregoing, to offer prescription services free of charge to the needy in Sarasota, County, Florida. The Corporation will work closely with private and public agencies offering prescriptions to those persons in need.
- C. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
- D. To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary, in connection with or incidental or related to the accomplishment and furtherance of any one or more of the above purposes.
- E. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.
- F. All of the foregoing purposes shall be exercised exclusively for charitable, educational and religious purposes in such a manner that the corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws.

## **ARTICLE VI**

### **POWERS**

The Corporation will have all powers granted by law to not-for-profit corporations subject to the limitations described elsewhere in these Articles of Incorporation and as may be required in order for the Corporation to maintain its nonprofit and tax-exempt status under both Florida law and the Internal Revenue Code, as amended from time to time, or under any corresponding provision of any subsequent federal tax laws (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation will 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 Code; or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. In attempting to fulfill the general nature of the objects of this Corporation, and to ensure that it meets with the requirements of an exempt organization under Section 501(c)(3) of the Code, the Corporation will strictly adhere to the following:

- A. The Corporation will not engage in any act of self-dealing as defined in the Code that would jeopardize its tax-exempt status;
- B. The Corporation will not allow its members or directors to have a vested interest in its assets;

C. The Corporation will not make any investments which would jeopardize its charitable purpose.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the Corporation shall be six (6), provided, however, that such number may be increased by an amendment to the Bylaws for such purpose duly adopted by the Board of Directors.

The Directors of this Corporation shall hold office for a period of two (2) years, at which time an election of Directors shall be held in accordance with the directives of the Bylaws. Directors elected at the first annual meeting of Directors, and at all times thereafter, shall serve for a term of two (2) years until the next meeting for the election of Directors and until the qualifications of the successors in office. Annual meetings of the Board of Directors shall be held as set forth in the Bylaws.

Any action required or permitted to be taken by the Board of Directors 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 Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the members of the Board of Directors, of the Corporation, at the time of these amendments, who shall serve until their successor(s) are duly elected and qualified, are:

Lisa Marie Hymel  
16507 Upper Manatee River Road  
Bradenton, Florida 34212

Deborah Frank  
4558 San Sir Drive  
Sarasota, Florida 34235

Doris A Twardosky  
1475 Crest Drive  
Englewood, Florida 34233

Kimberly Chmielewski  
5225 Athens Way  
Venice, Florida 34293

**ARTICLE VIII**  
**MEMBERSHIP**

This Corporation shall initially have no class of members. The Board of Directors shall have the authority by amendment to the bylaws to create one or more classes of voting or non-voting members with such rights and qualifications as said Board shall so determine.

**ARTICLE IX**  
**501(c)(3) LIMITATIONS**

- A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal corporate income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- A. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable, educational and religious purposes.
- B. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the directors, officers, or members thereof (if any), or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.
- C. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of 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 (or in opposition to) any candidate for public office.

- D. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to one or more organizations recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, to be used exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws. To the extent the assets are not distributed to tax-exempt organizations, the assets shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organization or organizations as such court shall determine, so long as such organization or organizations are recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.
- E. **PRIVATE FOUNDATION STATUS:** In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

**ARTICLE X**  
**AMENDMENT TO ARTICLES**

Amendments to these Articles of Incorporation may be made by resolution adopted by two-thirds vote of the members of the Board of Directors.

**ARTICLE XI**  
**AMENDMENT TO BYLAWS**

The initial bylaws of this Corporation shall be made, adopted and implemented by a majority vote of the Board of Directors. Thereafter, the bylaws of this Corporation may be made, altered, rescinded, added to, amended, or new Bylaws may be adopted, by a resolution of a two-thirds vote of the members of the Board of Directors.

**ARTICLE XII  
INCORPORATOR**

The name and residence address of the Incorporator of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Kimberly Chmielewski	5225 Athens Way Venice, FL 33596

**ARTICLE XIII  
REGISTERED AGENT AND OFFICE**

The address of the Corporation's initial registered office shall be 225 Tamiami Trail South, Nokomis, FL 34275, and the name of the initial registered agent at said address shall be Kimberly Chmielewski.

I, the undersigned, being the Incorporator of this Corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, have executed these Articles of Incorporation, this 19 day of March, 2008. Having been named Registered Agent and designated to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties.

  
\_\_\_\_\_  
Kimberly Chmielewski, Incorporator

State of Florida  
County of Sarasota

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of March, 2008, by **Kimberly Chmielewski**, as Incorporator and initial Registered Agent, who is personally known to me or who has produced Florida Driver's License, No. \_\_\_\_\_ as identification and who did not take an oath.

**FILED**  
08 MAR 28 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*[Handwritten Signature]*

Notary Public - State of Florida  
*Sandra J. Pruiksmá*

My Commission Expires:

