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TALLAHASSEE, FLORIDA

9-6

COVER LETTER

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

SUBJECT: COASTAL BLOOD ALLIANCE, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: W. HAMILTON TRAYLOR
Name (Printed or typed)

4706 IVANHOE ROAD
Address

JACKSONVILLE, FL 32210
City, State & Zip

(904) 910-0911
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
COASTAL BLOOD ALLIANCE, INC.
A Florida Not for Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a not for profit corporation under the laws of the State of Florida and pursuant to the provisions of Chapter 617, *Florida Statutes*, specifically Section 617.0202, *Florida Statutes* (2006), does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be **COASTAL BLOOD ALLIANCE, INC.** For convenience, the corporation may be referred to herein as the "Alliance" or the "Corporation". The Corporation may register the name "Coastal Blood Alliance," "Florida Georgia Blood Alliance" or other similar terms as a fictitious name.

ARTICLE II
TERM

The Alliance shall have perpetual existence.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Alliance shall be 536 W. Tenth Street, Jacksonville, Florida 32206, or such other place as the Alliance, in accordance with the bylaws of the Corporation and applicable law, may establish from time to time as its principal office or mailing address.

ARTICLE IV
PURPOSE

The purpose for which the Alliance is organized is exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for any other purpose for which such organizations may lawfully engage. Unless otherwise indicated, as used in this **ARTICLE IV** and hereinafter, all references to the "Internal Revenue Code" or the "Code" are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

The general nature and purpose of the Alliance shall be to:

- (a) support, upon such conditions and within such territorial area or limits as the board of directors of the Alliance shall from time to time prescribe, other charitable institutions or entities engaged in the establishment, maintenance and operation of depots for the collection,

- classification, storage and distribution of human blood, plasma, serum and blood components and all other related activities or services; and
- (b) take, accept and receive donations, and to invest, expend or distribute the income and principal therefrom, for the purposes enumerated herein.

ARTICLE V POWERS

The Alliance shall have all of the powers now provided or which may hereafter be provided for a not-for-profit corporation under the laws of the State of Florida and is empowered to do all acts and things as from time to time may be necessary or expedient in order to accomplish its general purposes. Included in these powers, without limitation, are the powers to:

- (a) receive and maintain a fund or funds of real or personal property, or both, and, at the discretion of the board of directors and further subject to the restrictions and limitations (i) set forth in these Articles of Incorporation and (ii) with respect to funds and other property that are restricted by the terms of a gift, specified by the donor thereof, to use and apply, in whole or in part, any of the principal thereof and income therefrom exclusively for charitable or educational purposes in furtherance of the general purposes of the Alliance, including, without limitation:
- (i) requesting, receiving, investing, granting and expending gifts and bequests of funds and property, taking and holding such gifts and bequests either absolutely or in trust, subject only to any conditions, restrictions or other limitations imposed by law or by the terms of the gift; provided, however, that the Alliance shall not lend any of its assets to any director or officer of the Corporation, or guarantee to any person the payment of a loan by a director or officer of the Alliance;
- (ii) retaining or disbursing and distributing property and funds in furtherance of the general purposes of the Alliance and the specific directions, if any, of donors with regard to property donated by them, except where such directions would impair the classification of the Alliance as an exempt not-for-profit organization under the laws of the United States of America or the State of Florida;
- (iii) in general, executing such other powers which are now or hereafter may be conferred by law on a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the furtherance of the general purposes of the Alliance, subject only to such limitations as are or may be prescribed by law.
- (b) buy, sell, lease, convey and dispose of its property and invest or reinvest the proceeds therefrom;
- (c) 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;
- (d) borrow sums of money in order to accomplish the general purposes of the Alliance, subject to the approval of the terms and conditions of such borrowing by the board of directors of the Alliance as provided in the bylaws of the Corporation, and further subject to the limitation that no trust assets held by the Alliance may be pledged or committed in a manner that would violate the terms of the trust instrument, if any, under which such assets are held;

- (e) 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;
- (f) 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
- (g) to do any and all other things which corporations not-for-profit are authorized to do under the laws of the State of Florida; provided, however, that the Alliance shall not carry on activities not permitted to be carried on:
 - (i) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code; or
 - (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VI CAPITAL STOCK

The Alliance shall not have, nor is it authorized to issue, capital stock.

ARTICLE VII MEMBERS

The Alliance may (but need not) have members, whether voting or nonvoting, and such membership, classes thereof, and voting rights, if any, shall be as specified in the bylaws of the Corporation, as the same may be amended from time to time. Notwithstanding anything to the contrary in the bylaws of the Corporation, membership, if any, in the Alliance shall not be transferable or assignable (except that nothing herein or therein shall prohibit the admission of new members in accordance with the bylaws of the Corporation). No member of the Alliance, if any, shall:

- (a) have any right, title or interest whatsoever in or to any property, assets, income, capital or surplus of the Alliance;
- (b) receive in distribution any portion of such property, assets or income on the dissolution or winding up of the Alliance, unless such distribution is permitted by applicable law and otherwise made in accordance with these Articles of Incorporation and the bylaws of the Corporation; and
- (c) be personally liable for the debts, liabilities or obligations of the Alliance.

