

1107000001690

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

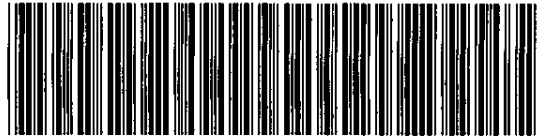
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2009 FEB 20 PM 4:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
SG

COVER LETTER

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

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

DOCUMENT NUMBER: N07000001690

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

January 21, 2009

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

SUBJECT: ASSOCIATION OF BLACK HEALTH-SYSTEM PHARMACISTS
FOUNDATION, INC.
Ref. Number: N07000001690

We have received your document for ASSOCIATION OF BLACK HEALTH-SYSTEM PHARMACISTS FOUNDATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 609A00002167

Articles of Amendment
to
Articles of Incorporation
of

FILED
2009 FEB 20 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Association of Black Health-system Pharmacists Foundation
(Name of Corporation as currently filed with the Florida Dept. of State)

No7000001690

(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:

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:

NO Change

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

NO Change

(Mailing address MAY BE A POST OFFICE BOX)

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:

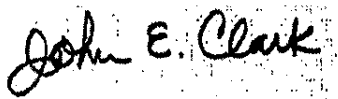
Name of New Registered Agent:

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>No Change</u>	<u>No Change</u>	<u>No Change</u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove
<u>No Change</u>	<u>No Change</u>	<u>No Change</u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove
<u>No Change</u>	<u>No Change</u>	<u>No Change</u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove

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

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

ARTICLE 1. NAME, PURPOSES AND OBJECTIVES

A. NAME

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

B. PURPOSES

The purposes for which the Foundation is organized are as follows:

- 1. To promote the public welfare through the support of scholarship and research to enhance the provision of pharmaceutical services in organized healthcare settings.**
- 2. To encourage, provide for, and engage in scientific research, professional study, and advancement of the science of pharmacy in organized healthcare settings.**
- 3. The purposes for which the Foundation is organized are exclusively charitable, scientific and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.**

C. OBJECTIVES

The Foundation intends to seek a determination from the Internal Revenue Service that is exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954. The Foundation also intends to seek a determination from the Internal Revenue Service that is not a private foundation as defined in Section 509 (A) of the Internal Revenue Code.

Contributions and bequests to the Foundation will be deemed deductible for income tax purposes upon issuance of the foregoing determination in the manner and to the extent provided by Section 170 (C) (2) of the Internal Revenue Code.

ARTICLE II. OFFICERS

The officers of the Foundation shall be: President, Vice-President, Secretary, and Treasurer. The duties and term of office of the officers shall be stated in the Bylaws of the Foundation.

ARTICLES III. BOARD OF DIRECTORS

There shall be a Board of Directors of at least ten (10) persons consisting of the four (4) officers listed in Article II, and six (6) other persons, at least one of whom shall be a public (non-pharmacist) member. The method of election of the directors shall be stated in the Bylaws of the Foundation.

ARTICLES IV. PRINCIPAL OFFICE AND ADDRESS

The principal office of the Foundation 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 V. REGISTERED OFFICE AND AGENT

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

ARTICLES IV. INCORPORATORS

The names and addresses of the incorporator of the Foundation are:

<u>Name</u>	<u>Address</u>
Derek Pike	2910 Kerry Forest Pkwy, D4-393 Tallahassee, FL 32309

The names and addresses of each of the officers of the Foundation are:

<u>Name</u>	<u>Address</u>
Jasper W. Watkins III	3550 Esplanade Way, #8205 Tallahassee, FL 32311
Horace Knight	13 Beauvoir Court Rockville, Maryland 20855
Patricia Gellineau	15780 SW 139 th Avenue Miami, FL 33177
John E. Clark	2741 SW 127 th Avenue Miramar, Florida 33027

The Bylaws of the Foundation are to be made, altered or rescinded by the Board of Directors.

ARTICLE VIII. AFFILIATIONS

The Foundation shall be affiliated with the Association of Black Health-system Pharmacists (ABHP), and shall report the fiscal status and project status to the association at the Annual Meeting and appropriate ABHP Board of Directors meetings.

ARTICLE IX. AMENDMENTS

Every proposition to alter or amend these Articles of Incorporation shall be presented in writing, over the signatures of two (2) or more members of the Board of Directors and read at the meeting at which presented and voted at the next subsequent meeting. Amendments shall be adopted by a vote of not less than three-fourths (3/4) of the members of the Board of Directors.

ARTICLE X. INUREMENT CLAUSE

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, or other private persons, except that the Foundation 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 Articles I , B. (Purposes). No substantial part of the activities of the Foundation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (A) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), or (B) by an organization, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of an future United States Revenue Law).

ARTICLE XI. DISSOLUTION CLAUSE

In the event of dissolution of the Foundation, the residual assets of the Foundation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) or the corresponding provision of any future United States Internal Revenue Law, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), or to the federal, state or local government for exclusive public purpose.

