

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Oxford Adoption Foundation, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
OXFORD ADOPTION FOUNDATION, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I.
NAME OF CORPORATION**

The name of the corporation (the "Corporation") is:

Oxford Adoption Foundation, Inc.

**ARTICLE II.
ADDRESS**

The initial principal office and mailing address of the Corporation is:

4309 Crayton Road
Naples, Florida 34103

**ARTICLE III.
REGISTERED AGENT**

The name and address of the Corporation's initial registered agent is:

Jamie Knight
4309 Crayton Road
Naples, Florida 34103

**ARTICLE IV.
INCORPORATOR**

The name and address of the sole incorporator of the Corporation is:

Blake W. Kirkpatrick
c/o Cox & Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

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ARTICLE V. PURPOSE

The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which not-for-profit corporations may be formed under Florida Statutes Chapter 617, the Florida Not-For-Profit Corporation Act. In particular, the Corporation is formed for the purposes of providing financing to qualifying families desiring to adopt underprivileged children.

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not-for-profit corporation.

ARTICLE VI. ACTIVITIES AND PROHIBITIONS

Notwithstanding any other provisions of these Articles to the contrary, the following provisions shall apply to the Corporation at all times:

1. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
2. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.
4. The Corporation shall be a non-stock Corporation and shall not have the power to declare dividends.
5. The Corporation shall not have or exercise any power that would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code, or by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code, nor shall the Corporation engage directly or indirectly in any activity that would cause the loss of such qualification.

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ARTICLE VII. DIRECTORS AND MEMBERS

There will be no members in the Corporation. The number of directors on the Board shall be not less than three (3) persons. Thereafter, within the limits above specified, the number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3). The number of directors shall be determined by resolution of the Board adopted from time to time; provided, however, that any change in the number of directors must be approved by a majority of the entire Board. No decrease in number of directors shall shorten the term of any incumbent director. Each director shall be elected by a majority vote of the Board. Each director shall be elected for a three-year term and, upon completion of a term, may be re-elected. The directors shall be divided into three (3) groups, as set forth in the bylaws, with the number of directors divided equally so far as possible among such groups. At each annual meeting the successors to the directors of each group whose term shall expire in that year shall be elected to hold office for a term of three (3) years from the date of their election and until their successors are duly elected and qualified.

The name and address of the person(s) to serve as director of the Corporation until the first annual meeting of the Board of Directors of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Murray R. Wise
4309 Crayton Road
Naples, Florida 34103

Valerie G. Wise
4309 Crayton Road
Naples, Florida 34103

Randall E. Pope
2110 Winterhaven
Jonesboro, AR 72404

Nancy McPeak
9566 Gulfshore Dr., PH4
Naples, FL 34108

Marcia J. Jager
1115 Emerald Bay
Laguna Beach, CA 92660

ARTICLE VIII. INDEMNIFICATION

The Corporation shall have the power to indemnify its officers, directors, employees and agents to the full extent permitted by law, including but not limited to the provisions of Florida Statutes Chapter 617.0831

ARTICLE IX. AMENDMENT

These Articles may be amended as provided in the Bylaws of the Corporation and shall be made in accordance with the provisions of the laws of the State of Florida. Notwithstanding the

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foregoing to the contrary, these Articles shall not be amended in a manner that will cause the Corporation to no longer qualify as a not-for-profit corporation or as an organization which is exempt from federal income tax under Section 501(c)(3) of the Code.

**ARTICLE X.
DISSOLUTION**

Upon the dissolution or winding up of the Corporation, the Board of Directors shall, after payment of, or making provision for the payment of, all liabilities of the Corporation (as described in Section 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the Corporation under conditions requiring return, as described in Section 617.1406(3)(b) of the Florida Statutes) to such organization or organizations qualified as exempt under Section 501(c)(3) of the Code as described in Florida Statutes Section 617.1406(3)(c). Any such Plan of Distribution shall be in accordance with Florida Statutes Section 617.1406.

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act has executed these Articles of Incorporation this 15th day of August, 2003.

By: 
Blake W. Kirkpatrick

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Oxford Adoption Foundation, Inc.
2. The name and address of the registered agent and office is:

Jamie Knight
4309 Crayton Road
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 8-15, 2003

By: Jamie Knight
Jamie Knight
Initial Registered Agent

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