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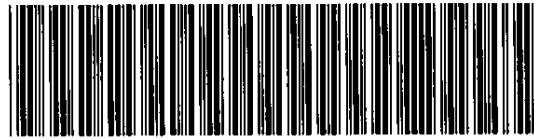
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T. Bush NOV 25 2009

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Five Points of
Life Foundation, Inc

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
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- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
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- Driving Record _____
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**ARTICLES OF INCORPORATION
OF
FIVE POINTS OF LIFE FOUNDATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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These are the Articles of Incorporation of the undersigned incorporators, all citizens of the United States, desiring to form a corporation, not-for-profit, under the Florida Not For Profit Corporation Act, and we do hereby certify:

**ARTICLE I
Name of Corporation/Nonprofit Status**

The name of the Corporation is: Five Points of Life Foundation, Inc., and it is organized under Chapter 617, Florida Statutes, as a corporation, not-for-profit.

**ARTICLE II
Principal Office, Registered Office and Registered Agent**

The place in this state where the initial principal office and registered office of the Corporation is located is at: 4039 W. Newberry Road, Gainesville, Florida 32607, and the initial registered agent at this registered office is: Kimberly E. Kinsell.

**ARTICLE III
Purpose**

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, raising awareness of the ways to share life with others through the donation of blood, marrow, cord blood, organ and tissue, in cooperation with blood centers, organ procurement organizations, marrow registries, federal and state agencies, and community organizations to educate citizens about lifesaving donations, and to promote said awareness and education via various communication venues, including, but not limited to, the internet, websites, blogs, videos, forums, chat rooms, and activities related to the Corporation's educational curriculum, through the Five Points of Life bicycle rides, marathons, and other

sporting events, when practicable, advertising media paid for by the Corporation or through sponsors, and through other means consistent with the Corporation's charitable, educational, and scientific purposes.

ARTICLE IV Net Earnings

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its employees, trustees, officers, or other private persons or entities, 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 purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying out of propaganda, or otherwise attempting to influence legislation, except when permitted by law, and the corporation shall not participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE V Perpetual Existence/Dissolution

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with applicable law. In the event of dissolution of the Corporation, its residual assets shall be distributed to LifeSouth Community Blood Centers, Inc., a Florida not-for-profit corporation with exempt purposes under the meaning of Code Section 501(c)(3). In the event LifeSouth Community Blood Centers, Inc. has been dissolved, then residual assets shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections

501(c)(3) and 170(c)(2) of the Internal Revenue Code, or in accordance with any corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by order of a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such exempt purposes.

ARTICLE VI
Board of Directors

The Corporation shall be governed by a Board of Directors of not less than five (5) persons, who shall be appointed by the Board of Directors of LifeSouth Community Blood Centers, Inc. (LifeSouth). The President/CEO of LifeSouth shall be one of the five (5) appointees. The number of directors, their terms and qualifications for office shall be as set forth in the Corporation's Bylaws, provided that there shall not be less than five (5) directors. The initial Board of Directors, including their names and resident addresses, who shall serve until the first annual meeting of the Board of Directors, are:

1. Perry McGriff
1120 NW 13th Street
Gainesville, FL 32601
2. Nancy Eckert
4039 Newberry Road
Gainesville, FL 32607
3. Ron Spitznagel
3521 NW 35th Place
Gainesville, FL 32605
4. Mark Shertzer, MD
PO Box 813
Dothan, AL 36302

5. Bruce Stechmiller, MD
3124 NW 18th Place
Gainesville, FL 32605

**ARTICLE VII
Officers**

From the Board of Directors shall be elected the following Officers: President, Vice President, Treasurer and Secretary to manage the affairs of the Corporation as provided in the Bylaws. The manner in which the Officers are elected, their terms, qualifications and duties are as set forth by the Bylaws. The Board may appoint additional officers and assistant officers as it deems appropriate.

**ARTICLE VIII
Bylaws**

The Bylaws may be amended, rescinded, or new Bylaws may be adopted by a majority vote of the directors present and voting at any regular meeting of the Board, or at any special meeting called for that purpose, subject to notice and quorum requirements as provided in the Bylaws. No action on the Bylaws by the Board shall be effective until such action is ratified by the Board of LifeSouth.

**ARTICLE IX
Amendments to the Articles of Incorporation**

These Articles of Incorporation may be altered, amended or rescinded by two-thirds (2/3) majority vote of all of the directors at any regular meeting of the Board of Directors or at any special meeting called for that purpose. Provided, however, that no action on the Articles by the Board shall be effective until such action is ratified by the Board of LifeSouth.

**ARTICLE X
Designation of Registered Agent at Registered Office**

The undersigned, having been designated as registered agent in Article II hereof to accept service of process for the corporation at its registered office at 4039 W. Newberry Road, Gainesville, Florida 32607, does hereby certify that he/she is familiar with the duties and responsibilities of a registered agent, accepts the appointment as registered agent, and agrees to act in this capacity.




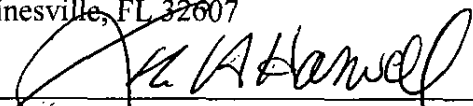
Registered Agent
Kimberly E. Kinsell

Date: Nov. 19, 2009

**ARTICLE XI
Incorporators**

The incorporators who have subscribed to these articles are:

1. 

Kimberly E. Kinsell
LifeSouth Community Blood Centers, Inc., General Counsel
4039 Newberry Road
Gainesville, FL 32607
2. 

John H. Haswell
Chandler, Lang, Haswell & Cole, P.A.
P.O. Box 23879
Gainesville, FL 32602

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