

N05000009013

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

John Clark Advised
to Add Officer
Director Data: 1
to Document....

Office Use Only



100185717931

09/22/10--01042--005 **52.50

10 DEC -6 PM 3:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Amend/cc
@ 12/16/10

COVER LETTER

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

NAME OF CORPORATION: ASSOCIATION OF BLACK HEALTH-SYSTEM PHARMACISTS, INC

DOCUMENT NUMBER: N05000009013

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

Please return all correspondence concerning this matter to the following:

John E. Clark

Association of Black Health System Pharmacists

2741 SW 127th Avenue

Miramar, Florida 33027

For further information concerning this matter, please call:

John E. Clark

at (954) 296-7466

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
enclosed)

Mailing Address

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

Street Address

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 18, 2010

JOHN E. CLARK
ASSOCIATION OF BLACK HEALTH - SYSTEM
2741 SW 127TH AVENUE
MIRAMAR, FL 33027

SUBJECT: ASSOCIATION OF BLACK HEALTH-SYSTEM PHARMACISTS,
INC.
Ref. Number: N05000009013

We have received your document for ASSOCIATION OF BLACK HEALTH-SYSTEM PHARMACISTS, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 110A00027147



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 23, 2010

JOHN E. CLARK
ASSOCIATION OF BLACK HEALTH SYSTEMS
2741 SW 127TH AVENUE
MIRAMAR, FL 33027

SUBJECT: ASSOCIATION OF BLACK HEALTH-SYSTEM PHARMACISTS,
INC.
Ref. Number: N05000009013

We have received your document for ASSOCIATION OF BLACK HEALTH-SYSTEM PHARMACISTS, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Photo copies are not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 010A00022632

Articles of Amendment
to
Articles of Incorporation
of

ASSOCIATION OF BLACK HEALTH-SYSTEM PHARMACISTS, INC.
(Name of Corporation as currently filed with the Florida Dept. of State)

No7000001690
(Document Number of Corporation (if known))

FILED
CLERK OF FLORIDA
TALLAHASSEE, FLORIDA
10 DEC -6 PM 3:59

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:

A. If amending name, enter the new name of the corporation:

Association of Black Health-system Pharmacists Research and Education Foundation, Inc

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

NO Change

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

NO Change

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

NO Change – John E. Clark

New Registered Office Address:

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Derek Pike, Incorporator
2910 Kerry Forest Parkway, D4-393
Tallahassee, Florida 32309

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

remove: Patricia Gellineau, Lourdes Cuellar

Title	Name	Address	Type of Action
President	Manouchkathe Cassagnol	59 Ridgeway Avenue Setauket, NY 11732	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
Director- Treasurer	monica Robinson-green John E. Clark	2741 SW 127 th Avenue Miramar, FL 33027	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
Director- Secretary	Aiasha moufry Donna Bellamy	212 Carrington Lane Centerville, GA 31028	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

President Earnest Alexander

If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

x remove
x Add - Director

The undersigned for the purpose of forming a non profit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I. NAME, PURPOSE AND OBJECTIVES

A. NAME

The name of this corporation shall be the Association of Black Health-system Pharmacists (ABHP), Inc., hereinafter referred to as the Corporation.

B. PURPOSE

The Corporation is organized, and shall be operated exclusively for, the purpose set forth in the Corporation's Constitution, which shall include the following:

1. To promote the value and vision of all pharmacists, but particularly black and other minority group pharmacists, as integral members of the health-care team in order to allow full utilization of their clinical and drug use control functions that would be beneficial in the health-systems.
2. The ABHP shall foster collaboration, leadership, education, advocacy, and research that improves and protects the health status and quality of life of minority patients and to advance the practice of black and other minority pharmacists in the health systems.

C. OBJECTIVES

The objectives of the Corporation shall include the following:

1. To advance public health by promoting the professional interests of all pharmacists practicing in hospitals and other organized health care settings through:
 - a. Fostering pharmaceutical services aimed at drug-use control and rational drug therapy.
 - b. Developing professional standards for pharmaceutical services.
 - c. Fostering an adequate supply of well-trained, competent pharmacists and associated personnel.
 - d. Developing and conducting programs for maintaining and improving the competence of pharmacists and associated personnel.

- e. Disseminating information about pharmaceutical services and rational drug use.
 - f. Improving communication among pharmacists, other members of the health care industry, and the public.
 - g. Promoting research in the health and pharmaceutical sciences and in pharmaceutical services.
 - h. Promoting the economic welfare of pharmacists and associated personnel.
2. To foster rational drug use in association such as through advocating appropriate public policies toward that end.
3. Recognize professional achievements of members and their contributions to pharmacy practice

Article II. LIMITATIONS

A. POWERS

1. The Corporation shall have all the powers and authority as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida.
2. The Corporation intends to avail itself of any and all tax benefits or exemptions to which it may be entitled under Section 501 of the Internal Revenue Code of 1954, and it shall not operate or engage in any activity nor shall it possess or exercise any power that would substantially risk the loss of such benefits under that Code.

