

N19169

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DIVISION OF CORPORATIONS
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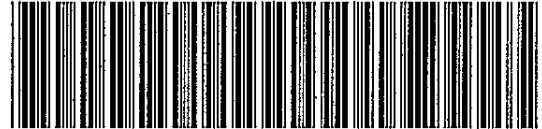
(Business Entity Name)

(Document Number)

Certified Copies ☒ Certificates of Status ☐

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09/30/05--01016--012 **43.75

Amend.

dB
11/08

LAW OFFICES
OF
WILLIAM H. PINCUS

Guy C. Icangelo, Jr., Esq.
Associate

Tom Oddo, Sr.
Paralegal

328 North Lakeside Court
West Palm Beach, FL 33407
Phone: (561) 868-1340
Fax: (561) 366-1310

September 27, 2005

Amendment Section
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

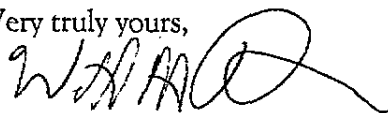
Re: Children's World Blood Bank Articles of Amendment to Articles of
Incorporation

Dear Sirs or Madams:

Enclosed please find the form for filing Articles of Amendment to amend the Articles of Incorporation of a Florida *Not for Profit* Corporate. Enclosed please find my firm check for \$43.75 which represents both the filing fee and a certified copy.

Thank you in advance for your cooperation and prompt attention to this request.

Very truly yours,


William H. Pincus
WHP/jas
Enclosure

cc:/ Maria Flynn (w/ enclosures)

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Children's World Blood Bank, Inc.

DOCUMENT NUMBER: N19169

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

William H. Pincus
(Name of Contact Person)

Law Offices of William H. Pincus
(Firm/ Company)

328 N. Lakeside Court
(Address)

West Palm Beach, FL 33407
(City/ State and Zip Code)

For further information concerning this matter, please call:

William H. Pincus at (561) 868-1340
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 6, 2005

WILLIAM H. PINCUS
328 N. LAKESIDE COURT
WEST PALM BEACH, FL 33407

SUBJECT: CHILDREN'S WORLD BLOOD BANK, INC.
Ref. Number: N19169

We have received your document for CHILDREN'S WORLD BLOOD BANK, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 405A00060729

FLORIDA DEPARTMENT OF STATE

05 NOV -4 AM 8:00

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 NOV -4 AM 9:38

FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

CHILDREN'S WORLD BLOOD BANK, INC.
A NON FOR PROFIT CORPORATION

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 Fourth 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 March 8, 2005, 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 1

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) The Children's World Blood Bank is a humanitarian effort to develop a safe blood supply for the children of the world by providing training, technology and supplies to healthcare providers in support of children and families in crisis.

(b) To solicit charitable contributions in support of the organizations mission; and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove.

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>
John H. Flynn	10130 Northlake Blvd., Suite 214-164 West Palm Beach, FL 33412	2008
Scott Paul	10130 Northlake Blvd., Suite 214-164 West Palm Beach, FL 33412	2008
Laura Corry	10130 Northlake Blvd., Suite 214-164 West Palm Beach, FL 33412	2007
Roberto Perera	10130 Northlake Blvd., Suite 214-164 West Palm Beach, FL 33412	2006
Ed Bieluch	10130 Northlake Blvd., Suite 214-164 West Palm Beach, FL 33412	2007
Grace Kerns	10130 Northlake Blvd., Suite 214-164 West Palm Beach, FL 33412	2008

ARTICLE IV

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

ARTICLE V

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

Maria A. Flynn	10130 Northlake Blvd., Suite 214-164 West Palm Beach, FL 33412
John H. Flynn	10130 Northlake Blvd., Suite 214-164 West Palm Beach, FL 33412
Laura Corry	10130 Northlake Blvd., Suite 214-164 West Palm Beach, FL 33412

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, 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	John H. Flynn
Secretary	Laura Corry
Treasurer	Scott Paul
President/Chief Executive Officer	Maria A. Flynn

ARTICLE VIII

The Board of Directors shall be comprised of up to thirty-five (35) 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 and Secretary/Treasurer shall be elected by and from the Board of Directors at the annual meeting of the Corporation.

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 education 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 mailing address of the registered office and the principal place of business of the Corporation shall be 10130 Northlake Blvd., Suite 214-164, West Palm Beach, Florida 33412.

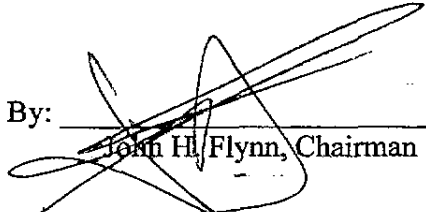
ARTICLE XVII

The name of the registered agent for service of process on the Corporation is Maria A. Flynn, whose address is 10130 Northlake Blvd., Suite 214-164, West Palm Beach, Florida 33412.

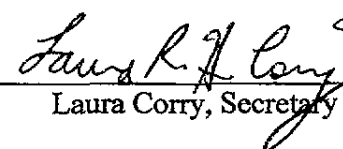
IN WITNESS WHEREOF, for the purpose of amending and restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, each of the undersigned has executed this Fourth Amended and Restated Articles of Incorporation as of March 8, 2005.

CHILDREN'S WORLD BLOOD BANK, INC.

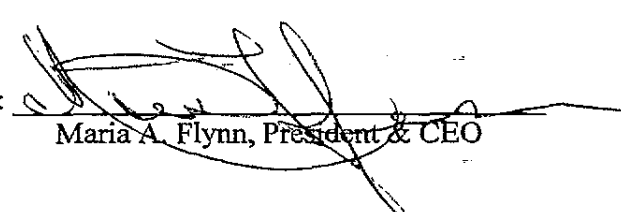
By: _____


John H. Flynn, Chairman

ATTEST: _____


Laura Corry, Secretary

By: _____


Maria A. Flynn, President & CEO

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8th day of March, 2005,
by John H. Flynn, Chairman of Children's World Blood Bank, Inc., Maria A. Flynn, President
and attested by Laura Corry, its Secretary, on behalf of the corporation.



Grace E. Kerns
Notary Public
My Commission Expires: May 29, 2006

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

[Signature]
Maria A. Flynn

Articles of Amendment
to
Articles of Incorporation
of

Children's World BLOOD BANK, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

N19169

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ART. II - Amend Purposes

ART. III - List of Current Members

ART. IV - Names and Residences of Persons

Executing the Documents

ART. VI - Eliminate an Office of Vice-President

ART. VII - Change List of Persons Serving as Officers

ART. VIII - Change Number of Members of Board

ART. XVI - Change address of Corp.

ART. XVI [sic - XVII] - Change Registered Agent

The date of adoption of the amendment(s) was: MARCH 8th, 2005

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature _____

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

JOHN H. FLENN

(Typed or printed name of person signing)

Chairman

(Title of person signing)

FILING FEE: \$35