

AMENDED AND RESTATED

BY-LAWS

FLORIDA'S BLOOD CENTERS, INC.

ARTICLE I

MEMBERS

Section 1. Identity of Sole Member. Independent Blood and Tissue Services of Florida, Inc., a Florida corporation not for profit, shall be the sole member of the Corporation.

Section 2. Annual Meeting. The annual meeting of the sole member of the Corporation shall be held concurrently with the annual meeting of the Board of Directors on the third Wednesday in April of each year, or on such other business day within one week of the third Wednesday in April as shall be selected by the Chair or the President of the Corporation and set forth in a written notice to the Board of Directors and to the sole member. Notice of such meeting shall be in writing and signed by the President, Chair or Vice-Chair of the Corporation. Such notice shall state the purpose, or purposes, for which the meeting is called, and the time when and place where it is to be held. A copy of such notice shall be served upon, mailed or transmitted by electronic mail to the sole member of the Corporation not less than ten (10) nor more than sixty (60) days before such meeting. If mailed or e-mailed, it shall be directed to the sole member at its address or e-mail address as it appears on the records of the Corporation. Notice duly served, mailed or e-mailed to the sole member, in accordance with the provisions of this Section, shall be deemed sufficient. No failure or irregularity of notice of any annual or special meeting shall invalidate the same, or any proceedings thereat. Whenever the sole member shall sign a written waiver of notice and consent thereto, the acts of such meeting shall be valid as if legally called and notified.

Section 3. Special Meetings. Special meetings of the sole member may be called by the sole member, by resolution of the Board of Directors or by a call signed by the President of the Corporation; and notice thereof shall be given, by personal service, mail or electronic mail, at least twenty-four hours before the time for holding such special meeting. Provided, however, that special meetings may be held at any time, regardless of notice, the sole member shall sign a waiver of notice and consent thereto.

ARTICLE II

DIRECTORS

Section 1. Number, Qualifications and Elections.

(a) The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than four (4) nor more than fifty (50) natural persons over the age of twenty-one. Subject to the foregoing limitations, the number of Directors of the Corporation at any time serving shall be the number fixed from time to time by resolution of the Board of Directors of the Corporation. No such action of the Board of Directors reducing the number of Directors shall shorten the term of any incumbent Director.

(b) By resolution of the Board of Directors of the Corporation at the April 2010 annual meeting, the Directors then in office shall be classified with respect to the period for which they shall severally hold office by division into three classes (A, B and C). Elections shall be held at the April 2010 annual meeting for Directors of each class; those of the first class ("Class A") being elected for a term of one year; those of the second class ("Class B") being elected for a term of two years; and those of the third class ("Class C") being elected for a term of three years. At each succeeding annual meeting, the successors to the Directors whose terms expire in that year shall be elected to hold office for a term of three years, and each Director so elected shall hold office until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal. Each additional Director shall, upon his or her initial election to the Board of Directors, be assigned to one of the three Classes (A, B or C) in such manner as shall result in the number of Directors of each Class being approximately the same. No Director who has previously served as a Director for more than six years shall be qualified to be elected or re-elected as a Director if such election or re-election would be for a term that would cause the Director to serve for more than nine years, with the exception of those Directors who were initially elected prior to April 2010 ("the Incumbent Directors"). The Incumbent Directors who have served nine or more years as of April 2010 shall be eligible to be re-elected for no more than one additional term, the period of such additional term ending on the date applicable to the class (A, B or C) to which such Incumbent Directors were assigned as of April 2010. The Incumbent Directors who have served more than three but less than nine years as of April 2010 shall be eligible to be re-elected for no more than two additional terms, the length of the first additional term beginning April 2010 being determined by the Class (A, B or C) to which such Incumbent Directors were assigned as of April 2010. The Incumbent Directors who have served less than three years as of April 2010 shall be eligible to be re-elected for no more than three additional terms, the length of the first additional term beginning April 2010 being determined by the Class (A, B or C) to which such Incumbent Directors were assigned as of April 2010.

(c) Directors generally shall be elected by the sole member of the Corporation at the annual election thereof to be held at the annual meeting of the Corporation on the third Wednesday in April of each year, or on such other business day within one week of the third Wednesday in April as shall be selected by the Chair or the President of the Corporation and set forth in a written notice to the Board of Directors and the sole member. At least three weeks

before the next annual meeting, the Governance Committee shall advise the President of its nominations of candidates for vacancies on the Board of Directors to be filled at the next annual meeting. Any vacancy occurring in the Board of Directors between annual meetings of the Corporation, including any vacancy created by an increase in the number of Directors, may be filled by the affirmative vote of the majority of the remaining Directors, though otherwise less than a quorum. A Director elected to fill a vacancy shall hold office only until the next election of Directors at the next annual meeting of the Corporation, at which time a Director shall be elected under the provisions of this Section to fill the vacancy for the remaining term of the vacant position.

