

NO1000005059

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Remove  
Act #  
Per. Cindy  
Johnson  
1-4-11  
DC

Office Use Only



700188927637

12/27/10--01049--016 \*\*35.00

12/27/10--01049--017 \*\*8.75

FILED  
10 DEC 27 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Validis  
w/ Plan of Distrib.  
of Assets.

1/5/11

DC

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

ATTORNEYS AND COUNSELORS AT LAW

THOMAS J. GUILDAY  
GEORGE W. HATCH, III \*  
JAKEN E. ROANE  
GEOFFREY B. SCHWARTZ  
MARY K. SIMPSON\*\*  
MICHAEL D. WEST  
ALBERT J. WOLLERMANN

1983 CENTRE POINTE BOULEVARD, SUITE 200  
TALLAHASSEE, FLORIDA 32308-7823

[www.guildaylaw.com](http://www.guildaylaw.com)  
TEL: (850) 224-7091  
FAX: (850) 222-2593

MEMBER OF THE HARMONIE GROUP  
[www.harmonie.org](http://www.harmonie.org)

CATHERINE B. CHAPMAN  
JENIFER SULLIVAN DAVIS  
RILEY M. LANDY  
TRUDY E. INNES RICHARDSON  
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

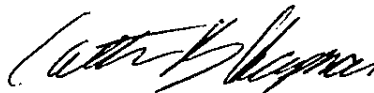
Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: NFBS Foundation, Inc. – Not-for-profit corporation

Dear Sir or Madam:

Enclosed please find Articles of Dissolution for the referenced non-for-profit corporation. A check in the amount of \$35 is enclosed for filing the Articles. An additional check in the amount of \$8.75 for a certified copy of the Articles is also enclosed. 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)

## **ARTICLES OF DISSOLUTION**

Pursuant to section 617.1403, Florida Statutes, the NFBS Foundation, Inc., a Florida not-for-profit corporation, submits the following Articles of Dissolution:

### **Section 1.**

The name of the corporation as currently filed with the Florida Department of State is: NFBS Foundation, Inc.

### **Section 2.**

The document number of the corporation is: N01000005059.

### **Section 3. Adoption of Resolution**

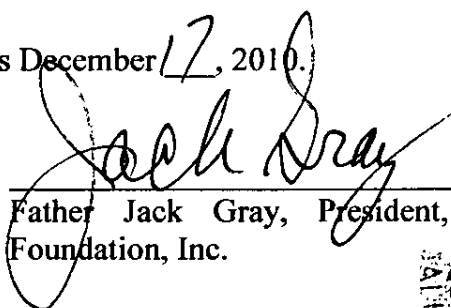
The corporation has no members. The date of adoption of the resolution by the Board of Directors was December 14, 2010. The number of directors in office was 12 and the vote for the resolution was 12 for and 0 against.

### **Section 4.**

A copy of the NFBS Foundation, Inc.'s Plan of Distribution of Assets is attached to these Articles of Dissolution.

### **Section 5.**

The effective date of dissolution is December 17, 2010.

  
\_\_\_\_\_  
Father Jack Gray, President, NFBS  
Foundation, Inc.

**FILED**  
10 DEC 27 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FL 32310

## **AGREEMENT**

This Agreement made on this 17<sup>th</sup> day of December, 2010, between NFBS Foundation, Inc. a not-for-profit corporation having its principal office at 1999 East Nine Mile Road, City of Pensacola, County of Escambia, Florida, (hereinafter, the "Foundation"), and Florida Blood Services, Inc., a not-for-profit corporation ("FBS") having its principal office at 10100 Dr. Martin Luther King Jr. Street North, City of St. Petersburg, County of Pinellas, Florida, (hereinafter, "FBS").

## **RECITALS**

WHEREAS, the Foundation is the owner and holder of certain moneys given and/or transferred to it for the purposes set forth in Article IV of the Foundation's Articles of Amendment to the Articles of Incorporation, a true and correct copy of which is attached hereto and incorporated herein as Exhibit "A."

WHEREAS, the Foundation wishes to dissolve, pursuant to Florida Statute section 617.1402, pertaining to not-for-profit corporations, and its officers, directors, and members wish to be relieved of all duties, and to be discharged from all responsibilities with respect to the Foundation's moneys and their administration, and wish to provide for the due and proper administration of said moneys in accordance with the purpose more particularly described in Article IV of the Foundations Articles of Amendment to the Articles of Incorporation.

WHEREAS, FBS is willing to accept the transfer of the Foundation's moneys and to assume their proper administration for the benefit of Florida Blood Services, Inc., d/b/a Northwest Florida Blood Center, Inc.

NOW, THEREFORE, for and in consideration of the mutual promises and undertakings of the Foundation and FBS set forth below, the Foundation and FBS hereby agree as follows:

### **Section 1. Transfer**

The Foundation will transfer and set over to FBS all rights, title and interest held by the Foundation in the following assets:

All cash, including any accumulated interest, from the following accounts maintained at BBVA Compass Bank, 5055 Bayou Boulevard, Pensacola, FL 32503:

Business Checking Account

Preferred Money Market for Business Account

**Section 2. Acceptance by Transferee**

FBS will accept the transfer of the assets referenced in Section 1, above which will be used 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.

IN WITNESS WHEREOF, the Foundation and FBS have duly executed this Agreement on the date set forth below:

NFBS FOUNDATION, INC.

DATED: 12/17/10

By: *Jack Gray*

Print

Name: JACK GRAY

Its: President

FLORIDA BLOOD SERVICES, INC.

DATED: 12/21/2010

By: *Donald Deppa*

Print

Name: DONALD DEPPA

Its: President CEO