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Requestor's Name

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
02 MAR 11 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

709402  
1/20 Amendment Rebut  
3-11-02  
\* Outgoing  
(5)

FIFTH AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SOUTH FLORIDA BLOOD BANKS, INC.  
A NOT FOR PROFIT CORPORATION

**FILED**  
02 MAR 11 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby certify that:

1. Articles of Re-Incorporation of South Florida Blood Banks, 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 Fifth Amended and Restated Articles of Incorporation set forth below have been duly approved at a duly noticed meeting 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"), held on November 10, 2001, at which a quorum was established 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 SOUTH FLORIDA BLOOD BANKS, 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 no more than thirty-five (35) members. The membership of the Corporation at the time of filing this instrument consists of the members listed below, and shall, in the future, consist of any other individuals who shall hereafter be elected to membership in the Corporation by the membership. All membership in the Corporation shall continue until terminated in such a manner as may be provided by the Bylaws of the Corporation and the members shall have such duties and privileges as set forth in the Bylaws of the Corporation. The names of the current members of the Corporation and the terms for which they were elected are:

<u>Name</u>	<u>Address</u>	<u>Term</u>
Philip L. Arvidson	933 45 <sup>th</sup> Street West Palm Beach, Florida	2004
Rob Holroyd	933 45 <sup>th</sup> Street West Palm Beach, Florida	2003
Theodore Moffett	933 45 <sup>th</sup> Street West Palm Beach, Florida	2004
Laura South	933 45 <sup>th</sup> Street West Palm Beach, Florida	2003
Paul Van der Grift	933 45 <sup>th</sup> Street West Palm Beach, Florida	2002
Tim Reeve	933 45 <sup>th</sup> Street West Palm Beach, Florida	2002
Mark Krill	933 45 <sup>th</sup> Street West Palm Beach, Florida	2002
Michele Eassa	933 45 <sup>th</sup> Street West Palm Beach, Florida	2002
Curtis Lyman	933 45 <sup>th</sup> Street West Palm Beach, Florida	2003

#### **ARTICLE IV**

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

#### **ARTICLE V**

The names and residences of the individuals executing this Fifth Amended and Restated

Articles of Incorporation are as follows:

Philip L. Arvidson	933 45 <sup>th</sup> Street West Palm Beach, Florida
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John H. Flynn

933 45<sup>th</sup> 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 at the time of the filing of this instrument are as follows:

Chairman of the Board	Philip L. Arvidson
Vice Chairman of the Board	Laura South
Treasurer/Secretary	Theodore Moffett
President/Chief Executive Officer	John H. Flynn

#### **ARTICLE VIII**

The Board of Directors shall be comprised of up to twenty five (25) members, 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 membership of the Corporation. The Chairman, Vice Chairman and Secretary/Treasurer shall be elected by and from the Board of Directors 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>
Philip L. Arvidson	933 45 <sup>th</sup> Street West Palm Beach, Florida	2001
Rob Holroyd	933 45 <sup>th</sup> Street West Palm Beach, Florida	2003
Theodore Moffett	933 45 <sup>th</sup> Street West Palm Beach, Florida	2004
Curtis Lyman	933 45 <sup>th</sup> Street West Palm Beach, Florida	2003
Mark Krill	933 45 <sup>th</sup> Street West Palm Beach, Florida	2002
Paul Van der Grift	933 45 <sup>th</sup> Street West Palm Beach, Florida	2002
Laura South	933 45 <sup>th</sup> Street West Palm Beach, Florida	2003

Tim Reeve	933 45 <sup>th</sup> Street West Palm Beach, Florida	2002
Michele Eassa	933 45 <sup>th</sup> Street West Palm Beach, Florida	2002

#### **ARTICLE IX**

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

#### **ARTICLE XI**

The Board of Directors may by resolution adopted by a majority of the Full Board, designate an Executive Committee to consist of not less than two (2) and not more than ten (10) directors of the Corporation. The Chairman, the Vice Chairman, the Treasurer and the Secretary shall be members of the Executive Committee. The Board may designate one or more directors as alternate members of the Executive Committee who may replace any absent or disqualified member at any meeting of the Executive Committee. The Executive Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, that the Executive Committee shall not have the power of authority to (I) approve or recommend to members actions or proposals required by the Act to be approved by members, (ii) fill vacancies on the Board of Directors or any committee thereof; (iii) adopt, amend,

or repeal the By-laws or the Articles of Incorporation, (iv) appoint or remove the President/Chief Executive Officer, or (v) approve the annual budget.

#### **ARTICLE XII**

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 XIII**

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 XIV**

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.



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#### **ARTICLE XV**

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 XVI**

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


#### **ARTICLE XVII**

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 Fifth Amended and Restated Articles of Incorporation as of February 28, 2002.

SOUTH FLORIDA BLOOD BANKS, INC.

By:   
Philip L. Arvidson, Chairman

ATTEST:   
Theodore Moffett, Secretary

By:   
John H. Flynn, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28 day of February, 2002, by PHILIP L. ARVIDSON, Chairman of South Florida Blood Banks, Inc., JOHN H. FLYNN, President and attested by THEODORE MOFFETT, its Secretary, on behalf of the corporation.

Grace E. Kerns  
Notary Public  
My Commission Expires: May 29, 2002

I HEREBY agree to act as registered agent for South Florida Blood Banks, Inc. as stated in the foregoing Articles of Incorporation.



John H. Flynn