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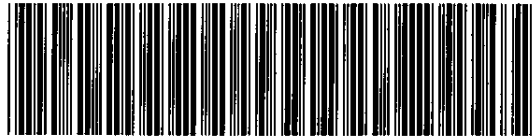
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**MARY ANN SCHERER, P.A.**  
**MARITAL & FAMILY LAW**

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MEMBER OF AMERICAN  
ACADEMY OF ADOPTION ATTORNEYS

January 17, 2008

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Incorporation/Non-Profit Corporation  
ADOPTION S.T.A.R. (Florida), Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 for the filing fee, certified copy and certificate.

Very truly yours,

  
Mary Ann Scherer

MAS:ml

Enclosures

**ARTICLES OF INCORPORATION**

**ARTICLE I            NAME**

The name of the corporation shall be:

ADOPTION S.T.A.R. (Florida), INC.

**ARTICLE II            PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

2 Northeast 5<sup>th</sup> Avenue  
Delray Beach, FL 33483

**ARTICLE III            PURPOSE**

The purpose for which the directors are elected or appointed:

To place eligible children in qualified permanent homes by adoption.

1. To place eligible children in qualified permanent homes by adoption.
2. To exercise such incidental powers as may reasonably be necessary to carry out the purpose for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax exempt status set forth in section 501(c)(3) of the Internal Revenue Code of 1986, as a measure of the United States of America.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization, as said court shall determine which are organized and operated exclusively for such purposes.

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No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise proved by IRC 501 (h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

In any taxable year in which the organization is a private foundation as described in IRC 509 (a), the organization shall distribute its income for said period to such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941 (d), (b) retain any excess business holdings as defined in IRC 4943(c), make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945 (d) or correspondence provisions of any subsequent Federal tax laws.

#### **ARTICLE IV                      MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

Except as otherwise provided by law or these by-laws, each director of the Corporation shall be elected at an annual meeting of the board of directors.

#### **ARTICLE V                      INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

Sharon Chick	President	122 Greencastle, Williamsville, NY 14221
Teddie Granville	Vice President/ Secretary	145 Highland Avenue, Buffalo, NY 14222
Chuck Fried	Treasurer	89 Sandhurst Lane, Williamsville, NY 14221
Tami Vogel	Alt. Secretary	81 Newberry Lane, Lancaster, NY 14086
Ilana D'Ariano	Member	6600 JFK Boulevard E., West New York, NJ 07093

**ARTICLE VI      INITIAL REGISTERED AGENT AND STREET ADDRESS**

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:


Mary Ann Scherer, Esq.  
2734 E. Oakland Park Blvd., Suite 102  
Fort Lauderdale, FL 33306

**ARTICLE VII      INCORPORATOR**

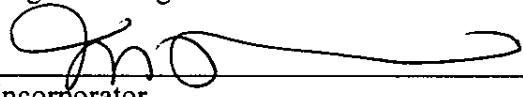
The **name and address** of the Incorporator is:

Adoption S.T.A.R., Inc.  
C/O Michele Fried  
47 Plaza Drive  
Williamsville, NY 14221

\*\*\*\*\*  
*Having been named as a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature/Registered Agent

1/17/08  
Date

  
\_\_\_\_\_  
Signature/Incorporator

1/17/08  
Date

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