



AGENDA Board of Directors Meeting

Date: Friday October 17, 2014
Time: 1:00 p.m. – 5:00 p.m.
Location: Winter Park Room
Hyatt Regency Hotel
9801 International Dr.
Orlando, FL 32819

Teleconference Information (Conference America):
Dial In Number: (888) 537-7715
Participants Pass Code: 66812234#

A.

Board of Directors:

Dave Bowen, Chair
Mike Ayotte, Vice-Chair
Karen Bailey, Secretary
Jill Rosenthal, MD, MPH, Treasurer
Lee Ann Brown, DO, Director
Daniel Gesek, DMD, Director
Greg Nazareth, R. Ph., Director
Sally West, Director
Paul Melton, Director

Staff:

Robert Macdonald, MS, Executive Director

DOH:

Lucy Gee, Division Director
Rebecca Poston, BPharm, E-FORCSE Program Manager
Erika Marshall, E-FORCE Outreach Director

1. Call to Order/Introductions Mr. Bowen
2. Roll Call/Sunshine Law Ms. Bailey

- 3. Approval of Minutes of Last Meeting (May 2, 2014) Mr. Bowen
Attached

- 4. Treasurer's Report: Dr. Rosenthal
 - A. Financial Update
 - B. 2013-2014 FY Annual Audit

- 5. Review of Foundation Operations and Role And Responsibilities of Board Members: Mr. Macdonald
 - A. DSO-DOH Contract Attached
 - B. 2014-2015 Budget Narrative Attached
 - C. 2013-2014 Annual Report Attached
 - D. Identification of Key Potential Donors
 - (1) Corporations
 - (2) Organizations
 - a. Professional Associations
 - b. Community Action Groups
 - c. Municipal and County Governments
 - d. Law Enforcement (Sheriffs and Police Depts.)
 - e. Chambers of Commerce
 - (3) Individuals
 - E. Donor Presentations
 - F. Donor Gift Categories
 - G. Donor Recognition
 - H. Branding and Marketing of PDMP Foundation
 - a. Health Care and Law Enforcement Conventions
 - b. Regulatory Boards
 - c. Professional Publications
 - d. Website
 - e. Brochures
 - I. Florida Sunshine Law

- 6. Executive Director's Report: Mr. Macdonald
 - A. Revised Articles of Incorporation and Bylaws Attached
 - B. PDMPF-AG Office Memorandum of Understanding For Distribution of E-FORCSE Funds
 - C. Website Revisions
 - D. 2014 Elections: Legislator Candidates Solicitation
 - E. Board Meeting Schedule

- F. Advertising in Journals and Websites
- G. Development and Marketing of PDMP CME Course
- 7. E-FORCSE Program Manager Report: Ms. Poston
- 8. PDMPF Annual Meeting and Special Event Fundraiser Mr. Macdonald
- 9. PDMPF Board of Directors Elections Mr. Bowen
- 10. Guest Remarks Mr. Bowen
- 11. Public Remarks Mr. Bowen
- 12. Announcements Mr. Bowen
- 13. Date of Next Meeting: TBD
- 14. Adjournment



BOARD OF DIRECTORS
CONFERENCE CALL

MINUTES

Date: Friday May 2, 2014
Time: 8:30 a.m. to 9:30 a.m.
Chair: Dave Bowen

Members Participating: Gavin Meshad, Vice-Chair, Karen Ellis Bailey, Secretary, Brian Kahan, Treasurer, Dr. Jill Rosenthal, Director

Members Absent: Mike Ayotte, Director, The Hon. Mike Fasano, Director, The Hon. Sheriff Tom Knight, Director and Chief Don De Lucca, Director.

Staff: Robert Macdonald, Executive Director

DOH Staff: Becki Poston, Program Manager, E-FORCSE (PDMP)

Guest: Marty Stubblefield, Deputy Director of Administration, Dept. of Health

Call to Order

The chair called the PDMP Foundation Board of Directors conference call to order at 8:32 a.m., Friday May 2, 2014.

Roll Call/Sunshine Law

The chair asked Mr. Macdonald to call the roll and he announced that a quorum was present. Mr. Macdonald then reviewed the Florida Sunshine Law requirements. The chair also reminded the board members about utilization of emails in that the executive director may contact board members but that in reply the members may only send one-on-one communication to Mr. Macdonald and not contact other board members about foundation items of business.

Approval of Minutes of Last Meeting (March 20, 2014)

The chair called for the approval of the Board of Directors minutes from the March 20, 2014 annual meeting in Tallahassee. A motion was made by Mr. Kahan and seconded by Mr. Meshad to adopt the minutes as distributed. The chair hearing no request for discussion called for a vote on the motion and it was adopted unanimously.

Treasurer's Report

Mr. Kahan announced that as of May 1, 2014 the foundation had \$37,849.98 in the checking account and \$179,859.25 in reserves for a total of \$217,709.23.

2014-2015 Fiscal Budget

The chair called on Mr. Macdonald for presentation of the 2014-2015 fiscal budget. He reviewed the current budget which was approved at \$100,000 in June 2013 by the Department of Health. He then discussed the current financial statement with Year-to-Date expenses and the proposed new budget. He said that all foundation expenses would be offset by revenue from donations. Any funds not designated for the foundation's operations would be available for distribution to support the PDMP database.

The chair called for discussion on the budget. The treasurer provided insights for the new line item in the budget for funds for honoraria for board members for travel to live board meetings. He said that this was a recommendation from discussions during the annual meeting.

Following the review Mr. Kahan moved that the 2014-2015 PDMP Foundation fiscal budget be adopted as presented. Mr. Meshad seconded the motion. Hearing no further discussion the chair called for a vote on the motion and it was adopted unanimously.

Mr. Macdonald said that he would develop a budget narrative with input from the chair and treasurer to present with the budget to the Department of Health by the May 15th deadline.

Legislative Update

The chair called on Ms. Poston for an update on current legislation being debated that affects the PDMP Foundation and E-FORCSE. She said that there were four bills of interest. She said SB 862 addressed several parts of the current law including the provision of \$500,000 from the Board of Pharmacy trust fund to pay for the database's operations. She also said that this bill would eliminate the PDMP Foundation as a Direct Support Organization for the Department of Health. She then discussed CS/HB7113, HB 7177 which reenacted the public records exemption and addresses confidentiality of information that is obtained from the PDMP database, and SB 1194 that rewrites Direct Support Organization requirements.

PDMP Operations

Ms. Poston said that the database continues to increase in the collection of information from dispensers of controlled substances with over 100 million prescription records on file. She said that she attended a regional conference with other state officials that administer PDMPs. There was now concern over the new painkilling drug Zo-hydro.

Status Report: Legal Review of Amended Articles of Incorporation and Bylaws

Mr. Kahan reported that he sent the proposed PDMP Foundation Articles and Bylaws to the GrayRobinson law firm for review and that attorney Tim Cerio was coordinating the legal review.

Executive Directors Report

Mr. Macdonald said that he was working on several projects including the scheduling of foundation presence at various professional conferences and trade shows. This included upcoming meetings with the Florida Society of Interventional Pain Physicians, Florida Dental Association, Florida Podiatric Medical Association, Florida Association of Counties, Florida Police Chiefs Association, Florida Pharmacy

Association, Florida Medical Association, Florida Sheriff's Association and Florida League of Cities. He also was working on website revisions with Sachs Media, updating the marketing materials and placing stories in professional journals.

Board of Directors Reappointments

Mr. Macdonald reminded those board members whose current terms expire in July 2014 to complete and file an application form for review by the State Surgeon General if they were interested in continuing to serve on the board. He said that the board needed at least five members to function.

Announcements

The chair called for any announcements. None were made.

Date of Next Meeting

The chair said that the need for future conference calls for the remainder of the fiscal year will be determined on a need basis.

Adjournment

The chair called for adjournment of the conference call. The call was adjourned at 9:05 a.m., Friday May 2, 2014.

**DIRECT-SUPPORT CONTRACT
BETWEEN
FLORIDA PDMP FOUNDATION, INC.
AND
THE FLORIDA DEPARTMENT OF HEALTH**

This contract is made and entered between The Florida PDMP Foundation Inc., (Foundation), a Florida non-profit corporation, and the Florida Department of Health (Department), jointly referred to as 'the parties.'

