

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Eckerd DrugSmarts, Inc.

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ARTICLES OF INCORPORATION
OF
ECKERD DRUGSMARTS, INC.
(a Florida Non-Profit Corporation)

The undersigned, acting as incorporator, does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a non-profit corporation under the Florida Not For Profit Corporation Act, Chapter 17 of the Florida Statutes (the "Act").

ARTICLE I
NAME

The name of the corporation is Eckerd DrugSmarts, Inc. (hereinafter called the "Company"). The principal place of business and mailing address is 8333 Bryan Dairy Road, Largo, Florida 33777.

ARTICLE II
PURPOSES

The Company is formed and organized and shall be operated exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States tax laws (hereinafter, collectively referred to as the "Code"). Within the scope of the foregoing purposes, and not by way of limitation thereof, the Company is organized and operated to raise public awareness of and to support drug education programs and careers in pharmacy.

ARTICLE III
DURATION

The period of the Company's duration is perpetual.

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ARTICLE IV
BOARD OF DIRECTORS

The Board of Directors of the Company (a) shall be the governing body of the Company, (b) shall direct and govern the affairs of the Company and the disposition of its property, and (c) shall be appointed as provided in the Bylaws of the Company. In all respects, the number of directors, the manner of their appointment or election, and the duration of their term shall be set forth in the Bylaws of the Company, and may be changed from time to time by amendment to, or in the manner provided in, the Bylaws, but no decrease in the number of the directors shall have the effect of shortening the term of any incumbent director, and in no event shall there be less than three (3) directors. The initial Board of Directors shall be three (3), and shall be named in the Bylaws of the Company.

ARTICLE V
REGISTERED OFFICE AND AGENT

The initial registered agent of the Company is Joan Gallagher, and the street address of the initial registered office is 8333 Bryan Dairy Road, Largo, Florida 33777.

ARTICLE VI
INCORPORATOR

The name of the Incorporator is Joan Gallagher, and her address is 8333 Bryan Dairy Road, Largo, Florida 33777.

ARTICLE VII
POWERS

In furtherance of the foregoing purposes, the Company shall have and may exercise all the powers specified in the Act.

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ARTICLE VIII
DIVIDENDS, DISTRIBUTIONS
AND LOBBYING AND POLITICAL ACTIVITIES

No part of the net earnings of the Company shall inure to the benefit of any director or officer of the Company, or any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Company and expenses may be reimbursed or paid in furtherance of one or more of its purposes. No substantial part of the activities of the Company shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Code Section 501(h), and the Company shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. and (b)

ARTICLE IX
NO MEMBERS

The Company shall have no members. The property, affairs, and business of the Company shall be managed and conducted by a Board of Directors which shall have and exercise all of the powers of the Company, shall make all bylaws, rules, and regulations for the governing of the Company, direct the management of its affairs and the election of its officers, and which may repeal, alter, or amend such bylaws, rules, and regulations as they deem proper for the management of the affairs of the Company.

ARTICLE X
CHARITABLE STATUS

Notwithstanding any other provision of these Articles of Incorporation, the Company shall not carry on, conduct, engage, participate, or intervene in (a) any activity or transaction not permitted to be conducted or carried on by an organization exempt from taxation under Code Sections 501(c)(3) and 509(a), and the regulations thereunder, or by any organization, contributions to which are deductible under Code Sections 170(a)(1) and 170(c)(2), and the regulations thereunder, or (b) any activity or transaction which would result in the loss by the Company of its status as a Code Section 509(a) organization. The use, directly or indirectly, of any part of the Company's assets in any such activity or transactions is hereby expressly prohibited.

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ARTICLE XI
PRIVATE FOUNDATION

Notwithstanding any other provision of these Articles of Incorporation, if the Company shall be, or shall be deemed to be, a private foundation, as described in Code Section 509(a), then (a) the Company shall make distributions at such time and in such manner as not to subject the Company to tax under Code Section 4942, and (b) the Company is expressly prohibited from engaging in any act of self-dealing, as defined in Code Section 4941(d), from retaining any excess business holdings, as defined in Code section 4943(c), from making any investments in such manner as to subject the Company to tax under Code Section 4944, and from making any taxable expenditures, as defined in Code Section 4945(d).

ARTICLE XII
DISSOLUTION

In the event the Company is dissolved, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Company, distribute the remaining assets of the Company to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes as shall at that time have purposes similar to those of the Company, and which qualify as charitable organizations under Code Section 501(c)(3).

ARTICLE XIII
INDEMNIFICATION

To the fullest extent permitted by the Act, the Company shall indemnify any director or officer of the Company against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is, or is threatened to be, made a named defendant or respondent in a proceeding because the person is or was a director or officer, and shall advance to such person such reasonable expenses as are incurred by him or her in connection therewith. The rights of directors or officers set forth in this Article shall not be exclusive of any other right which directors or officers may have or hereafter acquire relating to the subject matter hereof. To the fullest extent permitted by the Act, the Company may purchase and

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maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Company, or who is or was serving at the request of the Company as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Company would have the power to indemnify him or her against that liability pursuant to the applicable provisions of the Act, all as permitted by the Act. As used in this Article, the term "director" shall mean any person who is or was a director of the Company and any person who, while a director of the Company, is or was serving at the request of the Company as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Company or of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. As used in this Article, the term "officer" shall mean any person who is or was an officer of the Company and any person who, while an officer of the Company, is or was serving at the request of the Company as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Company or of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. As used in this Article, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereto set my name on this 22nd day of January, 2004.


Joan Gallagher

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Eckerd DrugSmarts, Inc. in the foregoing Articles of Incorporation, I, Joan Gallagher, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.


Joan Gallagher

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