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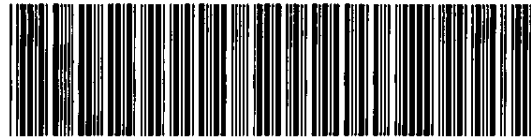
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TALLAHASSEE, FLORIDA

Amended  
&  
Revised  
Art.

1-5-11

D.

# GUILDAY, TUCKER, SCHWARTZ & SIMPSON, P.A.

ATTORNEYS AND COUNSELORS AT LAW

THOMAS J. GUILDAY  
GEORGE W. HATCH, III \*  
JAKEN E. ROANE  
GEOFFREY B. SCHWARTZ  
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DANIEL J. KUHN  
CHRISTINA L. SCARINGE

OF COUNSEL:  
Frances C. Lowe ◊  
J. Kendrick Tucker  
Robert D. Fingar  
Claude R. Walker ◻

\* BOARD CERTIFIED CONSTRUCTION LAWYER  
\*\* BOARD CERTIFIED CIVIL TRIAL LAWYER  
◊ ALSO ADMITTED IN GA  
◻ BOARD CERTIFIED REAL ESTATE LAWYER

December 23, 2010


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

RE: Florida Association of Blood Banks, Inc. – Not-for-profit  
corporation

Dear Sir or Madam:

Enclosed please find Third Amended and Restated Articles of Incorporation, Resolution and Acceptance of Designation as Registered Agent. A check in the amount of \$78.75 is enclosed for filing the Articles and Designation as Registered Agent and for a Certificate of Status. Please call my assistant, Cindy Johnson at (850) 701-4351, if you have questions or need anything in addition to the enclosures to this letter.

Very truly yours,

  
Catherine B. Chapman

CBC/cj

Enclosures (as described above)

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**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF THE  
FLORIDA ASSOCIATION OF BLOOD BANKS, INC.,  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

**ARTICLE I**

**NAME**

The name of this corporation is The Florida Association of Blood Banks, Inc., a Florida, not-for-profit corporation, (hereinafter referred to as the "Association").

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office of the Association is located at 8101 West 26th Avenue, Hialeah, Florida 33016.

**ARTICLE III**

**PURPOSE**

The general purpose for which the Association is formed is to promote and foster the exchange of ideas and information relating to blood banking, transfusion medicine, cellular therapies and the services and disciplines arising from and/or associated with these sciences and best practices associated therewith through education, publicity and research.

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TALLAHASSEE FLORIDA

## **ARTICLE IV**

### **MEMBERSHIP**

The Association will have two classes of members: Voting Member Institutions and Non-Voting Member Institutions. Florida not-for-profit blood banks that collect at least 1000 units per year and otherwise satisfy the criteria for membership established by the Association's Board of Directors (hereinafter, the "Board") and as set out in the current Amended and Restated Bylaws (hereinafter, the "Bylaws") may be eligible for membership in the Association as Voting Member Institutions. Hospital based blood banks/centers operating in either a not-for-profit hospital or a hospital owned by a for-profit organization, as long as the blood bank/center and/or transfusion service operates substantially in a not-for-profit fashion, obtains donations from volunteer donors, and otherwise satisfy the criteria for membership established by the Board and as set out in the Bylaws, may be eligible for membership as Non-Voting Member Institutions.

## **ARTICLE V**

### **POWERS**

The Association will have any and all powers provided by Florida Statutes Chapter 617, or any other Florida Statute. Notwithstanding any other provision of these Articles, the Association will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or a corresponding provision of any future United States Internal Revenue Code; or (b) a corporation,

contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or any other corresponding provision of any United States Internal Revenue Code.

## **ARTICLE VI**

### **BOARD OF DIRECTORS AND OFFICERS**

Section 1. As set forth in the Association's Bylaws, the affairs of the Association will be managed by the Board. The members serving on the Board when these Articles are adopted who have served one year, will serve one additional year on the Board. The Voting Member Institutions may appoint representatives to the Board who will hold office until their respective successors have been duly appointed and qualified as more fully set forth in the Association's Bylaws.

Section 2. There will be an Executive Committee of the Board who will have the authority to conduct all necessary business of the Association in the interim between meetings.

