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Attorneys At Law

222 Lakeview Avenue
Suite 1330 - Esperante
West Palm Beach, FL 33401

709402
May 12, 1997

File No 056 001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: *Filing - Articles of Incorporation*

400002177874--7
-05/14/97-01032-006
****490.00 ****122.50

Dear Sir/Madam:

For filing, I am enclosing the originals and one copy each of the following documents for the following corporations:

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION

Palm Beach Blood Bank Foundation, Incorporated
Palm Beach Organ and Tissue Bank, Inc
Palm Beach Blood Services, Inc

THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION

Palm Beach Blood Bank, Inc.

Please note, the acceptance of designation of registered agent is executed on the last page of the Articles.

I am also enclosing our firm's check in the amount of \$490.00 for the filing and certified copy fees. Accordingly, please mail the certified copies to me at the above address.

Thank you for your assistance.

Sincerely,

Tina L. Carmichael

Tina L. Carmichael
Certified Legal Assistant

Avs/ant
97 MAY 13 PM 1:15
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
1997

/tlc

Enclosures

F:\CLIENTS\PB\Blood Bank\1-11 C-State Filing Art.wpd

THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

PALM BEACH BLOOD BANK, INC.
A NOT FOR PROFIT CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 13 PM 1:15

We, the undersigned, hereby certify that:

1. Articles of Re-Incorporation of Palm Beach Blood Bank, Inc. (the "Corporation") were filed with the Secretary of State of the State of Florida on August 6, 1965, were amended on March 18, 1983, and were further amended on March 14, 1984.

2. The Third Amended and Restated Articles of Incorporation set forth below have been duly approved by unanimous written consent, dated April 24, 1997, of the Board of Directors and members in accordance with Sections 617.0820 and 617.0701 of the Florida Not For Profit Corporation Act (the "Act") and the number of votes cast were sufficient for approval.

3. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of the Corporation shall be PALM BEACH BLOOD BANK, INC.

ARTICLE II

The purposes and objects for which the Corporation is organized and the general nature of the business to be transacted shall be:

(a) To establish, maintain and operate a depot for the collection, classification and storage of human blood, plasma and serum, to take, accept and receive free donations of and to make purchases of blood, plasma and serum, to administer, distribute, give away or sell any of the

same for use in the treatment of persons injured or wounded and in the treatment of any disease or malady requiring blood transfusions; to utilize the same for experimental research; and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out, except that no part of the net earnings or income of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers and/or any other person.

(b) To perform any other specialized services for hospitals, similar in nature and scope to the activities described in Paragraph (a) hereof with regard to other portions of the human body; and in general to perform any service for the benefit of hospitals which they deem can be best performed by a specialized agency; provided however, that the Corporation may not, otherwise when as an insubstantial part of its activities, engage in activities which are not in furtherance of the purposes herein described.

ARTICLE III

The membership of the Corporation shall consist of the following members of the Board of Directors and any other individuals who shall hereafter be elected to membership in the Corporation by the Board of Directors. All membership in the Corporation shall continue until terminated in such a manner as may be provided by the Bylaws of the Corporation. The current membership consists of the following individuals:

Phil Arvidson	933 45 th Street West Palm Beach, Florida
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C. L. Brumback, M.D.	933 45 th Street West Palm Beach, Florida
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Humberto Cordero	933 45 th Street West Palm Beach, Florida
Douglas Johansen	933 45 th Street West Palm Beach, Florida
Ted Moffett	933 45 th Street West Palm Beach, Florida
Robert Niehaus	933 45 th Street West Palm Beach, Florida
William Transue	933 45 th Street West Palm Beach, Florida

ARTICLE IV

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

ARTICLE V

The names and residences of the individuals executing this Third Amended and Restated Articles of Incorporation are as follows:

Douglas G. Johansen	933 45 th Street West Palm Beach, Florida
John H. Flynn	933 45 th Street West Palm Beach, Florida

ARTICLE VI

The affairs of the Corporation shall be directed by a Board of Directors, and by a Chairman of the Board, President/Chief Executive Officer, Vice Chairman and Secretary/Treasurer and by such other officers as shall be elected or appointed in such manner as the Board of Directors shall provide in the Bylaws of the Corporation.

All directors and officers shall be elected as hereinafter provided or as provided for in the Bylaws of the Corporation, except that the Board of Directors shall appoint a full-time President/Chief Executive Officer, who will function as the President/Chief Executive Officer and manage the affairs of the Corporation under the direction of the Board of Directors.

