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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
 TRANSFUSION MEDICINE SPECIALISTS, INC.**

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May 1, 2017

FLORIDA DEPARTMENT OF STATE

Division of Corporations

TRANSFUSION MEDICINE SPECIALISTS, INC.

P O BOX 22500

ST PETERSBURG, FL 33742

SUBJECT: TRANSFUSION MEDICINE SPECIALISTS, INC.

REF: N97000005944

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H17000116329  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF TRANSFUSION MEDICINE SPECIALISTS, INC.** 2017 MAY -2 A 11: 42

Pursuant to the provisions of Section 617.1007, Florida Statutes, **TRANSFUSION MEDICINE SPECIALISTS, INC.**, a not for profit corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation, which supersede and take the place of its existing Articles of Incorporation and any and all amendments thereto.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of the Corporation is **TRANSFUSION MEDICINE SPECIALISTS, INC.**

**ARTICLE II**

**Principal Office and Mailing Address**

The principal office and mailing address of the Corporation is 111 North Orange Avenue, Suite 1800, Orlando, Florida 32801, c/o Foley & Lardner LLP. The location of the principal office and mailing address shall be subject to change as may be provided in the bylaws duly adopted by the Corporation (the "Bylaws").

**ARTICLE III**

**Purposes**

The Corporation is organized and shall be operated exclusively for charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"). In furtherance of the purposes, the Corporation may:

- a. Establish, develop, sponsor, promote and/or conduct transfusion medicine services, and such other health related and charitable activities to promote a healthy blood supply and good health among the citizens in the community as the Board of Directors of the Corporation may determine.
- b. Support OneBlood, Inc., a section 501(c)(3) organization, by providing specialized medical services necessary to the furtherance of the charitable purposes of OneBlood, Inc.
- c. Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.
- d. Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.
- e. Contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of these purposes.

f. Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Not For Profit Corporation Act (the "Act"); and

g. Solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the, purposes referred to above.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE IV Powers

The Corporation shall have all powers conferred upon not for profit corporations organized under the Act, but shall exercise such powers only in fulfillment of its above-stated purposes; provided, however, (i) no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; (ii) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, 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 the purposes set forth in Article III hereof; and (iii) notwithstanding any other provision of these Amended and Restated Articles of Incorporation, 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)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE V Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Act. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be shall be utilized exclusively for the exempt purposes of the Corporation or distributed to OneBlood, Inc., or in the event OneBlood, Inc. is no longer qualified as an organization described in Section 501(c)(3) or Section 170(c)(2) of the

Code, to another organization which is so qualified, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court 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.

#### **ARTICLE VI**

##### **Term**

The term for which the Corporation shall exist shall be perpetual.

#### **ARTICLE VII**

##### **Members**

The Corporation shall have no members.

#### **ARTICLE VIII**

##### **Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws.

#### **ARTICLE IX**

##### **Registered Office and Agent**

The address of the Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, FL 32202-5017, and the Registered Agent at such address is F&L Corp.

#### **ARTICLE X**

##### **Bylaws**

The Amended and Restated Bylaws of the Corporation are adopted by the Board of Directors as of the date of filing of these Amended and Restated Articles of Incorporation. Said bylaws may thereafter be amended, in the manner provided therein.

#### **ARTICLE XI**

##### **Amendment of Articles of Incorporation**

These Amended and Restated Articles of Incorporation may be amended as provided in the Bylaws.

*[Signature Page Follows.]*

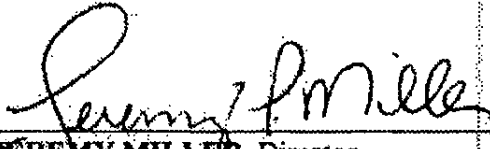
The foregoing Amended and Restated Articles of Incorporation were adopted effective April 27, 2017, by unanimous written consent of the Corporation's Board of Directors.

The Corporation has no members and no member approval is required for the adoption of these Amended and Restated Articles of Incorporation.

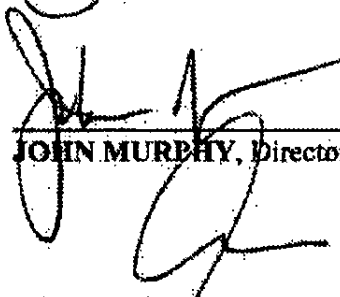
**BOARD OF DIRECTORS OF TRANSFUSION  
MEDICINE SPECIALISTS, INC.:**



**WILLIAM H. RIEBERBACH, Director**



**JEREMY MILLER, Director**



**JOHN MURPHY, Director**

**GEORGE "BUD" SCHOLL, Director**



**JOHN F. "BUZ" WINDHAM, Director**

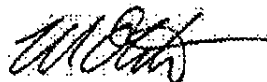
**ACCEPTANCE OF APPOINTMENT**  
**BY REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article IX of the foregoing Amended and Restated Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

**DATED**, this 27th day of October, 2016.

**REGISTERED AGENT:**

**F&L CORP.**



By: \_\_\_\_\_  
Michael A. Okaty  
Agent and Authorized Agent