

MINUTES OF FIRST MEETING
OF THE BOARD OF DIRECTORS OF

BLOOD CENTERS OF CALIFORNIA, INC.
A California Nonprofit Mutual Benefit Corporation

INTRODUCTION

The Board of Directors of the above-named Corporation held its first meeting at the time, on the day and at the place as follows:

Time: 10:00 a.m.
Date: September 7, 1988
Place: Los Angeles Airport Hyatt House
Los Angeles, California

There were present at the meeting the following Directors of the Corporation: Arthur J. Silvergleid, M.D., Kathleen Hampton, Michael J. Fuller, Cathy Bryan, Evelyn Bizjak, R.N., David W. Parker, Nancy Harber, Patricia Blankenburg, Sharolyn Kriger, H. Jay Olmstead and Jerry Kolins, M.D.

Also present were Lawrence D. Petz, M.D., Carma Rippie, Craig N. Scott, Gary Wilson, Benjamin J. Spindler, M.D., Duane Wittington, Janet Kay Wilson, Roger Suoboda and Vince Yalar.

On motion duly made and carried, Arthur J. Silvergleid was elected Temporary Chairman of the meeting, and Kathleen Hampton was elected Temporary Secretary of the meeting.

WAIVER

The Temporary Chairman announced that the meeting was being held pursuant to a written waiver of notice thereof and consent thereto, signed by the Directors of the Corporation; said written waiver of notice and consent was presented to the meeting and on motion duly made, seconded and unanimously carried, was made a part of the records of the meeting and now precedes the minutes of this meeting in the corporate minute book.

ORGANIZATIONAL CERTIFICATE

The Temporary Chairman, then presented to the meeting an Organizational Certificate, duly executed by Carl F. Herbold as the Incorporator of the Corporation, which Organizational Certificate recites the actions taken by the Incorporator. After review by the Board, and upon motion duly made, seconded and unanimously carried, the Organizational Certificate was also made a part of the records of the meeting, and the Secretary was directed to file said Certificate in the corporate minute book.

MINUTE BOOK

The Temporary Chairman presented to the meeting a corporate minute book with the recommendation that such minute book be maintained by the Corporation for minutes of meetings of the Board of Directors and other corporate documents. The following resolution was then unanimously adopted:

RESOLVED, that this Corporation maintain a minute book containing the minutes of this meeting and of all subsequent meetings of the Board of Directors of this Corporation and such other documents as the Board of Directors may from time to time direct.

ARTICLES FILED

The Temporary Chairman then presented to the meeting certified copies of the Corporation's Articles of Incorporation and a Certificate of Amendment of Articles of Incorporation already contained in the corporate minute book. Said certified copies showed the following filing information with the California Secretary of State:

Filing Date: December 1, 1987

Corporate Number: 1423669

After review of said Articles of Incorporation by the Board, the following resolution was unanimously adopted:

RESOLVED, that the Articles of Incorporation of this Corporation and the Certificate of Amendment of Articles of Incorporation as duly certified by the Cali-

ifornia Secretary of State have been reviewed and the contents are hereby ratified and approved by this Board of Trustees.

BYLAWS

The Temporary Chairman then presented to the meeting the Bylaws of the Corporation as prepared by the Incorporator. After a full review and discussion of said Bylaws by the Board the following resolutions were unanimously adopted:

RESOLVED, that this Board of Directors hereby approves the Bylaws presented to this meeting and confirms their adoption by the Incorporators of this Corporation.

RESOLVED FURTHER, that the Secretary of this Corporation is hereby authorized and directed to execute a certificate of the adoption of said Bylaws by the Incorporators and to attach such Certificate of Secretary to the Bylaws in the minute book of this Corporation. The Secretary is hereby further instructed to see that a copy of said Bylaws, similarly certified, is kept at the principal executive office of this Corporation, in accordance with Section 7160 of the California Corporations Code.

ELECTION OF OFFICERS

The meeting then proceeded to the election of officers. The following persons were duly nominated and elected to the offices indicated after their names hereinbelow for the term provided by the Bylaws of the Corporation:

<u>Name</u>	<u>Office</u>
Arthur J. Silvergleid, M.D.	President
Jerry Kolins, M.D.	President-Elect
Sharolyn Kriger	Secretary
Michael J. Fuller	Treasurer

Each officer so elected, being present at the meeting, accepted such appointment, and thereafter the President served as chairman of the meeting, and the Secretary acted

as secretary of the meeting and recorded the minutes thereof.

ADDITIONAL MEMBER BLOOD CENTER

The President announced that Delta Book Bank, represented by Benjamin J. Spindler, M.D., had presented a check for its membership fee and requested to be elected as a charter member blood center of this organization. Upon a motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that Delta Blood Center is hereby accepted as a charter member blood center, which fact shall be reflected in the Bylaws (which are hereby amended to that effect), and Benjamin J. Spindler, M.D. is hereby accepted as Delta Blood Center's designated Director on the Board of Directors of this Corporation.

COMMITTEES

The President then announced that the meeting should consider the establishment of committees of the Board, pursuant to Article VI of the Bylaws. After a discussion, it was decided to elect two members, in addition to the four officers (who serve ex officio), to the Executive Committee, and Kathleen Hampton and Jay Olmstead were duly nominated and elected to those positions. The President then noted that a Finance Committee would be desirable and announced the appointments of Benjamin J. Spindler, M.D., Michael J. Fuller and Nancy Harber to that committee, with Dr. Spindler to serve as its chair. Upon a motion duly made, seconded and unanimously carried, the Board approved the establishment of the Finance Committee and the appointment of the foregoing Board members to it.