WHEREAS pursuant to section 893.055, Florida Statutes, the Department is authorized to establish a direct support organization to provide assistance, funding, and promotional support for the activities authorized by the Prescription Drug Monitoring Program (PDMP) as established in that section.; and

WHEREAS, the Foundation is a Florida not-for-profit corporation, incorporated under Chapter 617, Florida Statutes, and 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, either real or personal; and make expenditures or provide funding to or for the direct or indirect benefit of the Department in the furtherance of the PDMP pursuant to section 893.055(11) (a), Florida Statutes; and

WHEREAS, the Foundation is accordingly qualified as the direct-support organization contemplated by section 893.055(11), Florida Statutes; and

NOW, THEREFORE, in consideration of the foregoing, and the premises, covenants, terms and conditions contained herein, the parties agree as follows:

1. Contracted Services: The Foundation will operate as the direct support organization as contemplated by and in compliance with the requirements of sections 893.055 and 20.058, Florida Statutes. The Foundation will continue to raise funds, request and receive grants, gifts, and bequests of money, acquire, and otherwise act in accordance with the goals of the PDMP and in the best interests of the State of Florida as determined by the Department. Pursuant to section 893.055, Florida Statutes, the following terms and conditions apply to this contract:

- A. The Foundation may collect, expend, and provide funds to the Department for the development, implementation, and operation of the PDMP.
- B. The Foundation may collect and expend funds to be used for the functions of the Foundation's Board of Directors, as deemed necessary and approved by the Department.
- C. The Foundation must obtain a written approval from the Department for any activities in support of the PDMP before undertaking those activities.
- D. By May 15 of each year, the Foundation will submit an annual budget for review and approval by the Department.

- E. The Foundation's budget will detail its fund-raising plan to support the spending plan for the Department's PDMP. It will include the projected total funding for the period from July 1 of the then current year through June 30 of the following year. The projection will include expected fund-raising activities to meet the Department's budget.
- F. The Department may provide, without charge to the Foundation, appropriate use of administrative services, property, and facilities of the Department for any activities in support of this contract, subject to the requirements of section 893.055, Florida Statutes.
- G. The Foundation will retain the services of an appropriately licensed individual to conduct an independent annual financial audit in accordance with section 215.981, Florida Statutes. Copies of the audit will be provided to the Department and the Office of Policy and Budget in the Executive Office of the Governor.
- H. The Foundation will submit the following information to the Department by August 1, each year:
 - a. Name, mailing address, telephone number, and website
 - b. Statutory authority pursuant to which the organization was created
 - c. A brief description of the mission of, and results obtained by the organization
 - d. A brief description of the plans of the organization for the next three years
 - e. Copy of the organization's code of ethics
 - f. Copy of the organizations most recent federal Internal Revenue Service Return of Organization Exempt from Income Tax Form (Form 990).
- I. The Department must make the information submitted by the Foundation. in (G) above available to the public through the agency's website and must provide a link to the Florida PDMP Foundation Website.
- J. By August 15 each year, the Department must report to the Governor, the President of the Senate, the Speaker of the House, and the Office of Program Policy Analysis and Government Accountability the information submitted by the Foundation. The report must include a recommendation by the Department, with supporting rationale, to continue, terminate, or modify the Department's association with the Foundation.
- K. The Contract between the Department and the Foundation, must be contingent upon the Foundation's submission and posting of information pursuant to paragraphs (G) and (H) above. If the Foundation fails to submit the required information for two (2) consecutive years, the Department will terminate the contract between the Department and the Foundation.

2. Independent Entity: It is agreed and understood that the Foundation is a separate and distinct legal entity from the Department. Neither the Foundation, nor its employees, is authorized to act as an agent or representative of the Department and the Department assumes no liability for the operations and conduct of the Foundation. The Foundation agrees to maintain its not-for-profit 501(c)(3) corporate status with the United States Internal Revenue Service in accordance with Chapter 617,

Florida Statutes. Consistent with the independent status of such a corporation, the Foundation will be solely responsible for or liable for any legal obligations of the Foundation, and for payment of all sums, fees, taxes and assessments for which the Foundation may become obliged to pay.

3. Annual Certification: By July 31 of each year, the Foundation will apply to the Department for certification that it is operating in compliance with the terms of this contract, pursuant to section 893.055(11)(d)(3), Florida Statutes. The certification, if warranted, will be approved and signed by the State Surgeon General or his designee. Such certification must be reported in the official minutes of a meeting of the Foundation.

In furtherance of the certification requirement, the Foundation will provide at the Department's request, and within 7 days of such request, any and all documentation and assurances necessary to assess the Foundation's compliance with the terms of this contract. The Foundation will also make available, within its authority and in a timely manner and appropriate location, any members, employees, volunteers or agents of the Foundation to truthfully answer questions so that the Department may assess the Foundation's compliance.

If the Foundation is no longer approved to operate for the Department under section 893.055, Florida Statutes, or upon dissolution of the Foundation's not-for-profit corporation or if it loses its not-for-profit corporation status, all moneys and property held by the Foundation will revert to the State of Florida.

4. Fiscal Year: The fiscal year of the Foundation will begin July 1 of each year and end June 30 of the following year.

5. Compliance with Laws: The Foundation will comply with all provisions of section 893.055, Florida Statutes, as well as all other applicable State and Federal Laws in the conduct of its business and in all aspects of its performance of this contract. The provisions of sections 20.058 and 287.058, Florida Statutes, are applicable to this contract.

6. Term of Contract: This contract will be for two years, and is renewable on a biennial basis upon mutual written agreement of the parties.

7. Termination: Either party may terminate this agreement, without cause, upon 90 days written notice to the other parties to this contract. The Department, in its sole discretion, may terminate this contract immediately, upon written notice to the Foundation by the Department, that the Foundation is: 1) not complying with the terms and conditions of this contract; 2) not performing in accordance with the governing statute; or 3) not performing in accordance with the goals and purposes of the Department, and the Foundation's continuance in this regard is not in the best interests of the State of Florida.

8. Assignability: This contract, and the rights and duties created hereunder, will not be assignable or delegable.

9. Acknowledgements: The parties hereby acknowledge that they have been provided with a copy of this contract and have been given the opportunity to have the contract reviewed by their attorney prior to signing, and that the parties understand the terms, conditions, rights, responsibilities, and consequences of this contract.

10. Notices: All notices or other communications provided for and/or required herein are to be sent to a party in writing and mailed, postage prepaid, by certified United States mail, return receipt requested, or by another traceable conveyance, (such as Fed-Ex) addressed to the party at his or her address listed below or at any address changed in accordance with this contract.

The Florida PDMP Foundation, Inc.
David S. Bowen, II, as Registered Agent
10801 Starkey Road
#104-221
Seminole, FL 33777

Florida Department of Health
4052 Bald Cypress Way Bin C-16
Tallahassee, FL 32399-1703

11. Severability: In the event that any provision of this contract will be determined invalid or unenforceable, such provision will be deemed severed from this contract, but every other provision will remain in full force and effect.

12. Waiver: The failure of a party to enforce any term, provision, or condition of this contract will not be deemed a waiver of that term, provision or condition, for purposes of the future compliance or enforcement of that term, provision, or condition.

13. Governing Law: The validity, interpretation and performance of this Contract will be governed by the laws of the State of Florida. The parties agree to the venue of Leon County, Florida in the event of dispute.

14. Amendments; Entire Contract: No change, modification or termination of any of the terms, provisions, or conditions of this contract will be effective unless made in writing and signed by all parties to this contract. This contract and any subsequent modifications constitute the entire contract between the parties.

IN WITNESS WHEREOF, the undersigned have executed this contract on the dates signed:

John H. Armstrong, MD, FACS
State Surgeon General & Secretary

Date

David S. Bowen, II
The Florida PDMP Foundation, Inc.

Date



Florida Prescription Drug Monitoring Program Foundation Inc.

Fiscal Year 2014-2015 Funding Request

Budget Narrative and Worksheet

A. Personnel

In December 2013, the Florida PDMP Foundation Inc., Board of Directors hired a new part-time executive director. The executive director is responsible for the day-to-day operation of the foundation including directing all fund-raising activities, meetings logistics, budget development, strategic planning, website management, publishing of articles in professional journals and project and program implementation. The executive director works closely with the foundation chair and executive committee to ensure that the tax-exempt non-profit organization functions properly within its mission and purpose and meets the provisions of its contract with the Department of Health as a Direct Support Organization established by the legislature to provide funding for E-FORCSE, the state's PDMP.

The Executive Director also works in cooperation with the E-FORCSE program manager and outreach director on the promotion of the PDMP to potential participants. As part of donor cultivation, the executive director provides information about the program to health care professional groups, law enforcement agencies and city, county and business leaders at conventions, trade shows, regulatory boards and local and regional meetings.

