

# N9500000357

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1 BOARD CERTIFIED IN TAXATION  
1 BOARD CERTIFIED IN WILL, TRUSTS & ESTATES  
1 BOARD CERTIFIED IN CIVIL TRIAL LAW  
0 BOARD CERTIFIED IN REAL ESTATE LAW

January 13, 1995

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\*\*\*\*122.50 \*\*\*\*122.50

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

Re: Florida Adoption Services  
Our File No. 95-3922

Dear Sir or Madam:

Enclosed please find an original plus one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH, & TORPY, P.A.

  
J. Patrick Anderson

JPA:slp  
Enclosures

jpa-ltrs\secstate.art

FILED  
55 JAN 23 PM 2:46  
TALLAHASSEE, FLORIDA

D. BROWN JAN 25 1995

ARTICLES OF INCORPORATION  
FOR  
FLORIDA ADOPTION SERVICE, INC.

FILED  
55 JUN 23 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is Florida Adoption Service, Inc.

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to operate exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

The initial street and mailing address for the principal place of business of the Corporation is 141 6th Avenue, Indialantic, Florida 32903.

#### ARTICLE V

The name and address of the initial registered agent is: J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

#### ARTICLE VI

The initial Board of Directors of the Corporation shall consist of nine (9) Directors initially. The number of Directors may be either increased or diminished from time to time by the members, but shall never be less than five (5). The manner of electing Directors shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members, or until successors have been elected and qualified, are as follows:

Chris Adamec  
1921 Ohio Street, N.E.  
Palm Bay, FL 32905

Ellie Cummings  
9455 Periwinkle Drive  
Vero Beach, FL 32963

Denise Duprey  
1406 Alberni Street, N.W.  
Palm Bay, FL 34907

Sandy Howell  
1011 S. Miramar Avenue  
Indialantic, FL 32903

Charles Ian Nash  
4355 Corey Road  
Valkaria, FL 32950

Kathy Rathmann  
3900 North Riverside Drive  
Indialantic, FL 32903

James T. Rathmann  
3900 North Riverside Drive  
Indialantic, FL 32903

Kenneth S. Rinehart  
1333 Gateway Street  
Melbourne, FL 32901

Joyce Sirani  
890 Emden Avenue, N.W.  
Palm Bay, FL 32907

#### ARTICLE VII

The officers of the Corporation shall be a president, vice president, secretary and treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as officers of the Corporation until the first meeting of the Board of Directors, or until successors have been elected and qualified, are as follows:

Denise Duprey, President  
1406 Alberni Street, N.W.  
Palm Bay, FL 32907

Joyce Sirani, Vice President  
890 Emden Avenue, N.W.  
Palm Bay, FL 34907

Ellie Cummings, Secretary  
9455 Periwinkle Drive  
Vero Beach, FL 32963

Sandy Howell, Treasurer  
1011 S. Miramar Avenue  
Indialantic, FL 32903

#### ARTICLE VIII

The name and address of the initial incorporator shall be J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

#### ARTICLE IX

Terms of membership in the Corporation shall be provided for in the Bylaws of the Corporation.

#### ARTICLE X

No substantial part of the activities of this Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 the corresponding provision of any future federal internal revenue law) or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code (or corresponding provision of any future federal internal revenue law).

#### ARTICLE XI

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, 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 Article III hereof.

Notwithstanding the above, no compensation shall be paid for any services rendered as a Director of the Corporation.


ARTICLE XII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article III hereof to an organization, or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as an exempt organization, or organizations, under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future federal revenue law) or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 10<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
J. PATRICK ANDERSON

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

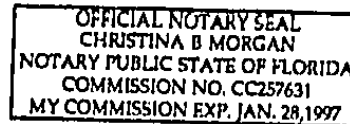
  
\_\_\_\_\_  
J. PATRICK ANDERSON  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF BREVARD )

I HEREDY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared J. Patrick Anderson to me known to be the person described in the foregoing Articles of Incorporation or who produced a Florida driver's license (No. A536-455-55-332) as identification and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation and that he did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 12<sup>th</sup> day of January, 1995.

Christina B. Morgan  
Notary Public CHRISTINA B. MORGAN



FILED  
55 JAN 23 PM 2:46  
TALLAHASSEE, FLORIDA