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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
COASTAL BLOOD ALLIANCE, INC.**

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ARTICLES OF AMENDMENT AND RESTATEMENT*of the***ARTICLES OF INCORPORATION***of***COASTAL BLOOD ALLIANCE, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)**15 NOV - 5 PM 2:58
FILED

Pursuant to Chapter 617, Florida Statutes, Coastal Blood Alliance, Inc., a not-for-profit Florida corporation (the "Foundation"), adopts the following Articles of Amendment and Restatement to amend and restate its Articles of Incorporation:

FIRST: The Amended and Restated Articles of Incorporation of the Foundation (the "Amended and Restated Articles") are set forth in **EXHIBIT A**.

SECOND: The Amended and Restated Articles were adopted on the 30th day of September, 2015 at a meeting of the Foundation's Board of Directors duly held on September 30, 2015, at which a quorum was present. The number of directors in office is 11 and the vote was six (6) in favor and zero (0) against.

THIRD: There are no members of Coastal Blood Alliance, Inc.

FOURTH: The Amended and Restated Articles shall become effective as of the date these Articles of Amendment and Restatement are filed with the Secretary of State of Florida.

Signed this 1st day of October, 2015.


W. Hamilton Traylor, Vice President

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EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COASTAL BLOOD FOUNDATION, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)**

**ARTICLE I
NAME**

The name of the corporation shall be **COASTAL BLOOD FOUNDATION, INC.** For convenience, the corporation may be referred to in these Amended and Restated Articles of Incorporation (these "Articles") as the "Foundation". The Foundation may register the name "Coastal Blood Foundation," or other similar terms as a fictitious name.

**ARTICLE II
DURATION AND COMMENCEMENT**

The Foundation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Foundation shall be 501 Riverside Avenue, Suite 600, Jacksonville, Florida 32202, or such other place as the Foundation, in accordance with the Bylaws of the Foundation and applicable law, may establish from time to time as its principal office or mailing address.

**ARTICLE IV
PURPOSES**

The purposes for which the Foundation is organized are exclusively charitable, scientific or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated pursuant thereto (the "United States Internal Revenue Laws"), and for any other purpose for which such organizations may lawfully engage. Unless otherwise indicated, as used 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 of such charitable, scientific or educational purposes shall be to:

- (a) support education and research regarding, and promote activities encouraging, improving, supporting or otherwise advancing, the donation, classification, testing, storage, supply, distribution, transfusion or other beneficial use of human blood, plasma, serum and blood components and all other related activities or services, which education, research and promotion shall be intended to benefit, whether directly or indirectly, donors (whether potential or actual), hospitals and patients located within the territorial area

served by The Blood Alliance, Inc. prior to August 1, 2015 (generally, from Beaufort, South Carolina, in the north to St. Augustine, Florida, in the south and the surrounding environs), or within such other geographical limits as the Board of Directors of the Foundation shall from time to time prescribe;

- (b) in furtherance thereof, to invest, expend or distribute the income and principal from the Foundation's assets; and
- (c) accept and receive donations for the purposes enumerated herein.

ARTICLE V POWERS

The Foundation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient to carry out the purposes and responsibilities of the Foundation.

Notwithstanding the generality of the foregoing, the powers of the Foundation shall be subject to the following limitations and restrictions:

- (a) the Foundation shall have no power to do any act inconsistent with the provisions of Sections 501(c)(3) and 170(c)(2) of the Code, or the corresponding provisions of any future United States Internal Revenue Laws and the Foundation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Law;
- (b) no part of the income, profit or assets of the Foundation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided, however, that the Foundation shall be authorized and empowered to pay reasonable compensation to any person or organization for services rendered, to reimburse directors and officers of the Foundation 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 Foundation, and to otherwise make payments and distributions in furtherance of the purposes set forth in Article V of these Articles and as otherwise permitted by applicable law; and
- (c) no substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

ARTICLE VI LIMITATIONS ON CORPORATE POWER

Should the corporation at any time be considered a "Private Foundation" under Section 509(a) of the Code, or the corresponding provision of any future United States Internal Revenue Law, the following limitations will apply:

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- (a) the Foundation 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 Code, or the corresponding provision of any future United States Internal Revenue Law;
- (b) the Foundation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law;
- (c) the Foundation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provision of any future United States Internal Revenue Law;
- (d) the Foundation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or the corresponding provision of any future United States Internal Revenue Law; and
- (e) the Foundation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII BOARD OF DIRECTORS

The management and affairs of the Foundation shall be at all times under the direction of a Board of Directors, whose operations in governing the Foundation shall be defined by statute and the Bylaws of the Foundation. The number of members of the Board of Directors shall be as stated in the Bylaws of the Foundation, 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 Foundation. 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 Foundation shall be as set forth in the Bylaws of the Foundation. Where not inconsistent with Chapter 617, Florida Statutes (or any successor statute), and the express provisions of these Articles, the Board of Directors shall have all rights, powers and privileges prescribed by law of directors of corporations for profit.

ARTICLE VIII OFFICERS

The day-to-day affairs of the Foundation 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 Foundation. 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 IX INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Foundation is 501 Riverside Avenue, Suite 600, Jacksonville, Florida 32202, and the name of the initial registered agent of the Foundation at that address is W. Hamilton Traylor.

ARTICLE X INCORPORATOR

The name and address of the subscriber to these Articles is W. Hamilton Traylor, 501 Riverside Avenue, Suite 600, Jacksonville, Florida 32202.

ARTICLE XI MEMBERS

This Foundation shall have no members.

ARTICLE XII BYLAWS

(a) The Board of Directors may provide such Bylaws for the conduct of the business of the Foundation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the vote of members of the Board of Directors in the manner provided for in the Bylaws of the Foundation at any regular meeting, or any special meeting for such purpose.

ARTICLE XIII AMENDMENTS

Upon proper notice, these Articles may be amended, altered, changed or repealed by two-thirds majority vote of the members of the Board of Directors. All power and authority conferred hereby upon officers and the Board of Directors of the Foundation are granted subject to the further amendment of these Articles present at any annual or special meeting of the Board of Directors at which a quorum is present.

ARTICLE XIV CORPORATE LIQUIDATION AND DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Foundation, and upon dissolution, the assets of the Foundation, after all debts and liabilities are paid, shall be distributed:

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- (a) to one or more organizations qualified under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, that have purposes similar to the charitable purposes of the Foundation;
- (b) to the federal government or a state or local government, for public purposes similar to the charitable purposes of the Foundation consistent with Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, and in accordance with the laws of the State of Florida; or
- (c) upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of this Foundation.

**ARTICLE XV
INDEMNIFICATION**

The Foundation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Foundation as specified in Article III of these Articles or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code, or corresponding provisions of any future United States Internal Revenue Laws.

END OF DOCUMENT

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the Act:

That Coastal Blood Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in its Amended and Restated Articles of Incorporation, in Jacksonville, Florida, has named W. Hamilton Traylor, located at 501 Riverside Avenue, Jacksonville, Florida 32202, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY REGISTERED AGENT:

Having been named to accept service of process for the Foundation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of the Act relative to keeping open said office.

Date: October 1, 2015


W. Hamilton Traylor, Registered Agent