B. Operations

The operation costs for the foundation include Directors and Officers Insurance, Legal and CPA fees, board meeting travel honoraria, mailing and shipping, website hosting and office supplies. These costs have been reduced from the 2013-2014 budget due to a projected decrease in the need for CPA and legal services related to IRS tax-exempt renewal and review of the revised Articles of Incorporation and Bylaws.

C. Marketing and Promotions

The foundation's marketing budget includes funds for design and printing of PDMP Foundation promotional materials including brochures and pamphlets and enhancements to the exhibit booth used at trade shows and conventions. Promotions include funds for the executive director to attend meetings with regulatory boards, professional organizations, government agencies and staff and prospective donors.

D. Fundraising Events

The fundraising portion of the PDMP Foundation budget includes monies for presentations and exhibiting at conventions and trade shows to promote the foundation to potential donors. It also includes funds for special events fundraisers. Funds for executive director travel to these events are included here.

E. Summary

The FY 2014-2015 PDMP Foundation budget of \$99,860 is slightly less than the \$100,000 budget approved by the Department of Health for operations in FY 2013-2014. At its meeting on May 2, 2014, the PDMP Foundation Board of Directors reviewed the proposed budget submitted by the executive committee and adopted it unanimously recommending that it be approved as presented by the Department of Health (See Attachment).

PRESCRIPTION DRUG MONITORING PROGRAM FOUNDATION
2014-2015
OPERATING BUDGET

| | | |
|--------------|---------------------|----------------|
| 14-15 Budget | 2013-2014 Budget | 13-14 Expenses |
|--------------|---------------------|----------------|

EXPENSES

| | | |
|--------------|---------------|--------------|
| \$ 99,860.00 | \$ 100,000.00 | \$ 46,081.22 |
|--------------|---------------|--------------|

| | | | | |
|-----------|--------|--------------|--------------|--------------|
| Personnel | Amount | \$ 45,000.00 | \$ 40,100.00 | \$ 18,589.06 |
|-----------|--------|--------------|--------------|--------------|

Executive Director \$ 45,000.00

Hourly Billings:
[@\$45 per hour x 20 hrs
per week x 50 wks]

Sub-Total \$ 45,000.00

Total \$ 45,000.00

| | | | | |
|-----------|--------|-------------|-------------|-------------|
| Insurance | Amount | \$ 3,600.00 | \$ 3,500.00 | \$ 3,507.17 |
|-----------|--------|-------------|-------------|-------------|

Officers & Directors Ins. \$ 3,600.00

Total \$ 3,600.00

| | | | | |
|-----------|--------|-------------|-------------|-------------|
| Marketing | Amount | \$ 5,360.00 | \$ 7,500.00 | \$ 2,377.35 |
|-----------|--------|-------------|-------------|-------------|

Design & Layout

Brochures \$ 3,000.00

opes/Letterhead \$ 200.00

Sub-Total \$ 3,200.00

Printing

Brochures \$ 2,000.00
Copies/Letterhead \$ 100.00

\$ 2,100.00

Sub-Total

Website 2/7/2014 \$ 60.00
Sub-Total \$ 60.00

Total

\$ 5,360.00

Mailing Amount

| | | |
|-----------|-------------|----------|
| \$ 600.00 | \$ 1,350.00 | \$ 72.96 |
|-----------|-------------|----------|

Postage \$ 200.00

Sub-Total

\$ 200.00

Shipping \$ 400.00

Sub-Total

\$ 400.00

Total

\$ 600.00

ED Travel/Meetings Amount

| | | |
|-------------|-------------|-------------|
| \$ 6,000.00 | \$ 5,000.00 | \$ 1,869.44 |
|-------------|-------------|-------------|

10 trips - meetings with board, donors,
government agencies, regulatory boards
[@\$600 per mtg.]

\$ 6,000.00

Sub-Total \$ 6,000.00

Total

\$ 6,000.00

Office/Board Mtg. Supplies Amount

| | | |
|-----------|-------------|-----------|
| \$ 300.00 | \$ 1,350.00 | \$ 230.20 |
|-----------|-------------|-----------|

Misc. Items for Foundation Operations \$ 300.00

| | | | | |
|-----------|----|--------|----|--------|
| Sub-Total | \$ | 300.00 | | |
| Total | | | \$ | 300.00 |

| | | | | | | | |
|------------------------|--------|----|----------|----|-----------|----|----------|
| Legal and CPA Services | Amount | \$ | 4,000.00 | \$ | 10,000.00 | \$ | 8,694.88 |
|------------------------|--------|----|----------|----|-----------|----|----------|

| | | |
|-----------------|----|----------|
| <i>CPA Fees</i> | \$ | 1,000.00 |
|-----------------|----|----------|

| | | |
|-----------|----|----------|
| Sub-Total | \$ | 1,000.00 |
|-----------|----|----------|

| | | |
|-------------------|----|----------|
| <i>Legal Fees</i> | \$ | 3,000.00 |
|-------------------|----|----------|

| | | |
|-----------|----|----------|
| Sub-Total | \$ | 3,000.00 |
|-----------|----|----------|

| | | | | |
|-------|--|--|----|----------|
| Total | | | \$ | 4,000.00 |
|-------|--|--|----|----------|

| | | | | | | | |
|----------------------------|--------|----|-----------|----|-----------|----|-----------|
| Special Events Fundraisers | Amount | \$ | 30,000.00 | \$ | 30,000.00 | \$ | 10,740.16 |
|----------------------------|--------|----|-----------|----|-----------|----|-----------|

| | | |
|---|----|-----------|
| PDMP Foundation Promotions at Conventions | \$ | 30,000.00 |
|---|----|-----------|

and Trade Shows

[FSA, FPA, FMA, FDA, FOMA, FPCA, FPMA, FSIPP)

10 trips @ \$3,000 includes ED travel, booth rental, exhibiting shipping.

| | | |
|-----------|----|-----------|
| Sub-Total | \$ | 30,000.00 |
|-----------|----|-----------|

| | | | | |
|-------|--|--|----|-----------|
| Total | | | \$ | 30,000.00 |
|-------|--|--|----|-----------|

| | | | | | | | |
|------------------------|--------|----|----------|----|---|----|---|
| Board Meeting Expenses | Amount | \$ | 5,000.00 | \$ | - | \$ | - |
|------------------------|--------|----|----------|----|---|----|---|

| | | |
|--|----|----------|
| Travel Honoraria for Board Members to attend | \$ | 5,000.00 |
|--|----|----------|

2 live meetings @\$500x10

| | | |
|-----------|----|----------|
| Sub-total | \$ | 5,000.00 |
|-----------|----|----------|

| | | | | |
|-------|--|--|----|----------|
| Total | | | \$ | 5,000.00 |
|-------|--|--|----|----------|

Corporate Fees

| | | | | | |
|----|---|----|--------|----|---|
| \$ | - | \$ | 850.00 | \$ | - |
|----|---|----|--------|----|---|



THE FLORIDA PDMP FOUNDATION INC.

FEI/EIN Number: 272004435

10801 Starkey Rd. #104-221,
Seminole, FL 33777
850-284-4490
www.flpdmpFoundation.com

ANNUAL REPORT TO DEPARTMENT OF HEALTH

2014

Issuing Authority

The Florida PDMP Foundation, Inc. (Foundation) was established by the Florida Legislature in 2009 with the adoption of section 893.055(11), Florida Statutes (F.S.). It is a Direct Support Organization under contract with the Florida Department of Health. It is a not-for-profit corporation created under Chapter 617, F.S. and is organized and operated as a tax-exempt organization under section 501(c)3 of the Internal Revenue Code. Its board, of up to 11 members, is appointed by the State Surgeon General. The business of the Foundation is managed by the Board of Directors and its executive director.

Mission:

The mission of the Florida PDMP Foundation, Inc. is to conduct fundraising for the benefit of the Prescription Drug Monitoring Program (PDMP) in order to reduce prescription drug abuse and diversion.

Results

Since its formation, the Foundation has been very active seeking support for the PDMP, known as E-FORCSE (Electronic-Florida Online Reporting of Controlled Substances Evaluation). Through June 2014, the Foundation raised over \$2.8M in private and corporate contributions. Of these funds it provided nearly \$634,000 to the Department of Health for operation, hosting, and maintenance of the PDMP.

Background

In December 2013, the Foundation's Board of Directors hired a new part-time executive director to oversee the daily business and fundraising operations of the organization. The Foundation had been without an executive director since 2010 and volunteer board members conducted the majority of its business with assistance from the Department of Health's E-FORCSE staff.

