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ACCOUNT NO. : 072100000032

REFERENCE : 431793 82378A

AUTHORIZATION : =

COST LIMIT : \$ PPD

ORDER DATE : October 25, 1999

ORDER TIME : 3:40 PM

ORDER NO. : 431793-005

CUSTOMER NO: 82378A

CUSTOMER: John S. Dzurak, Esq
JOHN S. DZURAK, P.A.
JOHN S. DZURAK, P.A.
P. O. Box 510400

Punta Gorda, FL 33951-0400

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DOMESTIC FILING

NAME: ST. VINCENT DEPAUL
COMMUNITY PHARMACY OF
CHARLOTTE COUNTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 25 AM 10:30

99 OCT 25 PM 4:19
ANGIE GLISAR
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ST. VINCENT dePAUL COMMUNITY
PHARMACY OF CHARLOTTE COUNTY, INC.
A Florida Non-Profit Corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 25 AM 10:31

THIS IS TO CERTIFY that I, **JOHN S. DZURAK, ESQUIRE**, the undersigned, as Incorporator, for the purpose of forming a Corporation Not for Profit under the provisions of Chapter 617, Florida Statutes (1997), do hereby make, subscribe and acknowledge and file these Articles of Incorporation, and I do certify that:

1. The name of the Corporation is **ST. VINCENT dePAUL COMMUNITY PHARMACY OF CHARLOTTE COUNTY, INC.**

2. The purposes of the corporation is to offer prescription service free of charge to needy persons in Charlotte County, Florida. The corporation will work closely with private and public agencies offering prescriptions to those persons in need.

The purposes for which **ST. VINCENT dePAUL COMMUNITY PHARMACY OF CHARLOTTE COUNTY, INC.** is being incorporated are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on 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 Internal Revenue law.

In the event of dissolution, the residual assets of the organization will be turned

over to one or more other organizations, all of which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state, or local government for exclusive public purposes.

However, the actions of this corporation shall be limited as follows:

a. Any income that may be received by this corporation shall be distributed in a manner as not to subject this corporation to the fifteen (15%) percent excise tax for undistributed income under Section 4942 of the United States Internal Revenue Code.

b. Self-dealing, as that term is defined by Section 4941(d) of the United States Internal Revenue Code, shall be prohibited.

c. This corporation shall be prohibited from retaining excess business holdings, as that term is defined in Section 4943(c) of the United States Internal Revenue Code.

d. This corporation shall be prohibited from making investments prohibited by Section 4943(c) United States Internal Revenue Code.

e. This corporation shall be prohibited from making taxable expenditures as that term is defined by Section 4945(d) United States Internal Revenue Code.

3. The duration of this corporation shall be for perpetual existence.

4. The membership of this corporation shall be the subscribers and officers named herein, and all other persons admitted to membership by the Directors; and, the qualifications for members and the manner of their admission shall be regulated by the By-Laws of this corporation.

5. The name and address of the original Incorporator of this corporation is:

JOHN S. DZURAK, ESQUIRE

306 E. Olympia Avenue
Punta Gorda, FL 33950

6. The affairs of the corporation shall be managed by a Board of Directors of not less than three (3) nor more than eleven (11) members. The name and address of the persons who are to serve as the initial Directors of this corporation are:

THOMAS FERRARA

1744 Los Alamos Drive
Punta Gorda, FL 33950

ELIZABETH T. ASHLEY

1620 Appian Drive
Punta Gorda, FL 33950

DAVID J. ROBERTSON

2049 Big Pass Lane
Punta Gorda, FL 33955

7. The corporation shall have the following corporate officers: a President, a Vice President, a Secretary and a Treasurer. Said corporate officers shall be elected by the Board of Directors on an annual basis.

8. The Board of Directors shall be elected on an annual basis. The initial Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

9. The Articles of Incorporation of this corporation shall be amended by Resolution passed by a majority of the Board of Directors.

10. The By-Law of this corporation are to be made, altered or rescinded by the Board of Directors.

11. The initial business office of the corporation is to be located at 211 West Charlotte Avenue, Punta Gorda, Florida 33950, and the name of its initial Registered Agent is **THOMAS F. FERRARA**, whose mailing address is 211 West Charlotte

Avenue, Punta Gorda, FL 33950.

The acceptance by the Resident Registered Agent is attached hereto as Exhibit "A".

12. This corporation shall possess all powers now or hereafter conferred upon corporations not for profit by the statutes of the State of Florida.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal this 20 day of October 1999, for the purposes of forming this Corporation Not for Profit under the laws of the State of Florida.




JOHN S. DZURAK, ESQUIRE,

**STATE OF FLORIDA
COUNTY OF CHARLOTTE**

BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid to take acknowledgments personally appeared **JOHN S. DZURAK, ESQUIRE**, to me well know to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above-named this 20 day of October 1999.

My commission expires:



LYNDA R. MONKS, NOTARY PUBLIC
State of Florida at Large

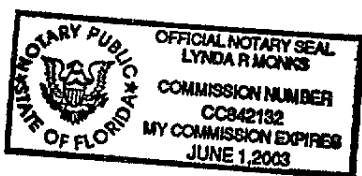


EXHIBIT "A"

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE DESIGNATING REGISTERED
OFFICE AND REGISTERED AGENT**

99 OCT 25 AM 10:31

That **ST. VINCENT DEPAUL COMMUNITY PHARMACY OF CHARLOTTE COUNTY, INC.**, desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at 211 West Charlotte Avenue, Punta Gorda, Florida, 33950, has named **THOMAS F. FERRARA**, located at 211 West Charlotte Avenue, Punta Gorda, Florida 33950, and whose mailing address is the same, as its agent to accept service of process within this state

Having been named to accept service of process for **ST. VINCENT DEPAUL COMMUNITY PHARMACY OF CHARLOTTE COUNTY, INC.**, the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: September 2, 1999.


THOMAS F. FERRARA
Registered Agent