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ACCOUNT NO. : 072100000032

REFERENCE : 956499 95306A  
*Patricia Pignatelli*

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : January 8, 2001

ORDER TIME : 9:41 AM

ORDER NO. : 956499-005

CUSTOMER NO: 95306A

200003527202--8

CUSTOMER: Ms. Joyce C. Marksbury  
Lee & Burchett, P.A.  
2014 Fourth Street  
Sarasota, FL 34237

DOMESTIC FILING

NAME: FLORIDA HOME STUDIES AND  
ADOPTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

RECEIVED  
01 JAN -8 11:50  
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*[Signature]*

ARTICLES OF INCORPORATION OF

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FLORIDA HOME STUDIES AND ADOPTION, INC.

THE UNDERSIGNED, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida as contained in the provisions of Florida Statutes, Chapter 617, Part I, as amended (the "Act").

ARTICLE 1. NAME AND ADDRESS

The name of this corporation shall be Florida Home Studies and Adoption, Inc., and the principal office of the corporation shall be 3945 Hidden Glen Drive, Sarasota, Florida 34241.

ARTICLE 2. PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is to provide home studies for international and domestic adoptions and dossier assistance for international adoptions; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (i) 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, or (ii) a corporation, contributions to which are

deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law.

### ARTICLE 3. QUALIFICATION OF MEMBERS

#### AND MANNER OF ADMISSION

The members of the corporation shall consist of any adult accepted by the Board of Directors expressing a desire to help further the purposes for which the corporation was organized, and who displays a willingness to regularly contribute time and service in this regard.

Each member shall be entitled to at least one vote as a member of the corporation. The exact number of votes to be cast by the members and the manner of exercising voting rights shall be determined by the Bylaws of the corporation.

### ARTICLE 4. TERM

The date of commencement of corporate existence shall be when these Articles have been filed with the Department of State and approved by it and the respective filing fee has been paid; the term for which the corporation is to exist shall be perpetual. In the event of dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members; the residual assets of the corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is H. Greg Lee, and the name of the initial registered agent of the corporation at such address is 2014 Fourth Street, Sarasota, Florida 34237.

ARTICLE 6. SUBSCRIBERS

The names and residence addresses of the subscribers to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
H. Greg Lee	2014 Fourth Street Sarasota, Florida 34237
Emerson G. Whiteside	7131 Saddle Creek Circle Sarasota, Florida 34241
Deborah V. Mignemi	247 McDill Avenue Port Charlotte, Florida 33953

ARTICLE 7. OFFICERS

The affairs of this corporation will be managed by the officers whose positions and duties are set forth in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting. If a vacancy occurs in any office it shall be filled by the Board of Directors. The names of the officers who are to serve until the first such election are as follows:

<u>NAME</u>	<u>OFFICE</u>
H. Greg Lee	President
Emerson G. Whiteside	Vice President
Deborah V. Mignemi	Secretary/Treasurer

## ARTICLE 8. DIRECTORS

The Board of Directors of the corporation shall consist of no less than three directors as determined by the Bylaws. Directors shall be elected at the annual meeting of the members in the manner set forth in the Bylaws. Directors may be removed and the vacancies shall be filled in the manner provided by the Bylaws.

The Board of Directors shall be members of the corporation.

The Directors named in these Articles shall serve as Directors for the ensuing year, or until the first annual meeting of the corporation, and any vacancies before then shall be filled in the manner set forth in the Bylaws.

The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

The names and addresses of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
H. Greg Lee	2014 Fourth Street Sarasota, Florida 34237
Emerson G. Whiteside	7131 Saddle Creek Circle Sarasota, Florida 34241
Deborah V. Mignemi	247 McDill Avenue Port Charlotte, Florida 33953

ARTICLE 9. BYLAWS

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

ARTICLE 10. AMENDMENTS TO ARTICLES OF INCORPORATION


These Articles of Incorporation may be amended in the manner provided by statute or in the following manner:

Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a membership meeting for which due notice of the proposed amendment was given, by affirmative vote of a quorum of the members present.

Provided, however, that no amendment shall make any changes in the qualifications for membership nor voting rights of members without approval in writing by all members.

WE, THE UNDERSIGNED, for the purposes of becoming a corporation not for profit under the provisions of the laws of Florida, do make and affix our signatures to acknowledge and file in the office of the Secretary of State these Articles of Incorporation.

WITNESS our respective hands and seals on the dates and places indicated below.

  
H. GREG LEE

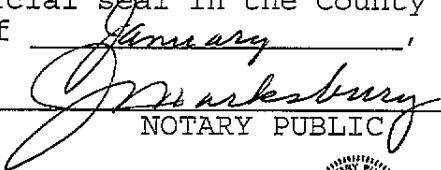
  
EVERETT G. WHITESIDE  
Emerson

  
DEBORAH V. MIGNEMI

STATE OF FLORIDA )  
COUNTY OF SARASOTA )

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared H. GREG LEE, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that H. GREG LEE executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of January, 2001.

  
NOTARY PUBLIC

My Commission Expires:

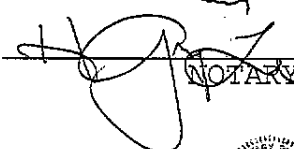
STATE OF FLORIDA )  
COUNTY OF SARASOTA )



Joyce C. Marksberry  
MY COMMISSION # CC917272 EXPIRES  
April 2, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared EMERSON G. WHITESIDE, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that EVERETT G. WHITESIDE executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of January, 2001.

  
NOTARY PUBLIC

My Commission Expires:

STATE OF FLORIDA )  
COUNTY OF SARASOTA )



H. Greg Lee  
MY COMMISSION # CC000007 EXPIRES  
January 19, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared DEBORAH V. MIGNEMI, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that DEBORAH V. MIGNEMI executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of January, 2001.

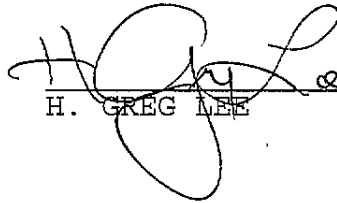
  
NOTARY PUBLIC

My Commission Expires:



H. Greg Lee  
MY COMMISSION # CC000007 EXPIRES  
January 19, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

I have been designated as Registered Agent in the above Articles. Simultaneously, I hereby accept the appointment as Registered Agent.

  
H. GREG LEE

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