As one of his initial duties, the new executive director scheduled meetings with executive staff of all the major healthcare professional associations and regulatory boards whose members either prescribe or dispense controlled substances and who would have authority under Chapter 893.055, F.S., to register and use the PDMP database for patient treatment planning. He met with government and business professional associations including the Florida Association of Counties, Florida League of Cities and Florida Chamber of Commerce. He also met with the staffs of law enforcement professional associations whose members can also have access to the E-FORCSE database when investigating an active case.

Because only 25,000 of over 141,000 licensed health care practitioners are participating in the PDMP, the executive director determined that there was an immediate need to educate, through branding, health care professionals about E-FORCSE and its potential use in treatment planning. This was accomplished by the Foundation and E-FORCSE staff attending all major health care, law enforcement and government association conferences as an exhibitor. In the last fiscal year, this included the Florida Sheriff's Association, Florida Osteopathic Medical Association, Florida Society of Interventional Pain Physicians, Florida Dental Association, Florida Podiatric Medical Association, Florida Association of Counties, Florida Academy of Pain Management, Florida Police Chiefs Association, Florida Board of Pharmacy, Florida Board of Dentistry and Florida Board of Medicine. The executive director made presentations to the

regulatory boards and wrote articles for the Today's FDA, Quality Cities (publication of the League of Cities) and the FPMA Journal.

Currently, the Foundation Board of Directors is in transition. Three of its nine members did not seek reappointment and a fourth is resigning due to other responsibilities. By law it must have five members, but it can have up to 11. The executive director is working with the State Surgeon General's office to recruit and appoint new board members that will take an active interest in the association's mission and assist the executive director in identifying key individual and corporate donors.

Three Year Strategic Plan:

The following is an overview of the Foundation's short-range strategic plan:

In FY 2014-2015 the Foundation will be involved in the following activities to meet its goals and objectives:

- 1) Finalizing with the State Surgeon General key board appointments to include members representing major healthcare related corporations that support E-FORCSE ideals.
- 2) Finalizing the formation of The E-FORCSE Endowment Fund and promote to major donors the need to increase this fund from \$1.975M to \$5M over the next three fiscal years.
- 3) Contacting past donors to encourage their continued annual support to provide funding for Foundation operations.
- 4) Contacting targeted donors in law enforcement and health care professional associations for annual contributions.
- 5) Contacting political candidates running for office in 2014 to seek contributions from their excess campaign funds.
- 6) Continuing to brand E-FORCSE with health care practitioners, local government officials and law enforcement officials through continued presence at major conferences and trade shows.
- 7) Upgrading the Foundation's website to include a section on fundraising and links to provide the DSO-DOH reports.
- 8) Scheduling at least two conference calls and two live meetings of the Foundation Board of Directors during the fiscal year.
- 9) Providing quarterly payments for E-FORCSE operations to the DOH per the Direct Support Organization contract.
- 10) Developing and presenting courses throughout the state and at professional association meetings on E-FORCSE operations, the law and support of the program through the Foundation.

In FY 2015-2016 the Foundation will be involved with:

- 1) Continuing to seek annual contributions from past and targeted donors and organizations.
- 2) Continuing to fill board positions which become vacant with key diverse professional and corporate representatives.
- 3) Planning a major fundraising event in cooperation with a state professional healthcare association convention to raise funds for The E-FORCSE Endowment Fund.
- 4) Continuing to host PDMP educational courses at various locations in the state and in conjunction with medical, dental and pharmacy school programs.
- 5) Identifying key corporations to seek major gifts for the Foundation's operations.
- 6) Continuing branding of PDMP at state conferences and trade shows.
- 7) Continuing to provide quarterly payments to DOH for E-FORCSE Operations.

In FY 2016-2017 the Foundation will be involved with:

- 1) Continuing annual campaign seeking funds from past donors and targeted new prospects.
- 2) Developing special events to promote gifts to reach \$5M goal for The E-FORCSE Endowment Fund.
- 3) Continuing to provide PDMP course at various venues throughout the state.
- 4) Continuing promotion of PDMP at conferences and trade shows.
- 5) Continuing to provide quarterly payments to DOH for E-FORCSE operations.
- 6) Filling board vacancies with key individuals supportive of the program.

CODE OF ETHICS

July 1, 2014

Mission Statement:

The mission of the Florida PDMP Foundation, Inc. is to conduct fundraising for the benefit of the Prescription Drug Monitoring Program in order to reduce prescription drug abuse and diversion.

Code of Ethics

The Board of Directors and staff of the Florida PDMP Foundation, Inc. shall abide by and conform to the following while serving in their capacity:

- 1) Will obey applicable federal, state and local laws and regulations.
- 2) Will work within the legislative guidelines of a Direct Support Organization under contract to the Florida Department of Health.
- 3) Will uphold the Foundation's mission, goals and objectives which it adopts and which are approved by the Florida Department of Health.
- 4) Will advance E-FORCSE with potential donors through use of various fundraising vehicles to seek financial support for the sustainability of the program.
- 5) Will protect, at all times, all entrusted assets (physical, digital, financial, proprietary informational, etc.) keeping them secure and providing them for public review upon official request.
- 6) Will not misuse or leverage for gain any entrusted asset by using it in any manner other than that which was intended by the entrustor, unless otherwise required by law.
- 7) Will exercise proper authority, sound judgment, due diligence and respect when dealing with donors, state government officials, private organizations and the public.
- 8) Will not engage in or facilitate any discriminatory or harassing behavior.
- 9) Will recuse themselves from taking any action on any matter before the Foundation which may potentially be a conflict of interest.
- 10) Will act honestly, truthfully and with integrity at all times within the best interest of the Foundation as a Direct Support Organization to the Florida Department of Health.
- 11) Will, unless extenuating circumstances arise, attend all scheduled Foundation conference calls and live meetings as approved by the board and properly noticed to the public.
- 12) Will ensure that all assets are designated only for the operation of the PDMP database and the Foundation.
- 13) Will follow nationally recognized fundraising guidelines to cultivate potential donors to seek their support for large gift donations.

**Short Form
Return of Organization Exempt From Income Tax**

2012

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions). All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.
▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

Open to Public
Inspection

A For the 2012 calendar year, or tax year beginning 7/01, 2012, and ending 6/30, 2013

- B** Check if applicable:
- Address change
 - Name change
 - Initial return
 - Terminated
 - Amended return
 - Application pending

C

THE FLORIDA PDMP FOUNDATION INC.
CAPITOL BUILDING, 400 S. MONROE ST. #2105
TALLAHASSEE, FL 32399

D Employer identification number
27-2004435

E Telephone number
(407) 244-5636

F Group Exemption Number..... ▶

G Accounting Method: Cash Accrual Other (specify) ▶ _____

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: ▶ N/A

J Tax-exempt status (check only one) — 501(c)(3) 501(c) () ◀(insert no.) 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ..... ▶ \$ 69,229.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)

Check if the organization used Schedule O to respond to any question in this Part I.....

| | | 1 | 2 | 3 | 4 | 5 a | 5 b | 5 c | 6 a | 6 b | 6 c | 6 d | 7 a | 7 b | 7 c | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 | 21 |
|----------|---|---|---|---|---|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|----------|-----------|----|----|----|----|----|----|----|----|----|----|----|----|
| REVENUE | 1 | Contributions, gifts, grants, and similar amounts received..... | | | | | | | | | | | | | | | 69,135. | | | | | | | | | | | | |
| | 2 | Program service revenue including government fees and contracts..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 3 | Membership dues and assessments..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 4 | Investment income..... | | | | | | | | | | | | | | | 94. | | | | | | | | | | | | |
| | 5 a | Gross amount from sale of assets other than inventory..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 5 b | Less: cost or other basis and sales expenses..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 5 c | Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 6 | Gaming and fundraising events | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 6 a | Gross income from gaming (attach Schedule G if greater than \$15,000)..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 6 b | Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 6 c | Less: direct expenses from gaming and fundraising events..... | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 6 d | Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)..... | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| EXPENSES | 7 a | Gross sales of inventory, less returns and allowances..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 7 b | Less: cost of goods sold..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 7 c | Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 8 | Other revenue (describe in Schedule O)..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 9 | Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8..... ▶ | | | | | | | | | | | | | | | 69,229. | | | | | | | | | | | | |
| | 10 | Grants and similar amounts paid (list in Schedule O)..... <u>See Schedule O</u> | | | | | | | | | | | | | | | 205,308. | | | | | | | | | | | | |
| | 11 | Benefits paid to or for members..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| ASSETS | 12 | Salaries, other compensation, and employee benefits..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 13 | Professional fees and other payments to independent contractors..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 14 | Occupancy, rent, utilities, and maintenance..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 15 | Printing, publications, postage, and shipping..... | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 16 | Other expenses (describe in Schedule O)..... <u>See Schedule O</u> | | | | | | | | | | | | | | | 4,158. | | | | | | | | | | | | |
| | 17 | Total expenses. Add lines 10 through 16..... ▶ | | | | | | | | | | | | | | | 209,466. | | | | | | | | | | | | |
| | 18 | Excess or (deficit) for the year (Subtract line 17 from line 9)..... | | | | | | | | | | | | | | | -140,237. | | | | | | | | | | | | |
| 19 | Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)..... | | | | | | | | | | | | | | | 208,862. | | | | | | | | | | | | | |
| 20 | Other changes in net assets or fund balances (explain in Schedule O)..... | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21 | Net assets or fund balances at end of year. Combine lines 18 through 20..... ▶ | | | | | | | | | | | | | | | 68,625. | | | | | | | | | | | | | |

BAA For Paperwork Reduction Act Notice, see the separate instructions.

