

**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 October 17, 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 2016

Mike Ayotte, Vice Chairman  
7578 West Broad Street  
Richmond, VA 23294  
Term Expires: July 2016

Karen Bailey, Secretary  
2335 SW 80th Street  
Ocala, FL 34476  
Term Expires: July 2016

Greg Nazareth, R.Ph., Treasurer  
7725 NW 48<sup>th</sup> Street, Suite 150  
Doral, FL 33166  
Term Expires: July 2017

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

Sally West, Director  
2966 Bayshore Drive  
Tallahassee, FL 32309  
Term Expires: July 2017

Dan Gesek, DMD, Director  
2047 Park Street  
Jacksonville, FL 32204  
Term Expires: July 2017

Lee Ann Brown, OD, Director  
28090 US Hwy 19 N., Suite 100  
Clearwater, FL 33761  
Term Expires: July 2017

Paul Melton, Director  
5423 Lockport Court  
Palm Harbor, FL 34685  
Term Expires: July 2016

**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 or designate in writing the Executive Director to 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, sign and execute all contracts in the name of the corporation, when countersigned by the Chairman or Executive Director or their designee; and shall also sign or designate in writing the Executive Director to sign in the Treasurer's place 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 require signatures by two (2) authorized signers: the Chairman and the Treasurer or his designee as provided herein. The Treasurer shall with the approval of the Chairman direct in writing the Executive Director to provide copies of the financial statements to any Director of the corporation upon request within three business days. At the end of each fiscal year, the Treasurer shall designate in writing the Executive Director to 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**

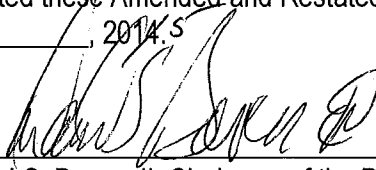
The corporation's Articles of Incorporation may be amended in the manner provided by law.

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

David S Bowen II  
2901 SW 149<sup>th</sup> Avenue  
Suite 400  
Miramar, FL 33027

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of the corporation this 1 day of JUNE, 2014, 5

  
\_\_\_\_\_  
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: 6/1/15.

  
\_\_\_\_\_  
David S. Bowen II