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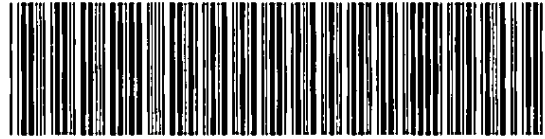
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17 JUL 13 AM 10:24
STATE
FLORIDA

07/14/17

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: THE ISPE FOUNDATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark E. HERNICK
Name (Printed or typed)

600 N. West Shore Blvd., Suite 900
Address

Tampa, FL 33609
City, State & Zip

813-739-2281
Daytime Telephone number

MHERNICK@ISPE.ORG
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
THE ISPE FOUNDATION, INC.**

17 JUL 13 AM 10:24
STATE
OF FLORIDA

TO: Florida Department of State, Division of Corporations
Tallahassee, Florida

I, the undersigned natural person of the age of 21 years or more, acting as the incorporator of a corporation adopt the following Articles of Incorporation for such corporation pursuant to Chapter 617 of the Florida Statutes.

FIRST: The name of the corporation is:

The ISPE Foundation, Inc.

SECOND: The principal place of business and mailing address of the corporation shall be:

600 N. West Shore Blvd., Suite 900
Tampa, FL 33609

THIRD: This corporation is organized, and shall be administered and operated to receive, administer, and expend funds for the following charitable and educational purposes, and to support in other ways the following activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

1. To support education, training, and research for the advancement of innovative technologies and address global challenges in the development, manufacture, and supply of quality pharmaceutical products for the benefit of patients around the world;
2. To engage in other charitable and educational activity as determined by the Board of Directors; and
3. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, the corporation shall have all of the powers granted to not for profit corporations by Sections 617.0302 and 617.0303 of the Code of Florida, and may do all acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation; provided, however, that the corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the corporation.

FOURTH: The affairs of the corporation shall be carried on through its Board of Directors. The manner of their election or appointment, other than the initial Board of Directors

provided herein, shall be as provided in the Bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its affairs and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

FIFTH: The number of directors constituting the initial Board of Directors is four (4), but the number of directors may be increased or decreased in the manner set forth in the Bylaws. The names and addresses, including street and number, of the persons who are to serve as the initial directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|--|
| Michael A. Arnold | 558 Eastern Point Road Groton, CT 06340 |
| Timothy P. Howard | 12401 Draco Road Raleigh, N.C. 27614 |
| James A. Breen, Jr. | 1 Johnson and Johnson Plaza New Brunswick, N.J. 08933 |
| Frances M. Zipp | 1600 Steward Ave., Suite 604 Westbury, N.Y. 11590 |

SIXTH: The address, including the street and number of its initial registered office is 600 North Westshore Blvd., Suite 900, Tampa, Florida 33609 located in the County of Hillsborough and the name of its initial registered agent Mark Hernick, whose address is 600 North Westshore Blvd., Suite 900, Tampa, Florida 33609.

SEVENTH: The name and address of the incorporator is John E. Bournas, 7200 Wisconsin Avenue, Suite 305, Bethesda, Maryland 20814.

EIGHTH: Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

NINTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.

TENTH: No part of the net income of the corporation shall inure to the benefit of or

be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

ELEVENTH: The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

TWELFTH: The corporation shall not have members.

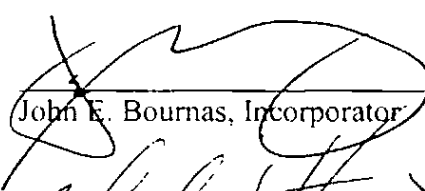
THIRTEENTH: The duration of the corporation is perpetual.

FOURTEENTH: The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

The undersigned incorporator has executed these Articles of Incorporation on July 11, 2017.

Dated: 7/11/17

Dated: 7/11/17


John E. Bournas, Incorporator


Mark Hernick, Registered Agent

17 JUL 13 AM 10:25
STATE
OF FLORIDA