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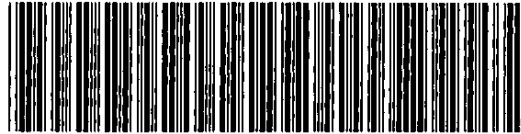
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Amend & rest

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BLOOD CENTER OF THE ST. JOHNS, INC.

DOCUMENT NUMBER: 712776

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

W. HAMILTON TRAYLOR

(Name of Contact Person)

THE LAW OFFICES OF W. HAMILTON TRAYLOR, P.A.

(Firm/ Company)

4706 IVANHOE ROAD

(Address)

JACKSONVILLE, FL 32210

(City/ State and Zip Code)

For further information concerning this matter, please call:

W. HAMILTON TRAYLOR

(Name of Contact Person)

at (904)

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

2007 SEP 18 AM 9:23

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE BLOOD ALLIANCE, INC.

A Florida Not for Profit Corporation

Pursuant to the provisions of Chapter 617, *Florida Statutes*, specifically Sections 617.1002, 617.1006 and 617.1007, *Florida Statutes* (2006), Blood Center of the St. Johns, Inc., a Florida not-for-profit corporation, hereby amends and restates its Amended and Restated Articles of Incorporation in its entirety and adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
EFFECTIVE DATE

In accordance with Section 617.1023(2), *Florida Statutes* (2006), the effective date of these Amended and Restated Articles of Incorporation shall be October 1, 2007, or such later date as the same are accepted for filing in accordance with Section 617.1023, *Florida Statutes* (2006)

ARTICLE II
NAME

The name of the corporation shall be **THE BLOOD ALLIANCE, INC.** For convenience, the corporation may be referred to herein as the "Alliance" or the "Corporation". The Corporation may register the names "Blood Center of the St. Johns," "The Blood Alliance" or other similar terms as a fictitious name.

ARTICLE III
TERM

The Alliance shall have perpetual existence.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Alliance shall be 536 W. Tenth Street, Jacksonville, Florida 32206, or such other place as the Alliance, in accordance with the bylaws and applicable law, may establish from time to time as its principal office or mailing address.

ARTICLE V PURPOSE

The purpose for which the Alliance is organized is exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for any other purpose for which such organizations may lawfully engage. Unless otherwise indicated, as used in this **ARTICLE V** and hereinafter, all references to the "Internal Revenue Code" or the "Code" are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

The general nature and purpose of the Alliance shall be to:

- (a) To establish, maintain and operate a depot for the collection, classification and storage of human blood, plasma, serum and blood components and perform related services;
- (b) to take, accept and receive free donations, or to make purchases, of blood, plasma, serum and blood components; and
- (c) 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 and/or blood component therapy and to utilize the same for experimental research; to employ the same for and with respect to such persons and institutions and upon such conditions and within such territorial area or limits as the board of directors of this corporation shall from time to time prescribe.

ARTICLE VI POWERS

The Alliance shall have all of the powers now provided or which may hereafter be provided for a not-for-profit corporation under the laws of the State of Florida and is empowered to do all acts and things as from time to time may be necessary or expedient in order to accomplish its general purposes. Included in these powers, without limitation, are the powers to:

- (a) receive and maintain a fund or funds of real or personal property, or both, and, at the discretion of the board of directors and further subject to the restrictions and limitations (i) set forth in these Articles of Incorporation and (ii) with respect to funds and other property that are restricted by the terms of a gift, specified by the donor thereof, to use and apply, in whole or in part, any of the principal thereof and income therefrom exclusively for charitable or educational purposes in furtherance of the general purposes of the Alliance, including, without limitation:
 - (i) requesting, receiving, investing, granting and expending gifts and bequests of funds and property, taking and holding such gifts and bequests either absolutely or in trust, subject only to any conditions, restrictions or other limitations imposed by law or by the terms of the gift; provided, however, that the Alliance shall not lend any of its assets to any director or officer of the Corporation, or guarantee to any person the payment of a loan by a director or officer of the Alliance;
 - (ii) retaining or disbursing and distributing property and funds in furtherance of the general purposes of the Alliance and the specific directions, if any, of donors with regard to property donated by them, except where such directions would impair the

classification of the Alliance as an exempt not-for-profit organization under the laws of the United States of America or the State of Florida;

