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GRAYHARRIS
ATTORNEYS AT LAW

GRAY, HARRIS & ROBINSON, P.A.

SUITE 600
301 SOUTH BRONOUGH ST. (32301
P.O. BOX 1189
TALLAHASSEE, FLORIDA 32302-318
TFL 850-222-7717
TEL 850-577-9090
FAX 850-222-3494
FAX 850-577-3311
WEB grayharris.com

October 23, 2003

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF ORGANIZATION**, along with a check in the amount of **\$130.00** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **ARTICLES OF ORGANIZATION** for the following entity:

NEIGHBORLY PHARMACY, LLC

Upon receipt, please "date stamp" the copy of this letter provided, and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,



Debbie Frost
Office Administrator

/dyf
Enclosures

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is:

NEIGHBORLY PHARMACY, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

12425 28th Street North, Suite 200
St. Petersburg, Florida 33716

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE

The name and the Florida street address of the registered agent are:

Debra Shade
12425 28th Street North, Suite 200
St. Petersburg, Florida 33716

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by its sole Member and is, therefore, a Member-Managed company.

ARTICLE V - PURPOSE

The specific purposes for which this Limited Liability Company is organized are to: (i) provide access to prescription services at cost to those elderly and handicapped persons who are in need of assistance; and (ii) to further the purposes of its sole Member, Neighborly Care Network, Inc., a Florida non-profit corporation.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for this Limited Liability Company to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing the purposes of this Limited Liability Company.

The general purposes for which this Limited Liability Company is organized shall be limited to those which are strictly charitable. In no event shall this Limited Liability Company engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Limited Liability Company shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Limited Liability Company participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Limited Liability Company engage in subversive activities.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the Limited Liability Company or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Limited Liability Company.

The Limited Liability Company is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE VI - POWERS

The Limited Liability Company shall have all of the powers of a Limited Liability Company as set forth in the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), provided, however, it shall be limited to those which are strictly charitable. In no event shall this Limited Liability Company engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Limited Liability Company shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Limited Liability Company participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Limited Liability Company engage in subversive activities.

This Limited Liability Company is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE VII - MEMBERSHIP INTERESTS AND ASSETS

All Members of this Limited Liability Company shall be organizations which are exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No membership interest or asset of the Limited Liability Company may be transferred (directly or indirectly) to an organization or individual other than an organization qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, unless such transfer is an exchange for Fair Market Value of the assets or interest being transferred. In the event that the sole Member of the Limited Liability Company shall cease to be qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, then such Member shall arrange to transfer its interest in the Limited Liability Company to another entity qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, within ninety (90) days of losing its exempt status.

ARTICLE VIII - LIQUIDATION, DISSOLUTION OR MERGER

Upon dissolution or liquidation of the Limited Liability Company, its assets shall be transferred or distributed only to its Member if, and only if, such Member is qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to an entity qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to be devoted exclusively to charitable purposes. In no event shall the Limited Liability Company merge with, consolidate with, or convert into an organization which is not either qualified as exempt under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IX - AMENDMENTS

All amendments to these Articles of Organization of the Limited Liability Company shall be made by action of the sole member of the Limited Liability Company and shall be consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Dated: August 30, 2003.

NEIGHBORLY CARE NETWORK, INC.
a Florida not-for-profit corporation

By: William F. Tremper
William F. Tremper, Chairman

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Debra Shade
Registered Agent's Signature

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (OPTIONAL)
\$ 5.00 Certificate of Status (OPTIONAL)