

N95000002632

May 25, 1995

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

TELEPHONE 904-488-1333
TOLL FREE 1-800-352-4005
FAX 904-488-1333

RE: Incorporation Application
ACA ADOPTION, COUNSELING, AND ASSESSMENT, INC.
A Non-Profit Corporation

Dear Sirs:

We are applying for incorporation of this not for profit business. Please find enclosed our Articles of Incorporation and check for \$122.50.

Thank you for your assistance in this matter. If there are any questions, please contact me at the following phone number(s) or address:

David Knickerbocker
Resident Agent
ACA Adoption, Counseling, and Assessment, Inc.
122 S.W. 51st Terrace
Cape Coral, Florida 33914
Phone: (813) 275-3222 ext. 276
or 542-0633

JUN 7 1995 BSB

David Knickerbocker GAVE

APPLICATION BY PHONE TO

principle office

D. TO 6/7/95

DOL. EXAM BSB

FILED
JUN 30 AM 9:26
TALLAHASSEE, FLORIDA

Sincerely,
David Knickerbocker
David Knickerbocker, Ph.D.

ARTICLES OF INCORPORATION
OF

ACA ADOPTION, COUNSELING, AND ASSESSMENT,

FILED

95 MAY 30 AM 9:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A NON-PROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a non-profit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of this corporation is ACA ADOPTION, COUNSELING, AND ASSESSMENT, INC.

ARTICLE II.

The purpose of this corporation is to provide adoption and mental health services to the general public, to increase the public and professional awareness of adoption issues, and to facilitate the development of adoption and mental health support systems to resolve the needs of families and adoptive children.

ARTICLE III.

The membership of this corporation shall constitute four (4) persons hereinafter named as officers and directors, and such other persons as from time-to-time may become members, in the manner provided by a majority vote of the Board of Directors.

ARTICLE IV.

This corporation is to exist perpetually.

ARTICLE V.

The names and addresses of the subscribers to these articles are:

| | |
|---------------------|--|
| David Knickerbocker | 122 S.W. 51st Terrace Cape Coral, Florida 33914 |
|---------------------|--|

| | |
|-------------------------|--|
| Elizabeth Knickerbocker | 122 S.W. 51st Terrace Cape Coral, Florida 33914 |
|-------------------------|--|

ARTICLE VI.

6.1 The officers of the corporation shall be a President, and such other officers as may be provided in the Bylaws.

The names of the persons who are to serve as officers of the corporation who shall hold office for the first two (2) years of the corporation, or until their successors are elected and appointed are:

| | |
|--------------------|--|
| Deanna Brooks | 5085 Russell Avenue Fort Myers, Florida 33919 |
| Debra Patterson | 1327 Rio Vista Fort Myers, Florida 33901 |
| Liz Craciun-Bender | 4081 Orange Grove Boulevard North Fort Myers, Florida 33903 |
| Cheryl Hess | 10632 Daytree Court Lehigh Acres, Florida 33936 |

6.2 Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be 4, provided, however, that such number may be changed by a bylaw duly adopted by the board, but the number shall never be less than 3.

6.3 The Directors named shall hold office until the second annual meeting of the Board of Directors at which time an election of Directors shall be held.

6.4 Directors elected at the annual meeting of members shall serve for a term of two years.

6.5 A member of the Board of Directors may be elected for no more than three (3) consecutive terms of two year duration each.

6.6 Regular meetings of directors shall be held as provided in the bylaws.

6.7 Special meetings of directors shall be held as provided in the bylaws.

6.8 A majority of directors present at any annual, regular or properly called special meeting shall determine any matter properly before the meeting.

6.9 Directors may vote by proxy if provided for in the bylaws.

6.10 Any action to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors.

6.11 Any matter may be brought up as new or old business at a regular or annual meeting of the directors. Only matters noticed as provided in the bylaws may be brought up at special meetings.

