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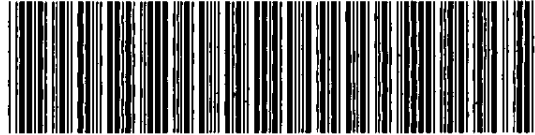
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch SEP 9 2008

## COVER LETTER

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

SUBJECT: The Adoption Authority, Inc  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Tracy Riley Wilds  
Name (Printed or typed)

461 Islamorada Dr  
Address

Macclenny FL 32063  
City, State & Zip

904 236-6776  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

Articles of Incorporation  
Of  
The Adoption Authority, Inc. ,

Article 1.

The name of the corporation is The Adoption Authority, Inc.

Article 2.

The physical address is 461 Islamorada Drive S, Macclenny, FL 32063.

The mailing address is PO Box 412, Macclenny, FL 32063.

The county of the registered office is Baker County.

Article 3.

The purpose for which the corporation is organized: Exclusively for charitable, educational, and scientific purposes, including, providing personalized services to birth and adoptive families, before, during, and after the placement of a child or children.

Article 4.

A. Number and Qualification. The number of directors of this corporation shall be established from time to time by the Board by resolution, provided that the number of directors shall in no event be less than 5 or more than 10.

(a) Adoptive and foster care applicants with the Agency shall not serve as members of the Board as long as their cases are open.

B. Selection of Directors; and Terms. The term of the office for each director of this corporation shall be 4 years or until his or her successor is elected. The term of office of each director shall commence on the next regularly scheduled board meeting, and shall expire on the last day of his/her four-year term. Successors to directors whose terms of office are then expiring shall be elected at a meeting of the directors called for that purpose in the year in which such term expires. A director may succeed himself or herself in office. The incorporators of the corporation shall select the first slate of the Board of the corporation and the remaining directors shall select successors.

C. Resignation. A director may resign at any time by giving written notice thereof to the secretary of the corporation, who shall advise the Board of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt by the secretary of the corporation of the resignation. Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

D. Removal. Any individual director may be removed from office, with or without cause, by the vote of a majority of the directors of the corporation at any meeting; the vacancy created by such removal shall be filled by similar vote. This includes being removed due to inactivity.

E. Vacancy. Each director shall hold office until his or her death, resignation, incapacity to act, or removal or until such director no longer meets the qualifications set forth in

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these Bylaws. In the event of a vacancy in the Board because of death, resignation, incapacity to act, or disqualification of a director, the then remaining directors shall within a reasonable time fill the vacancy.

F. Meetings.

- (a) Quarterly Meetings. The quarterly meetings of the board shall be held at an agreed upon location, or the office, if a location cannot be agreed upon. The business of the meetings shall include the election of board members and officers and transaction of other business as is necessary. If the Board fails to establish the meeting date, it may be established by the Chairperson.
- (b) Board members are required to be in attendance at least 75% of the year, meaning 3 out of 4 regular meetings held.

G. Notices of Meetings.

- a) Notice of a meeting shall be given to the directors not more than thirty (30) days nor less than ten (10) days before such meeting.
- (b) At least one (1) day's notice of the place, day and hour of any special meeting of the directors shall be given by written or printed notice served upon each director.
- (c) Public notice of regular meetings of the Board shall be posted on the internet.

H. Quorum. A majority of the directors in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act or the decision of the Board, unless the law, the Articles of Incorporation, or these Bylaws require a greater proportion. The members of the Board of Directors may transact business by paper mail or electronic mail on proposed resolutions sent to them by the Secretary. If, within thirty (30) days, a simple majority of the returned votes are in favor of the resolutions, then the resolutions shall be deemed approved by the Board. Otherwise, they will fail.

I. Board Officers/Organization

- A. Officers. The Board shall, at each annual meeting, elect a Chairperson, Vice Chairperson, Secretary, and Treasurer. Such officers shall be elected for a term of one (1) year, or until their successors have been elected by the Board. In addition, the Board shall elect a Board Member or an officer upon the resignation of a Board Member or an officer, for the unexpired term of the Board Member or officer who has resigned his or her position.
- B. Chairperson. It shall be the duty of the Chairperson to preside at all meetings of the Board, to call special meetings when deemed necessary, and to perform other duties pertaining to the office.
- C. Vice Chairperson. In case of absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson.
- D. Secretary. The Secretary shall keep or cause to be kept a record of all matters transacted at the meeting of the Board. The Secretary shall ensure that notices are given of all meetings of the Board.

E. Treasurer. The Treasurer shall keep or cause to be kept a proper accounting of receipts and disbursements of all money and assets pertaining to The Adoption Authority, Inc. a report of which shall be made available at or before every Board meeting.

F. Committees. The officers shall, if deemed necessary, appoint committees within the board members, to perform various tasks, so as to ensure these tasks are carried out.

#### Article 5

The name and address of each Director is:

Tracy Riley Wilds  
461 Islamorada Drive  
Macclenny, FL 32063

Sabrina Murray  
605 South 3rd Street  
Folkston, GA 31537

Tessa Brown Hodges  
704 W Forest Avenue  
Homerville, GA 31634

#### Article 6.

The initial registered agent is Tracy Riley Wilds. Street address is 461 Islamorada Drive S, Macclenny, FL 32063.

#### Article 7.

The Incorporator is Tracy Riley Wilds. Street address is 461 Islamorada Drive S, Macclenny, FL 32063.

Having been named as 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

9-8-08  
Date

  
Signature/Incorporator

9-8-08  
Date