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FLORIDA PROFIT/NON PROFIT CORPORATION

CORD:USE Foundation, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**CORD:USE FOUNDATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned serves as incorporator, for the purpose of forming a corporation not-for-profit and does hereby certify:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is CORD:USE Foundation, Inc. (hereinafter, the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE OF THE CORPORATION**

The address of the initial principal office of the Corporation shall be CORD:USE Foundation, Inc., 1800 Pembroke Drive, Suite 300, Orlando, FL 32810.

**ARTICLE III**

**PURPOSES AND POWERS OF THE CORPORATION**

This Corporation does not contemplate pecuniary gain or profit, and the specific purposes for which it is formed are:

(1) Exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing organizations qualified as tax-exempt;

(2) Supporting patients, families and research with the utilization of umbilical cord blood stem cell transplants and therapies;

(3) Educating the public on the benefits of umbilical cord blood stem cell transplants and therapies; and

(4) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter

be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax 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.

#### ARTICLE IV

##### BOARD OF DIRECTORS

A. The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

B. The names of the initial directors are:

Carolyn Bechtel  
Felix Sabates  
Julius Erving  
Edward S. Guindi, M.D.  
Michael T. Ernst

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#### ARTICLE V

##### REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent and the registered office of the Corporation is Michael T. Ernst, 1800 Pembroke Drive, Suite 300, Orlando, FL 32810.

#### ARTICLE VI

##### MEMBERSHIP

The Corporation shall not have members.

## ARTICLE VII

### DURATION

The Corporation shall exist perpetually.

## ARTICLE VIII

### DISSOLUTION

A majority of the Board of Directors then in office may authorize dissolution of the Corporation upon adoption of a resolution to dissolve, in accordance with the Bylaws and Florida law. After dissolution is authorized, the Corporation shall file articles of dissolution with the Department of State, in compliance with Section 617.1403, Florida Statutes, and a majority of the Board of Directors then in office shall adopt a plan of distribution of assets in compliance with Section 617.1406, Florida Statutes.

Upon the dissolution and winding up of the Corporation, any assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

## ARTICLE IX

### AMENDMENTS

A majority vote of the Board of Directors may amend the Articles of Incorporation.

ARTICLE XBYLAWS

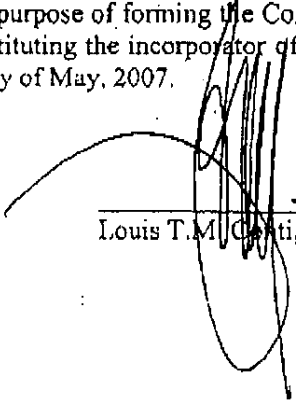
The Bylaws of the Corporation shall be adopted by the incorporator on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

ARTICLE XIINCORPORATOR

The name and address of the incorporator is:

Louis T.M. Conti, Esq.  
Holland & Knight LLP  
200 South Orange Ave. Suite 2600  
Orlando, FL 32801

IN WITNESS WHEREOF, for the purpose of forming the Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of the Corporation, executed these Articles of Incorporation this 15<sup>th</sup> day of May, 2007.

  
\_\_\_\_\_  
Louis T.M. Conti, Esq., Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY  
BE SERVED

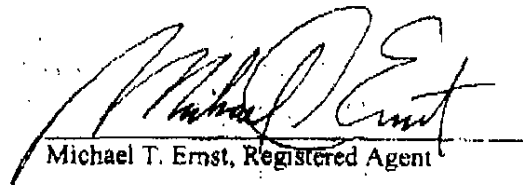
Michael T. Ernst

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That CORDUSE Foundation, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 1800 Pembroke Drive, Suite 300, City of Orlando, County of Orange, State of Florida, 32810 has named Michael T. Ernst, whose address is 1800 Pembroke Drive, Suite 300, City of Orlando, County of Orange, State of Florida, 32810, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Corporation Act relative to keeping open the registered office.



Michael T. Ernst, Registered Agent

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