ARTICLE VIII BOARD OF DIRECTORS

The management and affairs of the Alliance shall be at all times under the direction of a board of directors, whose operations in governing the Corporation shall be defined by statute and the bylaws of the

Corporation. The number of members of the board of directors shall be as stated in the bylaws of the Corporation, but in no event shall consist of fewer than seven (7) or more than twenty (20). Within such limits, the actual number of Directors shall be such number as fixed from time to time in the bylaws of the Corporation. Ex-officio Directors shall have full rights and privileges, including, but not limited to the right to vote, as members of the board of directors. Qualification for membership on the board of directors, and election procedures, terms of service, powers and duties of the directors of the Alliance shall be as set forth in the bylaws of the Corporation. Where not inconsistent with Chapter 617, *Florida Statutes* (or any successor statute), and the express provisions of these Articles of Incorporation, the board of directors shall have all rights, powers and privileges prescribed by law of directors of corporations for profit.

ARTICLE IX OFFICERS

The day-to-day affairs of the Alliance shall be managed by a Chairman, Vice-Chairman, Immediate Past Chairman and President and by such other subordinate officers, including, without limitation, a Treasurer and a Secretary, as may, from time to time, be appointed by the board of directors or the Chairman (with respect to subordinate officers). Each officer shall be appointed (or confirmed in office) 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 or by the Chairman (with respect to subordinate officers). Each officer, whether appointed at an annual meeting of the board of directors or at a special meeting to fill a vacancy or by the Chairman (with respect to subordinate officers), shall hold office until the next annual meeting of the board of directors and until his or her successor shall have been chosen and qualified, or until such officer's earlier death, resignation or removal from office. 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 Chairman, from time to time may appoint such subordinate officers or agents as the board of directors or the Chairman may deem necessary or advisable to hold office for such period, to have such authority and perform such other duties as the board of directors or the Chairman, as applicable, shall from time to time determine.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended, altered or repealed by a two-thirds majority vote of the board of directors of the Corporation present at any annual or special meeting of the board of directors at which a quorum is present.

ARTICLE XI BYLAWS

The bylaws of the Corporation shall be adopted by the board of directors, and may be altered, amended or rescinded by the board of directors in the manner provided for in the bylaws of the Corporation.

ARTICLE XII EARNINGS

No part of the net earnings of the Alliance 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 to any person or organization for services rendered, to

reimburse directors and officers of the Alliance for expenses incurred by them in the performance of their duties, and to pay salary supplements and expenses allowances to officers and employees of the Alliance, and to otherwise make payments and distributions in furtherance of the purposes hereinbefore set for in **ARTICLE IV** and as otherwise permitted by applicable law.

ARTICLE XIII DISSOLUTION

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 (a) 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 Code and to which a contribution shall be permitted as a deduction under Section 170, 2055 or 2522 of the Code, as applicable, (b) to the federal government or (c) to a state or local government for a public purpose, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for Duval County, Florida, or, if the principal office of the Alliance is not located in Duval County, Florida, then by a court of competent jurisdiction in which the principal office of the Alliance is then located, 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 meeting the qualifications set forth above and approved by the Duval County Medical Society and which are organized and operated for such purposes.

ARTICLE XIV REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Alliance's initial registered office and the name of its initial registered agent are as follows:

Dale R. Malloy
536 W. Tenth Street
Jacksonville, Florida 32206

ARTICLE XV INCORPORATOR

The name and address of the incorporator is:

Dale R. Malloy
536 W. Tenth Street
Jacksonville, Florida 32206

IN WITNESS WHEREOF, the undersigned incorporator of Coastal Blood Alliance, Inc., a Florida not-for-profit corporation, has executed these Articles of Incorporation as of the 9th day of August, 2007, on behalf of said Corporation.

Dale R Malloy (D Malloy)
DALE R. MALLOY
Incorporator

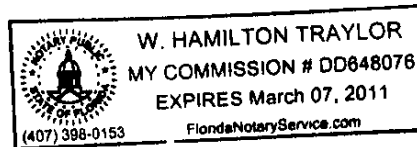
STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 9th day of August, 2007,
by DALE R. MALLOY, [☒] who is personally known to me or [☐] produced a driver's license,
#_____, as identification.



NOTARY PUBLIC - STATE OF FLORIDA



REGISTERED AGENT CERTIFICATE

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

That Coastal Blood Alliance, 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 such appointment to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §617.0501, Florida Statutes.

Dated: August 9, 2007

Dale R Malloy (Dmalloy)
DALE R. MALLOY

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TALLAHASSEE, FLORIDA