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TO: DIVISION OF CORPORATIONS

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FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.  
CONTACT: DEBRA H CHRYSTIE  
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ACCT#: 076067004147

FAX #: (954) 763-2439

NAME: INTERNET RESOURCE SHARING EXCHANGE, INC.

AUDIT NUMBER.....H98000016308

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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**AFFIDAVIT**

BEFORE ME, the undersigned authority, personally appeared Charles L. Roualt who by me being first duly sworn, says to the best of his knowledge, information and belief, and under penalties of perjury that:

1. Internet Resources Sharing Exchange, Inc., a Florida for profit corporation (the "For Profit Corporation"), incorporated on November 13, 1997 with Florida Department of State, was dissolved on August 11, 1998 and

2. After the For Profit Corporation was dissolved, the Directors of the For Profit Corporation decided to incorporate a new Florida not for profit corporation using the same name as the For Profit Corporation (the "Not For Profit Corporation"); and

3. The Directors of the Corporation hereby certify that they will not revoke the dissolution of the For Profit Corporation and the name "Internet Resources Sharing Exchange, Inc." shall be used solely for the purpose of incorporating the Not For Profit Corporation.

FURTHER AFFIANT SAYETH NOT.

  
AFFIANT

STATE OF FLORIDA     )  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 3 day of August, 1998, by Dr. Charles Roualt MD, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
Notary Public

JEAN A. MAYS  
(Print Name)

My Commission Expires: 2/28/2000

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**ARTICLES OF INCORPORATION  
OF  
INTERNET RESOURCE SHARING EXCHANGE, INC.**

The undersigned, acting as Incorporator of a corporation pursuant to the Florida Not For Profit Corporation Act, codified as Chapter 617, Florida Statutes, hereby adopts and causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I: NAME**

The name of the corporation is: Internet Resource Sharing Exchange, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is:

1883 NW 38th Avenue  
Lauderhill, Florida 33311

**ARTICLE III: PURPOSE**

The Corporation is a nonprofit corporation as defined in the Florida Not For Profit Corporation Act, codified as Chapter 617, Florida Statutes and is organized to operate exclusively for the purpose of promoting, enhancing and improving the business conditions in general among its members, all of which are duly licensed U.S. blood banks participating in the blood banking industry, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 ("Code"), through the exchange of ideas and information in all areas related to the blood banking business, including, but not limited to, the operation of a physical delivery electronic trading system for blood component services to provide a market driven system for transactions between buyers and sellers of blood component services, to provide efficient, timely access to important information necessary to providers and users of blood services, and to facilitate the movement of such components through such transactions from areas of surplus to areas of shortage based on market supply and demand as displayed through prices for such blood component services by duly licensed and qualified sellers in the United States who are members of the Corporation, subject to the constitution, bylaws and rules (collectively the "Bylaws") promulgated by the Corporation for such members.

**ARTICLE IV: TAX EXEMPT**

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code and an organization described in Section 501(c)(6) of the Code. These articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. All references in these

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PREPARED BY: Scott R. Austin, Esq., FL Bar #434140  
English, McCaughan & O'Bryan, P.A.  
100 N.E. 3rd Avenue, Suite 1100  
Ft. Lauderdale, FL 33301

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articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

## ARTICLE V: CORPORATE POWERS

5.1 Powers. The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, including but not limited to, the powers to publicize and promote the purposes of the Corporation to promote enhance, and improve the business conditions among its members in the blood banking industry and to operate a physical delivery electronic trading system for blood component services, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

5.2 Limitations: No Distributions. The Corporation is organized not for profit and no part of the net earnings or income of said Corporation shall ever be distributed to or inure to the benefit of any member, member of the Board of Directors, Officer or any private individual, provided, however, that reasonable compensation may be paid to parties in such capacities for services rendered to or for the Corporation affecting one or more of its purposes.

5.2-1 No Lobbying. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts 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.

5.2-2 No Disqualifying Activities. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(6) of the Code and its Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization to which contributions are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

5.3 No Stock. No stock shall be issued to any member of the Corporation, but the Corporation shall have the right to issue certificates of membership interests to members of the Corporation to establish membership classifications and voting rights in accordance with the Bylaws for the Corporation.

## ARTICLE VI: MEMBERS

The Corporation shall have voting members ("Voting Members") limited to no more than one hundred (100) individuals or entities who shall be chosen following application and

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qualification in accordance with the Bylaws (and may be removed) by vote of the Board of Directors and who shall have all the rights and privileges of members of the Corporation. Voting Members shall designate an individual as the authorized representative to attend all meetings and take action on behalf of such Voting Member in accordance with the Bylaws. In addition, the Bylaws may provide for nonvoting members ("Nonvoting Members") of one or more classes, none of which shall have the right to vote, and who shall be chosen (and may be removed) by the Board of Directors. Voting Members and Nonvoting Members shall be admitted in such manner and shall have such rights and privileges as are set forth in the Bylaws. There are no initial Nonvoting Members. The name and address of each initial Voting Member is as follows:

Name:Address:

Community Blood Centers of South Florida, Inc. 1700 N. State Road Seven  
Lauderhill, Florida 33313

Each of the voting members shall have the right to nominate one person as a candidate for election to the Board of Directors, who may be elected, based on the vote of the Voting Members in accordance with the provisions of the Bylaws. Voting Members shall have such other rights relating to membership as provided in the Bylaws.

#### ARTICLE VII: BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors and all meetings for the conduct of such affairs are expressly permitted to be held telephonically or via Internet e-mail or other means as expressly adopted by the Board and as more specifically set forth in the Bylaws. The number of Directors of the Corporation shall be fixed pursuant to the Bylaws, but shall not be less than three (3) persons nor more than fifteen (15).