The President then recommended the formation of three task forces, with following persons to chair them:

Group Purchasing - Jay Olmstead
Medical History Review - Jerry Kolins, M.D.
Insurance/Liability - Cathy Bryan

The meeting approved the President's recommendations on a motion duly made, seconded and unanimously approved. The President noted that a fourth task force, on the development of shared forms, should also be considered, but no action was taken.

CORPORATE SEAL

The Secretary then presented to the meeting for the approval of the Board a proposed form of seal of the Corporation, consisting of two concentric circles, in the form and figures as follows:

The Board reviewed said seal and on motion duly made, seconded and carried, the following resolution was adopted:

RESOLVED, that the corporate seal in the form, words and figures presented to this meeting is hereby adopted and approved as the seal of this Corporation.

INCORPORATION EXPENSES

In order to provide for the payment of the expenses of incorporation and organization of the Corporation, the following resolutions were unanimously adopted:

RESOLVED, that the appropriate officers of this Corporation are hereby authorized and directed to arrange for the payment of the expenses of the incorporation and organization of this Corporation.

PRINCIPAL EXECUTIVE OFFICE LOCATION

The location of the principal executive office of the Corporation for the transaction of its business was fixed pursuant to the following resolution, duly adopted:

RESOLVED, that the offices of the Blood Bank of San Bernardino and Riverside Counties, 399 Blood Bank Drive, San Bernardino, California, 92408 is hereby designated and fixed as the principal executive office for the transaction of the business of this Corporation.

AGENT FOR SERVICE OF PROCESS

The President then advised the Board that the Corporation would need to comply with the provisions of Section 8210 of the California Corporations Code and file a "Statement By Domestic Nonprofit Corporation" with the California Secretary of State's office on an annual basis. The Board reviewed all provisions of said Code Section and adopted the following resolution:

RESOLVED that the officers of this Corporation are hereby authorized and directed to prepare, execute and file the statement required by Section 8210 of the California Corporations Code with the California Secretary of State at such times as may be required by law.

BANK RESOLUTION

In order to provide a depository for the funds of this Corporation and to authorize certain officers to deal with said funds, the following resolution was unanimously adopted:

RESOLVED, that the Treasurer is hereby authorized to select a bank as the depository of the funds of this Corporation and that the terms of all accounts with such Bank, including the names of the persons authorized to sign checks on behalf of this Corporation, shall be as set forth on said Bank's form of resolution card. The officers are hereby authorized to sign checks on behalf of this Corporation, with the signatures of any two of them to be effective.

ACCOUNTING YEAR

The President stated that the Corporation needed to adopt an accounting year, either fiscal or calendar, which must be reported to the California Franchise Tax Board and to the Internal Revenue Service. After a short discussion and on motion duly made, seconded and carried, the following resolution was adopted:

RESOLVED, that this Corporation hereby adopts an accounting year as follows:

Accounting Year Begins: January 1

Accounting Year Ends: December 31

APPOINTMENT OF LEGAL COUNSEL

In order to obtain professional legal assistance in the organization and operation of the Corporation, the following resolution was duly and unanimously adopted by the Board of Trustees:

RESOLVED, that the Corporation hereby appoints Best, Best & Krieger as legal counsel to the Corporation.

TAX EXEMPTION

The President reported that since the Corporation has been organized as a nonprofit, mutual benefit corporation under the laws of California, it will be necessary to obtain a determination that the Corporation is a tax-exempt organization under federal and California tax laws. Accordingly, upon a motion duly made, seconded and unanimously approved, the following resolution was adopted:

RESOLVED, that the officers of this Corporation and Best, Best & Krieger, its legal counsel, are hereby authorized and directed to make, or cause to be made, the appropriate applications to the Internal Revenue Service and the Franchise Tax Board in order to obtain determinations from said governmental agencies that this Corporation shall be exempt from taxation under the laws of the United States and of the State of California, and that the Secretary-Treasurer is directed to obtain an Employer Identification Number from the Internal Revenue Service.


DUES FOR FUTURE MEMBER BLOOD CENTERS

The President then raised the issue of dues for blood centers which become members after this meeting, noting that the original member blood centers had spent a great deal of time and effort, and money, in addition to their cash contributions of \$3,000 each, in organizing the Corporation. After a discussion the meeting reached a consensus that a membership fee of \$10,000 will be charged to each member blood center which associates with this Corporation, and that such fee will be waived in the cases of those which join before October 1, 1988 and have contributed \$3,000 and upon a motion duly made, seconded and unanimously approved, the following resolution was adopted:

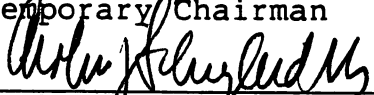
RESOLVED, that the Board of Directors of this Corporation finds that it is in the best interests of the Corporation to collect a membership fee of \$10,000 from each member blood center, but that such fee shall be waived for current member blood centers, and those other blood centers which were involved in the organizing phase and contributed \$3,000 before October 1, 1988, in recognition of their efforts and costs involved in the numerous meetings held to prepare for the organization of this Corporation and their contribution of \$3,000, and the Board orders and directs the Secretary and Treasurer to implement the foregoing.

ADJOURNMENT

There being no further business to come before the meeting, the meeting was duly adjourned:



Arthur J. Silvergleid, M.D.
Temporary Chairman



Arthur J. Silvergleid, M.D.
President

ATTEST:

Kathleen Hampton,
Temporary Secretary

Sharolyn Kriger, Secretary