

N97000006652



ACCOUNT NO. : 072100000032

REFERENCE : 611911 9575A

AUTHORIZATION :

Patricia Pujut

COST LIMIT : \$ 70.00

ORDER DATE : November 24, 1997

ORDER TIME : 2:01 PM

ORDER NO. : 611911-005

CUSTOMER NO: 9575A

800002355548--7

CUSTOMER: C. Ted French, Esq.
DICKINSON & GIBBONS, P A
1750 Ringling Boulevard
Sarasota, FL 34236

DOMESTIC FILING

NAME: SARASOTA COMMUNITY BLOOD BANK
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED
97 NOV 24 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 NOV 24 PM 2:39
DIVISION OF CORPORATION



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

November 25, 1997

C. Ted French
Dickinson & Gibbons, P.A.
Attorneys at Law
Post Office Box 3979
Sarasota, FL 34230-3979

Post-It [®] brand fax transmittal memo 7671		# of pages *
To: TED FRENCH	From: RATHY R. LARU	
Cc:	Co: BANKING	
Dept:	Phone #	
Fax # 941953-3136	Fax #	

Dear Mr. French:

Re: "Sarasota Community Blood Bank Foundation, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as a Florida corporation in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building, Sixth Floor
Tallahassee, FL 32399-0350
(904) 414-8058

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

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97 NOV 24 PM 2:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SARASOTA COMMUNITY BLOOD BANK FOUNDATION, INC.

Under Chapter 617 of the Not-for-Profit Corporation Law

The undersigned, a natural person of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of the State of Florida, hereby certifies:

FIRST: The Name of the Corporation is Sarasota Community Blood Bank Foundation, hereinafter sometimes called "the Corporation", and its street address is 1760 Mound Street, Sarasota, Florida 34236.

SECOND: The Corporation is a corporation as defined in Section 617.01401(4) of the Not-for-Profit Corporation Law.

THIRD: The purposes for which the Corporation is formed are as follows:

To conduct activities which are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time (the "code") including, but not limited to, the following:

1. To make contributions from principal and income to support and assist approved programs of the Sarasota Community Blood Bank, Inc., and its affiliates, so long as they remain exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws.
2. To solicit funds from the public and accept contributions of money and property and to accept devises and bequests and all other monies or property made available by virtue of trusts, foundations, endowments, deeds of gift, annuities, policies of insurance or otherwise, and to use or administer such monies or property for the furtherance of these corporate purposes.

The Corporation will not operate a hospital, school or other institution or actively conduct programs itself, but will achieve its goals through making of grants to the Sarasota Community Blood Bank, Inc., and its affiliates, so long as they remain tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws. Should they fail to be

so tax exempt, the Corporation may make grants to other qualified non-profit organizations.

FOURTH: Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provision of any subsequent Federal tax laws.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

SIXTH: No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

SEVENTH: In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provision of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose upon approval of a State Court of Florida.

EIGHTH: In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code of 1954, the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code; and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal Tax laws.

NINTH: The office of the Corporation is to be located in the County of Sarasota, State of Florida.

TENTH: The Corporation shall be operated by a Board of Directors, the number of which is to be no less than three. The method of election shall be stated in the Bylaws.

ELEVENTH: The names and post office addresses of the persons to be the Corporation's Incorporators and Directors until its organization meeting are as follows:

Incorporator

Gregory Hart
1760 Mound Street
Sarasota, Florida 34236

Directors

Herbert A. Semler
6952 Country Lakes Circle
Sarasota, Florida 34243

Gregory Hart
1760 Mound Street
Sarasota, Florida 34236

James Toale
22 South Tuttle Avenue, Suite #3
Sarasota, Florida 34237

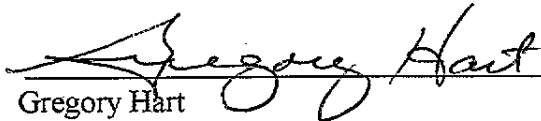
Richard Krumholz
105 North Warbler Lane
Sarasota, Florida 34236

William D. Herron
5590 Bee Ridge Road, Suite #3
Sarasota, Florida 34233

TWELFTH: Ted French, 1750 Ringling Boulevard, Sarasota, Florida 34236, is hereby designated as Registered Agent of the Corporation upon whom process against it may be served.

THIRTEENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, the sole incorporator, hereunto sign my name this 20th day of November, 1997, under penalty of perjury.


Gregory Hart
1760 Mound Street
Sarasota, Florida 34236

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**STATE OF FLORIDA
COUNTY OF SARASOTA**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me personally appeared **GREGORY HART**, to me personally known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and he did not take an oath.

WITNESS my hand and official seal this 20th day of November, 1997.



CAROL A WALTERSDORF
My Commission CC430198
Expires Dec. 28 1998
Bonded by HAI
300-422 1555

Carol A. Waltersdorf

Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **SARASOTA COMMUNITY BLOOD BANK FOUNDATION**, which is contained in the foregoing Certificate of Incorporation.

DATED this 20th day of November, 1997.

C. Ted French

C. TED FRENCH