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in See Schedule O the instructions for Part V) Check if the organization used Schedule O to respond to any question in this Part V. [X]

Table with columns for question number, question text, and Yes/No columns. Rows include questions 33 through 41 regarding organizational activities, tax reporting, and state filing.

42a The organization's books are in care of BRIAN KAHAN Telephone no. 561-392-9000 Located at 2300 NW CORPORATE BLVD #123 BOCA RATON FL ZIP + 4 33431

Table for questions 42b and 42c regarding foreign financial accounts and offices. Includes a 'See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.' note.

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here [] N/A and enter the amount of tax-exempt interest received or accrued during the tax year. 43 N/A

Table for questions 44a through 45b regarding donor advised funds, hospital facilities, tanning services, and controlled entities.

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I. Yes No
46 X

Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI.

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II. Yes No
47 X

48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E. 48 X

49a Did the organization make any transfers to an exempt non-charitable related organization? 49a X

b If 'Yes,' was the related organization a section 527 organization? 49b

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None.'

| (a) Name and title of each employee paid more than \$100,000 | (b) Average hours per week devoted to position | (c) Reportable compensation (Forms W-2/1099-MISC) | (d) Health benefits, contributions to employee benefit plans, and deferred compensation | (e) Estimated amount of other compensation |
|--|--|---|---|--|
| None | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

f Total number of other employees paid over \$100,000. ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None.'

| (a) Name and address of each independent contractor paid more than \$100,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| None | | |
| | | |
| | | |
| | | |
| | | |

d Total number of other independent contractors each receiving over \$100,000. ▶

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A. ▶ Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

| | | | | | |
|-------------------------------|--|---|-------------|---|--------------------------|
| Sign Here | Signature of officer | | Date | | |
| | BRIAN KAHAN Type or print name and title. | | TREASURER/D | | |
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | George Ponczek | George Ponczek | 11/10/13 | | P00366523 |
| | Firm's name ▶ George R. Ponczek, C.P.A., PA | Firm's address ▶ 7000 West Palmetto Park Rd., Ste 220 Boca Raton, FL 33433 | | Firm's EIN ▶ 65-0963657 | Phone no. (561) 477-2880 |

May the IRS discuss this return with the preparer shown above? See instructions. ▶ Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization: **THE FLORIDA PDMP FOUNDATION INC.** Employer identification number: **27-2004435**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III – Functionally integrated
 - d Type III – Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box

- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- | | Yes | No |
|--|------------|----|
| (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? | 11 g (i) | |
| (ii) A family member of a person described in (i) above? | 11 g (ii) | |
| (iii) A 35% controlled entity of a person described in (i) or (ii) above? | 11 g (iii) | |

h Provide the following information about the supported organization(s).

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization in column (i) listed in your governing document? | | (v) Did you notify the organization in column (i) of your support? | | (vi) Is the organization in column (i) organized in the U.S.? | | (vii) Amount of monetary support |
|------------------------------------|----------|---|---|----|--|----|---|----|----------------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| (A) | | | | | | | | | |
| (B) | | | | | | | | | |
| (C) | | | | | | | | | |
| (D) | | | | | | | | | |
| (E) | | | | | | | | | |
| Total | | | | | | | | | |

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.) | | 125,000. | 339,444. | 124,954. | 65,138. | 654,536. |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf. | | | | | | 0. |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge. | | | | | | 0. |
| 4 Total. Add lines 1 through 3. | 0. | 125,000. | 339,444. | 124,954. | 65,138. | 654,536. |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f). | | | | | | 0. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 654,536. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 7 Amounts from line 4 | 0. | 125,000. | 339,444. | 124,954. | 65,138. | 654,536. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources. | | 8. | 315. | 191. | 94. | 608. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on. | | | | | | 0. |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | 0. |
| 11 Total support. Add lines 7 through 10. | | | | | | 655,144. |
| 12 Gross receipts from related activities, etc (see instructions). | | | | | 12 | 0. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input checked="" type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|--|----|---|
| 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)). | 14 | % |
| 15 Public support percentage from 2011 Schedule A, Part II, line 14. | 15 | % |

16a **33-1/3% support test— 2012.** If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization. ▶

b **33-1/3% support test— 2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization. ▶

17a **10%-facts-and-circumstances test— 2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶

b **10%-facts-and-circumstances test— 2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal yr beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.) | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose. | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513. | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf. | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge. | | | | | | |
| 6 Total. Add lines 1 through 5. | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons. | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year. | | | | | | |
| c Add lines 7a and 7b. | | | | | | |
| 8 Public support. (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal yr beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6. | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources. | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975. | | | | | | |
| c Add lines 10a and 10b. | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on. | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lns 9, 10c, 11, and 12.) | | | | | | |

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

| | | |
|---|-----------|---|
| 15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). | 15 | % |
| 16 Public support percentage from 2011 Schedule A, Part III, line 15. | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|--|-----------|---|
| 17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)). | 17 | % |
| 18 Investment income percentage from 2011 Schedule A, Part III, line 17. | 18 | % |

19a 33-1/3% support tests— 2012. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

b 33-1/3% support tests— 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No. 1545-0047

2012

Name of the organization

THE FLORIDA PDMP FOUNDATION INC.

Employer identification number

27-2004435

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Form 990-PF

Section:

- 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

| | |
|---|---|
| Name of organization THE FLORIDA PDMP FOUNDATION INC. | Employer identification number 27-2004435 |
|---|---|

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---------------|---|-------------------------------|--|
| 1 | CHRISTOPHER NOCCO, PASCO COUNTY ----- 36409 STATE ROAD 52 ----- DADE CITY, FL 33525 ----- | \$ 6,500. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | THOMAS KNIGHT, SARASOTA COUNTY ----- PO BOX 4115 ----- SARASOTA, FL 34230-4115 ----- | \$ 30,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 3 | BRANDEIS ----- 415 SOUTH STREET ----- WALTHAM, MA 02453 ----- | \$ 5,950. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 4 | FLORIDIANS FOR A DISCIPLINED GVT ----- 8217 MASSACHUSETTS AVE ----- NEW PORT RICHEY, FL 34653-3111 ----- | \$ 10,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 5 | FLORIDA BLUE FOUNDATION ----- 4800 DEERWOOD CAMPUS PKWY DCC3 ----- JACKSONVILLE, FL 32246 ----- | \$ 10,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| ----- | ----- ----- ----- ----- | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

Name of organization

THE FLORIDA PDMP FOUNDATION INC.

Employer identification number

27-2004435

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10)

organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ N/A
 Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|------------------------|--------------------|--|
| | N/A | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|------------------------|--------------------|--|
| | | | |
| | | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|------------------------|--------------------|--|
| | | | |
| | | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|------------------------|--------------------|--|
| | | | |
| | | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |
| | |

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2012

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

THE FLORIDA PDMP FOUNDATION INC.

Employer identification number

27-2004435

Form 990-EZ, Part III - Organization's Primary Exempt Purpose

DIRECT SUPPORT OF THE FLORIDA OFFICE OF DRUG CONTROL

Form 990-EZ, Part V - Regarding Transfers Associated with Personal Benefit Contracts

(a) Did the organization, during the year, receive any funds, directly or
indirectly, to pay premiums on a personal benefit contract?..... No

(b) Did the organization, during the year, pay premiums, directly or
indirectly, on a personal benefit contract?..... No

Client FLPDMPFO

THE FLORIDA PDMP FOUNDATION INC.

27-2004435

11/04/13

06:56AM

**Form 990-EZ, Part I, Line 10
Grants and Similar Amounts Paid In Excess of \$5,000**

Donee's Name: FLORIDA DEPT OF HEALTH
Cash Amount Given: \$ 205,308.

