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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**The Florida Association of Blood Banks, Inc**

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## FLORIDA OFFICE OF FINANCIAL REGULATION

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**DREW J. BREAKSPEAR**  
COMMISSIONER

October 19, 2015

Mr. Jason Kohout  
Foley & Lardner LLP  
777 E Wisconsin Ave  
Milwaukee, WI 53202

Re: The Florida Association of Blood Banks, Inc.

Dear Mr. Kohout:

Thank you for your recent correspondence requesting approval for use of the above-referenced name.

It is the opinion of this Office that the corporate name (The Florida Association of Blood Banks, Inc.) is definitive enough to differentiate the business being conducted from that of a commercial bank, trust company or credit union. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

A handwritten signature in dark ink, appearing to read "M. Barry Gilman".

M. Barry Gilman  
Director  
Division of Financial Institutions

BG/dlb

cc: Lyn Shoffstall, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Department of State

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**THE FLORIDA ASSOCIATION OF BLOOD BANKS, INC.  
ARTICLES OF INCORPORATION**

The undersigned, acting as incorporator of a Corporation under the Florida Not For Profit Corporation Act (Section 617 of the Florida Statutes), adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I  
NAME**

The name of the Corporation is:

THE FLORIDA ASSOCIATION OF BLOOD BANKS, INC.

(hereinafter the "**Corporation**")

**ARTICLE II  
PURPOSES**

The Corporation is organized and shall be operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "**Code**") and to invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

**ARTICLE III  
POWERS**

The Corporation shall have all powers conferred upon nonstock corporations organized under Section 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(4).

**ARTICLE IV  
MEMBERS**

The Corporation shall not have members.

**ARTICLE V  
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be not less than three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3).

**ARTICLE VI**  
**DISSOLUTION AND LIQUIDATION**

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(i) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.

(ii) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) or Section 501(c)(4) of the Code as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the circuit court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3) or Section 501(c)(4) of the Code as such court shall determine.

**ARTICLE VII**  
**AMENDMENT**

These Articles may be amended in the manner now or hereafter provided in the Florida Statutes.

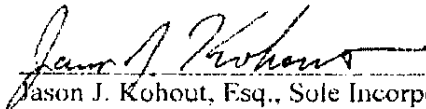
**ARTICLE VIII**  
**MISCELLANEOUS**

8.1 The street address of the Corporation's initial registered office in the County of Broward is 3000 West Cypress Creek Road, Fort Lauderdale, Florida, 33309, and the name of the Corporation's initial registered agent at that office is OneBlood, Inc.

8.2 The mailing address in Florida of the initial principal office of the Corporation is c/o OneBlood, Inc. 3000 West Cypress Creek Road, Fort Lauderdale, Florida, 33309.

8.3 The name and address of the incorporator is Jason J. Kohout, Esq., Foley & Lardner LLP, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

IN WITNESS WHEREOF, I have hereunto set my hand as of October 7, 2015.

  
Jason J. Kohout, Esq., Sole Incorporator

*This document was drafted by and should be returned to Jason J. Kohout, Esq., Foley & Lardner LLP, 777 E. Wisconsin Ave., Milwaukee, WI 53202.*

11/20/2015 1:20:21 PM From: To: 8506176381( 4/4 )

**ACCEPTANCE OF REGISTERED AGENT**

I, George H. Scholl, on behalf of ONEBLOOD, INC., am hereby familiar with and  
accept the duties and responsibility as Registered Agent in the State of Florida for THE FLORIDA  
ASSOCIATION OF BLOOD BANKS, INC.

ONEBLOOD, INC.

By:   
George H. Scholl

Its: Executive Vice President, Director

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