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FLORIDA PROFIT/NON PROFIT CORPORATION
Specialty Pharmacy Certification Board, Inc.

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**ARTICLES OF INCORPORATION
OF
SPECIALTY PHARMACY CERTIFICATION BOARD, INC.**

A Florida Not-For-Profit Corporation

The undersigned Incorporator files these Articles of Incorporation ("Articles") in order to form Specialty Pharmacy Certification Board, Inc. (the "Corporation"), a not-for-profit, non-stock, perpetually existing corporation under Florida Statutes Chapter 617, as amended.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this Corporation is Specialty Pharmacy Certification Board, Inc. The street address of the initial principal office and the mailing address of the Corporation are 4301 W. Boy Scout Blvd., Suite 300, Tampa, Florida 33607.

ARTICLE II - NATURE OF CORPORATION

The Corporation is a not-for-profit corporation, organized solely for the purposes permitted under the Florida Not-For-Profit Corporation Act as set forth in Florida Statutes Chapter 617.0301.

ARTICLE III - PURPOSE

A. The Corporation is organized as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws.

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 materially participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

C. 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 Code Section 501(c)(6).

ARTICLE IV - DURATION

This Corporation is to exist perpetually.

ARTICLE V - MEMBERSHIP

The Corporation may or may not have members. The membership of the Corporation, if any, shall be open to all persons regardless of race, color, creed, sex or national origin. The qualifications for membership and the manner of admission to membership and removal therefrom shall be governed and regulated by the Corporation's Bylaws that may provide, among other things, that the Corporation has both voting members and non-voting members.

ARTICLE VI - NONSTOCK CORPORATION

This Corporation shall not have or issue shares of stock. However, the Corporation may issue membership certificates that may state prominently on the face of the certificate that the certificates are not transferable and that the Corporation is a not-for-profit corporation.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation are:

C. Mark Stevenson, Esq.
4301 W. Boy Scout Blvd., Suite 300
Tampa, Florida 33607

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is C. Mark Stevenson, Esq. The street address of the initial registered office of this Corporation is 4301 W. Boy Scout Blvd., Suite 300, Tampa, Florida 33607.

ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS

- A. The business and affairs of the Corporation shall be managed by a Board of Directors.
- B. The number of Directors of this Corporation shall be no less than three (3). Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.
- C. Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE X - BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act concerning corporate action that must be authorized or

approved by a majority of the voting members of the Corporation, the Bylaws of the Corporation may be altered, amended or repealed and new Bylaws adopted, by the Board of Directors.

ARTICLE XI - DEDICATION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member or officer of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article III, and no member or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation provided, however, that the Corporation may confer benefits in the form of distributions upon dissolution or otherwise in the manner described in these Articles.

ARTICLE XII - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to such organization or organizations organized and operating as an organization organized under Section 501(c)(6) of the Code, or to the extent permitted under Code Section 501(c)(6), to another organization operating exclusively for charitable, educational, religious or scientific purposes, which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding provisions of any prior or future Code or to the federal, state or local government exclusively for public purposes.

ARTICLE XIII - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of incorporation may be amended in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended. The Articles, however, pertaining to dissolution of the Corporation shall not be amended in any way as to allow or cause any member (unless that member is exempt from taxation under Section 501(c)(6) of the Code), director, or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision that would be unlawful at the time of that amendment.

These Articles of Organization shall be effective upon filing.

INCORPORATOR:



C. Mark Stevenson, Esq.

ACCEPTANCE OF INITIAL REGISTERED AGENT

I accept appointment as the registered agent of **Specialty Pharmacy Certification Board, Inc.** I am familiar with and accept the obligations of that position, as described in Chapter 617, Florida Statutes.

Dated August 31, 2012.



C. Mark Stevenson, Registered Agent

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