Section 3. The initial directors serving at the time of the adoption of these Articles are:

Director

Nieves Losa  
Vice President of Operations  
Community Blood Centers of South Florida  
1700 North State Road 7  
Lauderhill, FL 33313  
*Telephone:* (305) 398-5640  
*Facsimile:* (305) 398-5698 f  
*Email:* [nlosa@cbcsf.org](mailto:nlosa@cbcsf.org)

---

Director	Theresa Cottrell Technical Director The Blood Alliance Inc. 7595 Centurion Parkway Jacksonville, FL 32256 <i>Telephone:</i> (904) 353-8263 <i>Facsimile:</i> (904) 353-3379 <i>Email:</i> <a href="mailto:tcottrell@fgba.org">tcottrell@fgba.org</a>
Director	Debbie Nennstiel Director of Technical Services Southeastern Community Blood Center 1731 Riggins Road Tallahassee, FL 32308 <i>Telephone:</i> (850) 877-7181 <i>Facsimile:</i> (850) 877-7435 <i>Email:</i> <a href="mailto:dnennstiel@sebcinfo.org">dnennstiel@sebcinfo.org</a>
Director	Scott Bush Chief of Technical Operations Suncoast Communities Blood Bank 1760 Mound St Sarasota, FL 34236 <i>Telephone:</i> (941) 954-1600, Ext. 1014 <i>Facsimile:</i> (941) 953-4561 <i>Email:</i> <a href="mailto:sbush@scbb.org">sbush@scbb.org</a>
Director	Richard Gammon, M.D. Medical Director Florida's Blood Centers 8669 Commodity Circle Orlando, FL 32819 <i>Telephone:</i> (407) 248-5097 <i>Facsimile:</i> (407) 248-5015 <i>Email:</i> <a href="mailto:rgammon@floridasbloodcenters.org">rgammon@floridasbloodcenters.org</a>

Director	<p>Susan Brown          Director, Marketing          Florida's Blood Centers          8669 Commodity Circle          Orlando, FL 32819  <i>Telephone:</i> (407) 226-3856  <i>Facsimile:</i> (407) 226-3865  <i>Email:</i> <a href="mailto:sebrown@floridashbloodcenters.org">sebrown@floridashbloodcenters.org</a></p>
Director	<p>Nancy Eckert          President /CEO          LifeSouth Community Blood Centers          4039 Newberry Road          Gainesville, FL 32607  <i>Telephone:</i> (352) 224-1636  <i>Facsimile:</i> (352) 224-1650  <i>Email:</i> <a href="mailto:eckert@lifesouth.org">eckert@lifesouth.org</a></p>
Director	<p>Tisha Foster, MD          Chief Medical Affairs Officer          Florida's Blood Centers          8669 Commodity          Orlando, FL 32819  <i>Telephone:</i> (407) 455-7540  <i>Facsimile:</i> (407) 248-5095  <i>Email:</i> <a href="mailto:tfoster@floridashbloodcenters.org">tfoster@floridashbloodcenters.org</a></p>
Director	<p>Tom Kurella          Vice President, Administration          Florida Blood Services          10100 Dr. Martin Luther King Jr. St. N.          St. Petersburg, FL 33716  <i>Telephone:</i> (727) 568-1146  <i>Facsimile:</i> (727) 568-1146  <i>Email:</i> <a href="mailto:tkurella@fbsblood.org">tkurella@fbsblood.org</a></p>

Director	Claribel Resto Senior Medical Technologist Community Blood Centers of South Florida 1700 North State Road 7 Lauderhill, FL 33313 <i>Telephone:</i> (954) 777-2677 <i>Facsimile:</i> (954) 485-2823 <i>Email:</i> crest@cbcsf.org
Director	Krisanne Russell Corporate Counsel LifeSouth Community Blood Centers 4039 Newberry Road Gainesville, FL 32607 <i>Telephone:</i> (352) 224-1636 <i>Facsimile:</i> (352) 224-1650 <i>Email:</i> klrussell@lifesouth.org
Director	Pauline Simmonds Brown MSA MT (ASCP) BloodNet USA 3200 Lakeland Hills Blvd Lakeland, FL 33805-2271 <i>Telephone:</i> (863) 687-8925 <i>Facsimile:</i> (863) 687-9218 <i>Email:</i> pauline.b@bloodnetusa.com