B. LIMITATION OF POWERS

1. The Corporation shall be a not-for-profit corporation and shall not be authorized to issue capital stock.
2. No part of the net earnings of the Corporation, current or accumulated, shall inure to the benefit of, or be distributable to its members, Officers, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1.
3. The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

ARTICLE III. OFFICERS

The officers of the Corporation shall be: President, President-elect, Immediate Past President, Secretary, and Treasurer. The duties and term of office of the officers shall be stated in the Bylaws of the Corporation.

ARTICLE IV. BOARD OF DIRECTORS AND MANAGEMENT

1. The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation shall be 6, which number may be increased or decreased only by amendment to the Corporation's Constitution. The Board of Directors shall consist of six Directors who shall be elected at large by a majority of votes cast by active members; and the

officers of the Corporation, to wit, the President, the President-elect, the Immediate Past President, the Treasurer, and the Secretary. The President of the Association shall serve as Chairman of the Board of Directors. The Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, as set forth in the Corporation's Bylaws. The Directors of the Corporation shall be active members who shall serve without compensation.

2. The method of election of the directors shall be stated in the Bylaws of the Corporation.
3. The Bylaws of the Corporation shall delineate the authority of the Board of Directors and govern the internal affairs of the Corporation. The Bylaws may be amended as provided therein.

ARTICLE V. MEMBERSHIP

1. The membership of the Corporation shall consist of active members, associate members, honorary members, and such other categories as may be established in the Corporation's Bylaws. Active members shall be licensed pharmacists who support the purposes of the Corporation as stated in the Article 1 hereof; the other requirements for active membership shall be stated in the Corporation's Bylaws. Only active members may (a) vote as individual members on amendment to the Corporation's Constitution as provided in the Constitution; (b) elect the Directors of the Corporation, and (c) serve as a Director of the Corporation. The definition, rights, powers, and obligations of each class of members not set forth herein shall be established and limited by the Corporation's Bylaws.
2. The Corporation may establish and shall try to promote and strengthen ongoing cooperative relationships with other organizations when such relationships further the purposes of the Corporation.
3. The Corporation shall try to formally recognize, promote, and strengthen relationships with groups of pharmacists when such groups promote and foster the purposes of the Corporation.

ARTICLE VI. DISSOLUTION.

Upon termination, dissolution, or winding up of the Corporation, any assets that remain after payment or provision for payment of all of its liabilities, debts, and obligations shall be distributed by the Board of Directors only to one or more organized charitable, educational, scientific, or philanthropic organizations duly qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or under such successor provision of the Internal Revenue Code as may be in effect at the time of termination, dissolution, or winding up of the Corporation). Under no circumstances shall any assets be distributed to any member of the Corporation.

ARTICLE VII. PRIVATE PROPERTY

The private property of the members, officers, Directors, and employees of the Corporation shall not be subject to payment of any debts or obligations of ABHP.

ARTICLE VIII. AMENDMENT

Any proposed amendment to the Corporation's Constitution must first be submitted to the Board of Directors as written proposal, signed by at least two (2) active members in good standing. The proposed amendment will be included as an agenda item for the next Board of Directors meeting following receipt of the proposal. The initiators of the proposed amendment will be contacted to present the proposal to the Board of Directors. Upon review, the Board shall submit the proposed

amendment to the members at an Open Forum for debate. Upon approval of a majority of the active voting member then present and voting, it shall be submitted to the entire active membership for vote by mail ballot in the same manner as in the election of officers as provided in the Corporation's Bylaws and shall be sent out as part of the ballot for officers. A majority of the voting members returning the mail ballot within twenty (20) days of the postmark of the ballot shall be required to adopt the amendment

ARTICLE IX. DURATION

The duration (term) of the Corporation shall be perpetual or until properly dissolved by appropriate action consistent with Article 6. Dissolution hereof.

ARTICLES X. PRINCIPAL OFFICE AND ADDRESS

The principal office of the Association shall be located at 2910 Kerry Forest Parkway, D4-393, Tallahassee, Florida 32309 and its mailing address shall be 2910 Kerry Forest Parkway, D4-393, Tallahassee, Florida 32309.

ARTICLE XI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 2910 Kerry Forest Parkway, D4-393, Tallahassee, Florida 32309 and the name of its initial registered agent is JOHN E CLARK at 2741 SW 127th Avenue, Miramar, Florida 33027.

ARTICLES XII. INCORPORATORS

No changes are being made

The date of each amendment(s) adoption: September 21, 2010

Effective date if applicable: September 21, 2010
(no more than 90 days after amendment file date)

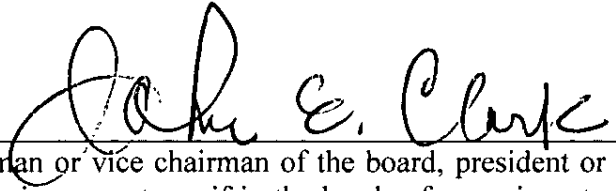
Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated September 21, 2010

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)

John E. Clark

(Typed or printed name of person signing)

Treasurer

(Title of person signing)