Section 2. Powers. The Directors shall have the responsibility for general management and control of the business and affairs of the Corporation. They shall exercise all powers that may be exercised or performed by the Corporation under the laws of Florida, the Articles of Reincorporation and the By-Laws of the Corporation.

Section 3. Annual Meeting. The annual meeting of the Board of Directors of the Corporation shall be held at such time and place as the Board of Directors shall, by resolution, appoint concurrently with the annual meeting of the sole member on the third Wednesday in April of each year, or such other business day within one week of the third Wednesday in April as shall be selected by the Chair or the President of the Corporation and set forth in a written notice to the Board of Directors and to the sole member. No notice shall be required of any annual meeting of the Board of Directors to be held at the time and place appointed by the Board of Directors.

Section 4. Regular and Special Meetings. Regular meetings of the Board of Directors of the Corporation shall be held at such time and place as the Board of Directors shall, by resolution, appoint. One week's notice shall be provided for any regular meeting of the Board of Directors. Special meetings of the Board of Directors may be held at any time or place upon the call of the Chair or the President, either oral or written, and notice thereof shall be given at least twenty-four hours before the time for holding such special meeting. Provided, however, that special meetings may be held at any time, regardless of notice, whenever at least three-fifths (3/5) of the Directors sign a waiver of notice and consent to such meeting.

Section 5. Quorum. One-third (1/3) of the prescribed number of Directors at the time serving as determined under the Articles of Reincorporation or these By-Laws and present at any meeting of the Board of Directors shall constitute a quorum for the transaction of the business of the Corporation. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors. Any or all Directors may participate in a meeting of the Board, and any or all members of a committee of the Board may participate in a meeting of such committee, by, or such meeting may be conducted through the use of, any means of communication by which all Directors or committee members participating in the meeting can simultaneously hear each other. Participation in this manner shall constitute presence in person at a meeting.

Section 6. Action by Consent. Any action by the Board of Directors which is required or permitted to be taken at a meeting, or any action which may be taken at a meeting of a

committee of the Board, may be taken without a meeting if written consent to the action signed by all of the Directors or members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or committee prior to the taking of such action. Such written consent may be delivered to the Corporation by a Director or committee member via e-mail, and any such consent which is received by the Corporation from the e-mail address for such Director or committee member, as such address appears on the records of the Corporation, may be relied upon by the Corporation for the purposes of this Section.

Section 7. Removal of Directors. At a meeting of the sole member called expressly for that purpose, upon the recommendation of the Executive Committee, any Director may be removed, with or without cause, by vote of the sole member. If such Director is a member of the Executive Committee, or any other committee of the Board of Directors, he or she shall cease to be a member of that committee when he or she ceases to be a Director. Moreover, any member of the Board of Directors who shall absent himself or herself from over one-half (1/2) of the Board of Directors or committee meetings in a one-year period shall be deemed to have resigned as a member of the Board of Directors and, if applicable, such committee and shall cease to be a member thereof and shall not be qualified for re-election to the Board of Directors or re-appointment to a committee. Any member of the Board of Directors may, however, be reinstated in full status and shall be deemed qualified for re-election upon a three-fourths (3/4) vote of the Board of Directors.

Section 8. Notice. Any written notice to Directors required by these By-Laws shall be personally served, mailed or transmitted by electronic mail. If mailed or e-mailed, it shall be directed to the Directors at their addresses or e-mail addresses as they appear on the records of the Corporation. Notice duly served, mailed or e-mailed to the Directors, in accordance with the provisions of this Section, shall be deemed sufficient.

ARTICLE III

COMMITTEES

Section 1. Standing Committees. The Corporation shall have the following standing committees: Executive Committee, Governance Committee, Finance and Facilities Committee, Audit Committee, Compensation and Labor Committee, Donor Engagement and Public Responsibility Committee and Medical/Technical Committee. The Board of Directors may, by resolution, establish additional standing or ad hoc committees of the Board as deemed necessary to carry on the work of the Corporation. Any Director may attend any committee meeting and shall have the right to speak but not to vote at such committee meeting.

Section 2. Executive Committee.

(a) The Chair, the Vice Chair, the Secretary and the chairs of all standing committees established under Article III, Section 1 of these By-Laws shall be ex-officio voting members of the Executive Committee. The President shall be a non-voting member of the Executive Committee, ex-officio. The Chair of the Board shall be the Chair of the Executive Committee. Notwithstanding any other provision in this Section, in no event may any member of the Board

of Directors serve as a member of the Executive Committee for more than six years. The Secretary shall maintain the official roster of the Executive Committee as established by this Section.

