

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION**GIFT OF ADOPTION FUND - SOUTH FLORIDA CHAPTER, INC.**

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FAX AUDIT NO. H03000108380

**ARTICLES OF INCORPORATION
OF
GIFT OF ADOPTION FUND – SOUTH FLORIDA CHAPTER, INC.**

A Florida Corporation Not for Profit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE I.

The name of the Corporation shall be Gift of Adoption Fund – South Florida Chapter, Inc.

ARTICLE II.

The period of existence shall be perpetual.

ARTICLE III.

This Corporation shall not have or issue shares of stock.

ARTICLE IV.

The Corporation is organized exclusively for charitable, educational, scientific, or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). To the extent consistent with the above general purposes, the specific purposes of this Corporation shall be as follows:

The Corporation’s exclusive purpose is to be a supporting organization of Gift of Adoption Fund, Inc. and all activities in furtherance thereof. As a supporting organization for Gift of Adoption Fund, Inc., the Corporation’s funds shall be used for such purpose and in furtherance thereof.

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ARTICLE V.

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes as set forth in Article IV hereof), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article XII hereof.

Section 2. The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby, or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible by the donor under Section 170(c)(2) of the Code.

ARTICLE VI.

The location of the principal office of the Corporation shall be:

White & Case LLP
200 S. Biscayne Boulevard, Suite 4900
Miami, Florida 33131
Attn: Jorge L. Freeland, Esquire

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ARTICLE VII.

The initial registered agent is Scott M. Weaver, Esquire.

ARTICLE VIII.

The address of the initial registered agent is:

White & Case LLP
200 S. Biscayne Boulevard, Suite 4900
Miami, Florida 33131

ARTICLE IX.

The number of directors of the Corporation shall be fixed in the By-Laws of the Corporation and in no event shall be less than three (3) as required by Section 617.0803 of the Florida Statutes. The manner in which directors shall be selected, appointed and removed shall be set forth in the By-Laws of the Corporation.

ARTICLE X.

The names and addresses of the persons who shall serve as the initial Board of Directors until the first annual meeting of members or until their successors are elected and qualify, are as follows:

Name:	Address:
Bonnie Armellini	2453 Provence Circle Weston, Florida 33327
Michael Fay	4900 S.W. 74 Terrace Miami, Florida 33143
Ellen Flaum	1825 Forest Hill Blvd., Suite 103 West Palm Beach, Florida 33406
Allison Freeland	932 Escobar Avenue Coral Gables, Florida 33134
Jorge Freeland, Esquire	932 Escobar Avenue

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Nancy Hector
Coral Gables, Florida 33134
5705 Granada Boulevard
Coral Gables, Florida 33146

Jim Pflieger
733 Catalonia Avenue
Coral Gables, Florida 33134

Jennifer Quinton
457 N.E. 95th Street
Miami Shores, Florida 33138

Jodi Sue Rutstein, M.S.S.W., Esquire
P.O. Box 810995
Boca Raton, Florida 33481

ARTICLE XI.

The name and address of the incorporator is Scott M. Weaver, Esquire, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

ARTICLE XII.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the Corporation's liabilities, distribute all of the Corporation's assets exclusively to the Gift of Adoption Fund, Inc., or its successor.

EXECUTED on the 8th day of April, 2003.


Scott M. Weaver, Esquire, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By 
Scott M. Weaver, Registered Agent

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