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TALLAHASSEE, FL 32301-2607

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PRESTIGE MAIL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 006825 4326591

AUTHORIZATION :

COST LIMIT : \$ 122.50 *Patricia P. King*

ORDER DATE : July 1, 1996

ORDER TIME : 2:10 PM

ORDER NO. : 006825

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CUSTOMER NO: 4326591

CUSTOMER: Dale W. Vash, Esq  
FOWLER WHITE GILLEN BOGGS  
VILLAREAL & BANKER, P.A.  
501 East Kennedy Boulevard  
Suite 1700  
Tampa, FL 33602

DOMESTIC FILING

NAME: GIFT OF LIFE FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

*CL*  
*7/2/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -1 AM 10:04

ARTICLES OF INCORPORATION  
OF  
GIFT OF LIFE FOUNDATION, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -1 AM 10:04

The undersigned, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I.

Name and Address

The name of this corporation shall be:

Gift of Life Foundation, Inc.

The address of this corporation shall be 11266 W. Hillsborough Avenue, Suite 313, Tampa, Florida, 33635, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II.

Purposes

(a) The general nature, objects and purposes for which this corporation is exclusively organized and operated are educating the general public about and promoting the participation of the public in the donation of human organs, tissue and bone marrow for the purpose of saving and improving the quality of the lives of persons requiring organ, tissue and bone marrow transplants. This corporation shall receive and maintain funds of real and/or personal property and, subject to the restrictions and limitations

hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as

organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state, or local government for exclusive public purpose.

### ARTICLE III.

#### Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized; subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942

of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

#### ARTICLE IV.

##### Members

The members of this corporation shall consist of those persons named in Article VIII of these Articles and such other persons over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to the Board of Directors by a majority vote of all the then incumbent Directors of the corporation in accordance with the provisions of the bylaws of the corporation.

ARTICLE V.

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI.

Subscribers

The name and address of the subscriber to these Articles of Incorporation is: Karren K. McGuigan, 10104 Bennington Drive, Tampa, Florida, 33626.

ARTICLE VII.

Officers and Directors

The affairs of this corporation shall be managed by Directors who shall be members of the corporation, and by officers, who shall also be Directors of the corporation. The officers shall be: a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as shall be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The manner of filling vacancies in the offices shall be provided for in the bylaws.

The number of directors and the manner of filling vacancies on the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at

which a quorum is present shall be the act of the directors unless otherwise provided in the bylaws or these Articles. Meetings of the directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, by a majority of all the Directors at a meeting duly called in the manner set out in the bylaws.

#### ARTICLE VIII

##### Directors

The name and address of the members of the initial Board of Directors who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until removed in accordance with the corporation's bylaws are:

<u>Name</u>	<u>Address</u>
Karren K. McGuigan	10104 Bennington Drive Tampa, Florida 33626
James J. McGuigan	10104 Bennington Drive Tampa, Florida 33626
Irma Bernales	8501 Misty River Court Tampa, Florida 33637

#### ARTICLE IX

##### Officers

The name and address of the officers of this corporation who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the directors of this corporation for the election of permanent

officers or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Karren K. McGuigan	President	10104 Bennington Dr.ve Tampa, Florida 33626
Irma Bernales	Secretary/ Treasurer	8501 Misty River Court Tampa, FL 33637

#### ARTICLE X

##### Registered Office and Registered Agent

The street address of the corporation's initial registered office is 10104 Bennington Drive, Tampa, Florida 33626 and the name of the corporation's initial registered agent at such address is Karren K. McGuigan. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

#### ARTICLE XI

##### Bylaws

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority of all the directors of this corporation at a meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the



members of the Board of Directors at least three (3) days before the meeting.

#### ARTICLE XII

##### Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, add, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

#### ARTICLE VIII.

##### Indemnification By Court Order

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Sections 617.0831 and 607.0850(9), Florida Statutes, without the permission of the Board of Directors.

IN WITNESS WHEREOF, I have executed these Articles of  
Incorporation for the uses and purposes therein expressed this  
26 day of June, 1996.

Karren K. McGuigan  
Karren K. McGuigan

STATE OF FLORIDA

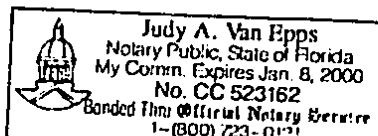
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 26<sup>th</sup> day of  
June, 1996, personally appeared KARREN K. MCGUIGAN who  
is personally known to me or who has produced \_\_\_\_\_ as  
identification and who signed the foregoing Articles of  
Incorporation, and acknowledged to me that she executed the same  
freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Judy A. Van Epps  
Notary Public  
Print Name Judy A. Van Epps

My Commission Expires:



**CERTIFICATE OF ACCEPTANCE**

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 617.0501(3), Florida Statutes.

Signature

*Karren K. McGuigan*  
Karren K. McGuigan  
Registered Agent

Date

6/26/96

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