



COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: THE FLORIDA PDMP FOUNDATION, INC

DOCUMENT NUMBER: N10000000221

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

Please return all correspondence concerning this matter to the following:

JASON D. WINN  
(Name of Contact Person)

WINN LAW  
(Firm/ Company)

2709 KILLARNEY WAY, SUITE 4  
(Address)

TALLAHASSEE, FL 32309  
(City/ State and Zip Code)

JWINN@JWINNLAW.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JASON D. WINN at 850/519-5876  
(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 Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 21, 2020

JASON D. WINN  
WINN LAW  
2709 KILLARNEY WAY - STE. 4  
TALLAHASSEE, FL 32309

SUBJECT: THE FLORIDA PDMP FOUNDATION, INC.  
Ref. Number: N1000000221

We have received your document for THE FLORIDA PDMP FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted two documents, please choose one, the attached are not entitled Amended and Restated Articles and does not contain an original signature as computerized signatures are not acceptable.

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

If the corporation is a **PROFIT** corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

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) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 520A00020906

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S. (Not for Profit)

**ARTICLE I: NAME**

*The name of the corporation shall be:*  
The Florida PDMP Foundation, Inc.

**ARTICLE II: OFFICE**

*The principal office address and mailing address, if different is:*

10801 Starkey Rd.  
#104-221  
Seminole, FL 33777

**ARTICLE III: PURPOSE**

*The Purpose for which the corporation is organized is:*

to be a direct support organization under the Department of Health to assist the state in carrying out its purposes and responsibilities regarding the promotion of the public health, safety and welfare and to detect and prevent controlled substance abuse and diversion. The corporation will assist the state by raising money in order to provide assistance, funding, and promotional support for the activities authorized for the prescription drug monitoring program: submitting requests for and receiving grants from the Federal Government, private foundations, corporations; conducting programs and activities; raising funds; requesting and receiving gifts, and bequests of money; acquiring, receiving, holding, and investing, in its own name, securities, funds, objects of value, or other property, either real or personal; and making expenditures or providing funding directly or indirectly to or for the benefit of the Department of Health's Prescription Drug Monitoring Program.

Notwithstanding any other provision of these articles, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, assets shall revert to the Department of Health or to the state if the Department of Health no longer exists. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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**ARTICLE IV: MANNER OF ELECTION**

*The manner in which the directors are elected or appointed:*

The number of directors on the Board of Directors shall be no less than five (5) and no more than eleven (11), provided that the total number of Directors shall be an odd number. Membership on the Board of Directors may include: 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. health care practitioners licensed under Chapters 458, 459, 461, 462, 463, 464, 465, and 466, Florida Statutes and those members of the public who are interested in improving patient standard of care and reducing controlled prescription drug abuse and controlled prescription drug diversion.

The State Surgeon General shall appoint Board of Directors members for the direct support organization by staggered two (2) year terms. All Directors may be reappointed by the State Surgeon General to serve consecutive terms of office with no limit to the number of terms served.

All vacancies shall be filled by appointment by the State Surgeon General. Each Director shall hold office until the expiration of the term for which appointed, or until resignation or removal. The Directors shall serve at the pleasure of the State Surgeon General. Provided further, upon the recommendation of the Board, the State Surgeon General shall consider removal of a director for cause.

**ARTICLE V: DIRECTORS AND OFFICERS**

Jill Rosenthal, MD, MPH, Chair  
3972 NW 52 St  
Boca Raton, FL 33496  
Term Expires: June 2022

Samir Vakil, DPM, Vice Chair  
352 Milus St.  
Punta Gorda, FL 33950  
Term Expires: August 2022

Lee Ann Brown, DO, Secretary  
720 Harbor Island  
Clearwater Beach, Florida 33767  
Term Expires: July 2021

Greg Nazareth, R. Ph, Treasurer  
Walmart  
7725 NW 48th Street Suite 150  
Doral, Florida 33166  
Term Expires: July 2021

Sally West, Director  
2966 Bayshore Drive  
Tallahassee, Florida 32309  
Term Expires: July 2021

