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FLORIDA PROFIT/NON PROFIT CORPORATION

The Adoption Learning Connection, Inc.

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**Articles of Incorporation of
The Adoption Learning Connection, Inc.
(A Corporation Not For Profit)**

Pursuant to the provisions of Section 617.0202, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of the Corporation is: The Adoption Learning Connection, Inc. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office of the Corporation is 133 Briarcliff Drive, Kissimmee, Florida 34758. The mailing address of the Corporation is P.O. Box 421822, Kissimmee, Florida 34742.

ARTICLE III - Purpose

A. The Corporation is organized for the purposes of raising awareness about adoption as an option to prospective parents, to provide guidance and resources related to the adoption process to prospective parents, and to educate the public about adoption.

B. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

C. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which Corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, except that the Corporation 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 this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

E. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under section 170(a)(2) of the Code.

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ARTICLE IV - Term of Existence

The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE V - Registered Office and Agent

The street address of the registered office of the Corporation is 155 Office Plaza Drive, Suite A, Tallahassee, Florida 32301 and the name of the registered agent of the Corporation at that address is Capitol Corporate Services, Inc.

ARTICLE VI - Members

The Corporation may have members, as specified in the Bylaws of the Corporation.

ARTICLE VII - Qualification of Members

The membership of this Corporation shall constitute such persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member upon the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE VIII - Directors

- A. The number of directors of the Corporation is three (3).
- B. The initial Board of Directors shall consist of the following individuals:

Heather C. Elliott

Kristin Maiello

Kari Nesule

C. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.

D. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

E. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE IX - Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Heather C. Elliott	P.O. Box 421822 Kissimmee, Florida 34742

ARTICLE X - Bylaws

A. At the initial meeting of the Corporation, the Board of Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

B. These Articles of Incorporation may be amended by a majority vote of those members of the Corporation present at any regular meeting or any special meeting of the members called for that purpose.

ARTICLE XI - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII - Dissolution


A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XIII - Indemnification

The Corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

23rd IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this day of December, 2009, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


Heather C. Elliott

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted in compliance with said statute:

That The Adoption Learning Connection, Inc. desires to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Tallahassee, State of Florida, has named Capitol Corporate Services, Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process and service as registered agent for the above-named corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states that it is familiar with §617.0501 et seq., Florida Statutes.

CAPITOL CORPORATE SERVICES, INC.

By: Boyle Windle

Name: Boyle Windle

Title: Asst Sec

DATED: December 23, 2009.

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