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Florida Department of State
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FOREIGN NON-PROFIT QUALIFICATION

The Adoption Resource Center

Certificate of Status	0
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12-11-03

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:

1. The Adoption Resource Center, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership. If not so contained in the name at present, "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Maryland 3. 52-1714171
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/13/90 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 617.155, F.S.)
7. 6630 Baltimore National Pike Suite 205A, Baltimore MD, 21228
(Principal office address)
370 W. Camino Gardens Blvd. Suite 104, Boca Raton FL, 33432
(Current mailing address)
8. 501(c)(3) Charitable. Provide home-study, and placement services, and international adoption services.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Business Filings Incorporated
Office Address: 680 East Jefferson Street
Tallahassee, Florida 32301
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mark Schiff

(Registered agent's signature)

Mark Schiff, AVP

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Elizabeth Donley

Address: 6630 Baltimore National Pike, 205A, Baltimore, MD 21228

Vice Chairman: Kathleen McLaughlin

Address: 6630 Baltimore National Pike, 205A, Baltimore, MD 21228

Director: Frances Aherns

Address: 6630 Baltimore National Pike, 205A, Baltimore, MD 21228

Director: Annie Applegarth

Address: 6630 Baltimore National Pike, 205A, Baltimore, MD 21228

B. OFFICERS

President: Elizabeth Donley

Address: 6630 Baltimore National Pike, 205A, Baltimore, MD 21228

Vice President:

Address:

Secretary: Annie Applegarth

Address: 6630 Baltimore National Pike, 205A, Baltimore, MD 21228

Treasurer: Kathleen McLaughlin

Address: 6630 Baltimore National Pike, 205A, Baltimore, MD 21228

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. FRANCES E. AHERNS
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Frances Aherns, Director
(Typed or printed name and capacity of person signing application)03 DEC 10 PM 12:29
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TALLAHASSEE, FL 32310APPROVED
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November 7, 2003

**Application by Foreign Not for Profit Corporation For Authorization to
Conduct its Affairs in Florida**

The Adoption Resource Center

8. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3), Internal Revenue Code, including, for such purposes, the making of distributions to corporations that qualify as exempt corporations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provisions of these articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No part of the new earnings of the organization shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

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The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c) (3), Internal Revenue Code.

The Adoption Resource Center

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TALLAHASSEE, FLORIDA

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STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT THE ADOPTION RESOURCE CENTER, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS DECEMBER 08, 2003.

Paul B. Anderson

Paul B. Anderson
Charter Division



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