(b) The Executive Committee shall act solely in an advisory capacity to the Board of Directors and the President, except that the Executive Committee shall have full authority to act on behalf of the Board of Directors during interim periods between regular and special meetings of the Board of Directors for:

- (1) those acts for which it is specifically empowered by a vote of the full Board to act on its behalf;
- (2) circumstances in which official Board action otherwise would be necessary or desirable and the calling of a special Board meeting would not be practicable, as determined by any two or more of the Chair of the Board, the Vice Chair of the Board and the Chair of the Governance Committee. Notice of such determination shall be provided promptly to the Board of Directors, prior to the Executive Committee's action. Such notice, for example, may be provided by means of electronic mail.

Notwithstanding the above, the Executive Committee shall in no circumstances have the authority (i) to approve or recommend to members actions or proposals required by Chapter 617, Florida Statutes, the Articles of Reincorporation or these By-Laws to be approved by members, (ii) to fill vacancies on the Board of Directors or any committee thereof, or (iii) to adopt, amend or repeal these By-Laws.

(c) Each Executive Committee member present at a meeting will be entitled to one vote regardless of the number of positions held by that member; provided, however, that the President shall have no vote.

(d) The Executive Committee shall meet at any time or place upon the call of the Chair, and notice thereof shall be given at least twenty-four hours before the time for holding such meeting. The Chair of the Executive Committee shall be responsible for establishing the agendas for meetings of the Executive Committee; provided, however, that the Chair of the Executive Committee may include possible action items on the agenda for an Executive Committee meeting without obtaining the second determination by the Vice Chair of the Board or the Chair of the Governance Committee contemplated by clause (2) of this Section as long as no action is in fact taken by the Executive Committee in respect of such item without having obtained such second determination. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Executive Committee prior to each meeting. The Executive Committee will keep proper minutes to document the discharge of its responsibilities and all actions taken will be reported to the Board no later than its next meeting. Distribution to the Board of the minutes of a meeting of the Executive Committee shall be deemed reporting to the Board all actions taken by the Executive Committee that are reflected in such minutes.

Section 3. Other Committees.

(a) The composition of committees other than the Executive Committee shall include at least one Director and may include persons who are not also members of the Board of Directors and who shall serve at the pleasure of the Chair of the Board of Directors. The chair, vice chair and members of such committees shall be appointed by the Chair of the Board of Directors, with chairs and vice chairs selected from the members of the Board of Directors or Officers of the Corporation. Notwithstanding the preceding sentence, in no event may a member of the Board of Directors or an Officer of the Corporation serve as chair of a particular committee for more than two years. The staff liaisons for such committees will be appointed by the President. The Secretary shall maintain the official roster of each committee, as established by the Chair of the Board of Directors.

(b) Such committees shall meet from time to time as is deemed appropriate by the Chair of the Board or the respective committee chair. A majority of committee members shall constitute a quorum. The duties and authority of each committee shall be delineated in a charter for each committee to be approved by the Board of Directors. Except as otherwise set forth in the committee charter, each committee shall act in an advisory capacity to the Board of Directors and shall report to the Chair of the Board of Directors.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of this Corporation shall be a President, Chair, Vice-Chair, Secretary and such other officers and assistant officers as may be elected by the Board of Directors from time to time. Any person may hold two or more offices. The initial officers shall be as stated in the Articles of Reincorporation of the Corporation. Thereafter, these officers shall be elected by the Board of Directors at the annual meeting of the Corporation and shall hold office for the term of one year or until their respective successors are duly elected and qualified. No officer who has held a particular officer position for two or more years shall be qualified to be elected or re-elected to that same officer position, with the exception of the President, who may serve without a term limit, and other staff members of the Corporation who are not Directors, who may serve without a term limit. The compensation of all officers of the Corporation shall be fixed and determined by the Board of Directors. The President shall serve as a non-voting member of the Board of Directors, ex-officio.

Section 2. Duties of President. The President shall be the chief executive officer of the Corporation, shall have general supervision of the affairs of the Corporation, shall make reports to the Directors and the sole member, shall execute all instruments in the name of the Corporation and inscribe the seal where necessary or required and shall perform all such other duties as are incident to such office or are properly required by the Board of Directors.

Section 3. Duties of Chair. The Chair shall preside at all meetings of the Board of Directors or the sole member and perform all such other duties as are incident to such office or are properly required by the Board of Directors. In the case of the death, disability or absence of

the President, the Chair shall appoint an individual, subject to approval of the Board of Directors, to act as President on an interim basis. The Chair shall also appoint a presidential search committee consisting of no less than five members approved by the Board of Directors to be responsible for nominating for Board approval one or more candidates for the position of President on a long-term basis.