Section 4. The President, Secretary and Treasurer of the Association will be elected by a majority vote of the Association's Board as set forth in the Association's Bylaws. The President will serve as the Chief Executive Officer. The Board may also elect such other officers it may from time to time deem necessary to adequately carry out the affairs of the Association, who will hold office at the pleasure of the Board or until their successors are duly elected or appointed and qualified. An individual may hold two or more offices except the same person will not simultaneously hold the office of President and Secretary. The Officers of the Association will have such duties as may be specified by the



Board or in its Bylaws. Compensation for any Officers, if any, will be fixed by the Board. Vacancies occurring on the Board or among the Officers will be filled in the manner prescribed in the Association's Bylaws.

## **ARTICLE VII**

### **PROHIBITED ACTS**

The Association will operate exclusively for scientific, charitable or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. However, in the course of its operation, the Association will not:

A. Direct a substantial part of its activities to influencing legislation nor participate or intervene in any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code; or

B. Notwithstanding any provision in these Articles, carry on any activities not permitted by an organization exempt under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

## **ARTICLE VIII**

### **BYLAWS**

The Bylaws may subsequently be amended by the affirmative vote of two-thirds (2/3) of the members of the Board present and voting, at any meeting of the Board called for that purpose upon at least thirty (30) days written notice to each member of the Board in the manner set forth in the Association's Bylaws.

**ARTICLE IX**  
**INDEMNIFICATION**

The Association may indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law and as set forth in the Bylaws.

**ARTICLE X**

The Association will exist in perpetuity unless dissolved under Florida law.

**ARTICLE XI**  
**DISSOLUTION**

Upon dissolution of the Association, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of will be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XII**

**REGISTERED AGENT**

The name and address of the registered agent of the Association will be Guilday, Tucker, Schwartz & Simpson, P.A., 1983 Centre Pointe Blvd., Suite 200, Tallahassee, FL 32308.


**ARTICLE XIII**

**AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended by the affirmative vote of three-fourths (3/4) of the members of the Board, present and voting, at any meeting of the Board called for that purpose provided that such meeting shall be held after first giving thirty (30) days written notice by personal delivery, first-class United States mail, telefax transmission or other means of electronic transmission to each member of the Association's Board.

Dated this 9<sup>th</sup> day of December, 2010

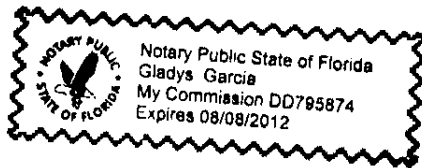
THE FLORIDA ASSOCIATION OF BLOOD  
BANKS, INC.

By:   
President

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of December 2010, by Nieves Lusa, who is personally known to me (or who has produced \_\_\_\_\_ as identification).



Gladys Garcia  
Notary Public

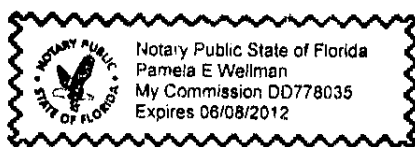
THE FLORIDA ASSOCIATION OF BLOOD  
BANKS, INC.

By: Scott Busch  
Secretary

STATE OF FLORIDA

COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of December 2010, by Scott Busch, who is personally known to me (or who has produced \_\_\_\_\_ as identification).



Pamela E. Wellman  
Notary Public

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for Florida Association of Blood Banks, Inc. at the place designated in the Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

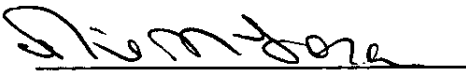
Guilday, Tucker, Schwartz & Simpson, P.A.


By:   
Thomas J. Guilday, Esq., President

## RESOLUTION

These Amended and Restated Articles of Incorporation, a copy of which is attached hereto, were reviewed by the Board of Directors of the Florida Association of Blood Banks, Inc. on Apr. 4, 2010, a copy of which was mailed to the membership and approved on May 3, 2010 and were considered approved by a vote of the membership on June 3, 2010.

FLORIDA ASSOCIATION OF BLOOD  
BANKS, INC.

By:   
President

By:   
Secretary