**Form 990-EZ, Part I, Line 16
Other Expenses**

| | | |
|--------------------------------|----------|---------------|
| Advertising and Promotion..... | \$ | 60. |
| BANK CHARGES..... | | 11. |
| FEE..... | | 850. |
| Insurance..... | | 3,237. |
| | Total \$ | <u>4,158.</u> |

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** on page 2 of this form.

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension— check this box and complete Part I only.

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

| | | |
|--|--|--|
| Type or print | Name of exempt organization or other filer, see instructions. THE FLORIDA PDMP FOUNDATION INC. | Employer identification number (EIN) or 27-2004435 |
| File by the due date for filing your return. See instructions. | Number, street, and room or suite number. If a P.O. box, see instructions. CAPITOL BUILDING, 400 S. MONROE ST. #2105 | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. TALLAHASSEE, FL 32399 | |

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

| Application Is For | Return Code | Application Is For | Return Code |
|---|-------------|--------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (section 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

● The books are in the care of ▶ BRIAN KAHAN

Telephone No. ▶ 561-392-9000 FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 2/15, 20 14, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ▶ calendar year 20 ____ or
- ▶ tax year beginning 7/01, 20 12, and ending 6/30, 20 13.

2 If the tax year entered in line 1 is for less than 12 months, check reason: initial return Final return
 Change in accounting period

| | | | |
|---|-----------|----|----|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ | 0. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | 0. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ | 0. |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

GRAY ROBINSON
ATTORNEYS AT LAW

SUITE 1400
301 EAST PINE STREET (32801)
P.O. BOX 3068
ORLANDO, FLORIDA 32802-3068
TEL 407-843-8880
FAX 407-244-5690

BOCA RATON
FORT LAUDERDALE
JACKSONVILLE
KEY WEST
LAKELAND
MELBOURNE
MIAMI
NAPLES
ORLANDO
TALLAHASSEE
TAMPA

William A. Boyles

407-244-5636

WILLIAM.BOYLES@GRAY-ROBINSON.COM

May 13, 2014

VIA EMAIL: executive.director@fldmpfoundation.com
AND REGULAR U.S. MAIL

PERSONAL AND CONFIDENTIAL
SUBJECT TO ATTORNEY/CLIENT, WORK
PRODUCT AND OTHER PRIVILEGES

Mr. Bob Macdonald, Executive Director
The Florida PDMP Foundation, Inc.
10801 Starkey Road, #104-221
Seminole, Florida 33777

Re: The Florida PDMP Foundation, Inc. (the "Corporation")
Our File No.: 265084-1

Dear Mr. Macdonald:

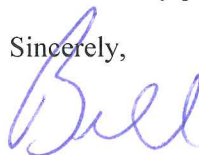
On April 15, 2014, Brian Kahan, Esq. sent us your February, 2014 revisions to the Corporation's Articles of Incorporation and Bylaws and requested that we review and approve the same. Our first step was to prepare the enclosed redlined Articles and Bylaws comparing the last versions we have in our file from 2010 to your February, 2014 versions, to reveal the changes that were made. A copy of these redlines are enclosed for your convenience.

Also enclosed is another set of redlined Articles and Bylaws to reflect the changes we made to your February, 2014 Articles and Bylaws. As you will see, our changes were adding back IRS specific language to ensure the Corporation remains eligible for tax-exempt status with the IRS, as well as other minor changes we recommend for the ease of transacting business. Feel free to call or email me with any specific questions.

Finally, enclosed are clean versions of the Articles and Bylaws in case they meet your approval for execution. Please let us know if you have any changes to the enclosures. If the enclosures are approved, please return executed copies for our file.

Please do not hesitate to contact me at the number above or my paralegal, Peter R. Law, FRP, at 407-418-6526, if you have any questions.

Sincerely,



William A. Boyles

WAB/prl
Enclosures

cc: Timothy M. Cerio, Esq. (w/ encls., via email: tcerio@gray-robinson.com)
Bian A. Kahan, Esq. (w/ encls., via email: bkahan@kahanlaw.com / pharman@kahanlaw.com)

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

The undersigned, David S. Bowen II, Chairman of the Board of The Florida PDMP Foundation, Inc., a Florida not for profit corporation (the "corporation"), for and on behalf of the corporation, hereby executes these Amended and Restated Articles of Incorporation of the corporation:

ARTICLE FIRST: The name of the corporation is The Florida PDMP Foundation, Inc.

ARTICLE SECOND: The amendment and restatement of the Articles of Incorporation of the corporation reflected herein was approved by the Florida Department of Health and duly adopted by the Board of Directors of the corporation at a meeting duly called and held on _____, 2014, at which a quorum was present, in accordance with section 617.1007 of the Florida Not For Profit Corporation Act. The corporation presently has no Members entitled to vote.

ARTICLE THIRD: The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

ARTICLE FOURTH: Pursuant to the provisions of section 617.1007 of the Florida Not For Profit Corporation Act, the Amended and Restated Articles of Incorporation of the corporation shall provide as follows:

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: PURPOSES AND DISSOLUTION

The Purpose for which the corporation is organized is:

to be a direct support organization under the Florida 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 (as more particularly described in Section 893.055, Florida Statutes and any subsequent successor Statutes). Pursuant to Section 893.055(11), 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.

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.

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 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 activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; and (iii) 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 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. This corporation is intended to be a direct support organization of the State of Florida, Department of Health as provided in Section 893.055(11), Florida Statutes. Pursuant to Section 893.055(11)(j), this direct support organization may not exercise any power under Section 617.0302(12) or (16), Florida Statutes.

In no event shall the 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.

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

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 and which have a mission and purpose substantially similar to this. 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 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 Florida 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 the Board of Directors for the corporation 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

David S. Bowen II, Chairman
2901 SW 149th Avenue, Suite 400
Miramar, FL 33027
Term Expires: July 2014

Gavin Meshad, Vice-Chairman
1229 South Tamiami Trail
Sarasota, FL 34242
Term Expires: July 2014

Karen Bailey, Secretary
2335 SW 80th Street
Ocala, FL 34476
Term Expires: July 2014

Brian Kahan, Treasurer
2300 N.W. Corporate Blvd.
Suite 123
Boca Raton, FL 33431
Term Expires: July 2014

Mike Ayotte, Director
7578 West Broad Street
Richmond, VA 23294
Term Expires: July 2014

The Honorable Mike Fasano, Director
Post Office Box 276
Dade City, FL 33526-0276
Term Expires: July 2014

The Honorable Tom Knight, Director
Sheriff Sarasota County
2071 Ringling Blvd
Sarasota, FL 34230
Term Expires: July 2015

Chief Don DeLucca, Director
1 Golden Beach Drive
Golden Beach, FL 33160
Term Expires: July 2015

Jill Rosenthal, MD, Director
3972 NW 52 St
Boca Raton, FL 33496
Term Expires: July 2015

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: AMENDMENT OF 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 and must be approved by the Florida Department of Health, 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: AMENDMENT OF ARTICLES OF INCORPORATION

The corporation's Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX: REGISTERED AGENT AND STREET ADDRESS

David S Bowen II
2901 SW 149th Avenue
Suite 400
Miramar, FL 33027

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of the corporation this _____ day of _____, 2014.

David S. Bowen II, Chairman of the Board

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of The Florida PDMP Foundation, Inc., I hereby accept and agree to act in this capacity.

Dated: _____.

David S. Bowen II

**AMENDED AND RESTATED BYLAWS
OF
THE FLORIDA PDMP FOUNDATION, INC.
A Florida Not-For-Profit-Corporation Established As A
Direct Support Organization of the Florida Department of Health**

ARTICLE I NAME

The name of the Corporation shall be: THE FLORIDA PDMP FOUNDATION, INC. (hereafter the "Foundation").

ARTICLE II PRINCIPLE OFFICE

a. Principal Office:

The principal office of the Foundation in the State of Florida shall be located in Seminole, Florida, County of Pinellas.

b. Other Offices:

The Foundation may have such other office(s) at such suitable place(s) within the State of Florida as may be designated from time to time by the Board of Directors.

ARTICLE III PURPOSE

The Foundation is established to operate as a Direct Support Organization of the Florida Department of Health ("FLDOH") as provided by section 893.055(11), Florida Statutes, and shall operate exclusively for the direct or indirect benefit of the Florida Department of Health and Florida's Prescription Drug Monitoring Program ("PDMP") and must at all times operate in a manner consistent with the goals of the FLDOH and the best interests of the State of Florida.

