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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

POB
6/7/06

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Florida Pharmacy Foundation, Inc.

DOCUMENT NUMBER: 755576

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mr. Edward S. Jaffry

(Name of Contact Person)

Akerman Senterfitt

(Firm/ Company)

106 East College Avenue, Suite 1200

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

For further information concerning this matter, please call:

Mr. Edward S. Jaffry

(Name of Contact Person)

at (850) 224-9634

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

The Florida Pharmacy Foundation, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

FILED
06 JUN -7 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

755576

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article Three: Remove existing language and replace it with the following:

"The membership of this corporation shall be composed of the duly
elected or appointed members of the Board of Trustees".

Article Six: Change the title of Executive Director to Executive Vice
President. All other language remains the same.

(Attach additional pages if necessary)
(continued)

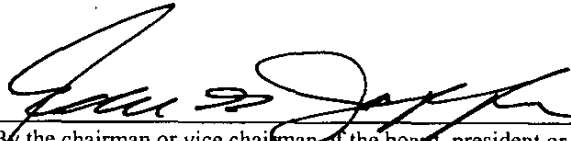
The date of adoption of the amendment(s) was: April 1, 2006

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature


(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Edward S. Jaffry

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

ARTICLES OF INCORPORATION
OF
FLORIDA PHARMACY FOUNDATION, INC.
(a corporation not for profit)

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a corporation not for profit under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation shall be FLORIDA PHARMACY FOUNDATION, INC.

ARTICLE TWO

The purpose or purposes for which the corporation is organized shall be:

1. To institute, sponsor, establish, foster and promote education programs and research projects in the field of pharmacy including but not limited to career counseling and student assistance, post-graduate education, professional utilization and public health education and assistance; to insure that pharmacy in Florida sustains its continuing need for competently trained pharmacists whose training is used to the fullest extent possible in providing health care services to the citizens of Florida, provided, however, that no part of the assets or income of the corporation shall insure to the benefit of any private member of the corporation or other individual, and providing further that the corporation shall not engage in, nor shall any of the funds or property be used to carry on propaganda or otherwise attempting to influence legislation.

2. To receive by bequest, gift, devise, or in any other manner, money, assistance and any other form of contribution whether of real, personal or mixed property, from any and every source, governmental as well as private corporation or association of whatsoever nature.

3. To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or accepted by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interests in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

4. To acquire by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

7. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation; and to transact and further any other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

8. To carry on any or all of its operations and businesses, and promote its objectives within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

9. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying out any of the business or acts above named.

10. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE THREE

The membership of this corporation shall be composed of the duly elected or appointed members of the Board of Trustees.

ARTICLE FOUR

This corporation shall have the perpetual existence.

ARTICLE FIVE

The names and addresses of the persons who are subscribers to these Articles of Incorporation are:

1. Mark Sullivan
1330 Miccosukee Road
Tallahassee, Florida 32303;
2. James B. Powers
P.O. Box 960 (610 N. Adams St.)
Tallahassee, Florida 32303; and
3. Edward S. Jaffry
800 Barnett Bank Building
315 South Calhoun Street
Tallahassee, Florida 32302.

ARTICLE SIX

The business affairs of this corporation shall be managed by a President, Vice President, Secretary and Treasurer, who shall be elected by the Board of Trustees at the annual meeting of that board to serve for a period of one year, provided that nothing herein contained shall preclude the appointment by the President of an Executive Committee, or the employment of an Executive Vice President to participate in the management of the business affairs of the corporation.

The corporation may also have, at the discretion of the Board of Trustees, one or more assistant treasurers, and such other officers as may be approved by the Board of Trustees.

ARTICLE SEVEN

The officers who shall serve until the initial election of officers pursuant to these Articles of Incorporation shall be:

1. John Stadnik, President;
2. Harold O'Steen, Vice President;
3. Rodney Ashbaugh, Secretary; and

4. Bob Moulton, Treasurer.

These officers shall be elected each year at the annual meeting of the Board of Trustees.

ARTICLE EIGHT

The number of persons constituting the first Board of Trustees of the corporation shall be nine (9) and shall be composed of the following:

1. Mark Sullivan;
2. Bill Mount;
3. Rodney Ashbaugh;
4. John Stadnik;
5. Harold O'Steen;
6. Bill Johnson;
7. Bob Moulton;
8. Allen Nichol; and
9. Roger Cain.

ARTICLE NINE

The By-Laws of the corporation may be made, altered or rescinded, and amendments to the Articles of Incorporation of the corporation may be proposed and adopted from time to time by a majority decision of the Trustees at a meeting of the Board of Trustees duly held at which a quorum is present.

ARTICLE TEN

Upon the dissolution or winding up of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for educational, research or charitable purposes and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE ELEVEN

The Resident Agent of this corporation shall be:

Patsy J. Powers.

ARTICLE TWELVE

The principal office of the corporation shall be at 610 North Adams Street, Tallahassee, Florida, and may at the option of the Board of Trustees be changed to any location within the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as subscribers, have executed these Articles of Incorporation this ____ day of November, 1980.

Mark Sullivan

James B. Powers

Edward S. Jaffry

STATE OF FLORIDA
COUNTY OF LEON

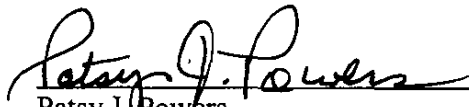
I HEREBY CERTIFY that on this ____ day of November, 1980 before me personally appeared MARK SULLIVAN, JAMES B POWERS, and EDWARD S. JAFFRY and acknowledged the execution of the foregoing Articles of Incorporation.

Notary Public
State of Florida at Large

My Commission expires:

**STATEMENT OF REGISTERED AGENT
FOR THE FLORIDA PHARMACY FOUNDATION, INC.**

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.


Patsy J. Powers