Section 4. Duties of Vice-Chair. The Vice-Chair shall perform such duties as are incident to such office or are properly required by the Board of Directors. In case of the death, disability or absence of the Chair, the Vice-Chair shall perform and be vested with all of the duties of the Chair.

Section 5. Duties of Secretary. The Secretary, who need not be a member or a Director of the Corporation, shall keep a record of the minutes of the proceedings of meetings of the sole member and of the Board of Directors and shall give notice as required in these By-Laws of all meetings. The Secretary shall have custody and charge of all books, papers and records of the Corporation, except such as, by resolution, may be given to the President of the Corporation. In addition, the Secretary shall perform such other duties as may be prescribed by the President or Board of Directors. The Board of Directors may elect such Assistant Secretaries as it shall deem necessary, and such Assistant Secretaries shall perform the duties of the Secretary as directed by the President or Board of Directors.

ARTICLE V

HONORARY MEMBERS

Section 1. Designation and Selection. There shall be a special class of members designated to be honorary members. All persons, male and female, over twenty-one years of age and of good moral character, shall be qualified to become honorary members. Among the persons who may be considered for this special class of honorary members are multi-gallon donors, chairs of large reserves (minimum 50 credits), representatives of news media, volunteers, or other interested persons such as “permanent” patients. Persons may be selected as honorary members by majority vote of the Board of Directors at any meeting.

Section 2. Designation and Selection of Chair Emeritus. The Board of Directors shall have the option of creating the honorary position of Chair Emeritus, which may be filled from time to time at the discretion of the Board of Directors only when there exists a former president or chair of the Corporation of long and distinguished service to fill the position. The Board of Directors is hereby encouraged to fill such position whenever such a qualified candidate exists, so that the Board of Directors may take advantage of long, tireless years of experience and service to the community, thereby putting vast knowledge of the Corporation’s affairs within the reach of the Board of Directors and the Corporation so that it is not lost. The Chair Emeritus may consult with the Board of Directors and committees thereof whenever such consultation is requested by the Chair or by a committee chair.

Section 3. Emeritus Directors. There shall be a class of honorary Directors known as Emeritus Directors. In order to be qualified to be an Emeritus Director, a person must be a

former Director of the Corporation with at least five years of service in such capacity who has (a) both (1) attained the age of fifty-five, and (2) requested that he or she not be re-elected as a Director of the Corporation; (b) both (1) attained the age of sixty, and (2) if such person was employed full time at any time during the five year period preceding his or her sixtieth birthday, retired from full time employment; or (c) attained the age of seventy. Persons may be selected as Emeritus Directors by majority vote of the Board of Directors at any meeting.

Section 4. Duties and Powers of Honorary Members. In view of the fact that selection of any person as an honorary member, Chair Emeritus or Emeritus Director is intended solely to honor such person for his or her past or ongoing service to the Corporation in another capacity, no honorary member, Chair Emeritus or Emeritus Director shall have any legal duties or powers whatsoever in respect of the governance of the Corporation. Such persons may attend meetings of the Board of Directors and committees thereof at the invitation of the Chair, but shall not be entitled to vote.

ARTICLE VI

INDEMNIFICATION

Section 1. Indemnification. Each member of the Board of Directors and each officer of the Corporation now and hereafter serving as such, who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil criminal, administrative or investigative (other than by an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director, officer or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer or agent of another corporation, partnership, joint venture, trust or other enterprises, shall be indemnified against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct for performance of his or her duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is thoroughly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Indemnity shall only be provided with respect to any criminal action or proceeding, which the director or officer or other agent of the Corporation has no reasonable cause to believe was unlawful.

The amount paid to any officer or member of the Board of Directors by way of indemnification shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved. Any indemnification under this Article shall be made by the Corporation only as authorized in the specific case by the determination that indemnification of the director, officer or agent is proper in the circumstances because he or she has met the applicable standards of conduct. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or

proceeding or by the sole member. The foregoing right of indemnification shall be in addition to but not exclusive of any other right to which such director, officer or agent of the Corporation may otherwise be entitled by law.

ARTICLE VII

AMENDMENTS

Section 1. Amendment of By-Laws. These By-Laws may be amended, repealed or altered, in whole or in part, by resolution of the sole member.

Section 2. Amendment of Articles of Reincorporation. The Articles of Reincorporation of the Corporation may be amended in the manner provided in the Articles of Reincorporation.

Adopted _____, 2010.