



**FLORIDA DEPARTMENT OF STATE**

**Jim Smith**  
Secretary of State

August 24, 1990

A. Fletcher Dyches  
307 South Blvd., Suite B  
Tampa, Florida 33606

Re: Document Number 753254

Dear Mr. Dyches:

This will acknowledge receipt of your Amendment to the Articles of Incorporation for INTERNATIONAL SOCIETY OF PHARMACEUTICAL ENGINEERS, INC., changing its name to INTERNATIONAL SOCIETY FOR PHARMACEUTICAL ENGINEERING, INC., a Florida corporation, which was filed on August 23, 1990. Your remittance totaling \$50.00 has been received.

Should you have any questions regarding this matter, please telephone (904) 487-6050, the Amendment Filing Section.

**KELLEY SHANK**  
Division of Corporations

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL SOCIETY OF PHARMACEUTICAL ENGINEERS

FILED  
1990 AUG 23 2:30 PM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby certify that we are respectively, the President and Secretary of INTERNATIONAL SOCIETY OF PHARMACEUTICAL ENGINEERS, INC., a corporation organized and existing under and by virtue of the laws of the State of Florida, having its principal place of business at 3816 W. Linebaugh Avenue, Suite 412, Tampa, Florida 33624, and that at a Directors meeting held on March 13, 1990 at Bethesda, Maryland, the following resolution, upon motion duly made, seconded, and carried, was unanimously adopted:

BE IT RESOLVED, by the Board of Director of International Society of Pharmaceutical Engineers, Inc., that said Board deems it advisable that the certificate of Incorporation of the Corporation be amended as follows:

(A) By deleting all of Article I, which now reads:

"ARTICLE I.

The name of this Corporation shall be:

INTERNATIONAL SOCIETY OF PHARMACEUTICAL ENGINEERS,  
INC."

and inserting in place thereof:

"ARTICLE I.

The name of this Corporation shall be:

INTERNATIONAL SOCIETY FOR PHARMACEUTICAL ENGINEERING,  
INC."

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed and attested in its name and its seal to

be affixed by us, the undersigned President and Secretary, this 25<sup>th</sup> day of MAY, 1990.

"INTERNATIONAL SOCIETY OF  
PHARMACEUTICAL ENGINEERS, INC."

(CORPORATE SEAL)

By: Andrew Signore  
President

Attest:

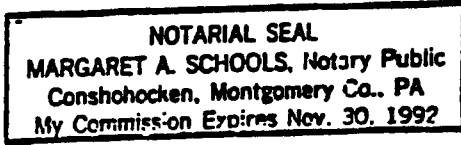
By: [Signature]  
Secretary.

STATE OF Pennsylvania  
COUNTY OF Montgomery

I HEREBY CERTIFY that on this 25 day of MAY, 1990, before me, the undersigned authority, personally appeared Andrew Signore, \_\_\_\_\_ of the International Society of Pharmaceutical Engineers, Inc., a Florida corporation to me know to be the person described in and who executed the foregoing Certificate as President of International Society of Pharmaceutical Engineers, Inc., a Florida corporation and who acknowledged the execution of said Certificate of Amendment pursuant to Florida Statutes as such officer aforesaid for use and purposes therein expressed, pursuant to the authority lawfully conferred upon him by said corporation, and that the seal affixed hereto is the true and genuine corporate seal of said corporation and was affixed thereto

by the Secretary, being the proper custodian thereof.

WITNESS my hand and official seal the date aforesaid.



Margaret A. Schools  
Notary Public

My Commission Expires:

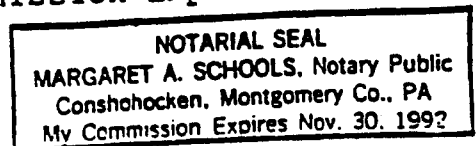
STATE OF Pennsylvania  
COUNTY OF Montgomery

I HEREBY CERTIFY that on this 25<sup>th</sup> day of May, 1990, before me, the undersigned authority, personally appeared [Signature], of the International Society of Pharmaceutical Engineers, Inc., a Florida corporation to me know to be the person described in and who executed the foregoing Certificate as Secretary of International Society of Pharmaceutical Engineers, Inc., a Florida corporation and who acknowledged the execution of said Certificate of Amendment pursuant to Florida Statutes as such officer aforesaid for use and purposes therein expressed, pursuant to the authority lawfully conferred upon him by said corporation, and that the seal affixed hereto is the true and genuine corporate seal of said corporation and was affixed thereto by the Secretary, being the proper custodian thereof.

