

NO 10000005059

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July 11, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: NFBC Foundation, Inc.

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-07/17/01--01010--013
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed for filing with your office is an original and one copy of the Articles of Incorporation of NFBC Foundation, Inc. Please file the original and clerk-stamp the copy, returning it to us in the enclosed stamped, self-addressed envelope together with a certified copy of the Articles.

Also enclosed is our check in the amount of \$78.75 for the filing fee (\$35), the registered agent fee (\$35) and the certified copy fee (\$8.75).

Please call me if you have any questions or need any additional information.

Very truly yours,

Bill B. McEachern

/dhs
enclosure

FILED
01 JUL 16 AM 9:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

NFBC FOUNDATION, INC.

A Florida corporation not for profit

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
Corporate Name

The name of this corporation is NFBC Foundation, Inc., a Florida corporation not for profit.

ARTICLE II
Term of Existence

This corporation shall have perpetual existence.

ARTICLE III
Initial Principal Office

This street address and the mailing address of the initial principal office of the corporation is 2201 North 9th Avenue, Pensacola, Florida 32503-3999.

ARTICLE IV
Purpose

This corporation is organized for the exclusive purpose of encouraging, soliciting, receiving, holding and administering gifts and contributions to assist in developing, increasing and improving the charitable, scientific, literary and educational services and facilities of Northwest Florida Blood Center, Inc., a Florida corporation not for profit and an organization exempt under Section 501(c) (3) of the Internal Revenue Code of 1986. This corporation is organized to engage in fundraising for the benefit of Northwest Florida Blood Center, Inc. The voting directors on the Board of Directors of this corporation shall have the power to establish, maintain and build one or more endowments or funds for the payment of income and principal to Northwest Florida Blood Center, Inc., for these purposes, in accordance with the terms and provisions of the bylaws of this corporation. In no event shall any of the foregoing powers of this corporation be exercised other than directly or indirectly for the benefit of Northwest Florida Blood Center, Inc.

ARTICLE V
Qualification of Members

The membership of this corporation shall consist solely of those persons serving as voting directors on the Board of Directors of Northwest Florida Blood Center, Inc.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5041 Bayou Boulevard, Suite 300, Pensacola, Florida 32503, and the initial registered agent of this corporation at that address is Bill McEachern, Jr., who by execution of these Articles of Incorporation agrees to act in that capacity to accept service of process for this corporation and to comply with Florida law relative to keeping the designated office open.

ARTICLE VII
Board of Directors

This corporation shall have voting directors and may have honorary non-voting directors.

This corporation shall have no fewer than eleven (11) and no more than fifteen (15) voting directors on the Board of Directors. The number of voting directors may be increased or decreased from time to time by the bylaws of this corporation, but shall never be less than eleven (11).

The voting directors of this corporation shall be elected by the members of this corporation (which consist of the voting directors on the Board of Directors of Northwest Florida Blood Center, Inc.) The initial slate of voting directors on the Board of Directors of this corporation shall be selected and elected by the members of this corporation; thereafter, the voting directors of this corporation shall nominate successor or additional voting directors and submit the nominees to the members of this corporation for the members of this corporation to review and to vote upon. The members of this corporation shall have the sole authority to elect voting directors to the Board of Directors of this corporation.

If at any time a vacancy exists or occurs on the Board of Directors of this corporation or in the event the bylaws of this corporation are amended to increase the number of voting directors, such vacancies shall be filled by a person or persons nominated by the voting directors of this corporation and voted upon and elected by the members of this corporation in accordance with the bylaws of this corporation.

This corporation may have an unlimited number of honorary non-voting directors who shall be selected, nominated and elected by the vote of the voting directors of this corporation.

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation as the incorporator is J.D. Smith, 2201 North 9th Avenue, Pensacola, Florida 32503.

ARTICLE IX

Tax Exempt Status

1. The purposes of this corporation are exclusively charitable, scientific, literary and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

2. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article IV of these Articles of Incorporation.

3. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

4. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

5. Upon the dissolution of this corporation, assets shall be distributed to Northwest Florida Blood Center, Inc., if it is then an organization exempt under section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code or if it is not then exempt, then for one or more charitable, scientific, literary or educationally exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code. Any assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such charitable, scientific, literary or educationally exempt purposes.

6. This corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income

imposed by section 4942 of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

7. This corporation will not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

8. This corporation will not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code of 1986 or corresponding section of future federal tax code.

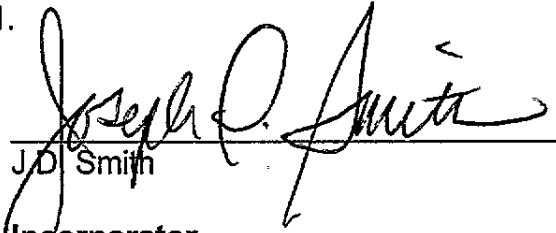
9. This corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code of 1986 or corresponding section of future federal tax code.

10. The corporation will not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code of 1986 or corresponding section of future federal tax code.

ARTICLE X **Amendments**

The members of this corporation (consisting of the voting directors on the Board of Directors of Northwest Florida Blood Center, Inc.) shall have the sole authority to amend, revise, supplement, restate, or in any other way alter or change these Articles of Incorporation or the bylaws of this corporation.

Dated this 10th day of July, 2001.



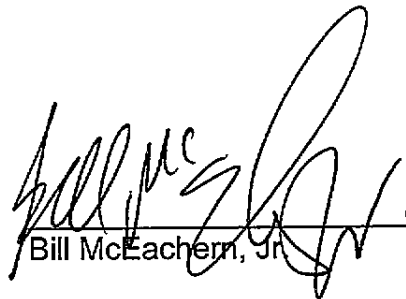
J.D. Smith
Incorporator

Address: 2201 North 9th Avenue
Pensacola, Florida 32503

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 10th day of July, 2001.


Bill McEachern, Jr.

Registered Agent

Address: 5041 Bayou Boulevard
Suite 300
Pensacola, Florida 32503

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