The date of each amendment(s) adoption: January 7, 2009

Effective date if applicable: January 7, 2009
(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 January 9, 2009

Signature John E. Clark
(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)

President and Chairman of the Board of Directors
(Title of person signing)



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

As the registered agent to the Association of Black Health-system Pharmacists (ABHP) Foundation, I am filing the Articles of Amendment to amend the articles of incorporation of the ABHP Foundation, a Florida Not for Profit Corporation pursuant to section 617.1006 of the Florida Statute. I have enclosed the completed basic amendment form, the original amended articles of incorporation and one copy, the Certificate of Status, and the required filing fee of \$35.00. Please do not hesitate to contact me for any questions or any needs to clarify the information submitted.

Sincerely,

John E. Clark

John E. Clark, PharmD, Registered Agent
2741 SW 127th Avenue
Miramar, Florida 33027
954-296-7466
E-mail: jclark@jhsmiami.org

January 8, 2009

Date

Derek Pike

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

January 8, 2009

**ARTICLES OF INCORPORATION
OF
THE ASSOCIATION OF BLACK HEALTH-SYSTEM PHARMACISTS
RESEARCH AND EDUCATION FOUNDATION, INC**

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 1. NAME, PURPOSES AND OBJECTIVES

A. NAME

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

B. PURPOSES

The purposes for which the Foundation is organized are as follows:

1. To promote the public welfare through the support of scholarship and research to enhance the provision of pharmaceutical services in organized healthcare settings.
2. To encourage, provide for, and engage in scientific research, professional study, and advancement of the science of pharmacy in organized healthcare settings.
3. The purposes for which the Foundation is organized are exclusively charitable, scientific and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

C. OBJECTIVES

The Foundation intends to seek a determination from the Internal Revenue Service that is exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954. The Foundation also intends to seek a determination from the Internal Revenue Service that is not a private foundation as defined in Section 509 (A) of the Internal Revenue Code.

Contributions and bequests to the Foundation will be deemed deductible for income tax purposes upon issuance of the foregoing determination in the manner and to the extent provided by Section 170 (C) (2) of the Internal Revenue Code.

Articles of Incorporation of the Association of Black Health-system Pharmacists Research and Education Foundation, Inc.

ARTICLE II. OFFICERS

The officers of the Foundation shall be: President, Vice-President, Secretary, and Treasurer. The duties and term of office of the officers shall be stated in the Bylaws of the Foundation.

ARTICLES III. BOARD OF DIRECTORS

There shall be a Board of Directors of at least ten (10) persons consisting of the four (4) officers listed in Article II, and six (6) other persons, at least one of whom shall be a public (non-pharmacist) member. The method of election of the directors shall be stated in the Bylaws of the Foundation.

ARTICLES IV. PRINCIPAL OFFICE AND ADDRESS

The principal office of the Foundation 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 V. REGISTERED OFFICE AND AGENT

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

ARTICLES IV. INCORPORATORS

The names and addresses of the incorporator of the Foundation are:

<u>Name</u>	<u>Address</u>
Derek Pike	2910 Kerry Forest Pkwy, D4-393 Tallahassee, FL 32309

The names and addresses of each incorporator of the Foundation are:

<u>Name</u>	<u>Address</u>
Jasper W. Watkins III	3550 Esplanade Way, #8205 Tallahassee, FL 32311
Horace Knight	13 Beauvoir Court Rockville, Maryland 20855
Patricia Gellineau	15780 SW 139 th Avenue Miami, FL 33177
John E. Clark	2741 SW 127 th Avenue Miramar, Florida 33027

ARTICLE VII. BYLAWS

The Bylaws of the Foundation are to be made, altered or rescinded by the Board of Directors.

ARTICLE VIII. AFFILIATIONS

The Foundation shall be affiliated with the Association of Black Health-system Pharmacists (ABHP), and shall report the fiscal status and project status to the association at the Annual Meeting and appropriate ABHP Board of Directors meetings.

ARTICLE IX. AMENDMENTS

Every proposition to alter or amend these Articles of Incorporation shall be presented in writing, over the signatures of two (2) or more members of the Board of Directors and read at the meeting at which presented and voted at the next subsequent meeting. Amendments shall be adopted by a vote of not less than three-fourths (3/4) of the members of the Board of Directors.

ARTICLE X. INUREMENT CLAUSE

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, or other private persons, except that the Foundation 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 Articles I , B. (Purposes). No substantial part of the activities of the Foundation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (A) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), or (B) by an organization, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of an future United States Revenue Law).

ARTICLE XI. DISSOLUTION CLAUSE

In the event of dissolution of the Foundation, the residual assets of the Foundation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) or the corresponding

Articles of Incorporation of the Association of Black Health-system Pharmacists Research and Education Foundation, Inc.

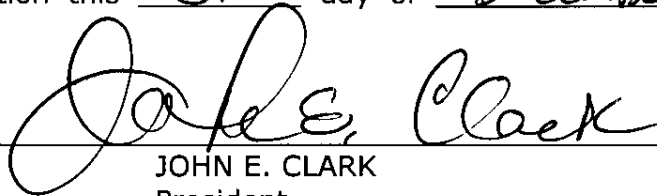
provision of any future United States Internal Revenue Law, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), or to the federal, state or local government for exclusive public purpose.