The Foundation shall provide direct-support to the FLDOH in carrying out its mission, in compliance with the requirements of Section 893.055, Florida Statutes. The Foundation shall act in accordance with the goals of the PDMP and in the best interests of the State as determined by the FLDOH. The Foundation 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, 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 (as more particularly described in Section 893.055, Florida Statutes and any subsequent successor Statutes). Pursuant to Section 893.055(11), 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. Provided; however, pursuant to Section 893.055(11)(y), the Foundation may not exercise any power under Section 617.0302(12) or (16), Florida Statutes.

The purposes of the Foundation 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 Foundation. The purposes for which this Foundation is organized shall be limited to those which are strictly charitable within the meaning of Section 501(c)(3) of the Code. Provided, however, that: (i) no part of the net earnings of the Foundation shall inure to the benefit of any member of the Foundation or other individual; (ii) no substantial part of the activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; and (iii) the Foundation 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 Foundation be as broad as permitted by Section 617.0301 of the Not For Profit Corporation Act, but only to the extent that the Foundation qualifies as a tax exempt organization within the meaning of Section 501(c)(3) and Section 170 of the Code.

In no event shall the Foundation 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 Foundation 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 Foundation engage in subversive activities.

The Foundation 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 Foundation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Foundation.

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

ARTICLE IV OPERATING AGREEMENT & ANNUAL DEPARTMENT CERTIFICATION

The Foundation shall operate under written contract (the "Contract") with the Florida Department of Health pursuant to Paragraph 11(d) of Section 893.055, Florida Statutes. Among the other requirements of the Contract, the Foundation must obtain certification by the Florida Department of Health that the Foundation is complying with the terms of the Contract in a manner consistent with and in furtherance of the goals and purposes of the Prescription Drug Monitoring Program (more particularly described in Section 893.055, Florida Statutes) and in the best interest of the State of Florida. Such certification must be made annually and reported in the official minutes of a meeting of the Foundation.

ARTICLE V BOARD OF DIRECTORS

a. Creation:

The individuals listed in the Articles of Incorporation, as amended, shall comprise the members of the Board of Directors, with subsequent members appointed by the State Surgeon General pursuant to Paragraph 11(c) of Section 893.055, Florida Statutes. The Board of Directors of the Foundation is subject to the Contract between the Foundation and the Florida Department of Health and is subject to annual certification by the FLDOH.

b. Manner of Appointment and Terms:

The manner of appointment and terms of the members of the Board of Directors shall be in accordance with the Articles of Incorporation.

c. Qualifications:

Board members do not have to be a current resident of the state of Florida, but must be a resident of the United States of America. The Directors shall receive no compensation; except for reasonable reimbursement of authorized travel expenses not exceeding the reimbursement authorized for State of Florida employees. Each member of the Board should have demonstrated active interest in the principle objectives, concepts, and goals of the Foundation and the ability or desire to raise funds. Further, membership in the Board should incorporate representation of skills, knowledge and/or background in the areas of community service, local and state knowledge of government and other funding mechanisms, the general community and other areas deemed appropriate.

No person shall be denied membership on the Board of Directors by reason of race, creed, national origin, age, disability, color marital status, sex or religion.

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.

d. Powers:

The Foundation shall have all powers authorized under section 617.0302 and 617.0303, Florida Statutes, and shall exercise that power through the Board of Directors, or persons designated in the Articles of Incorporation, these Bylaws, or Board resolution.

e. Vacancies:

Vacancies as they occur on the Board of Directors by removal, resignation, death, incapacity, or the like of one or more of the members thereof, shall be filled by the State Surgeon General in

accordance with the requirements set forth in the Articles of Incorporation, pursuant to Paragraph 11(c) of Section 893.055, Florida Statutes.

f. Resignation:

Any Director may resign at any time by giving written notice to the Chairperson of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof, as determined by the Chairperson of the Board of Directors. All Board resignations shall be forwarded to the State Surgeon General who shall make a new appointment to fill the vacant Board position.

g. Quorum:

A simple majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. An affirmative vote of a majority of Directors constituting such quorum shall be necessary to take any official action. All votes will be recorded in the meeting's minutes.

h. Compensation:

Directors shall not receive any compensation for service as Director. The Board of Directors may authorize reimbursement expenses incurred by Directors in connection with Board business or other activities directly related to the Foundation, including travel, at rates comparable to those authorized for state of Florida officers and employees.

ARTICLE VI BOARD MEETINGS

a. Meetings:

The Board of Directors of the Foundation shall meet at least four (4) times a year. One of those meetings shall be concurrent with the annual meeting of the Board of Directors. The Board will meet annually to review the actions of the Foundation Executive Committee, to receive the report of the Chairperson of the Board and the status of the Foundation, and for such other purposes as may be placed on the agenda by the Chairperson of the Foundation, the Foundation Executive Director or as requested by members of the Board.

Notice of meetings shall be made by mail or email to each Director, with the agenda, at least seven (7) days prior to the date of the meeting. Business for inclusion in the Agenda may be submitted to the Executive Director by a Board member any time prior to the seven (7) day period.

b. Special Meetings:

Special meeting of the Board of Directors may be called at the direction of the Foundation Executive Director or the Chairperson of the Board to be held at such time, day, and place as shall be designated in the notice of the meeting.

c. Quorum:

As stated in Article V g., a simple majority of all sitting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Directors may attend meetings of the Board by telephone, and a member's telephonic attendance may be counted towards a quorum.

Any regular or special meeting may be held by conference telephone or similar communication equipment, as long as the Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

d. Manner of Acting:

Section 1: The vote of a majority of the Directors at a meeting of the Board of Directors shall be the act of the Board of Directors. In the absence of a quorum, any action taken shall be a recommendation only, but may be valid if subsequently confirmed by a majority vote, in conformance with quorum requirements, of the Board of Directors.

Section 2: Each Director shall be entitled to one (1) vote in a matter coming before the Board. Directors may vote by proxy. Directors may participate in a meeting by means of a conference telephone call or similar communication equipment whereby all persons participating can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

e. Attendance/Presumption of Assent:

Board members are responsible for the effective management of the Foundation. Therefore the active involvement at Board meetings is essential. Members missing more than two meetings within one year may be required by the Board of Directors to resign from the Board. Mitigating circumstances will be considered. Meeting structure may include telephone conference calls.

A Director of the Foundation who is present at a meeting of the Board at which action on any Foundation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered into the minutes of the meetings.

f. Notice; Waiver of Notice:

Notice of Board meetings shall be given by the Executive Director of the Foundation at the request of any person authorized under these Bylaws; Sunshine Law notification is required also. Whenever any notice of a meeting of the Board of Directors is required to be given under provisions of the Articles of Incorporation or these Bylaws, such notice shall be given either personally, by telephone, facsimile, e-mail, or mail addressed to the director at his or her address as it appears on the records of the Foundation and, unless otherwise provided in these Bylaws, at least ten days before the date designated for such meeting. A waiver of notice, in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, deposited in the United States

mail, with postage thereon prepaid, transmitted by facsimile, or sent by e-mail. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Presence at any meeting without objection shall constitute waiver of any required notice.

g. Sunshine Law Compliance:

Notwithstanding anything to the contrary in these Bylaws, the Board of Directors of the Foundation shall conduct its activities and its meetings (regular and special) in accordance with the Florida Open Meetings Laws (also Florida Sunshine Law) as set forth in Article I, Section 24 of the Florida Constitution as it may exist from time to time and in Florida Statutes Chapter 286.011 as amended or restated from time to time, and must comply with all applicable requirements of Chapter 26, Florida Statutes, including, but not limited to:

- Meetings of the Board of Directors must be open to public;
- Notice of such meetings must be given as set forth in such laws; and
- Minutes of the meetings must be taken

ARTICLE VII BOARD OFFICERS; EXECUTIVE COMMITTEE

Section 1. Officers: The officers of the Foundation shall consist of a Chairman, Vice Chairman, Secretary and Treasurer, each of whom shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors, and shall serve until their successors are chosen and qualify. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. The Executive Director shall serve as an ex-officio member of the Board without vote.

Any two (2) or more offices may be held by the same person. The failure to elect a Chairman, Vice Chairman, Secretary or Treasurer shall not affect the existence of the Foundation.

Section 2. Chairman: The Chairman shall be the chief executive officer of the Foundation and shall preside at all meetings of the members and Board of Directors. The Chairman shall coordinate with the Executive Director the general management of the affairs of the Foundation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 3. 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.