- (iii) in general, executing such other powers which are now or hereafter may be conferred by law on a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the furtherance of the general purposes of the Alliance, subject only to such limitations as are or may be prescribed by law.
- (b) buy, sell, lease, convey and dispose of its property and invest or reinvest the proceeds therefrom;
- (c) employ and pay, and suffer to work, such agents, employees, servants and other persons, both technical and lay, as shall be necessary to accomplish the above purposes;
- (d) borrow sums of money in order to accomplish the general purposes of the Alliance, subject to the approval of the terms and conditions of such borrowing by the board of directors of the Alliance as provided in the bylaws of the Corporation, and further subject to the limitation that no trust assets held by the Alliance may be pledged or committed in a manner that would violate the terms of the trust instrument, if any, under which such assets are held;
- (e) sell, assign, transfer, convey, mortgage, pledge, lease, and otherwise encumber the property of the Corporation; to borrow money and execute its promissory note or notes to evidence the same, and to secure the repayment of such loans by pledge or mortgage;
- (f) to subscribe for, purchase, receive, own, hold for investment or otherwise, sell, dispose of and make advances upon stocks, shares, bonds, securities and obligations of other corporations, partnerships and associations whatsoever, wherever located, or organized, and while the owner or holder of any such stocks, bonds, or obligations, to exercise all the rights, powers and privileges of ownership thereof, and to exercise all or any voting powers thereof; and
- (g) to do any and all other things which corporations not-for-profit are authorized to do under the laws of the State of Florida; provided, however, that the Alliance shall not carry on activities not permitted to be carried on:
 - (i) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code; or
 - (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VII CAPITAL STOCK

The Alliance shall not have, nor is it authorized to issue, capital stock.

ARTICLE VIII MEMBERS

The sole member of the corporation shall be Coastal Blood Alliance, Inc., a Florida not-for-profit corporation and a registered 501(c)(3) tax exempt entity, having such membership and voting rights as shall be as specified in the bylaws of the Alliance, as the same may be amended from time to time. The

sole member of the corporation shall have the power to elect and remove the member(s) of the board of directors. Membership in the corporation is not transferable or assignable. No member of the Alliance, if any, shall:

- (a) have any right, title or interest whatsoever in or to any property, assets, income, capital or surplus of the Alliance;
- (b) receive in distribution any portion of such property, assets or income on the dissolution or winding up of the Alliance, unless such distribution is permitted by applicable law and otherwise made in accordance with these Amended and Restated Articles of Incorporation and the bylaws of the Corporation; and
- (c) be personally liable for the debts, liabilities or obligations of the Alliance.

ARTICLE IX BOARD OF DIRECTORS

The management and affairs of the Alliance shall be at all times under the direction of a board of directors, whose operations in governing the corporation shall be defined by statute and the bylaws. The number of members of the board of directors shall be as stated in the bylaws, but in no event shall consist of fewer than three (3). Qualification for membership on the board of directors, and election procedures, terms of service, powers and duties of the directors of the Alliance shall be as set forth in the bylaws. Where not inconsistent with Chapter 617, *Florida Statutes* (or any successor statute), and the express provisions of these Articles of Incorporation, the board of directors shall have all rights, powers and privileges prescribed by law of directors of corporations for profit.