WITNESS my hand and official seal the date aforesaid.

Margaret A. Schools  
Notary Public

My Commission Expires:



# State of Florida



## Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of

INTERNATIONAL SOCIETY OF PHARMACEUTICAL ENGINEERS, INC.

filed on July 7, 1980

The Charter Number for this corporation is 753254



Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
7th day of July, 1980

A handwritten signature in black ink, appearing to read "George Firestone".

George Firestone  
Secretary of State

STATEMENT OF RESIDENT AGENT ACCEPTING  
APPOINTMENT AS RESIDENT AGENT AND  
DESIGNATION OF RESIDENT OFFICE

In pursuance of Section 48.091 and 617.023, Florida Statutes 1979,  
the following is submitted in compliance with said act:

First, that the International Society of Pharmaceutical Engineers,  
Inc., a corporation not for profit, desiring to organize under the Laws of  
the State of Florida, with a resident office located at 15943 North Florida  
Avenue, P.O. Box 17758, Tampa, Florida, 33682, in the County of Hills-  
borough, State of Florida, has named Paul L. Simmons, whose address is  
15943 North Florida Avenue, P.O. Box 17758, Tampa, Florida, 33682, as  
its Resident Agent.

**ACKNOWLEDGEMENT:**

Having been named as Resident Agent and to accept service of  
process for the above-stated corporation at the place designated in this  
Certificate, I hereby accept the appointment to act as resident agent and  
agree to comply with the provisions of the above-referenced act.

BY Paul L. Simmons  
PAUL L. SIMMONS,  
Resident Agent

FILED  
JUL 7 12 19 PM '80  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

JUL 7 12 19 PM '80

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INTERNATIONAL SOCIETY OF  
PHARMACEUTICAL ENGINEERS, INC.

The undersigned persons, all natural persons competent to contract, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, the following Articles of Incorporation, for the purpose of forming a corporation, not for profit, under the Laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be:

INTERNATIONAL SOCIETY OF PHARMACEUTICAL  
ENGINEERS, INC.

ARTICLE TWO

The purposes for which the corporation is formed are to further and promote a number of mutual aid services for pharmaceutical and/or device and diagnostic engineers and those members of the engineering profession whose responsibilities are the design, supervision and maintenance of process equipment, systems, and instrumentation of pharmaceutical and/or device and diagnostic plants. To promote closer cooperation and on-going educational programs designed to aid in obtaining the highest levels of productivity and compliance with good manufacturing practices in order to uphold the high standards of quality and integrity to which the corporation subscribes. In addition, this corporation shall provide input to State and Federal legislative and regulatory agencies with respect to laws and/or regulations effecting the pharmaceutical industry.

ARTICLE THREE

Any person who subscribes to the purposes of the organization (corporation) and who is an engineer or employed in the engineering profession by firms in the pharmaceutical and/or device and diagnostic

manufacturing industry, or firms in a similar line of economic activity shall be eligible for membership and shall be classified as an active member

Any person who subscribes to the purposes of the organization and is employed by a firm, company, association, private agency, or governmental agency, or educational institution and individuals engaged in professions with an active interest in the objectives and purposes for which the corporation is formed shall be eligible for membership and shall be classified as associate members.

Any person who subscribes to the purposes of the organization and who has made outstanding contributions to the pharmaceutical and/or device and diagnostic manufacturing industry, and who is nominated and selected by unanimous vote of the Board of Directors, shall be eligible for membership and classified as an honorary member. In addition, the Board of Directors by unanimous vote may elect as honorary members those individuals of the engineering profession who have retired from the pharmaceutical and/or device and diagnostic manufacturing industry.

Application for membership shall be made in writing to the corporation on such form as may be prescribed by the Board of Directors. Membership shall be for such period of time as is established by the Board of Directors and shall be renewable on at least an annual basis and as provided in the by-laws of the corporation. Members may be expelled by the Board of Directors for violation of any of the by-laws, or rules and regulations of the corporation.

In the event any member is expelled, he or she may upon written request, signed by the former member and filed with the secretary and upon two-thirds affirmative vote of all of the members of the Board of Directors, be reinstated to membership on such terms as the Board of Directors may deem appropriate.



