

M 20905

Requestor's Name

Address

City/State/Zip

Phone #

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****490.00 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 13 PM 1:25

Asst
MAY 19 1997

Tel: (561) 838-4100
Fax: (561) 838-5305

ACKERMAN
◆ LINK ◆
SARTORY

Attorneys At Law

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

File No. 056 001

May 12, 1997

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

RE: *Filing - Articles of Incorporation*

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
Certified Legal Assistant

/tlc

Enclosures

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FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PALM BEACH BLOOD SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 13 PM 1:25

We, the undersigned, hereby certify that:

1. Articles of Incorporation of Palm Beach Blood Services, Inc. (the "Corporation") were filed with the Secretary of State of the State of Florida on September 23, 1985.
2. The First 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 shareholders in accordance with Sections 607.0820 and 607.0701 of the Florida Business 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 SERVICES, 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 provide services to medical organizations and related business in the are of management, technical services and support services.
- (b) To provide management services for the operation of the healthcare provider facilities.

(c) To provide management services for operating blood systems, plasma services and related business programs

(d) To act as agent for the purpose and sale of healthcare products and services.

(e) To promote and expedite the provision of blood banking services in support of regional blood banking systems.

(f) To establish and operate clinical laboratory services in support of community healthcare needs.

(g) To provide all things in support of such services that may be required to accomplish the lawful operation of a corporation.

(h) To engage in any other lawful business authorized under the laws of Florida and any law or regulation applicable thereto.

ARTICLE III

The aggregate number of shares that the Corporation shall have the authority to issue is one hundred (100) shares of common stock with a par value of One (\$1.00) Dollar per share. One hundred (100) shares of the common stock of the Corporation has been issued for cash at a par value of One (\$1.00) Dollar per share. The sum of the par value of all shares of the common stock of the Corporation that have been issued shall be stated capital of the Corporation at any particular time. The shares of the Corporation are not to be divided into classes.

ARTICLE IV

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

ARTICLE V

The names and residences of the individuals executing this First 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 shareholders 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 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 Corporation shall, in accordance with Section 607.0850 (1) and (2) 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.

ARTICLE XII

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

ARTICLE XIII

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.

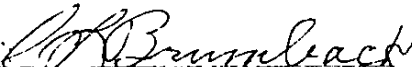
IN WITNESS WHEREOF, for the purposes of amending and restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, each of the undersigned has executed this First Amended and Restated Articles of Incorporation as of April 24, 1997.

PALM BEACH BLOOD SERVICE, INC.

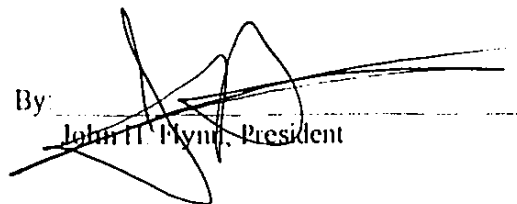
By:


Douglas Johansen, Chairman

ATTEST

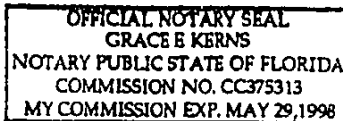

C.L. Brumback, M.D., Secretary

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 Services, Inc., JOHN H. FLYNN, President and attested by C.L. Brumback, M.D., its Secretary on behalf of the corporation.



Grace E. Kerns

Notary Public

My Commission Expires: *May 29, 1998*

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

[Signature]
John H. Flynn