ARTICLE X OFFICERS

The day-to-day affairs of the Alliance shall be managed by the President and by such other subordinate officers, including, without limitation, a Treasurer and a Secretary, as may, from time to time, be appointed by the board of directors or the President (with respect to subordinate officers). Each officer shall be appointed (or confirmed in office) by the board of directors at its annual meeting, except that any vacancy resulting from death, resignation, removal, disqualification, or any other cause may be filled by the board of directors at the next special meeting called for that purpose or by the President (with respect to subordinate officers). Each officer, whether appointed at an annual meeting of the board of directors or at a special meeting to fill a vacancy or by the President (with respect to subordinate officers), shall hold office until the next annual meeting of the board of directors and until his or her successor shall have been chosen and qualified, or until such officer's earlier death, resignation or removal from office. Duties of such officers shall be those as are from time to time set forth in the bylaws of the Corporation. The board of directors or the President, from time to time may appoint such subordinate officers or agents as the board of directors or the President may deem necessary or advisable to hold office for such period, to have such authority and perform such other duties as the board of directors or the President, as applicable, shall from time to time determine.

ARTICLE XI AMENDMENTS TO ARTICLES OF INCORPORATION

The Amended and Restated Articles of Incorporation may be amended, altered or repealed by a majority vote of the members of the Corporation present at any annual or special meeting of the members at which a quorum is present.

ARTICLE XII BYLAWS

The bylaws shall be adopted by the members, and may be altered, amended or rescinded by the members in the manner provided for in the bylaws.


ARTICLE XIII EARNINGS

No part of the net earnings of the Alliance shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation to any person or organization for services rendered, to reimburse directors and officers of the Alliance for expenses incurred by them in the performance of their duties, and to pay salary supplements and expenses allowances to officers and employees of the Alliance, and to otherwise make payments and distributions in furtherance of the purposes hereinbefore set for in **ARTICLE V.**

ARTICLE XIV DISSOLUTION

No member of the corporation shall have any ownership or propriety interest in the capital, surplus, assets or property of the corporation. In the event of liquidation, dissolution, of winding up, whether by voluntary act, bankruptcy or other judicial proceeding, all capital, surplus, property, assets and funds of the corporation remaining after paying all of its debts and legal obligations shall be disposed of exclusively for the purposes of the corporation in such manner, or shall be conveyed, transferred and paid over to (a) such other not-for-profit corporation or corporations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code and to which a contribution shall be permitted as a deduction under Section 170, 2055 or 2522 of the Code, as applicable, (b) to the federal government or (c) to a state or local government for a public purpose, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for Duval County, Florida, or, if the principal office of the Alliance is not located in Duval County, Florida, then by a court of competent jurisdiction in which the principal office of the Alliance is then located, in the exercise of the Court's equity jurisdiction over charitable trust, preference being given, so far as practicable and permissible, to a blood bank or general hospital or hospitals meeting the qualifications set forth above and approved by the Duval County Medical Society and which are organized and operated for such purposes. None of the assets of the Alliance shall be distributed to any director or officer, or any member of the Alliance, or any other person or organization not described in the foregoing sentence.

IN WITNESS WHEREOF, the foregoing Amended and Restated Articles of Incorporation of The Blood Alliance, Inc., a Florida not-for-profit corporation, have been adopted by the unanimous vote of the board of directors of the corporation's sole member, Coastal Blood Alliance, Inc., at a meeting of the board of directors of such corporation held on the 4th day of September, 2007, and acknowledged by the Chairman of the Board of Coastal Blood Alliance, Inc. on behalf of the corporation as of the 4th day of September, 2007.



William A. Van Nortwick, Jr.
Chairman of the Board

STATE OF FLORIDA)

COUNTY OF ~~DUVAL~~ LEON)

The foregoing instrument was acknowledged before me this 4th day of September, 2007, by William A. Van derweide Jr. the Chairman of the Board of Directors of Coastal Blood Alliance, Inc., the sole member of The Blood Alliance, Inc., on behalf of said corporations, who ☒ is personally known to me or ☐ produced a driver's license, # _____, as identification.

Kel M Putnal

NOTARY PUBLIC - STATE OF FLORIDA



KEL M. PUTNAL
Notary Public, State of Florida
My Comm. Expires Feb. 13, 2010
Comm. No. DD 501670