

From:Reznicek Fraser

9045671165

02/03/2006 13:55 #022 P.002

Division of Corporations

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Florida Department of State
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

FLORIDA GEORGIA BLOOD CENTER, INC.

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From:Reznicek Fraser

9045671165

02/03/2006 13:55 #022 P.001

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Florida Dept of State



February 3, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

REZNICSEK & FRASER, P.A.

SUBJECT: FLORIDA GEORGIA BLOOD CENTER, INC.
REF: W0600000552D

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

- * You must list the corporation's principal office and/or a mailing address in the document.

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Ruby Dunlap
Regulatory Specialist
New Filing Section

FAX Aud. #: H06000030143
Letter Number: 406A00008108

* This has been corrected.
Please see attached.

ARTICLES OF INCORPORATION
OF
FLORIDA GEORGIA BLOOD CENTER, INC.

06 FEB 03 2006
H060000301433
FILED
CLERK OF DISTRICT COURT
JANUARY 22 - 2 PM 1:41
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a not-for-profit corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name; Address

The name of this corporation shall be FLORIDA GEORGIA BLOOD CENTER, INC. The street address of its principal office is 536 W. 10th Street, Jacksonville, Florida 32206

ARTICLE II

Purpose

The general nature and objects of the corporation shall be:

To establish, maintain and operate a depot for the collection, classification and storage of human blood, plasma, serum and blood components; to take, accept and receive free donations or to make purchases of blood, plasma, serum and blood components; to administer, distribute, give away or sell any of the same for use in the treatment of persons injured or wounded and in the treatment of any disease or malady requiring blood transfusions and/or blood component therapy; and to utilize the same for experimental research; to employ the same for and with respect to such persons and institutions and upon such conditions and within such territorial area or limits as the Board of Directors of this corporation shall from time to time prescribe; to employ and pay, and suffer to work, such agents, employees, servants and other persons, both technical and lay, as shall be necessary to accomplish the above purposes; to acquire by purchase, gifts, donations and endowments, and hold, real and personal property and to apply the same and its increment to the purposes hereof; to sell, assign, transfer, convey, mortgage, pledge, lease, and otherwise encumber the property of the corporation; to borrow money and execute its promissory note or notes to evidence the same, and to secure the repayment of such loans by pledge or mortgage; to encumber its property in the manner and manners set forth above; to acquire by purchase, gift or otherwise all necessary equipment and all materials and services necessary to the establishment and operation of a blood bank; to own and operate a hospital; to subscribe for, purchase, receive, own, hold for investment or otherwise, sell, dispose of and make advances upon stocks, shares, bonds, securities and obligations of other corporations, partnerships and associations whatsoever, wherever located, or organized, and while the owner or holder of any such stocks, bonds, or obligations, to exercise all the rights, powers and privileges of ownership thereof, and to exercise all or any voting powers thereof; and to do any and all other things which corporations not-for-profit are authorized to do under the laws of the State of Florida;

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provided, however, that the corporation shall not carry on activities not permitted to be carried on (a) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue law). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes hereinbefore set for in this Article II.

ARTICLE III

Membership

The sole member of the corporation shall be the Florida Georgia Blood Alliance, Inc., a Florida not-for-profit corporation and a registered 501(c)(3) tax exempt entity. The sole member of the corporation shall have the power to elect and remove the member(s) of the board of directors. Membership in the corporation is not transferable or assignable.

ARTICLE IV

Duration

The term for which this corporation shall exist shall be perpetual.

ARTICLE V

Officers

The affairs of the corporation shall be managed by a President, Secretary, and Treasurer, and by such other officers as may, from time to time, be elected or appointed by the Board of Directors. Each officer shall be chosen by the Board of Directors at its annual meeting, except that any vacancy resulting from death, resignation, removal, disqualification, or any other cause may be filled by the Board of Directors at the next special meeting called for that purpose. Each officer, whether chosen at an annual meeting of the Board of Directors or at a special meeting to fill a vacancy, shall hold office until the next annual meeting of the Board of Directors and until his successor shall have been chosen and qualified, or until such officer's death, resignation, or removal. Duties of such officers shall be those as are from time to time set forth in the Bylaws of the corporation. The Board of Directors or the President, from time to time may appoint such subordinate officers or agents as the Board of Directors or the President may deem necessary or advisable to hold office for such period, have such authority and perform such duties as the Board of Directors or the President, shall from time to time determine.

ARTICLE VI

Board of Directors

The Board of Directors shall be composed of one (1) member, who shall be the President and Chief Executive Officer of the Florida Georgia Blood Alliance, Inc.

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ARTICLE VII
Amendments to Bylaws

The Bylaws of the corporation may be made, amended, altered or repealed by vote of the Board of Directors at any annual or special meeting of the Board.

ARTICLE VIII
Amendments to Articles of Incorporation

The Articles of Incorporation may be altered, amended, or repealed by action of the sole member of the corporation.

ARTICLE IX
**Distribution of Assets Upon Liquidation,
Dissolution or Winding Up**

Except to the extent not permitted by applicable law, the Florida Georgia Blood Alliance, Inc., as the sole member of the corporation shall have the sole ownership and propriety interest in the capital, surplus, assets or property of the corporation. In the event of liquidation, dissolution, of winding up, whether by voluntary act, bankruptcy or other judicial proceeding, all capital, surplus, property, assets and funds of the corporation remaining after paying all of its debts and legal obligations shall be disposed of exclusively for the purposes of the corporation in such manner, or shall be conveyed, transferred and paid over to the Florida Georgia Blood Alliance, inc., or, if not so permitted by applicable law, to such other not-for-profit corporation or corporations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), as the sole member shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for St. Johns County, Florida, in the exercise of the Court's equity jurisdiction over charitable trust, preference being given, so far as practicable and permissible, to a blood bank or general hospital or hospitals approved by the Duval County Medical Society and which are organized and operated for such purposes.

ARTICLE X
Registered Office and Registered Agent

The street address of the corporation's initial registered office and the name of its initial registered agent is:

Dale R. Malloy
536 W. 10th Street
Jacksonville, Florida 32206

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ARTICLE XI
Incorporator

The name and address of the incorporator is:

Dale R. Malloy
536 W. 10th Street
Jacksonville, Florida 32206

IN WITNESS WHEREOF, the undersigned incorporator of Florida Georgia Blood Center, Inc., a Florida not-for-profit corporation, has executed these Articles of Incorporation effective as of this 1st day of February, 2006.


Dale R. Malloy

From:Reznicek Fraser

9045671165

02/03/2006 13:57 #022 P.007

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STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 1st day of February, 2006, by Dale R. Malloy, who is personally known to me or who has produced _____ as identification.



Marguerite Meek

Notary Public – State of Florida

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not for profit Corporation Act, the following is submitted in compliance with said statute:

That Florida Georgia Blood Center, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Dale R. Malloy, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further state that I am familiar with § 617.0501, Florida Statutes.

Dated this 1st day of February, 2006.

Dale R. Malloy
Dale R. Malloy