

712776

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

merger
JP

CAPITAL CONNECTION, INC.

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

*Blood Center of the
St. Johns, Inc.*

Signature _____

Requested by: _____

Name _____

Date _____

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- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
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- _____ Art. of Amend. File _____
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 21, 2006

Capital Connection, Inc.

Tallahassee, FL

SUBJECT: BLOOD CENTER OF THE ST. JOHNS, INC.
Ref. Number: 712776

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

Attn: Susan Payne
Thanks

We have received your document for BLOOD CENTER OF THE ST. JOHNS, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Page 2 of the Agreement and Plan states that the Articles of BLOOD CENTER OF THE ST. JOHNS, INC. shall be amended and restated as set forth on Exhibit A, other than the name which shall remain as BLOOD CENTER OF THE ST. JOHNS, INC? Please confirm that the name is not changing to FLORIDA GEORGIA BLOOD CENTER, INC. which is the name on Exhibit A. Also a new agent is being designated for the surviving corporation and the new agent must sign.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 506A00012407

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED
06 FEB 24 PM 2:54
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

FLORIDA GEORGIA BLOOD CENTER, INC., a Florida not-for-profit corporation

into

BLOOD CENTER OF THE ST. JOHNS, INC., a Florida not-for-profit corporation

Pursuant to Sections 617.1101 and 617.1105 of the Florida Not for Profit Corporation Act, the following Articles of Merger are adopted by Florida Georgia Blood Center, Inc., ("FGBC"), a Florida not-for-profit corporation, and Blood Center of the St. Johns, Inc. ("BCSJ"), a Florida not-for-profit corporation.

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between FGBC and BCSJ is attached hereto as Exhibit A and incorporated herein by reference.
2. Pursuant to the Plan of Merger, FGBC shall be merged with and into BCSJ and BCSJ shall be the surviving corporation.
3. FGBC's members are entitled to vote on any merger of FGBC. The Plan of Merger was duly adopted by the unanimous vote of the directors of Florida Georgia Blood Alliance, Inc., the sole member of FGBC, at a meeting of the sole member held on January 12, 2006, in accordance with FGBC's articles of incorporation and applicable law.
4. BCSJ's members are the current Board of trustees and the members are not entitled to vote. The Board of Trustees is entitled to vote on any merger of BCSJ. The Plan of Merger was duly adopted by the vote of the trustees of BCSJ at a meeting held on January 26, 2006. There are nine members of the Board of Directors of BCSJ, of which eight were present at the meeting, and all of the trustees present at the meeting voted in favor of the Plan of Merger, in accordance with BCSJ's articles of incorporation and applicable law.

[SIGNATURES ON NEXT PAGE]

Prepared by W. Hamilton Traylor, Esq.
Reznicek & Fraser, P.A.
240 Ponte Vedra Park Drive, Suite 150
Ponte Vedra Beach, Florida 32082
(904) 567-1060
Fla. Bar No. 0334091

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this day 1st of February, 2006.

FLORIDA GEORGIA BLOOD CENTER, INC.

By: Dale R Malloy
Dale R. Malloy
President and Chief Executive Officer

BLOOD CENTER OF THE ST. JOHNS, INC.

By: James E Browning
JAMES E Browning
Chairman of Board of Trustees

EXHIBIT A

AGREEMENT AND PLAN OF MERGER OF

Florida Georgia Blood Center, Inc.,
a Florida Not-for-Profit Corporation

with and into

Blood Center of the St. Johns, Inc.,
a Florida Not-for-Profit Corporation

This Agreement and Plan of Merger, dated as of January 31, 2006, made by and between Florida Georgia Blood Center, Inc., a Florida not-for-profit corporation ("FGBC"), and Blood Center of the St. Johns, Inc., a Florida not-for-profit corporation ("BCSJ" and, collectively with FGBC, the "Constituent Corporations").

WITNESSETH:

WHEREAS, FGBC desires to merge with and into BCSJ, with BCSJ, being the surviving corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan"); and

WHEREAS, the respective Board of Directors of the Constituent Corporations have determined it is advisable that FGBC be merged into BCSJ, on the terms and conditions set forth in accordance with Section 617.1101 of the Florida Not for Profit Corporation Act (the "Florida Act").

NOW THEREFORE, in consideration of \$10.00 in hand paid, of the mutual agreements, covenants, and provisions contained herein, and for other good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

**ARTICLE I
THE MERGER**

1. The term "Effective Date" shall mean the date the Articles of Merger are filed with the State of Florida, Department of State, in accordance with Section 617.1105 of the Florida Act.

2. On the Effective Date, FGBC shall be merged with and into BCSJ. The separate existence of FGBC shall cease as of the Effective Date and the existence of BCSJ shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public, as well as of a private, nature and subject to all the duties and liabilities of not for profit corporations organized under the law of the State of Florida.

3. The Plan of Merger has been approved by the Board of Directors of Florida Georgia Blood Alliance, Inc. ("FGBA"), the sole member of FGBC, at a meeting held January 12, 2006, and the Board of Trustees of BCSJ at a meeting held January 26, 2006, in accordance with the Florida Act and the Constituents Corporations' respective Articles of Incorporation.

ARTICLE II EFFECTS OF THE MERGER

As of the Effective Date, BCSJ shall possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of FGBC, and shall be responsible and liable for all liabilities and obligations of FGBC, all as more particularly set forth in Section 617.1106 of the Florida Act.

ARTICLE III TERMS OF THE MERGER

1. Upon the Effective Date, any and all membership interests, if any, in BCSJ shall terminate without notice or the need for any further action on the part of BCSJ or any other party.

2. Upon the Merger becoming effective, BCSJ shall file amended and restated articles of incorporation with the Secretary of State of Florida in accordance with the Act.

3. Certain obligations of BCSJ, as set forth in that certain Letter of Intent, dated as of December 2, 2005, by and between FGBA and BCSJ, as supplemented by that certain Addendum dated as of January 17, 2006, and as further modified by action of the Board of Directors of BCSJ (collectively, the "Letter of Intent"), shall survive the Merger and continue as obligations of BCSJ enforceable in accordance with the terms and conditions of the Letter of Intent, a copy which shall be maintained in the corporate records of BCSJ.

ARTICLE IV ASSIGNMENT

If at any time BCSJ shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in BCSJ, the title to any property or rights of FGBC or to otherwise carry out the provisions hereof, the proper officers and directors of BCSJ, as of and after the Effective Date, shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do

all things necessary or proper to vest, perfect or confirm title to such property or rights in BCSJ,

**ARTICLE V
EXPENSES**

BCSJ shall pay all expenses of accomplishing the Merger.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

FLORIDA GEORGIA BLOOD CENTER,
INC.

By: Dale R Malloy
Dale R. Malloy
President and Chief Executive Officer

BLOOD CENTER OF THE ST. JOHNS,
INC.

By: James E Browning
JAMES E BROWNING
Chairman of the Board of Trustees