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CAPITAL CONNECTION, INC.

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

COMMUNITY BLOOD HOLDINGS, INC.

Signature _____

Requested by: Seth

05/26/17

Name

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**ARTICLES OF INCORPORATION
OF
COMMUNITY BLOOD HOLDINGS, INC.**

A Florida Not for Profit Corporation

Pursuant to the provisions of Chapter 617 of the laws of the State of Florida, the undersigned, for the purposes of forming a not for profit corporation under the laws of the state of Florida, do hereby submit these Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation shall be Community Blood Holdings, Inc. For convenience, the corporation may be referred to herein as the "Corporation" or as the "Community Blood Holdings." The Corporation may register the name "Community Blood Holdings" or other similar terms as a fictitious name.

**ARTICLE 2
TERM**

The Corporation shall have perpetual existence.

**ARTICLE 3
EFFECTIVE DATE**

The effective date of incorporation shall be May 26, 2017, or such later date as the same are accepted for filing in accordance with Chapter 617 of the Florida Statutes.

**ARTICLE 4
BOARD OF DIRECTORS**

The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations on governing the Corporation shall be defined by statute and the Bylaws of the Corporation. The number of members of the Board of Directors shall be stated by the Bylaws of the Corporation, but in no event shall consist of fewer than five (5) or more than nine (9). Within such limits, the actual number of directors shall be such number as fixed from time to time in the Bylaws of the Corporation. One member of the Board of Directors shall be the Chief Executive Officer of LifeSouth Community Blood Centers, Inc. One member of the Board of Directors shall be the Treasurer, or the Treasurer's designee, of LifeSouth Community Blood Centers, Inc.'s Finance and Audit Committee.

Qualification for membership on the Board of Directors, the election procedures, terms of service, powers and duties of the directors of the Corporation shall be as set forth in the Bylaws of the Corporation. Where not inconsistent with Chapter 617 of the Florida Statutes (or successor statute), and the express provisions of these Articles of Incorporation, the Board of Directors shall have all rights, powers and privileges prescribed by law of directors of corporations for profit.

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The corporation's initial directors are as follows:

John Haswell
Georgiann Ellis
Ronnie Brown
Doug Marken
Nancy Eckert
James Kelly

ARTICLE 5
OFFICERS

The day-to-day affairs of the Corporation shall be managed by a President, Vice-President, Treasurer, and Secretary and by such other subordinate officers, as may, from time to time, be appointed by the Board of Directors.

ARTICLE 6
AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended, altered or repealed by a four-fifths majority vote of the Corporation's Board of Directors present at any annual or special meeting of the Board of Directors.

ARTICLE 7
BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors, and may be altered, amended or repealed by a four-fifths majority vote of the Corporation's Board of Directors in the manner provided for in the bylaws of the Corporation.

ARTICLE 8
EARNINGS

No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation to any person or organization for services rendered, to reimburse members, directors and officers of the Corporation for expenses incurred by them in the performance of their duties, and to otherwise make payments and distributions in furtherance of purposes set forth in Article 9 and as otherwise permitted by applicable law.

ARTICLE 9
PURPOSE

The purpose for which the Corporation is organized is exclusively charitable, religious, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and for any other purpose for which such organization may lawfully engage. Unless otherwise provided, all references to the Internal Revenue Code are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

The general nature and purpose of the Corporation shall be to:

- a. Support, upon such conditions or limits as the Board of Directors for the Corporation shall from time to time prescribe, other charitable institutions or entities engaged in the establishment, maintenance and operation of human blood component collection and distribution facilities and all other related activities or services;
- b. Provide material support by leasing facilities and equipment owned by it, upon such conditions or limits as the Board of Directors for the Corporation shall from time to time prescribe, to other charitable institutions or entities engaged in the establishment, maintenance and operation of human blood component collection and distribution facilities and all other related services; and
- c. Take, accept and receive donations, and to invest, expand or distribute the income and principal thereof for the purposes enumerated herein.

ARTICLE 10
POWERS

The Corporation shall have all of the powers now provided or which may hereafter be provided for a non-profit corporation under the laws of the State of Florida and is empowered to do all acts and things as from time to time may be necessary or expedient in order to accomplish its general purposes. Included in these powers, without limitation, are the powers to:

