

# N10000000221

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE FLORIDA PDMP FOUNDATION, INC.**

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
THE FLORIDA PDMP FOUNDATION, INC.**

THE UNDERSIGNED, Jim Slattery, as Chairman of THE FLORIDA PDMP FOUNDATION, INC., a Florida not for profit corporation (the "corporation"), for and on behalf of the corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the corporation:

**ARTICLE FIRST:** The name of the corporation is THE FLORIDA PDMP FOUNDATION, INC.

**ARTICLE SECOND:** "ARTICLE II: PRINCIPAL OFFICE" of the current Articles of Incorporation is hereby deleted in its entirety and restated as follows:

**"ARTICLE II: PRINCIPAL OFFICE**

The principal street address and mailing address, if different is:

The Capitol Building  
400 S. Monroe Street, Suite 2105  
Tallahassee, Florida 32399-0001"

**ARTICLE THIRD:** "ARTICLE III: PURPOSE" of the current Articles of Incorporation is hereby deleted in its entirety and restated as follows:

**"ARTICLE III: PURPOSE**

The corporation is established to operate as a Direct Support Organization of the Florida Office of Drug Control (the "FLODC") as provided by Section 893.055, Florida Statutes, and shall operate exclusively for the direct or indirect benefit of the Florida Office of Drug Control and Florida's prescription drug monitoring program at the Florida Department of Health (the "FLDOH") and must at all times operate in a manner consistent with the goals of Florida Office of Drug Control and the best interests of the State of Florida.

The corporation shall provide direct-support to FLODC and the FLDOH in carrying out its mission, in compliance with the requirements of Section 893.055, Florida Statutes. The corporation shall act in accordance with the goals of the prescription drug monitoring program and in the best interests of the State as determined by the FLODC in coordination with the FLDOH. The corporation is organized and operated to conduct programs and activities; raise funds; request and receive grants, gifts, and bequests of money; acquire, receive, hold, and invest, in its own name, securities, funds, objects of value, or other property,

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either real or personal; and make expenditures or provide funding to or for the direct or indirect benefit of the FLDOH in furtherance of the prescription drug monitoring program (more particularly described in Section 893.055, Florida Statutes). Pursuant to Section 893.055, Florida Statutes: And, consistent with the above, to exercise all powers available to not-for-profit corporations under Section 617.0302 of the Florida Not For Profit Corporation Act.

The purposes of the corporation are to engage in charitable activities, within the meaning of Section 501(c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by Section 617.01011 et seq. of the Florida Not For Profit Corporation Act, as amended, which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its officers and employees where necessary to carry out the exempt purposes of the corporation. The purposes for which this corporation is organized shall be limited to those which are strictly charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Provided, however, that: (i) no part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other individual; (ii) no substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; (iii) the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office; and (iv) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. It is the specific intention of the Board of Directors that the purposes and application of the corporation be as broad as permitted by Section 617.0301 of the Florida Not For Profit Corporation Act, but only to the extent that the corporation qualifies as a tax exempt organization within the meaning of Section 501(c)(3) and Section 170 of the Code.

In no event shall this corporation 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 Code; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not 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 corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code, and the applicable rules and regulations thereunder.

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

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

**ARTICLE FOURTH:** “**ARTICLE IV: MANNER OF ELECTION**” of the current Articles of Incorporation is hereby deleted in its entirety and restated as follows:

**“ARTICLE IV: MANNER OF ELECTION**

The number of Directors on the Board of Directors shall be no less than five (5) and no more than eleven (11). Membership on the Board of Directors may include: employees of the Office of Drug Control, state employees other than state employees from the Department of Health, and any other non-state employees as appropriate to serve on the Board (e.g. those members of the public that are interested in improving patient standard of care and reducing controlled prescription drug abuse and controlled prescription drug diversion).

The Director of the Florida Office of Drug Control shall appoint the initial Board of Directors for the direct-support organization, which initial Board shall consist of five (5) Directors. For the purpose of providing staggered terms, three (3) of the initial appointments made by the Director of the Florida Office of Drug Control shall be for 3-year terms and two (2) of the initial appointments made by the Director of the Florida Office of Drug Control shall be for 2-year terms. Any subsequent appointments made by the Board will be rotated starting with the sixth as three (3) years and the seventh as two (2) years and so forth up to the eleventh appointment. The 2-year terms are designated by an \* in Article V next to the name of the Director. All Directors may be re-appointed to serve consecutive terms of office not to exceed two (2) additional terms, for a total of nine (9) years of service.

