

N19169

Ackerman Link Sanitary

Requester's Name

90 Lili Mae

222 Lakeriew Ave, Suite 1250

Address

West Palm Bch, Fl 33401

City/State/Zip

Phone #

Office Use Only

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

1. _____
(Corporation Name) (Document #) 800005081728--9
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2. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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

NEW FILINGS

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

AMENDMENTS

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

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

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

FILED
02 MAR 11 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N19169
Amend + Post
3-11-02
*Cubley
10/98

Examiner's Initials

THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHILDREN'S WORLD BLOOD BANK, INC.
A NOT FOR PROFIT CORPORATION

FILED
02 MAR 11 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby certify that:

1. Articles of Incorporation of Children's World Blood Bank, Inc. (the "Corporation") were filed with the Secretary of State of the State of Florida on February 10, 1987.

2. The Third 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 10, 2001, 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 CHILDREN'S WORLD BLOOD 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 establish, maintain and operate a depot for the collection, classification and storage of human blood, plasma and serum; to take, accept and receive free donations of and to make purchases of blood, plasma and serum; to administer, distribute, give away or sell any of the same

for use in the treatment of persons injured or wounded and in the treatment of any disease or malady requiring blood transfusions; to utilize the same for experimental research; and 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.

(b) To perform any other specialized services for hospitals, similar in nature and scope to the activities described in Paragraph (a) 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.

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	2004

Rob Holroyd	933 45 th Street West Palm Beach, Florida	2003
Theodore Moffett	933 45 th Street West Palm Beach, Florida	2004
Laura South	933 45 th Street West Palm Beach, Florida	2003
Tim Reeve	933 45 th Street West Palm Beach, Florida	2002
Michele Eassa	933 45 th Street West Palm Beach, Florida	2002
Curtis Lyman	933 45 th Street West Palm Beach, Florida	2003
Mark Krill	933 45 th Street West Palm Beach, Florida	2002
Paul Van der Grift	933 45 th Street West Palm Beach, Florida	2002

ARTICLE IV

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

ARTICLE V

The names and residences of the individuals executing this Third 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	Theodore Moffett
President/Chief Executive Officer	John H. Flynn

ARTICLE VIII

The Board of Directors shall be comprised of up to twenty five (25) 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	2004
Rob Holroyd	933 45 th Street West Palm Beach, Florida	2003
Theodore Moffett	933 45 th Street West Palm Beach, Florida	2004
Laura South	933 45 th Street West Palm Beach, Florida	2003
Curtis Lyman	933 45 th Street West Palm Beach, Florida	2003
Paul Van der Grift	933 45 th Street West Palm Beach, Florida	2002
Tim Reeve	933 45 th Street West Palm Beach, Florida	2002
Michele Eassa	933 45 th Street West Palm Beach, Florida	2002

Mark Krill

933 45th Street
West Palm Beach, Florida

2002

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 Board of Directors, by resolution adopted by a majority of the Directors, may elect an Executive Committee which shall be comprised of no more than ten (10) Directors. When the Board of Directors is not in session, the Executive Committee shall have all of the power vested in the Board of Directors by law, by the Articles of Incorporation, or by these By-laws, provided that the Executive Committee shall not have power to (i) amend the Articles of Incorporation; (ii) adopt, amend or repeal the By-laws; or (iii) appoint or remove the President/Chief Executive Officer. The Executive Committee shall report at the next regular or special meeting of the Board of Directors all action which the Executive Committee may have taken on behalf of the Board since the last regular or special meeting of the Board of Directors.

ARTICLE XII

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 a blood 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 XIII

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 XIV

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 XV

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 XVI

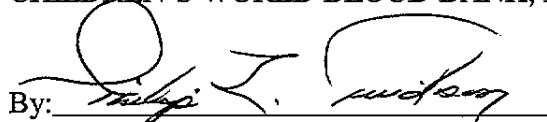
The street and mailing address of the registered office and the principal place of business of the Corporation shall be 933 45th Street, West Palm Beach, Florida 33407.

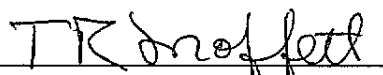
ARTICLE XVI

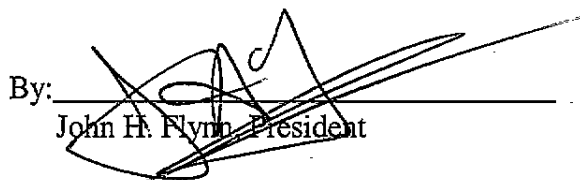
The name of the registered agent for service of process on the Corporation is John H. Flynn, whose address is 933 45th Street, West Palm Beach, Florida 33407.

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 Third Amended and Restated Articles of Incorporation as of February 28, 2002.

CHILDREN'S WORLD BLOOD BANK, INC.

By: 
Philip L. Arvidson, Chairman

ATTEST: 
Theodore Moffett, Secretary

By: 
John H. Flynn, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28 day of February, 2002, by PHILIP L. ARVIDSON, Chairman of Children's World Blood Bank, Inc., JOHN H. FLYNN, President and attested by THEODORE MOFFETT, its Secretary, on behalf of the corporation.



Grace E. Kerns
Notary Public
My Commission Expires: May 29, 2002

I HEREBY agree to act as registered agent for Children's World Blood Bank, Inc. as stated in the foregoing Articles of Incorporation.

[Signature]
John H. Flynn