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Requestor's Name

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City/State/Zip

Phone #

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Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
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3. \_\_\_\_\_  
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(Corporation Name) (Document #)

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 MAY 13 PM 1:22

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MAY 19 1997

Tel: (561) 838-4100  
Fax: (561) 838-5305

ACKERMAN  
◆ LINK ◆  
SARTORY  
Attorneys At Law

222 Lakeview Avenue  
Suite 1330 - Esperante  
West Palm Beach, FL 33401

File No. 056 001

May 12, 1997

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

RE: *Filing - Articles of Incorporation*

Dear Sir/Madam:

For filing, I am enclosing the originals and one copy each of the following documents for the following corporations:

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Palm Beach Blood Bank Foundation, Incorporated  
Palm Beach Organ and Tissue Bank, Inc.  
Palm Beach Blood Services, Inc.

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Palm Beach Blood Bank, Inc.

Please note, the acceptance of designation of registered agent is executed on the last page of the Articles.

I am also enclosing our firm's check in the amount of \$490.00 for the filing and certified copy fees. Accordingly, please mail the certified copies to me at the above address.

Thank you for your assistance.

Sincerely,



Tina L. Carmichael  
Certified Legal Assistant

/tlc  
Enclosures  
E:\CLIENTS\PB Blood Bank\1. TL C-State Filing Art.wpd

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

PALM BEACH ORGAN AND TISSUE BANK, INC.  
A NOT FOR PROFIT CORPORATION

We, the undersigned, hereby certify that:

1. Articles of Incorporation of Palm Beach Organ and Tissue Bank, Inc. (the "Corporation") were filed with the Secretary of State of the State of Florida on February 10, 1987.
2. The First Amended and Restated Articles of Incorporation set forth below have been duly approved by unanimous written consent, dated April 24, 1997, of the Board of Directors and members in accordance with Sections 617.0820 and 617.0701 of the Florida Not For Profit Corporation Act (the "Act") and the number of votes cast were sufficient for approval.
3. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

**ARTICLE I**

The name of the Corporation shall be PALM BEACH ORGAN AND TISSUE BANK, INC.

**ARTICLE II**

The purposes and objects for which the Corporation is organized and the general nature of the business to be transacted shall be:

- (a) To procure, process, inventory and supply bone, tissue and organs for surgical, transplant and other medical uses through health care providers.
- (b) To coordinate the procurement of tissues and organs through various sources, i.e., hospitals, mortuaries, other tissue banks and medical examiners.
- (c) To assist in the procurement process through specification of materials needed and transport of materials.
- (d) To process the tissue and organs, including testing, preparing for long/short-term storage, cataloging of materials and maintaining of inventory.
- (e) To provide an inventory for the facilities that supply materials needed or an alternate source.
- (f) To supply tissue/organs as requested and agreed to by contracting facilities through local transport system.
- (g) To perform any other specialized services for hospitals, similar in nature and scope to the activities described in Paragraphs (a) through (f) hereof with regard to other portions of the human body, and in general to perform any service for the benefit of hospitals which they deem can be best performed by a specialized agency; provided however, that the Corporation may not, otherwise when as an insubstantial part of its activities, engage in activities which are not in furtherance of the purposes herein described.
- (h) In general, to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out, except that no part of the net earnings or income of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers and/or any other person.

### ARTICLE III

The membership of the Corporation shall consist of the following members of the Board of Directors and any other individuals who shall hereafter be elected to membership in the Corporation by the Board of Directors. All membership in the Corporation shall continue until terminated in such a manner as may be provided by the Bylaws of the Corporation. The current membership consists of the following individuals:

Phil Arvidson	933 45 <sup>th</sup> Street West Palm Beach, Florida
C. L. Brumback, M.D.	933 45 <sup>th</sup> Street West Palm Beach, Florida
Humberto Cordero	933 45 <sup>th</sup> Street West Palm Beach, Florida
Douglas Johansen	933 45 <sup>th</sup> Street West Palm Beach, Florida
Ted Moffett	933 45 <sup>th</sup> Street West Palm Beach, Florida
Robert Niehaus	933 45 <sup>th</sup> Street West Palm Beach, Florida
William Transue	933 45 <sup>th</sup> Street West Palm Beach, Florida

### ARTICLE IV

The term for which the Corporation shall exist shall be perpetual

### ARTICLE V

The names and residences of the individuals executing this First Amended and Restated Articles of Incorporation are as follows:

Douglas G. Johansen

933 45<sup>th</sup> Street  
West Palm Beach, Florida

John H. Flynn

933 45<sup>th</sup> Street  
West Palm Beach, Florida

#### ARTICLE VI

The affairs of the Corporation shall be directed by a Board of Directors, and by a Chairman of the Board, President/Chief Executive Officer, Vice Chairman and Secretary/Treasurer and by such other officers as shall be elected or appointed in such manner as the Board of Directors shall provide in the Bylaws of the Corporation.