Active members and associate members shall have the right to vote on all matters that may be brought before the general membership. Honorary members shall have no voting rights, may not hold office, nor serve on the Board of Directors, but may serve on various active committees as directed by the Board of Directors, or as appointed by the President.

#### ARTICLE FOUR

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

#### ARTICLE FIVE

There shall be a Board of Directors of the corporation which shall consist of not less than three (3), nor more than fifteen (15) members. The number of same shall be fixed by the Board of Directors or by the corporate by-laws. Each of said Directors shall be at least eighteen (18) years of age and a member in good standing of the organization and meet all other requirements as may be provided in the by-laws.

A quorum for the transaction of business shall be a majority of the Directors at a meeting at which a quorum is present. The Directors shall draft and approve the by-laws by two-thirds majority vote and may amend the by-laws by a two-thirds majority vote. The meeting of the Board of Directors shall be held at such place or places as a majority of the Board of Directors may designate. The first Board of Directors shall be elected by the subscribers to the Articles of Incorporation and shall hold office until the first annual meeting of the members. Thereafter, the Board of Directors shall be elected by the members in such number as provided for in the by-laws. The by-laws shall set forth the number of Directors from specifically defined geographic regions of the United States as well as Directors at large from the international community. At the first meeting

of the Board of Directors, they shall prepare and adopt by-laws to govern the business of the society and in addition shall elect officers to serve until the first general meeting of the membership.

#### ARTICLE SIX

The affairs of the society shall be managed by a President, President Elect, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors or by-laws may provide. The initial slate of officers shall be elected by the Board of Directors. Thereafter, all officers shall be elected by the membership present at the annual meeting and all officers shall serve until their successors are duly elected and qualified. The duties, powers, and functions of the officers shall be such as usually devolve upon such officers, and in addition, such duties as shall be prescribed by the by-laws.

#### ARTICLE SEVEN

The names and residence of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors are elected and appointed and have qualified; are as follows:

<u>NAME</u>	<u>RESIDENCE/MAILING ADDRESS</u>
Charles Newcomb	c/o Astra Pharmaceutical Products, Inc. Worcester, Mass. 01606, Neponset St.
Peter Merritt	140 Hepburn Rd. Clifton, New Jersey 07012
William Fair	c/o Cutter Labs, Highway 70 E. Clayton, North Carolina 27520
C. David Boyer	2004 Nancy Ave. Lutz, Fla. 33549
Paul L. Simmons	2001 Nancy Ave. Lutz, Fla. 33549
Diane E. Simmons	2001 Nancy Ave. Lutz, Fla. 33549

## ARTICLE EIGHT

The by-laws of the corporation are to be made, altered, or rescinded by a two-thirds vote of the Board of Directors present at any special or annual meeting duly called for said purpose. In addition, the by-laws may be amended pursuant to any proposal subscribed to by not less than ten (10) members in good standing, and upon approval by a two-thirds vote of the membership.

Amendments to the Articles of Incorporation may be proposed and adopted by a two-thirds vote of the Board of Directors at any special or annual meeting provided that the purposes of the meeting and the amendments to the Articles of Incorporation to be voted on have been plainly stated in the Notice of Meeting and mailed to all of the Directors.

Amendments to the Articles of Incorporation may also be proposed and adopted by a majority vote of the membership at any annual or special meeting of the membership, provided that the purposes of the meeting and the amendments to the Articles of Incorporation to be voted on have been plainly stated in the Notice of the Meeting mailed to the membership at least twenty (20) days prior to the time of such meeting.

## ARTICLE NINE

Any officer or director who was or is involved, or has threatened to be involved as a party or otherwise in any threatened, pending, or completed action, suit or proceeding, including any appeal relating thereto, whether civil, criminal, or administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was an officer of the corporation, shall in accordance with this Article be indemnified by the corporation against expenses (including attorney's fees) judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, or the defense thereof, if he acted in good faith and in a manner

he reasonably believed to be in, or not opposed to the best interest of the corporation. The termination of any action, suit, or proceeding, by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. Within a reasonable time not to exceed sixty (60) days after the institution of an action, suit or proceeding, the person seeking indemnity shall give the association written notice thereof, together with a copy of any complaint or declaration filed therein.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the disposition of such action, suit, or proceeding as authorized by the corporation in specific cases upon receipt of an undertaking by, or on behalf of the officer or director, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

The private property of the members, officers and directors of the corporation shall not be subject to the payment of any corporate debts to any extent whatsoever.

