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DIVISION OF CORPORATIONS  
2013 OCT 15 PM 12:34

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## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: HemaNexus, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Ernest A. Sellers, Jr., Esq.

Name (Printed or typed)

305 NE First Street

Address

Gainesville, FL 32601

City, State & Zip

(352) 375-2414

Daytime Telephone number

esellersjr@gmail.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**of**  
**HemaNexus, Inc.**

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The undersigned hereby makes, subscribes, acknowledges, and files with the Florida Department of State these articles of incorporation for the purpose of forming a corporation for profit in accordance with the laws of Florida.

**ARTICLE I**  
**Name**

The name of this corporation shall be HemaNexus, Inc.

**ARTICLE II**  
**Term of Existence and Fiscal Year**

This corporation shall begin existence on the date of filing of these articles with the Florida Department of State and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning January 1<sup>st</sup> of each year.

**ARTICLE III**  
**Nature of Business**

The general nature of the business to be transacted by this corporation and the objects and purposes of it shall be to conduct any and all lawful business.

**ARTICLE IV**  
**Powers**

This corporation shall have all powers conferred by the laws of Florida on corporations.

**ARTICLE V**  
**Capital Stock**

The corporation is authorized to issue one class of shares consisting of 2,000,000 shares of common stock, all of which shares shall confer identical rights to distribution and liquidation proceeds. From said class of common shares, the corporation is authorized to issue a Series A consisting of 200,000 shares and a Series B consisting of 1,800,000.

All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

## **ARTICLE VI**

### **Shareholders' Rights**

(a) Each share of common stock (whether Series A or B) in this corporation shall entitle the holder thereof to identical rights to distribution and liquidation proceeds.

(b) Each share of Series A stock shall entitle the holder thereof to 10 votes on each matter submitted to a vote at a meeting of shareholders. Each share of Series B stock shall entitle the holder thereof to 1 vote on each matter submitted to a vote at a meeting of shareholders.

(c) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation.

(d) No holder of any class of stock of this corporation shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all these shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the board of directors on terms and for consideration as may be permitted by law and to any person or persons qualified to be shareholders, as the board of directors may determine.

## **ARTICLE VII**

### **Initial Registered Office and Agent**

The name and street address of the initial registered agent of this corporation is: Ernest A. Sellers, Jr., 305 NE First Street, Gainesville, FL 32601.

## **ARTICLE VIII**

### **Principal Place of Business**

The principal place of business of the corporation shall be located at 320 SW 41st

Street, Gainesville, FL 32607, with any other place of business as may be determined and fixed by the board of directors from time to time.

## **ARTICLE IX**

### **Directors**

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The majority of shareholders (as determined by the total number of votes entitled to be cast by Series A and B shares) may remove any director from office at any time with or without cause.

## **ARTICLE X**

### **Initial Director**

The name and street address of the initial director of this corporation, who, subject to the provisions of the bylaws and the laws of Florida, shall hold office for the first year of the corporation's existence, or until a successor is elected and qualified, is:

Thomas H. Wurzbach, III  
320 SW 41st Street  
Gainesville, FL 32607

## **ARTICLE XIII**

### **Transactions With Corporations**

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation has a pecuniary or other interest in any other corporation or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or she or the firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this corporation who is also a director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation that shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation

or member of any other firm, or not so interested.

#### **ARTICLE XIV**

##### **Bylaws**

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal those bylaws, and to adopt new bylaws shall be vested in the board of directors of this corporation.

(b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided they are not inconsistent with the provisions of law of the state of Florida or of the United States.

#### **ARTICLE XV**

##### **Amendment**

These articles of incorporation may be amended at any time by a majority of the votes entitled to be cast by outstanding Series A and B shares, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

#### **ARTICLE XVI**

##### **Incorporator**

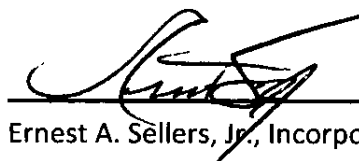
The name and address of the incorporator of this corporation is: Ernest A. Sellers, Jr., 309 NE First Street, Gainesville, FL 32601.

#### **ARTICLE XVII**

##### **Indemnification**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

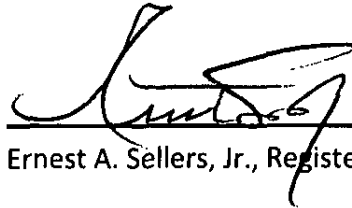
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on October 9, 2013.

  
Ernest A. Sellers, Jr., Incorporator

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: October 9, 2013.

  
Ernest A. Sellers, Jr., Registered Agent

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