Nomen Azeem, MD, Director  
9360 Balm Riverview Road  
Riverview, Florida 33569  
Term Expires: July 2021

Daniel Gesek, DMD, Director  
1409 Kingsley Avenue  
Jacksonville, Florida 32216  
Term Expires: July 2021

Tyler Davis, Director  
One CVS Drive Woonsocket  
Rhode Island 02895  
Term Expires: July 2021

Hon. Al Nienhuis, MBA, Director  
Sheriff, Hernando County  
Post Office Box 10070  
Brooksville, Florida 34603  
Term Expires: July 2021

Lorraine Duthe, Esq., Director  
1401 NW 136<sup>th</sup> Ave.  
Sunrise, FL 33323  
Term Expires: June 2022

Anthony Silvagni, DO, PharmD, Director  
3200 South University Drive  
Davie, Florida 33328  
Term Expires: July 2021

#### **ARTICLE VI. DUTIES OF OFFICERS**

##### Chairman

The chairman shall be the chief executive officer of the Corporation and shall preside at all meetings of the members and Board of Directors. The Chairman shall coordinate Board matters

with the Executive Director including the general management of the affairs of the Corporation and all orders and resolutions of the Board of Directors.

#### Vice Chairman

During the absence or disability of the Chairman, the Vice Chairman shall have all the powers and functions of the Chairman. The Vice Chairman shall perform such other duties as the Board of Directors shall prescribe.

#### Secretary

The Secretary in cooperation with the Executive Director shall ensure that the minutes of the meetings of the Board of Directors are completed and distributed upon approval, and shall have custody of the seal of the Corporation and the power to affix and attest the same to documents when duly authorized by the Board of Directors. The Secretary shall have charge of such books and papers as the Board of Directors may direct; and performed all duties incidental to the office.

#### Treasurer

The treasurer shall coordinate with the Executive Director the care and custody of the funds and securities of the Corporation, and shall deposit said funds in the name and to the credit of the Corporation in such bank or trust company as the Board of Directors may elect; and shall, when duly authorized by the Board of Directors, coordinate with the Executive Director the signing and execution of all contracts in the name of the Corporation, when countersigned by the Chairman, Executive Director or a designee; and shall also sign all checks, drafts, notes and orders for payment of money, which shall be duly authorized by the Board of Directors. Any payment in excess of Five Thousand Dollars (\$5,000) shall be countersigned by the Chairman. The Treasurer, with the approval of the chairman, shall provide copies of the fiscal budget and financial statements to any Director of the Corporation upon request within three business days. At the end of each fiscal year, the Treasurer shall have an audit of the accounts for the Corporation made by a Certified Public Accountant approved by the Board of Directors, and shall present such audit in writing at the regular annual meeting of the Board of Directors and at which time shall also present an annual report setting forth in full the financial condition for the Corporation. The annual audit and the annual report shall also be presented in writing to the Department of Health and Department of Financial Services.

### **ARTICLE VII: BYLAWS**

Bylaws of the Corporation may be adopted, amended or revised by a simple majority of the Directors present at any regular meeting of the Board of Directors, provided that the proposed bylaws or amendment has been read at the previous meeting or that a copy of the proposed bylaw or amendment has been sent to members at least seven (7) days prior to the meeting at which voting on the bylaws or amendment is to take place.





**ARTICLE VIII: REGISTERED AGENT AND STREET ADDRESS**

Robert M. Macdonald  
10801 Starkey Rd.  
#104-221  
Seminole, FL 33777

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*



Signature/Registered Agent  
Robert M. Macdonald

Nov 2, 2020  
Date

**ARTICLE IX: ARTICLE CONSOLIDATION**


These adopted restated articles of incorporation supersede the original articles of incorporation and all amendment to them.

**ARTICLE X: REQUIRED ADOPTION INFORMATION**

Adoption of Amendment(s) These restated articles of incorporation were adopted by the board of directors.

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.*

Dated: November 2, 2020

Signature: 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Lee Ann Brown, DO  
(Typed or printed name of person signing)

Secretary  
(Title of person signing)