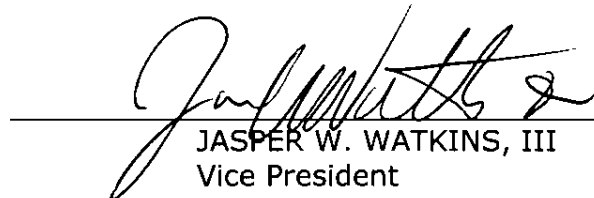
Articles of Incorporation of the Association of Black Health-system Pharmacists Research and Education Foundation, Inc.

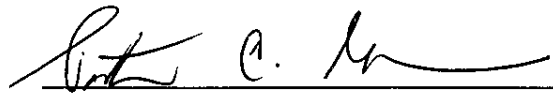
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

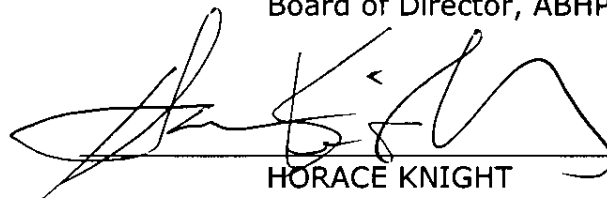
Pursuant to the provisions of s.s. 617.0202 and 617.0501, Florida Statutes (1991), I, JOHN E. CLARK, hereby accept the appointment as registered agent for the Association of Black Health-system Pharmacists Research and Education Foundation, Inc., a Florida nonprofit corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 5th day of December, 2000


JOHN E. CLARK
President


JASPER W. WATKINS, III
Vice President


PATRICIA GELLINEAU
Board of Director, ABHP President-elect


HORACE KNIGHT
Treasurer

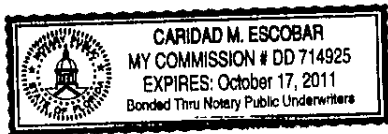
Articles of Incorporation of the Association of Black Health-system Pharmacists Research and Education Foundation, Inc.

SIGNATURE PAGE:

STATE OF FLORIDA

COUNTY OF Miami-Dade

The foregoing instrument was acknowledged before me this 16 of December, 2008, by PATRICIA GELLINEAU, as Board of Director of the Association of Black Health-system Pharmacists Research and Education Foundation, Inc., a Florida nonprofit corporation, on behalf of the corporation. He/she is personally known to me or has produced Employee ID. Badge as identification and did not take an oath.



Caridad M. Escobar

(Name: Caridad M. Escobar)

NOTARY PUBLIC

Commission #: DD 714925

My Commission Expires: 10/17/2011

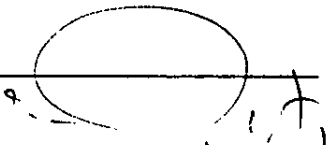
Articles of Incorporation of the Association of Black Health-system Pharmacists Research and Education Foundation, Inc.

SIGNATURE PAGE:

STATE OF MARYLAND

COUNTY OF Montgomery

The foregoing instrument was acknowledged before me this 7th of Nov, 2008, by HORACE KNIGHT, as Treasurer of the Association of Black Health-system Pharmacists Research and Education Foundation, Inc., a Florida nonprofit corporation, on behalf of the corporation. He/she is personally known to me or has produced CA Driver Lic. as identification and did not take an oath.


(Name: _____)
NOTARY PUBLIC
Commission #:
My Commission Expires: 11,07,08

**ZIBA DABESTANI
NOTARY PUBLIC
MONTGOMERY COUNTY
MARYLAND**

Articles of Incorporation of the Association of Black Health-system Pharmacists Research and Education Foundation, Inc.

SIGNATURE PAGE:

STATE OF FLORIDA
COUNTY OF Leon

The foregoing instrument was acknowledged before me this 19 of December, 2008, by JASPER W. WATKINS, as Vice-President of the Association of Black Health-system Pharmacists Research and Education Foundation, Inc., a Florida nonprofit corporation, on behalf of the corporation. He/she is personally known to me or has produced Employee ID as identification and did not take an oath.



Barbara C Nedza
(Name: Barbara C Nedza)

NOTARY PUBLIC

Commission #:

My Commission Expires:

Articles of Incorporation of the Association of Black Health-system Pharmacists Research and Education Foundation, Inc.

SIGNATURE PAGE:

STATE OF FLORIDA

COUNTY OF Miami-Dade

The foregoing instrument was acknowledged before me this 28th of DECEMBER 2008, by JOHN E. CLARK, as President of the Association of Black Health-system Pharmacists Research and Education Foundation, Inc., a Florida nonprofit corporation, on behalf of the corporation. He/she is personally known to me or has produced Employee ID as identification and did not take an oath.

Nathalie Brooks



NATHALIE BROOKS
Notary Public, State of Florida
Commission #DD695711
My Commission Expires Jul. 17, 2011

(Name: Nathalie Brooks)

NOTARY PUBLIC

Commission #: DD695711

My Commission Expires: July 17, 2011