#### ARTICLE VIII: MANNER OF ELECTION OF DIRECTORS

The method of election of members of the Board of Directors shall be as stated in the Bylaws.

#### ARTICLE IX: INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) members of the Board of Directors to hold office until the first meeting of the Voting Members and their successors shall have been duly elected and qualified, provided however, that the initial Directors shall remain as the sole Directors of the time until the occurrence of the "Turnover Event" as provided in the Bylaws. The following persons shall constitute the initial members of the Board of Directors of the Corporation:

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Name:

Charles L. Rouault, M.D.

Steven Erjavec

Rafael Cuentas

Address:1700 N. State Road 7  
Lauderhill, Florida 333131700 N. State Road 7  
Lauderhill, Florida 333131700 N. State Road 7  
Lauderhill, Florida 33313**ARTICLE X: OFFICERS**

The Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by the Board of Directors (and maybe removed by the Board of Directors) at such time in such manner as may be prescribed by the Bylaws.

**ARTICLE XI: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address are:

Name

EMO Corporate Services, Inc.

Address100 Northeast Third Avenue  
Suite 1100  
Fort Lauderdale, Florida

The Board of Directors may, from time to time, move the registered offices to any other address within or without the State of Florida.

**ARTICLE XII: INCORPORATOR**

The name and address of the undersigned Incorporator is:

Name

Scott R. Austin, Esq.

English, McCaughan &amp; O'Bryan, P.A.

Address100 N.E. Third Avenue, Suite 1100  
Fort Lauderdale, Florida 33301

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**ARTICLE XIII: BYLAWS**

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

**ARTICLE XIV: INDEMNIFICATION**

14.1 Right to Indemnification. The Corporation shall and hereby does indemnify each person (including the heirs, executors, administrators, or estate of such person) who is or was a Director or Officer of the Corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as a Director, Officer, or representative, or arising out of his status as a Director, Officer, or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and all Officers and Directors against fines, liabilities, costs and expenses, whether or not the Corporation would have the legal power to indemnify them directly against such liability to the extent that a Director or Officer of the Corporation has been successful on the merits or otherwise in the defense of such action, suit or proceeding, such Director or Officer shall have an automatic right of indemnity under this Article.

14.2 Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 14.1 of this Article in defending a civil or criminal suit, action or proceeding shall be paid by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

14.3 Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each person described in Section 14.1 of this Article that has not been invalidated and to the fullest extent permitted by law.

14.4 Procedure for Indemnification. Any indemnification or advance under this Article shall be made promptly, and in any event within 60 days after delivery of the written request of the Director or Officer. The right to indemnification or advances as granted by this Article shall be enforceable by the Director or Officer in any court of competent jurisdiction if the Corporation denies the request under this Article in whole or in part, or if

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no disposition of the request is made within the 60-day period after delivery of the request. The requesting person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any action shall also be indemnified by the Corporation. It shall be a defense available to the Corporation to assert in the action that indemnification is prohibited by law or that the claimant has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of future legislation or decision, only to the extent that the legislation does not impose a more stringent standard of conduct than permitted prior to the legislation or decisions). The burden of proving this defense shall be on the Corporation. Neither (a) the failure of the Corporation (including its Board of Directors or any committee thereof, its independent legal counsel, and its shareholders) to have made a determination (prior to the commencement of the action) that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct, if any, nor (b) the fact that there has been an actual determination by the Corporation (including its Board of Directors or any committee thereof, its independent legal counsel, and its stockholders) that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

#### ARTICLE XV: TERM OF EXISTENCE

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

#### ARTICLE XVI: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment to the Articles of Incorporation shall be approved by the Board of Directors, proposed by them to the Voting Members having the right to vote on any such amendment and approved at a Members' meeting by a majority of the membership interests entitled to vote thereon, unless all of the Voting Members and all of the Directors entitled to vote their memberships thereon sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be made.

#### ARTICLE XVII: DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Code, or any corresponding provision of any future United States Revenue Law. Any such asset not so disposed of shall be disposed of by the appropriate Court in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

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## ARTICLE XVIII: GENERAL

18.1 The 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 Code, or any corresponding provisions of any future United States Revenue Law.

18.2 The Corporation shall not engage in any act of "self-dealing", as defined in Section 4941(d) of the Code, or any corresponding provisions of any future United States Revenue Law.

18.3 The Corporation shall not retain any "excess business holdings", as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States Revenue Law.

18.4 The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States Revenue Law.

18.5 The Corporation shall not make any "taxable expenditures", as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States Revenue Law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Broward County, Florida, for the uses and purposes set forth herein, this 1<sup>st</sup> day of September, 1998.

By: 

Scott R. Austin, Incorporator

STATE OF FLORIDA :

: ss.

COUNTY OF BROWARD :

The foregoing Articles of Incorporation were acknowledged before me this 1<sup>st</sup> day of September, 1998, by Scott R. Austin, who executed the Articles of Incorporation and who is ☒ personally known to me, or ☐ who produced \_\_\_\_\_ as identification:

PREPARED BY:


Scott R. Austin, Esq.

FL Bar # 434140

English, McCaughan &amp; O'Bryan, P.A.

100 N.E. 3rd Avenue, Suite 1100

Ft. Lauderdale, FL 33301

  
Notary PublicType or Print Name of Notary: Patrice A. Hunter

My Commission Expires:



PATRICE A. HUNTER  
MY COMMISSION # CC448834 EXPIRES  
JUNE 1, 1999  
BONDED THRU TROY FAH INSURANCE, INC.

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of Chapter 48.091, Fla. Stats., relative to keeping said office open for service of process.

EMO CORPORATE SERVICES, INC.  
Initial Registered Agent

By Patrice A. Hunter  
Patrice A. Hunter, Assistant Secretary

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