ARTICLE VII

The names of the persons serving as officers for the year of the filing of this instrument are as follows:

Chairman of the Board	Douglas G. Johansen
Vice Chairman of the Board	Humberto Cordero
Treasurer/Secretary	C. L. Brumback, M.D.
President/Chief Executive Officer	John H. Flynn

ARTICLE VIII

The Board of Directors shall be comprised of a membership of up to thirty-five (35) members, as determined by the membership of the Board of Directors consistent with the provisions of the Bylaws of the Corporation, and the Directors shall be elected by the members of the Corporation for three-year terms, appropriately staggered. All Directors shall be nominated from the community at large. The Chairman, Vice Chairman and Secretary/Treasurer shall be elected by and from the Board of Directors. The individual members of the Corporation shall be the elected members of the Board of Directors from year to year. The Chairman, Vice Chairman and Secretary/Treasurer shall be elected at the annual meeting of the Corporation and shall serve for one year and until their successors are elected and qualified. The other officers of the Corporation shall be elected at such time and shall serve for such period as shall be fixed by the

Bylaws of the Corporation. Provided, however, the Board of Directors shall have the power and authority to appoint a President/Chief Executive Officer who shall be charged with management of the property and business affairs of the Corporation under the guidelines established by the Board of Directors.

The names of the members of the Board of Directors duly elected for the terms as indicated as of the date of this instrument are as follows:

<u>Name</u>	<u>Address</u>	<u>Term</u>
C. L. Brumback, M.D.	933 45 th Street West Palm Beach, Florida	1999
Douglas Johansen	933 45 th Street West Palm Beach, Florida	1998
Phil Arvidson	933 45 th Street West Palm Beach, Florida	1998
Robert Niehaus	933 45 th Street West Palm Beach, Florida	1998
Humberto Cordero	933 45 th Street West Palm Beach, Florida	1997
William Transue	933 45 th Street West Palm Beach, Florida	1997
Ted Moffett	933 45 th Street West Palm Beach, Florida	1997
David Ahr, M.D.	933 45 th Street West Palm Beach, Florida	1997

ARTICLE IX

The Bylaws of the Corporation shall be adopted, altered or rescinded by a vote of two-thirds of all members present at any regular meeting of the Board of Directors for that purpose called.

ARTICLE X

Amendments to these Articles of Incorporation shall be approved by two-thirds of all members present at any regular meeting of the Board of Directors for that purpose called.

ARTICLE XI

The purpose of the Corporation shall be exclusively charitable and educational within the meaning of Sec. 501(c)(3) of the Internal Revenue Code, and Section 617.0301 of the Florida Not For Profit Act, including to establish a blood bank and to do all such things as are incidental to the accomplishment of this stated purpose and consistent with the laws of the State of Florida.

ARTICLE XII

The Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Sec. 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law or (b) an organization, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code, or any other corresponding provision of future United States Internal Revenue Law.

ARTICLE XIII

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to foundation, library, charitable, religious, scientific, literary or

educational organizations which would then qualify under the provisions of Sec. 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue Law, and none of the assets will be distributed to any member, director or officer of the Corporation or to any other person.

ARTICLE XIV

The Corporation shall, in accordance with Section 617.0831 of the Act, indemnify any member, director or officer or former member, director or officer for all expenses and costs, including attorneys' fees, actually and necessarily incurred in connection with any claim asserted against such individual, by action in court or otherwise, by reason of such person being or having been such member, director or officer, except in relation to matters as to which such person shall have been guilty of gross negligence or misconduct with respect to the matter in which indemnity is sought. Nothing contained herein shall limit or otherwise modify the immunity afforded to any officer or director of the Corporation under Section 617.0834 of the Act.

ARTICLE XV

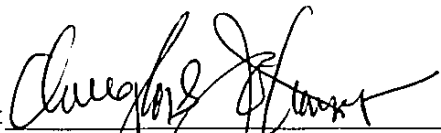
The street and mailing address of the registered office of the Corporation shall be 933 45th Street, West Palm Beach, Florida 33407.

ARTICLE XVI


The name of the registered agent for service of process on the Corporation is John H. Flynn, whose address is 933 45th Street, West Palm Beach, Florida 33407.

IN WITNESS WHEREOF, for the purposes of amending and restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, each of the undersigned has executed this Third Amended and Restated Articles of Incorporation as of April 24, 1997.

PALM BEACH BLOOD BANK, INC.

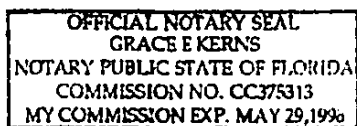
By: 
Douglas Johansen, Chairman

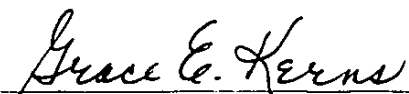
ATTEST: 
C.L. Brumback, M.D., Secretary

By: 
John H. Flynn, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6 day of May, 1997, by DOUGLAS JOHANSEN, Chairman of the Palm Beach Blood Bank, Inc., JOHN H. FLYNN, President and attested by C.L. Brumback, M.D., its Secretary on behalf of the corporation.




Notary Public
My Commission Expires: May 29, 1998

I HEREBY agree to act as registered agent for Palm Beach Blood Bank, Inc. as stated in the foregoing Articles of Incorporation.


John H. Flynn