

N19169

Requester's Name

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

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Direct
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

CR2E031(7/97)

T BROWN FEB 20 2001

Amended & Restated

SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

SOUTH FLORIDA ORGAN AND TISSUE BANK, INC.
A NOT FOR PROFIT CORPORATION

FILED
01 FEB 16 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby certify that:

1. Articles of Incorporation of South Florida 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 Second Amended and Restated Articles of Incorporation set forth below have been duly approved at a duly noticed meeting 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"), held on November 30, 2000, at which a quorum was established 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 SOUTH FLORIDA 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 no more than thirty-five (35) members. The membership of the Corporation at the time of filing this instrument consists of the members listed below, and shall, in the future, consist of any other individuals who shall hereafter be elected to membership in the Corporation by the membership. All membership in the Corporation shall continue until terminated in such a manner as may be provided by the Bylaws of the Corporation and the members shall have such duties and privileges as set forth in the Bylaws of the Corporation. The names of the current members of the Corporation and the terms for which they were elected are:

<u>Name</u>	<u>Address</u>	<u>Term</u>
Philip L. Arvidson	933 45 th Street West Palm Beach, Florida	2001
Benjamin Berges, M.D.	933 45 th Street West Palm Beach, Florida	2003
Rob Holroyd	933 45 th Street West Palm Beach, Florida	2003
Theodore Moffett	933 45 th Street West Palm Beach, Florida	2004
Robert Niehaus	933 45 th Street West Palm Beach, Florida	2001
Maria Ornelas	933 45 th Street West Palm Beach, Florida	2002
Pascual Otazu	933 45 th Street West Palm Beach, Florida	2001
Alex Rey	933 45 th Street West Palm Beach, Florida	2001

R. W. Schmidt	933 45 th Street West Palm Beach, Florida	2004
Laura South	933 45 th Street West Palm Beach, Florida	2003

ARTICLE IV

The term for which the Corporation shall exist shall be perpetual.

ARTICLE V

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

Philip L. Arvidson	933 45 th Street West Palm Beach, Florida
John H. Flynn	933 45 th 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 at the time of the filing of this instrument are as follows:

Chairman of the Board	Philip L. Arvidson
Vice Chairman of the Board	Laura South
Treasurer/Secretary	Benjamin Berges, M.D.
President/Chief Executive Officer	John H. Flynn

ARTICLE VIII

The Board of Directors shall be comprised of up to fifteen (15) members, 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 membership of the Corporation. The Chairman, Vice Chairman and Secretary/Treasurer shall be elected by and from the Board of Directors 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>
Philip L. Arvidson	933 45 th Street West Palm Beach, Florida	2001
Benjamin Berges, M.D.	933 45 th Street West Palm Beach, Florida	2003
Rob Holroyd	933 45 th Street West Palm Beach, Florida	2003
Theodore Moffett	933 45 th Street West Palm Beach, Florida	2004
Robert Niehaus	933 45 th Street West Palm Beach, Florida	2001
Maria Ornelas	933 45 th Street West Palm Beach, Florida	2002
R. W. Schmidt	933 45 th Street West Palm Beach, Florida	2004
Laura South	933 45 th Street West Palm Beach, Florida	2003

ARTICLE IX

The Bylaws of the Corporation shall be adopted, altered or rescinded by a vote of a majority 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 a majority 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 and the principal place of business 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 Second Amended and Restated Articles of Incorporation as of November 30, 2000.

SOUTH FLORIDA ORGAN AND TISSUE
BANK, INC.

By: 
Philip L. Arvidson, Chairman

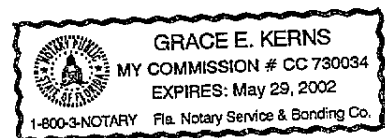
ATTEST: 
Benjamin Berges, M.D., Secretary

By: 
John H. Flynn, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30th day of November, 2000, by PHILIP L. ARVIDSON, Chairman of South Florida Organ and Tissue Bank, Inc., JOHN H. FLYNN, President and attested by BENJAMIN BERGES, M.D., its Secretary on behalf of the corporation.


Notary Public
My Commission Expires:



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


John H. Flynn

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