

FILED
In the Office of the
Secretary of State of Texas

MAR 09 2004

Corporations Section

ARTICLES OF INCORPORATION

of

SOCIETY OF AIR FORCE PHARMACY, LTD.

ARTICLE ONE

The name of the Corporation is SOCIETY OF AIR FORCE PHARMACY, LTD.

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which the Corporation is organized are as follows:

- A. To operate exclusively for charitable, scientific, educational or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Act of 1986, as amended (herein the "Code").
- B. To exercise all the powers conferred upon corporations formed under the Texas Non-Profit Corporation Act in order to accomplish the Corporation's charitable, scientific, educational or literary purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.
- C. Included among the educational and charitable purposes for which the Corporation is organized are the following: to provide educational information to the professionals in the field of pharmacology, including the introduction of new products and techniques to assist Air Force pharmacy professionals to perform their tasks.

ARTICLE FIVE

The street address of the registered office of the Corporation is 12450 Network Boulevard, Suite 100, San Antonio, Texas 78249, and the name of the registered agent at such address is John B. Benton.

ARTICLE SIX

The Corporation has one or more classes of members. The designation of such classes, the manner of election or appointment, and the qualifications and rights of the members of each class are set forth in the by-laws of the Corporation.

ARTICLE SEVEN

The officers and directors shall be elected or appointed as provided by the by-laws of the Corporation.

ARTICLE EIGHT

Provision for the regulation of the internal affairs of the Corporation, except as provided by the Articles, shall be determined and fixed by the by-laws as initially adopted by the Board of Directors of the Corporation, and as thereafter amended in accordance with the provisions of such by-laws.

ARTICLE NINE

At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary, or by operation of law or any other provisions hereof:

- A. The Corporation shall neither possess nor exercise any power or authority, whether expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Sections 501(c)(3) and 509(a)(1) or (2) of the Code, contributions to which are deductible for federal income tax purposes under Sections 170(b)(1)(A) and 170(c)(2) of the Code; nor shall the Corporation directly or indirectly engage in any activity that might cause the loss of such qualification under Sections 501(c)(3) or 509(a)(1) or (2) of the Code.
- B. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be operated or organized, for purposes that are not exclusively charitable, scientific, educational, or literary purposes within the meaning of Section

501(c)(3) of the Code.

- C. The Corporation shall never be operated for the primary purpose of carrying on a trade or business.
- D. No substantial part, and during such time or times (if any) that the Corporation may be deemed a private foundation within the meaning of Section 509(a) of the Code, no part of the activities of the Corporation shall consist of attempting to influence legislation (including action by Congress, any state legislature, any local council or similar governing body, or the public in referendum, initiative, constitutional amendment, or similar procedure) through propaganda or otherwise (including contacting, or urging the public to contact, members a legislative body for the purpose of proposing, supporting or opposing legislation, or advocating the adoption or rejection of legislation). Nor shall the Corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- E. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Texas, or any other jurisdiction in which it conducts its activities.
- F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.
- G. Pursuant to the prohibition contained in Section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private individual.
- H. Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a private foundation within the meaning of Section 509(a) of the Code, then during such time or times:
 - (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;
 - (2) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941 of the Code;

- (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (4) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code;
- (5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE TEN

In the event of dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, and exclusively for charitable, scientific, educational or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law, as the Corporation may determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal or registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE ELEVEN

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

ARTICLE TWELVE

The liability of volunteers and employees of the Corporation, and the liability of the Corporation itself, shall be limited to the full extent of the Charitable Immunity and Liability Act of 1987.

The Corporation shall indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not, in accordance with the provisions of Article 1396-2.22A of the Texas Non-Profit Corporation Act. The indemnification provided by this Article Twelve shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any by-law, agreement, vote of board of directors, or otherwise. In no case, however, shall the Corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time or times the Corporation is a private foundation within the meaning of Section 509(a) of the Code, then, during such time or times, no payment shall be made under this Article Twelve if such payment would constitute an act of self-

dealing (as defined in the Code), or a taxable expenditure (as defined in the Code).

ARTICLE THIRTEEN

All references contained in these Articles to the Internal Revenue Code of 1986, or of the Code, shall be deemed to refer to the Internal Revenue code of 1986, as amended, and the Regulations established pursuant thereto, as they now exist or as they may hereafter be amended. Any reference contained in these Articles to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they may hereafter be amended; and to any corresponding provision of any future United States Internal Revenue Law and any Regulations established pursuant thereto.

ARTICLE FOURTEEN

The affairs of the Corporation shall be managed by a Board of Directors composed of not less than three persons. The number of Board members and their term of office and other provisions for the performance of their duties shall be established in the by-laws of the Corporation. The names and addresses of the persons who currently serve on the Board of Directors are:

Maj David Bobb, 12450 Network Blvd, Ste 100, San Antonio, TX 78249
LtCol Scott Springer, 12450 Network Blvd, Ste 100, San Antonio, TX 78249
Col Meier, 12450 Network Blvd, Ste 100, San Antonio, TX 78249
LtCol Barnett, 12450 Network Blvd, Ste 100, San Antonio, TX 78249
LtCol Berkheiser, 12450 Network Blvd, Ste 100, San Antonio, TX 78249
LtCol Spilker, 12450 Network Blvd, Ste 100, San Antonio, TX 78249
Maj J. Johnson, 12450 Network Blvd, Ste 100, San Antonio, TX 78249
Maj Wright, 12450 Network Blvd, Ste 100, San Antonio, TX 79249
Capt Hill, 12450 Network Blvd, Ste 100, San Antonio, TX 78249
CMSgt Richard, 12450 Network Blvd, Ste 100, San Antonio, TX 78249
Ssgt Breaux, 12450 Network Blvd, Ste 100, San Antonio, TX 78249

ARTICLE FIFTEEN

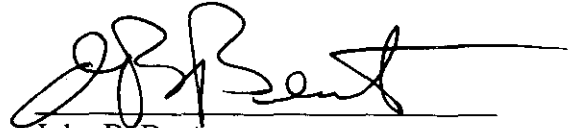
Pursuant to the authority of Article 1396-9.10 of the Act, any action required by the Act to be taken at, or which may be taken at, any annual or special meeting of Directors, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by not less than the minimum number of Directors that would be necessary to take such action at a meeting at which all of the Directors entitled to vote on the action were present and voted. Such consents shall conform to the requirements of the Act.

ARTICLE SIXTEEN

The incorporator is a natural person of the age of 18 years or older, whose name and address are as follows:

John B. Benton
12450 Network Boulevard, Suite 100
San Antonio, Texas 78249

EXECUTED this 8th day of March, 2004, by the above-identified incorporator.


John B. Benton