

Division of Corporations

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DIVISION OF CORPORATIONS  
BUREAU OF COMMERCIAL  
INFORMATION SERVICES**FLORIDA PROFIT/NON PROFIT CORPORATION****Intercountry Adoption Accreditation and Maintenance Entity, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
INTERCOUNTRY ADOPTION ACCREDITATION AND MAINTENANCE  
ENTITY, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of this Corporation is: Intercountry Adoption Accreditation and Maintenance Entity, Inc. The principal office and mailing address of this Corporation are: 5950 NW 1st Place, Suite A, Gainesville, FL 32607.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Purpose**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, including, but not limited to:

(a) monitoring cross-border, international adoptions and adoption agencies, organizations, and programs around the world to ensure the health, safety, and well-being of adopted children; and

(b) serving as an accrediting entity pursuant to the Intercountry Adoption Act of 2000 (42 U.S.C. 14901-14954, Pub.L. 106-279,) and the Intercountry Adoption Universal Accreditation Act of 2012 (42 U.S.C. 14925, Pub.L. 112-276), for the purpose of accrediting, overseeing, and approving the adoption functions of agencies and organizations.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part

of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

#### **ARTICLE IV**

##### **Members**

Service Management Solutions for Children, Inc., a Florida not for profit corporation, shall be the Corporation's sole member.

#### **ARTICLE V**

##### **Registered Office and Agent**

The street address of the registered office of the Corporation is 5950 NW 1st Place, Suite A, Gainesville, FL 32607, and the name of its registered agent at such address is Stephen Pennypacker.

#### **ARTICLE VI**

##### **Directors**

The Corporation shall have six (6) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Dr. Michael Bowie	5950 NW 1st Place, Suite A, Gainesville, FL 32607
Jo Ann Haley	5950 NW 1st Place, Suite A, Gainesville, FL 32607
Donavan Arnold	5950 NW 1st Place, Suite A, Gainesville, FL 32607
Edward Peddie	5950 NW 1st Place, Suite A, Gainesville, FL 32607
Don Caldwell	5950 NW 1st Place, Suite A, Gainesville, FL 32607
Stephen Pennypacker	5950 NW 1st Place, Suite A, Gainesville, FL 32607

**ARTICLE VII****Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Jordan D. August	4221 W. Boy Scout Blvd. Suite 1000 Tampa, FL 33607

**ARTICLE VIII****Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

**ARTICLE IX****Amendment**

These articles of incorporation may be amended in the manner provided by law.

**ARTICLE X****Dissolution**

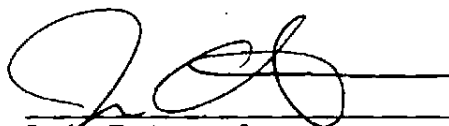
Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

**ARTICLE XI****Limitations**

**Section 1. Legislative and Political Activity.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 2. Property.** The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these articles of incorporation this 28th day of July 2017.

  
\_\_\_\_\_  
Jordan D. August, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 28th day of July 2017.

Registered Agent



Stephen Pennypacker

07/28/2017 15:22