

**ARTICLES OF INCORPORATION
OF
NEBRASKA PHARMACISTS ASSOCIATION**

ARTICLE I

The name of said corporation shall be the Nebraska Pharmacists Association, and its initial registered office shall be 6221 South 58th Street, Suite A, Lincoln, Nebraska 68516. The registered agent of the corporation shall be Joni R. Cover, JD, whose address shall be the same as the corporation's registered office.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved. This corporation is a public benefit corporation.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

1. To improve the practice of pharmacy.
2. To foster and maintain high standards of conduct, integrity, confidence and public service on the part of those engaged in the practice of pharmacy.
3. To safeguard and promote the professional interests of the registered pharmacists in the State of Nebraska.
4. To support and work with the Colleges of Pharmacy in the State of Nebraska in order to participate in a system of education and training and to recommend standards of professional practice to produce and maintain a high level of competence among pharmacists in providing pharmaceutical service and in advancing pharmacy practices.
5. To support a system of licensure and registration of pharmacists and pharmacies which will assure to the public the availability of competent pharmacists and pharmacies.
6. To provide and implement a system of continuing education.
7. To improve the relations of the profession with the public and to educate the lay public in the proper use of drugs, both prescription and non-prescription, and in the professional pharmacists' role in safe and effective drug counseling, therapy and administration.
8. To safeguard and promote public health.

9. To encourage cordial relations among pharmacists; all to the end that the public responsibilities of the profession of pharmacy may be more effectively discharged.
10. To solicit, encourage and assist qualified persons to select pharmacy as a career.
11. To establish a Code of Ethics.
12. To establish and promote interprofessional relations with members of the healing arts.
13. To participate as a representative of the profession of pharmacy in the processes of government with regard to subjects of interest to the public's health and to the profession of pharmacy.

ARTICLE IV

The corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any private member or individual. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after payment of all debts and obligations of the corporation, shall be used or distributed, exclusively for purposes within those set forth in Article III of this certificate and within the intentment of Section 501(c) of the Internal Revenue Code of 1954 and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

ARTICLE V

The business affairs of the Association shall be managed by a Board of Directors of not less than three (3).

ARTICLE VI

The officers of the corporation shall consist of the following:

1. President;
2. President-Elect;
3. Executive Vice President;
4. Treasurer; and
5. Such other officer or officers as may be designated in the bylaws.

The officers, except the Executive Vice President, shall be elected for a term of one (1) year or until a successor is elected and qualified.

ARTICLE VII

The corporation shall have members, as provided in its By-Laws. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact.

Where directors or officers are to be elected by members of any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE VIII

Unless dues are waived by provision in the By-Laws, each member shall pay membership dues to the Association for the calendar year from January 1 to December 31 in such amounts as may from time to time be provided in the By-Laws for each class of member.

ARTICLE IX

The private property of the officers and members shall not be subject to the payment of corporate debts.

ARTICLE X

Any person serving as a director, officer or trustee to the Association and who is not compensated for his or her services as director, officer or trustee on a salary or a prorated equivalent basis shall be entitled to all privileges and immunities from civil liability for any act or omission which results in damage or injury if such person was acting within the scope of his or her official functions and duties as a director, officer or trustee, unless such damage or injury was caused by the willful or wanton act or omission of such director, officer or trustee as provided in Sections 25-21,190 to 25-21,193 of the Nebraska Revised Statutes.

ARTICLE XI

These Articles may be amended or altered by a vote of two-thirds (2/3) of the members present and voting at any annual or semi-annual meeting provided that written notice of such amendments or alterations shall be given to each of the members not less than thirty (30) days in advance of such meeting.

ARTICLE XII

These Revised Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto of this corporation.