

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
(Non-profit)**

OF

VERMONT SOCIETY OF HEALTH-SYSTEM PHARMACISTS, INC.

The undersigned, a natural person of the age of majority and a resident of the State of Vermont, hereby adopts the following Amended and Restated Articles of Incorporation under the Vermont Nonprofit Corporation Act:

ARTICLE I

Name and Principal Address

The name of the corporation is Vermont Society of Health-System Pharmacists, Inc. The corporate principal address is: 27 Bobolink Circle, Essex Junction, Vermont 05452.

ARTICLE II

Period of Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Mutual Benefit Corporation

This corporation is a mutual benefit non-profit corporation under Title 11B of the Vermont Statutes Annotated.

ARTICLE IV

Purpose

The corporation is organized exclusively (i) to advance public health by promoting the professional interests of pharmacists practicing in hospitals and other organized health care settings; and (ii) to engage in any and all lawful activities deemed by the Board of Directors to be necessary or desirable in connection with any of the corporation's purposes, all within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986.

ARTICLE V

Limitations

The corporation shall have no capital stock. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its corporate purposes. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

ARTICLE VI

Disposition of Assets Upon Dissolution

Upon the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the corporation, shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations that are exempt under Section 501(c)(6) or 501(c)(3) of the Code (or the corresponding provisions of any future United States internal revenue law), as the Board of Directors shall determine. Any such assets not so disposed of by the Board shall be disposed of by the State of Vermont Superior Court, exclusively for such purposes or to an organization or organizations organized and operating exclusively for such purposes, all as such Court shall determine.

ARTICLE VII

Registered Office and Initial Registered Agent

The name of the initial registered agent of the corporation is Lisa Jackman, and the address of the registered agent is 27 Bobolink Circle, Essex Junction, Vermont 05452.

ARTICLE VIII

Members

The corporation shall have voting members. Classes of members, the rights of each class of members, the criteria or procedures for admission as a member, and dues and assessments shall be as further described in the By-Laws of the corporation, as may be amended from time to time.

ARTICLE IX

Directors

The number of directors constituting the Board of Directors of the corporation shall be no less than three (3) and no greater than ten (10). The directors shall be elected by a majority vote of the directors in office at the time of the annual meeting of the Board of Directors as prescribed in the By-laws of the corporation. The initial Directors and their addresses are as follows:

Clare Coppock, RRMC, 160 Allen Street, Rutland, VT 05701
Salvatore J. Morana, Porter Medical Center, 115 Porter Drive, Middlebury,
VT 05753
Dave Dransfield, RRMC, 160 Allen Street, Rutland, VT 05701
Lisa Jackman, 27 Bobolink Circle, Essex Junction, VT 05452
Michael Carroll, 9 Moonbrook Drive, Rutland, VT 05701
Michele Reed, 25 Fair Road, East Montpelier, VT 05641

ARTICLE X

Debt Obligations and No Personal Liability

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors shall be subject to the payment of the debts or obligations of this corporation.

ARTICLE XI

Amendments

These Amended and Restated Articles of Incorporation supersede the Articles of Incorporation filed with the Vermont Secretary of State on January 15, 2009. The Articles of Association and the By-laws of the corporation may be amended by majority vote of the Board of Directors then serving, provided that no such amendment shall be adopted which will affect the exempt status of the corporation under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

ARTICLE XII

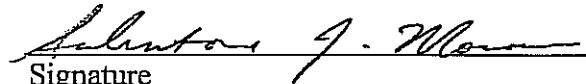
Amender

The name and address of the Amender is: Salvatore J. Morana with an address of c/o Porter Medical Center, 115 Porter Drive, Middlebury, Vermont 05753. The

undersigned is authorized to deliver these Amended and Restated Articles of Incorporation to the office of the Vermont Secretary of State.

The effective date of these Amended and Restated Articles shall be upon filing.

DATED at Middlebury, County of Addison and State of Vermont, this 24th day of July, 2009.



Signature

Printed Name: Salvatore J. Morana

Title: President