BREWTON, PLANTE & PLANTE
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 250
225 SOUTH ADAMS STREET
TALLAHASSEE, FL 32301
TELEPHONE 850-222-7718
FAX 850-222-8222
E-MAIL ADDRESS

MAILING ADDRESS:
POST OFFICE BOX 10369
TALLAHASSEE, FL 32302-2369

Kelly B. Plante, Esquire

FILED
01 MAR -12 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 7, 2001

N01000001709

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

100003810631--5
-03/07/01--01079--007
*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **$78.75** for the applicable filing fees and fees to obtain a **Certified Copy** of the **Articles of Incorporation** for the following entity:

Babies Up For Adoption Agency, Inc.

Upon receipt, please "date-stamp" the copy of the letter provided and call Allison Sullivan at 222-7718, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

T.SMITH MAR 12 2001

KBP/ams
Enclosures
BBPCORP/BBP3.34

01-5214
75

RECEIVED
01 MAR -7 PM 1:3
DIVISION OF CORPORATIO

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 7, 2001

BREWTON, PLANTE & PLANTE

,

SUBJECT: BABIES UP FOR ADOPTION AGENCY, INC.
Ref. Number: W01000005216

We have received your document for BABIES UP FOR ADOPTION AGENCY, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 001A00013962

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR -8 PM 2:20
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

ARTICLES OF INCORPORATION

OF

BABIES UP FOR ADOPTION AGENCY, INC.

FILED
01 MAR -9 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I- NAME

The name of the Corporation shall be Babies Up For Adoption Agency, Inc.

ARTICLE II- ADDRESS

The principal office of the corporation is 333 South Atlantic Avenue, Cocoa Beach, Florida, 32931.

ARTICLE III- PURPOSES

The purposes for which the Corporation is organized are:

In particular, to foster the adoption of children in this state, the United States and elsewhere, and to provide humanitarian assistance to children and families. In general, to do any and all acts and things, and to exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

ARTICLE III- POWERS

The Corporation shall have the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV- MEMBERS

Members of the Corporation shall consist of:

(a) Individuals serving as Directors of the Corporation; such members shall be voting members of the Corporation.

(b) To become a voting member of the Corporation, an individual shall be elected to be a member of the Board of Directors of the Corporation. When an individual ceases to be a member of the Board of Directors, he or she shall cease to be a voting member of the Corporation until such time as he or she becomes a director or until such time as a majority of the Board of Directors votes to make the individual a voting member of the Corporation.

(c) In addition to voting members of the Corporation, the Corporation may have advisory members who shall be nonvoting members of the Corporation. All members of the Advisory Board of the Corporation shall be advisory members, and shall be elected by a majority vote of the voting members of the Corporation. Such nonvoting members of the Corporation may be removed as provided in the Bylaws.

ARTICLE V- TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI- OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) not more than nine (9) persons. The number of directors shall be fixed in the Bylaws of this Corporation. Directors shall be elected as provided in the Bylaws of this Corporation.

The officers of the Corporation shall consist of a President, Secretary and Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms.

In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII- NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

Name	Officer
Rachel Forness	President
Joyce Dixon	Secretary
Thomas Flavin	Treasurer

ARTICLE VIII- FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

Name	Address
Rachel Forness	333 South Atlantic Avenue Cocoa Beach, FL 32931
Joyce Dixon	29 Fairway Drive Cocoa Beach, FL 32931
Thomas Flavin	330 5th Avenue Indialantic, FL 32903

ARTICLE IX- BYLAWS

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the annual meeting of the Members or at a duly called meeting of the Members in accordance with the Bylaws.

ARTICLE XI- DISSOLUTION

Upon liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one (1) or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XII- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

Wilbur E. Brewton, Esquire
Brewton, Plante & Plante, P.A.
225 South Adams Street, Suite 250
Tallahassee, FL 32301

ARTICLE XIV- INCORPORATOR

The following is the name and address of the incorporator signing these Articles:

Rachel Forness
333 South Atlantic Avenue
Cocoa Beach, FL 32931

IN WITNESS WHEREOF, I have set my hand and seal this 28 day of February, 2001.

CERTIFICATION OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of Babies Up For Adoption Agency, Inc., I hereby accept and agree to act in this capacity.

Wilbur E. Brewton

/bsh/bufa/articles