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June 9, 1995

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

400001510754  
-06/12/95--01027--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Adoption Consultants, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for filing for the above-referenced name. Kindly file the Articles and return a certified copy of same to me. Our check in the amount of \$122.50 is enclosed.

Should you have any questions, please contact me. Thank you.

Sincerely,

Angela Tompkins  
Angela Tompkins  
Legal Secretary

/aml

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FILED  
JUN 12 AM 8:36  
TALLAHASSEE, FLORIDA

F. CHESSEY JUN 15 1995

**ARTICLES OF INCORPORATION**  
**OF**  
**ADOPTION CONSULTANTS, INC.**  
**A FLORIDA NON-PROFIT CORPORATION**

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TALLAHASSEE

Article 1. Name. The name of the Corporation is: ADOPTION CONSULTANTS, INC.

Article 2. Address of Corporation. The principal office of the Corporation is 501 Goodlette Road North, Suite A-210, Naples, Florida 33940. The mailing address of the Corporation is 5551 Ridgewood Drive, Suite 201, Naples, Florida 33963.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purposes. The purpose of the corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are:

1. To counsel, educate and prepare prospective adoptive families for adoption.
2. To provide a vehicle by which adoptive parents can improve themselves and the quality of adoptive family life in Collier and Lee Counties, Florida.
3. To promote better social, educational and cultural conditions for adoptive children.
4. To promote better communication and understanding between adoptive families and the public.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article 5. Initial Registered Agent and Office. The initial registered agent is Mary A. Marnell, and the initial registered office is 5551 Ridgewood Drive, Suite 201, Naples, Florida 33963.

Article 6. Initial Board of Directors. The initial Board of Directors shall have three (3) members whose names and addresses are:

<u>Name</u>	<u>Address</u>
Mary A. Marnell	5551 Ridgewood Drive, Suite 201 Naples, FL 33963
Richard B. Gersten	501 Goodlette Road North, Suite A-210 Naples, FL 33940
Fred Eppsteiner	501 Goodlette Road North, Suite A-210 Naples, FL 33940

The number of directors may be raised by amendment of the bylaws but shall in no case be less than three. The method of election of the directors shall be set forth in the bylaws of the Corporation.

Article 7. Officers. The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Mary A. Marnell	5551 Ridgewood Drive, Suite 201 Naples, FL 33963
Vice President	Richard B. Gersten	501 Goodlette Road, North, Suite A-210 Naples, FL 33940
Secretary	Richard B. Gersten	501 Goodlette Road, North, Suite A-210 Naples, FL 33940
Treasurer	Mary A. Marnell	5551 Ridgewood Drive, Suite 201 Naples, FL 33963

Article 8. Incorporators. The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Mary A. Marnell	5551 Ridgewood Drive, Suite 201 Naples, FL 33963

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 8th day of June, 1995.

Mary A. Marnell  
MARY A. MARNELL

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me personally appeared MARY A. MARNELL, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 8th day of June, 1995.



ANGELA TOMPKINS  
MY COMMISSION # CC327845 EXPIRES  
December 12, 1997  
BONDED THRU TROY FAIR INSURANCE, INC

Angela Tompkins  
Notary Public, State of Florida at Large  
My Commission expires:

By her execution hereof, the undersigned agrees to accept service of process for the corporation at the place designated herein, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned is familiar with the duties of registered agent and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of registered agent.

Mary A. Marnell  
Mary A. Marnell  
Registered Agent

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