6.12 Corporate Officers - The Board of Directors shall elect the following officers: President, Vice-President, Secretary, and Treasurer. Such officers shall be elected at the first annual meeting of the Board of Directors, and thereafter at the annual meeting of directors every two years. Until such election is held, the following persons shall serve as corporate officers:

| | | |
|-----------------|-------------------------|---|
| President: | Deanna Brooks, Ph.D. | 5085 Russell Avenue Fort Myers, Florida 33919 |
| Vice-President: | Liz Gracian-Bender, MSW | 4081 Orange Grove Blvd. North Fort Myers, Florida 33903 |
| Secretary: | Cheryl Hess, M.A. | 10632 Baytree Court Lehigh Acres, Florida 33936 |
| Treasurer: | Debra Patterson, M.A. | 1327 Rio Vista Fort Myers, Florida 33901 |

6.13 Directors may be removed, with or without cause, at any time by the vote of the membership at a duly noticed special meeting of the Board of Directors. The officer in question will not have a vote in the matter, consenting to majority vote of the other three directors.

ARTICLE VII.

Earnings & Activities of Corporation

7.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors or officers, 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 II.

7.2 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

7.3. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

7.4 Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE VIII.

8.1 Upon 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 exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of 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 such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX.

Amendment of Bylaws

9.1 Bylaws of this corporation shall be made, amended, rescinded, added to and adopted by a resolution of the Board of Directors.

ARTICLE X.

Dedication of Assets

10.1 The property of this corporation is irrevocably dedicated to its specific purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or to the benefit of any private individual.

ARTICLE XI.

Resident Agent and Office Address of Corporation

11.1 The address of the corporation's resident office shall be 122 S.W. 51st Terrace, Cape Coral, Florida 33914, and the name of its resident agent at said address shall be David A. Knickerbocker, Ph.D..

ARTICLE XII.

Amendment of Articles

12.1 Amendments to these Articles of Incorporation shall be proposed by a resolution adopted by the Board of Directors and

presented to the Board of Directors to be voted on as any other matter.

We, the undersigned, being the corporate officers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 11th day of April, 1995.

Deanna Brooks
DEANNA BROOKS, Ph.D., President

Liz Craciun-Bender
LIZ CRACIUN-BENDER, MSW, Vice-President

Cheryl Hess
CHERYL HESS, M.A., Secretary

Debra Patterson
DEBRA PATTERSON, M.A., Treasurer

David A. Knickerbocker, Ph.D.
DAVID KNICKERBOCKER, Ph.D., Resident
Agent who hereby accepts all duties of
a resident agent under Florida law

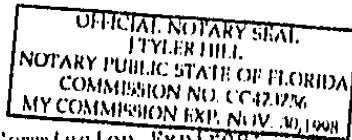
STATE OF FLORIDA

: SS.:

COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared
DAVID KNICKERBOCKER, Ph.D., to be known to be the person who executed
the foregoing Articles of Incorporation and he acknowledged to and before
me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
11 day of April, 1995.



J. Tyler Hill
Notary Public

My Commission Expires:

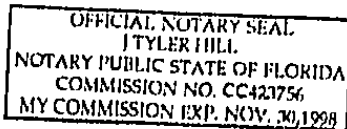
STATE OF FLORIDA

: SS.:

COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared
DEANNA BROOKS, Ph.D., to be known to be the person who executed
the foregoing Articles of Incorporation and she acknowledged to and before
me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
11 day of April, 1995.



J. Tyler Hill
Notary Public

My Commission Expires:

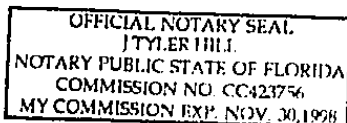
STATE OF FLORIDA

: SS.:

COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared
LIZ CRACIUN-BENDER, MSW, to be known to be the person who executed
the foregoing Articles of Incorporation and she acknowledged to and
before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
11 day of April, 1995.



J. Tyler Hill
Notary Public

My Commission Expires:

STATE OF FLORIDA

: SS.:

COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared
CHERYL HESS, M.A., to be known to be the person who executed the
foregoing Articles of Incorporation and she acknowledged to and
before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
11th day of April, 1995.

J. Tyler Hill
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
J TYLER HILL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC423756
MY COMMISSION EXPI. NOV. 30, 1998

STATE OF FLORIDA

: SS.:

COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared
DEBRA PATTERSON, M.A., to be known to be the person who executed the
foregoing Articles of Incorporation and she acknowledged to and
before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
11th day of April, 1995.

J. Tyler Hill
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
J TYLER HILL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC423756
MY COMMISSION EXP. NOV. 30, 1998