Section 4. Secretary: The Secretary shall provide the initial review of the minutes of the meetings of the Board of Directors in conjunction with the Executive Director and shall assign the custody of the seal of the Foundation to such administrative staff of the Foundation as appropriate. The Secretary shall have the power to affix and attest the seal of the Foundation to documents when duly authorized by the Board of Directors. The Secretary shall review with the Executive Director the giving and serving of all notices of the Foundation, and shall, in cooperation with the Executive Director, assign and supervise the custody and keeping of such books and papers as the Board of

Directors may direct. The Secretary shall also coordinate with the Executive Director such correspondence as may be assigned, and perform or assign and supervise all duties incidental to the office.

Section 5. Treasurer: The Treasurer shall have the care and custody of the funds and securities of the Foundation, and shall deposit said funds in the name and to the credit of the Foundation in such bank or trust company as the Board of Directors may elect; and shall, when duly authorized by the Board of Directors sign and execute all contracts in the name of the Foundation, when countersigned by the Chairman or Executive Director or their 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. All disbursements by check for more than \$5,000.00 shall require signatures by two (2) authorized signers: the Chairman and the Treasurer. The Treasurer shall with the approval of the Chairman provide the financial statements to any Director of the Foundation upon request within three (3) business days. At the end of each corporate or fiscal year, the Treasurer shall have an audit of the accounts for the Foundation 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 Foundation. The annual audit and the annual report shall be presented in writing to the Florida Department of Health and Department of Financial Services of the State of Florida.

If deemed necessary in the absolute discretion of the Board of Directors, the Board shall establish an "Executive Committee" to assist in the operation of the Foundation. The Executive Committee, if established, shall consist of the Board Officers with an additional Director as a member at large. Board Officers and members of the Executive Committee may be removed or replaced at any time with or without cause by the Board of Directors. Except where its actions would be prohibited by law, or in conflict with the Operating Agreement (the Contract between the Foundation and the Florida Department of Health), the Articles of Incorporation, these Bylaws or a resolution of the full Board of Directors, the Executive Committee shall have complete authority to conduct the Foundation's business between meetings of the Board, without additional Board authorization. The Executive Committee shall meet at the call of the Chairman or Vice Chairman of the Foundation. Members may appear telephonically with the approval of the Chairman and in accordance with Florida law applicable to such meetings. A majority vote of the Executive Committee shall be the will and the act of the committee.

The Board of Directors may, from amongst its members, establish one or more committees in addition to the Executive Committee (if established) as may be deemed necessary to carry out the purposes of the Foundation, each with the authority to perform duties as prescribed by the Board of Directors such as the audit committee and/or nomination committee.

Article VIII FOUNDATION OFFICERS AND PROGRAM STAFF

The Board may employ or designate a person as Executive Director to oversee the daily operation of the Foundation and program implementation. The Executive Director shall act as Chief Operating and Development Officer of the Foundation. Program staff may also be hired to coordinate Foundation programs as set forth by the Board. These staff will not be full-time state employees and they will be compensated by the Foundation for duties set forth by the Board. The

Board shall terminate or remove the Executive Director and/or program staff as it deems appropriate.

Article IX FISCAL PROCEDURE

Section 1. Annual Budget: The Executive Committee shall develop and submit a proposed annual budget for consideration and approval by the Board. The Board or the Executive Committee may amend the approved annual budget as necessary.

Section 2. Depository: The Executive Committee shall designate a depository or depositories in which funds of the Foundation shall be maintained. The Executive committee may make determinations as to how funds not immediately needed shall be invested in a manner, which will maximize earnings of the Foundation while at the same time retaining sufficient liquidity for carrying out the objectives of the Foundation.

Section 3. Disbursements: Disbursements from Foundation funds shall only be made pursuant to the approved budget and shall require a written request identifying the payee, the nature of the disbursement and the program to which the disbursement is to be charged. All disbursements by check for more than \$5,000 shall require signatures by two authorized signers: the Chairperson and the Treasurer.

Section 4. Records: The Treasurer in cooperation with the Executive Director shall maintain at the office of the Foundation, or a location approved by the Board, the records of all receipts and disbursements of the Foundation in sufficient detail to permit a complete accounting for the reconciliation of all receipts and expenditures. These records will be audited annually by an independent firm of certified public accountants. The Treasurer shall make a report of financial activities of the Foundation at each meeting of the Executive Committee and the Board of Directors.

Section 5. Annual Audit: The Foundation shall make provision for an annual audit of its financial accounts to be conducted by an independent certified public accountant.

ARTICLE X MEMBERS; PARTNERS; SUPPORTERS; AFFILIATIONS

The Foundation may have one or more categories of members, partners and supporters as may be approved by resolution of the Board of Directors from time to time. All memberships of any type shall be non-voting. In addition, the Foundation may affiliate with other organizations at the state, national, or local level and may form additional related organizations where it would further the purposes of the Foundation to do so.

ARTICLE XI THE FISCAL YEAR

The fiscal year of the Foundation shall commence July 1 of each calendar year and terminate on June 30 of the following calendar year.

ARTICLE XII SEAL

The Board of Directors of the Foundation may authorize the creation of its own seal, may request permission of the FLDOH to use its seal and may upon appropriate authorization use the Great Seal of the State of Florida.

ARTICLE XIII INDEMNIFICATION AND LIMITS ON LIABILITY

a. Indemnification:

Unless otherwise prohibited by law, the Foundation shall fully indemnify any Officer, Employee, Contract Service provider or Board Member who is made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that such Officer, Employee, Contractor, or Board Member or such person's testator or intestate estate, is or was a director, officer, employee or agent of the Foundation or serves or served any other enterprise at the request of the Foundation, against all expenses (including attorney's fees), judgments, fines and amounts paid or to be paid in the settlement incurred in connection with such action, suit, or proceeding. Unless otherwise expressly prohibited by law, the Foundation shall have the option of providing a defense or reimbursing for the expenses of a defense.

b. Limitation of Liability:

Section 1: Furthermore, in any proceeding against an officer, employee, contract service provider or director who receives compensation for his or her services as such, the damages assessed arising out of a single transaction, occurrence or course of conduct shall not exceed the amount of compensation received by the officer or director from the Foundation during the twelve months immediately preceding the act or omission for which liability was imposed. An officer or director who serves the Foundation without compensation for his or her services shall not be liable for damages in any such proceeding. Notwithstanding the foregoing, the liability of an officer or director shall not be limited as provided in this section if the officer or director engaged in willful misconduct or a knowing violation of the criminal law.

Section 2: The Foundation shall keep Directors and Officers insurance for Board members.

ARTICLE XIV CERTIFICATION

The Board of Directors shall certify the currency of the Articles of Incorporation and Bylaws of the Foundation at its annual meeting; a letter so certifying shall be signed and dated by the chairman of the Board of Directors and placed in the minutes of the Foundation and provided to the Florida Department of Health.

ARTICLE XV BOOKS AND RECORDS

The Foundation shall keep complete books and records of account, and shall keep minutes of the proceedings of its members, Board of Directors, the Executive Committee and each other committee of the Board of Directors. The books and records of accounts will be subject to an annual audit as required by Section 215.98, Florida Statutes. Audit findings will be made available to the Board of Directors, the Department of Revenue and the Florida Department of Health pursuant to the Articles of Incorporation.

ARTICLE XVI AMENDMENTS TO BYLAWS

These Bylaws may be amended by a majority vote at any meeting of the Board of Directors and must be approved by the Florida Department of Health. No action shall be taken to amend these Bylaws unless written notice (email is acceptable) of the action to be approved shall have been discussed at a previous meeting of the Board of Directors or distributed to the Board of Directors at least seven (7) days prior to the meeting of the members of the Board where action will be taken.

ARTICLE XVII PUBLIC RECORDS

The Foundation shall make its records available in accordance with Chapter 119, Florida Statutes, and the exemptions thereto, and the Florida laws governing the maintenance of corporate records under Chapter 617, Florida Statutes.

ARTICLE XVIII GOVERNING LAWS

The Foundation shall be governed by the corporate and general laws of the State of Florida.

ARTICLE XIX DISSOLUTION

Upon the liquidation or dissolution of the Foundation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Foundation, shall revert to the Florida Department of Health or to the State of Florida if the Florida Department of Health 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 Foundation 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 and which have a mission and purpose substantially similar to this. No part of the assets or the net earnings current or accumulated of the Foundation shall inure to the benefit of a private individual.

THESE AMENDED AND RESTATED BYLAWS are hereby accepted and approved by the Florida Department of Health and by majority vote of the Board of Directors of The Florida PDMP Foundation, Inc. at its meeting held this ____ day of _____, 2014.

Witness the Hand and Seal of:

David S. Bowen II, Chairman of the Board

Karen Bailey, Board Secretary