All directors and officers shall be elected as hereinafter provided or as provided for in the Bylaws of the Corporation, except that the Board of Directors shall appoint a full-time President/Chief Executive Officer, who will function as the President/Chief Executive Officer and manage the affairs of the Corporation under the direction of the Board of Directors

#### ARTICLE VII

The names of the persons serving as officers for the year of the filing of this instrument are as follows

Chairman of the Board	Douglas G. Johansen
Vice Chairman of the Board	Humberto Cordero
Treasurer/Secretary	C. L. Brumback, M.D.
President/Chief Executive Officer	John H. Flynn

### ARTICLE VIII

The Board of Directors shall be comprised of a membership of up to thirty-five (35) members, as determined by the membership of the Board of Directors consistent with the provisions of the Bylaws of the Corporation, and the Directors shall be elected by the members of the Corporation for three-year terms, appropriately staggered. All Directors shall be nominated from the community at large. The Chairman, Vice Chairman and Secretary/Treasurer shall be elected by and from the Board of Directors. The individual members of the Corporation shall be the elected members of the Board of Directors from year to year. The Chairman, Vice Chairman and Secretary/Treasurer shall be elected at the annual meeting of the Corporation and shall serve for one year and until their successors are elected and qualified. The other officers of the Corporation shall be elected at such time and shall serve for such period as shall be fixed by the Bylaws of the Corporation. Provided, however, the Board of Directors shall have the power and authority to appoint a President/Chief Executive Officer who shall be charged with management of the property and business affairs of the Corporation under the guidelines established by the Board of Directors.

The names of the members of the Board of Directors duly elected for the terms as indicated as of the date of this instrument are as follows:

<u>Name</u>	<u>Address</u>	<u>Term</u>
C. L. Brumback, M.D.	933 45 <sup>th</sup> Street West Palm Beach, Florida	1999
Douglas Johansen	933 45 <sup>th</sup> Street West Palm Beach, Florida	1998

Phil Arvidson	933 45 <sup>th</sup> Street West Palm Beach, Florida	1998
Robert Niehaus	933 45 <sup>th</sup> Street West Palm Beach, Florida	1998
Humberto Cordero	933 45 <sup>th</sup> Street West Palm Beach, Florida	1997
William Transue	933 45 <sup>th</sup> Street West Palm Beach, Florida	1997
Ted Moffett	933 45 <sup>th</sup> Street West Palm Beach, Florida	1997
David Ahr, M.D.	933 45 <sup>th</sup> Street West Palm Beach, Florida	1997

#### ARTICLE IX

The Bylaws of the Corporation shall be adopted, altered or rescinded by a vote of two-thirds of all members present at any regular meeting of the Board of Directors for that purpose called

#### ARTICLE X

Amendments to these Articles of Incorporation shall be approved by two-thirds of all members present at any regular meeting of the Board of Directors for that purpose called.

#### ARTICLE XI

The purpose of the Corporation shall be exclusively charitable and educational within the meaning of Sec. 501(c)(3) of the Internal Revenue Code, and Section 617.0301 of the Florida Not For Profit Act, including to establish an organ and tissue bank and to do all such things as are



incidental to the accomplishment of this stated purpose and consistent with the laws of the State of Florida.

#### **ARTICLE XII**

The Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Sec. 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law or (b) an organization, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code, or any other corresponding provision of future United States Internal Revenue Law.

#### **ARTICLE XIII**

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to foundation, library, charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Sec. 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue Law, and none of the assets will be distributed to any member, director or officer of the Corporation or to any other person.

#### **ARTICLE XIV**

The Corporation shall, in accordance with Section 617.0831 of the Act, indemnify any member, director or officer or former member, director or officer for all expenses and costs, including attorneys' fees, actually and necessarily incurred in connection with any claim asserted against such individual, by action in court or otherwise, by reason of such person being or having been such member, director or officer, except in relation to matters as to which such person shall

have been guilty of gross negligence or misconduct with respect to the matter in which indemnity is sought. Nothing contained herein shall limit or otherwise modify the immunity afforded to any officer or director of the Corporation under Section 617.0834 of the Act.

**ARTICLE XV**

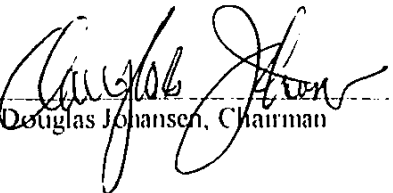
The street and mailing address of the registered office of the Corporation shall be 933 45th Street, West Palm Beach, Florida 33407.

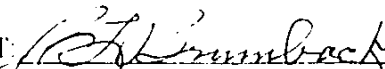
**ARTICLE XVI**

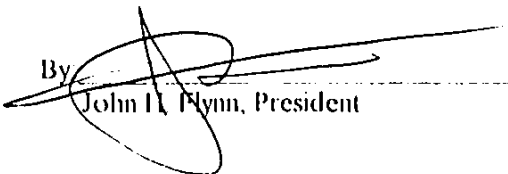
The name of the registered agent for service of process on the Corporation is John H. Flynn, whose address is 933 45th Street, West Palm Beach, Florida 33407.

IN WITNESS WHEREOF, for the purposes of amending and restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, each of the undersigned has executed this First Amended and Restated Articles of Incorporation as of April 24, 1997.

PALM BEACH ORGAN AND TISSUE BANK,  
INC.

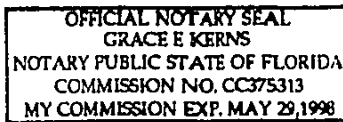
By:   
Douglas Johansen, Chairman

ATTEST:   
C.L. Brumback, M.D., Secretary

By:   
John H. Flynn, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6 day of May, 1997, by DOUGLAS JOHANSEN, Chairman of the Palm Beach Organ and Tissue Bank, Inc., JOHN H. FLYNN, President and attested by C.L. Brumback, M.D., its Secretary on behalf of the corporation.



*Grace E. Kerns*

Notary Public

My Commission Expires: *May 29, 1998*

I HEREBY agree to act as registered agent for Palm Beach Organ and Tissue Bank, Inc. as stated in the foregoing Articles of Incorporation.

*John H. Flynn*

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