- a. Receive and maintain a fund or funds of real or personal property, or both, and at the discretion of the Board of Directors and further subject to the restrictions and limitations set forth in these Articles of Incorporation and with respect to funds and other property that are restricted in terms of a gift specified by the donor thereof, to use and apply, in whole or in part, any of the principal thereof and income therefrom exclusively for charitable or educational purposes in furtherance of the general purposes of the Corporation, including, without limitation:
 - i. Requesting, receiving, investing, granting and expending gifts and bequests of funds and property, taking and holding such gifts and bequests either absolutely in trust, subject only to those conditions, restriction or other limitations imposed by law or by the terms of the gift; provided, however, that the Corporation shall not lend any of its assets to any member, director or officer of the Corporation or guarantee to any person or entity the payment of a loan by a member, director or officer of the Corporation;
 - ii. Retaining or disbursing and distributing property and funds in furtherance of the general purposes of the Corporation and the specific directions, if any, of donors with regard to property donated by them, except where such directions would impair the classification of the Corporation as an exempt not-for-profit organization under the laws of the United States of America or the State of Florida;
 - iii. In general, in executing such other powers, which are now or hereafter, may be conferred by law on a corporation organized for the purposes hereinabove set

forth, or necessary or incidental to the furtherance of the general purposes of the Corporation, subject only to such limitations as are or may be prescribed by law.

- b. Buy, sell, lease, convey and dispose of its property and invest or reinvest the proceeds therefrom;
- c. Employ and pay, suffer to work such agents, employees, servants and other persons, both technical and lay, as shall be necessary to accomplish the above purposes;
- d. Borrow sums of money in order to accomplish the general purposes of the Corporation, subject to the approval of its terms and conditions of such borrowing by the Board of Directors of the Corporation as provided in the bylaws of the Corporation, and further subject to the limitation that no trust assets held by the Corporation may be pledged or committed in a manner that would violate the terms of the trust instrument, if any, under which such assets are held;
- e. Sell, assign, transfer, convey, mortgage, pledge, lease and otherwise encumber the property of the Corporation; to borrow money and execute its promissory note or notes to evidence the same, and to secure the repayment of such loans by pledge or mortgage;
- f. To subscribe for, purchase, receive, own, hold for investment or otherwise sell, dispose of and make advances upon stocks, shares, bonds, securities and obligations of other corporations, partnerships and associations whatsoever, wherever located, or organized, and while the owner or holder of any such stocks, bonds, or obligations, to exercise all the rights, powers and privileges of ownership thereof, and to exercise all or any voting powers thereof; and
- g. To do any and all other things which not-for-profit corporations are authorized to do under the laws of the State of Florida; provided however that the Corporation shall not carry on activities as provided in Article 11.

ARTICLE 11 PROHIBITED ACTS

The Corporation shall operate exclusively for scientific, charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. However, in the course of its operation, the Corporation shall not:

- a. Direct a substantial part of its activities to influencing legislation nor participate or intervene in any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code; or
- b. Notwithstanding any provision in these Articles, carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE 12 DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed to LifeSouth Community Blood Centers, Inc., a not for profit community blood center for one or more exempt purposes

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within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or corresponding section of any future federal tax code. In the event that LifeSouth Community Blood Centers, Inc. is no longer an exempt organization within the meaning of Section 501(c)(3), Code, as amended, or corresponding section of any future federal tax code, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose or such. Such asset distribution must be approved by a three-fourths majority of the Corporation's Board of Directors. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes. No assets shall be distributed to any member, director or officer of the Corporation.

ARTICLE 13
REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation is:

726 NE 1st Street
Gainesville, Florida 32601

The name of the initial registered agent is: John Haswell, Esq.

ARTICLE 14
PRINCIPAL OFFICE

The Corporation has a principal office. The street address of the principal office is:

726 NE 1st Street
Gainesville, Florida 32601

The principal office is subject to change from time to time at the discretion of the Corporation.

ARTICLE 15
MAILING ADDRESS

The mailing address of the principal office is:

726 NE 1st Street
Gainesville, Florida 32601

The mailing address is subject to change from time to time at the discretion of the Corporation.

ARTICLE 16
INDEMNIFICATION

The Corporation shall indemnify any directors, officers, employees, incorporators, and members of the Corporation from any liability regarding the Corporation and the affairs of the Corporation, unless the person fraudulently and intentionally violated the law and/or maliciously

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conducted acts to damage and/or defraud the Corporation, or as otherwise provided under applicable statute.

ARTICLE 17
INCORPORATOR

The name and address of the Incorporator is:

John Haswell, Esq.
726 NE 1st Street
Gainesville, Florida 32601



Signature

Friday, May 26, 2017

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

Having been named as the initial registered agent in Article 13 in the forgoing Articles of Incorporation for Community Blood Holdings, Inc., I hereby accept such appointment and agree to act in such capacity. I am familiar with and accept the obligations set forth in Section 617.0501, Florida Statutes and any other provisions of law applicable as a registered agent of the organization, and accept the appointment as registered agent and agree to act in this capacity.



Signature of Registered Agent

John Haswell, Esq.
Friday, May 26, 2017

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