

M20905

Requester's Name

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

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

FILED
01 FEB 16 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

T BROWN FEB 20 2001

CR2E031(7/97)

Amended & Restated

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA BLOOD SERVICES, INC.

FILED
01 FEB 16 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby certify that:

1. Articles of Incorporation of South Florida Blood Services, Inc. (the "Corporation") were filed with the Secretary of State of the State of Florida on September 23, 1985.
2. The Second Amended and Restated Articles of Incorporation set forth below have been duly approved at a duly noticed meeting of the Board of Directors and shareholders in accordance with Sections 607.0820 and 607.0701 of the Florida Business Corporation Act (the "Act"), held on November 30, 2000, 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 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 Second Amended and Restated Articles of Incorporation are as follows:

Philip L. Arvidson	933 45 th Street West Palm Beach, Florida
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John H. Flynn	933 45 th Street West Palm Beach, Florida
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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	Benjamin Berges, M.D.
President/Chief Executive Officer	John H. Flynn

ARTICLE VIII

The Board of Directors shall be comprised of up to fifteen (15) members, 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 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 th Street West Palm Beach, Florida	2001
Benjamin Berges, M.D.	933 45 th Street West Palm Beach, Florida	2003
Rob Holroyd	933 45 th Street West Palm Beach, Florida	2003
Theodore Moffett	933 45 th Street West Palm Beach, Florida	2004

Robert Niehaus	933 45 th Street West Palm Beach, Florida	2001
Maria Ornelas	933 45 th Street West Palm Beach, Florida	2002
R. W. Schmidt	933 45 th Street West Palm Beach, Florida	2004
Laura South	933 45 th Street West Palm Beach, Florida	2003

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 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 Second Amended and Restated Articles of Incorporation as of November 30, 2000.

SOUTH FLORIDA BLOOD SERVICE, INC.

By: 

Philip L. Arvidson, Chairman

ATTEST: 

Benjamin Berges, M.D., Secretary

By: 

John H. Flynn, President

STATE OF FLORIDA
COUNTY OF PALM BEACH


The foregoing instrument was acknowledged before me this 30th day of November, 2000,
by PHILIP L. ARVIDSON, Chairman of South Florida Blood Services, Inc., JOHN H. FLYNN,
President and attested by BENJAMIN BERGES, M.D., its Secretary on behalf of the corporation.



Notary Public
My Commission Expires:



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



John H. Flynn