

Division of Corporations

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**Florida Department of State
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*- Attn: Susan Barch***FLORIDA NON-PROFIT CORPORATION****PRIORITY HEALTHCARE FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION
OF
PRIORITY HEALTHCARE FOUNDATION, INC.**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not-for-profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

**ARTICLE I
Name and Principal Place of Business**

The name of this corporation (the "Corporation") shall be **PRIORITY HEALTHCARE FOUNDATION, INC.**, and its principal place of business shall be 285 West Central Parkway, Suite 1719, Altamonte Springs, Florida 32714.

**ARTICLE II
Term**

This Corporation shall commence corporate existence upon the date of signing of these Articles of Incorporation by the Incorporator and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
Purpose and Powers**

This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article XI herein:

A. To educate the public on subjects useful to the individual and beneficial to the community relating to diseases.

B. To carry on any and all lawful activities permitted to, and to exercise any and all powers conferred on, a corporation-not-for-profit under the laws of the State of Florida as may be helpful or appropriate for the achievement of the foregoing goals and purposes; provided, however, that the Corporation shall not engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Code or any equivalent section of the Code in effect at any time.

OR177281;1
Prepared by: Peter E. Reinert, Esq.
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ARTICLE IV**Members**

The sole member shall be Priority Healthcare Corporation, an Indiana corporation, or its successor in interest.

ARTICLE V**Registered Office and Registered Agent**

The street address of the initial registered office of this Corporation is 285 West Central Parkway, Suite 1719, Altamonte Springs, Florida 32714, and the name of the initial registered agent of this Corporation at that address is **BARBARA J. LUTTRELL**.

ARTICLE VI**Manner of Election of Board of Directors**

Management of this Corporation shall be vested in a Board of Directors of not less than three (3) members who shall be natural persons and who need not be members of the Corporation; provided, however, the initial Board of Directors who shall serve until the first election of directors or until their earlier, resignation, removal from office or death shall consist of three (3) members. The number, term of office, powers, authority and duties of directors, the time and place of meetings and other regulations concerning directors of the Corporation shall be prescribed in the Bylaws of the Corporation; provided, however, that the number of directors (after the first election of directors) shall never be less than three (3) and shall always be an odd number. Additional requirements for the Board of Directors may be implied under the Bylaws of the Corporation. The names and street addresses of the initial members of the Board of Directors of this Corporation are:

Robert L. Myers
285 West Central Parkway
Suite 1719
Altamonte Springs, FL 32714

Barbara J. Luttrell
285 West Central Parkway
Suite 1719
Altamonte Springs, FL 32714

Donald Perfetto
285 West Central Parkway
Suite 1719
Altamonte Springs, FL 32714

ARTICLE VII**Officers**

The officers shall be elected or appointed in accordance with the Bylaws of the Corporation.

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ARTICLE VIII
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX
Amendment

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the member. Other than under this Article IX, the member shall have no voting rights.

ARTICLE X
Incorporator

The name and street address of the incorporator of the Corporation is as follows:

Barbara J. Luttrell
285 West Central Parkway, Suite 1719
Altamonte Springs, FL 32714

ARTICLE XI
Restrictions and Interpretation

Section 1. No part of the net earnings 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 rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The net earnings and assets of the Corporation may be distributed to its member provided such member is at that time a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

Section 2. Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Notwithstanding any other provision of these Articles of Incorporation to the contrary, if at any time the Corporation shall be deemed to be a private foundation as defined by Section 509 of the Code, then so long as the Corporation is deemed a private foundation, it shall not (a) as provided in Section 508(e) of the Code, fail to require its income for each

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taxable year to be distributed at such time and in such manner as to not subject the Corporation to tax under Section 4942 of the Code, (b) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (c) retain any excess business holdings as defined in Section 4943(c) of the Code, (d) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the code, and (e) make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 4. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

ARTICLE XII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the residual assets of the Corporation to its member, provided such member is an organization described in Section 501(c)(3). If not, the Board of Directors shall dispose of such residual assets exclusively for one or more of the purposes of the Corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall distribute all of the residual assets of the Corporation to the federal government, or to a state or local government for a public purpose. 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 then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for one or more of the purposes of the Corporation.

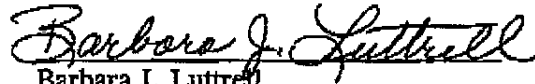
ARTICLE XIII

Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience of reference only and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

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IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set her hand and seal this 3rd day of May, 1999, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.


Barbara J. Luttrell
Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 617.0501, Florida Statutes, the following is submitted:

PRIORITY HEALTHCARE FOUNDATION, INC. (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 285 West Central Parkway, Suite 1719, Altamonte Springs, Florida 32714, has named and designated **BARBARA J. LUTTRELL**, with its registered office located at 285 West Central Parkway, Suite 1719, Altamonte Springs, Florida 32714, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for **PRIORITY HEALTHCARE FOUNDATION, INC.** (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0503, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 3rd day of May, 1999.


Barbara J. Luttrell
Registered Agent

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