All future vacancies shall be filled by nomination and election by a majority of the current Board of Directors. Each Director shall hold office until the expiration of the term for which elected, or until resignation or removal. The Directors shall serve at the pleasure of the Director of the Florida Office of Drug Control. Provided further, upon the recommendation of the Board, the Director of the Florida Office of Drug Control shall consider removal of a Director for cause.”

**ARTICLE FIFTH:** “**ARTICLE VI: DUTIES OF OFFICERS**” of the current Articles of Incorporation is hereby deleted in its entirety.

**ARTICLE SIXTH:** “**ARTICLE VII: BY LAWS**” of the current Articles of Incorporation is hereby deleted in its entirety and restated as follows:

**“ARTICLE VII: AMENDMENTS TO THE BYLAWS**

The Bylaws of the corporation may be amended by a majority vote at any meeting of the Board of Directors and must be approved by the Director of the Florida Office of Drug Control. No action shall be taken to amend the Bylaws unless written notice (email is acceptable) of the action to be approved shall have been

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given at least thirty (30) days prior to the meeting to the members of the Board of Directors and the Director of the Florida Office of Drug Control.”

**ARTICLE SEVENTH:** “ARTICLE X: AMENDMENT TO THE ARTICLES OF INCORPORATION” is hereby added to the current Articles of Incorporation as follows:

**“ARTICLE X: AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Articles of Incorporation of the corporation shall be initially approved by the Florida Office of Drug Control, and thereafter may be altered, amended or repealed by a majority vote of the Board of Directors, subject to approval by the Director of the Florida Office of Drug Control.”

**ARTICLE EIGHTH:** “ARTICLE XI: DISSOLUTION” is hereby added to the current Articles of Incorporation as follows:

**“ARTICLE XI: DISSOLUTION**

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall revert to the Florida Office of Drug Control or to the State of Florida if the Florida Office of Drug Control no longer exists. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is located, exclusively for such purposes described herein, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for charitable, educational or scientific purposes. No part of the assets or the net earnings current or accumulated of the corporation shall inure to the benefit of a private individual.”

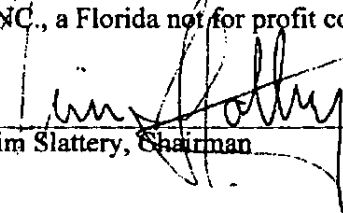
**ARTICLE NINTH:** The amendments to the Articles of Incorporation of the corporation reflected herein were duly adopted by the Board of Directors of the corporation by Resolution executed on the 27<sup>th</sup> day of April, 2010, in accordance with Section 617.0820 of the Florida Not for Profit Corporation Act, and were approved by the Director of the Florida Office of Drug Control. The corporation presently has no members.

**ARTICLE TENTH:** The effective date of these Articles of Amendment shall be upon the filing thereof with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, Jim Slattery, as Chairman of the corporation, has hereunto set his hand this 9 day of July, 2010.

THE FLORIDA PDMP FOUNDATION,  
INC., a Florida not for profit corporation

By

  
Jim Slattery, Chairman

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STATE OF CALIFORNIA  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 2010, by Jim Slattery, as Chairman of THE FLORIDA PDMP FOUNDATION, INC., a Florida not for profit corporation.

*SEE  
Attached*

AFFIX NOTARY STAMP

\_\_\_\_\_  
Signature of Notary Public

\_\_\_\_\_  
(Print Notary Name)

\_\_\_\_\_  
My Commission Expires:

\_\_\_\_\_  
Commission No.:

Personally known, or

Produced Identification

\_\_\_\_\_  
Type of Identification Produced

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### ACKNOWLEDGMENT

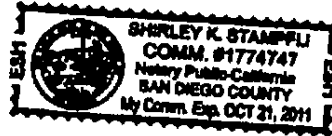
State of California  
County of San Diego

On July 9, 2010 before me, Shirley Stampfli (Notary Public)  
(insert name and title of the officer)

personally appeared James Slattery  
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are  
subscribed to the within instrument and acknowledged to me that he/~~she~~they executed the same in  
his/~~her~~their authorized capacity(ies), and that by his/~~her~~their signature(s) on the instrument the  
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing  
paragraph is true and correct.

WITNESS my hand and official seal.



Signature Shirley Stampfli (Seal)