#### ARTICLE TEN

This corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this corporation shall be distributed to its members, directors, or officers. This corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purposes and upon dissolution or final liquidation, may make distributions to its members as permitted by the court having

jurisdiction thereof, and no such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE ELEVEN

This corporation shall have the power to transact and engage in any activity or business permitted under the Laws of the State of Florida, pertaining to corporations not for profit, and as set forth in Florida Statutes Chapter 617, Laws 1979.

ARTICLE TWELVE

The names and residences of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>RESIDENCE</u>
C. David Boyer	2004 Nancy Ave. Lutz, Fla. 33549
Paul L. Simmons	2001 Nancy Ave. Lutz, Fla. 33549
Diane E. Simmons	2001 Nancy Ave. Lutz, Fla. 33549

WITNESS the hands and seals of the subscribers, this 3rd day of July, 1980.

C. David Boyer (SEAL)  
C. DAVID BOYER

Paul L. Simmons (SEAL)  
PAUL L. SIMMONS

Diane E. Simmons (SEAL)  
DIANE E. SIMMONS

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me the undersigned authority personally appeared C. DAVID BOYER, to me known to be the identical person who executed the foregoing instrument, and he acknowledged to me that he executed the same as his free and voluntary act and deed for the use and purposes therein stated on this the 3rd day of July, 1980.

*Josephine R. Palomino*  
Notary Public, My Commission Expires

Notary Public, State of Florida at Large  
My Commission Expires Sept. 20, 1980  
Bonded By American Fire & Casualty Company

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me the undersigned authority personally appeared PAUL L. SIMMONS, to me known to be the identical person who executed the foregoing instrument, and he acknowledged to me that he executed the same as his free and voluntary act and deed for the use and purposes therein stated on this the 3rd day of July, 1980.

*Josephine R. Palomino*  
Notary Public, My Commission Expires

Notary Public, State of Florida at Large  
My Commission Expires Sept. 20, 1980  
Bonded By American Fire & Casualty Company

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me the undersigned authority personally appeared DIANE E. SIMMONS, to me known to be the identical person who executed the foregoing instrument, and she acknowledged to me that she executed the same as her free and voluntary act and deed for the use and purposes therein stated on this the 3rd day of July, 1980.

*Josephine R. Palomino*  
Notary Public, My Commission Expires

Notary Public, State of Florida at Large  
My Commission Expires Sept. 20, 1980  
Bonded By American Fire & Casualty Company



## **ISPE Articles of Incorporation Changes**

Changes to the Articles of Incorporation approved by the ISPE International Board of Directors  
7 December 2016

Changes are in process of submission to the State of Florida.

### **Article Three**

“Active members and associate members shall have the right to vote on all matters that may be brought before the general membership. Honorary members shall have no voting rights, may not hold office, nor serve on the Board of Directors, but may serve on various active committees as directed by the Board of Directors, or as appointed by the President.”

*Change to:*

The classes of members and their voting rights shall be set forth in the bylaws.

### **Article Five**

“There shall be a Board of Directors of the corporation which shall consist of not less than three (3), nor more than fifteen (15) members. The number of same shall be fixed by the Board of Directors or by the corporate by-laws.”

*Change to:*

There shall be a Board of Directors which shall consist of not less than three (3), and not more than the number set forth in the bylaws.

“Thereafter, the Board of Directors shall be elected by the members in such number as provided for in the by-laws. The by-laws shall set forth the number of Directors from specifically defined geographic regions of the United States as well as Directors at large from the international community.”

*Change to:*

Thereafter, the Board of Directors shall be elected by the members or appointed by the Board in such number and method as provided for in the by-laws.

### **Article Six**

“The affairs of the society shall be managed by a President, President Elect, Vice President, Secretary, and Treasurer. and such other officers as the Board of Directors or by-laws may provide.”

*Change to:*

The affairs of the Society shall be overseen by the officers, the number and titles of which shall be set forth in the bylaws.

“Thereafter, all officers shall be elected by the membership present at the annual meeting and all officers shall serve until their successors are duly elected and qualified.”

*Change to:*

Thereafter, all officers shall be elected and shall serve as set forth in the bylaws.