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FLORIDA DIVISION OF CORPORATIONS

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Prepared By:
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ARTICLES OF INCORPORATION

OF

AMERICAN ADOPTION ADVISORS, INC.

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is:

AMERICAN ADOPTION ADVISORS, INC.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is not a for profit corporation. The purposes for which the corporation is organized are, without limiting the foregoing, to locate potential birth mothers; to establish an adoption advisory consulting and referral service to advise, assist and consult with individuals who are considering being birth mothers or adopting children; to provide housing and medical care to birth mothers; to discuss with birth mothers and/or adopting parents the impact such a decision may have on the birth mother, the prospective parent or parents, the children, or other family members; to refer such individuals to such other resources, agencies, counselors, therapists, mental health professionals, organizations, sources, or materials which will assist them in the emotional well-being of all parties concerned and their families; to conduct workshops and seminars relating to adoption, and to generally disseminate to the general public information about matters relating to adoption; to accomplish the ultimate placement of relinquished minors through adoption; to provide the legal work relative to parental rights termination and finalization of adoption; and to provide programs, activities, and counselling for pregnant women, counselling, home study and post placement services for adoptive parents, and for the placement of orphaned, abandoned or relinquished minors.

(A) The specific and primary purposes for which this corporation is formed are to operated for the advancement of charity and education for other charitable purposes, by the distribution of its funds for such purposes, and particularly for the purposes outlined above.

(B) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provision of any

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subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(C) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene, by publication or distribution of any statements or otherwise, in any political campaign on behalf of any candidate for public office.

(D) No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable or religious purposes as the Board of Directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c) (3), or as the same may be amended.

(E) The corporation shall have the following powers in furtherance of its corporate purposes:

1. The corporation shall have perpetual succession in its corporate name.
2. The corporation may sue and be sued.
3. The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
4. The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.
5. The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, fund received by gift or bequest.
6. The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
7. The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, pledge, use and otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental or other activities.
8. The corporation may make contracts, give guarantees, and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds

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and other obligations, secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all of any of its property or any interest therein, wherever situated.

9. The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

10. The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Florida laws, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

11. The corporation may pay pensions, establish and carry out pensions, savings, thrift and retirement and benefit plans, trusts and provision for any or all of its directors, officers and employees.

12. The corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 501(c) (3) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literacy, or educational purposes, or for the prevention of cruelty to children or animals.

13. The corporation may be an incorporator of other corporations of any type of kind.

14. The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

15. The directors may make, amend, or repeal the By-Laws which by law or by By-Laws requires action by the members.

16. Meetings of the members may be held anywhere in the United States.

17. The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c) (3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees and other agents of another organization in which it has an interest) against all liabilities and expense, including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit, or connection with the defense or disposition of any action, suit, or other proceeding whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter by reason of his or her being or having been such a

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director, officer, employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action as in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification, either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee, or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, officer, employee, or agent in connection with the defense or disposition of any such action, suit, or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an underwriting by such individual to repay the amounts so paid to the corporation if he or she shall be adjudicated to be not entitled to indemnification under Florida law. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors," "officers," and "agents" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

18. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud any director, officer, or member of this corporation individually or any individual having any interest in any concern in which any such directors, officers, members, or individuals, have any interest may be party to or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this corporation, and

(a) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;

(b) no such director, officer, member, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction, or act; and

(c) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same.

For purposes of this paragraph 18, the term "interest" includes personal interest and interest as a director, officer, stockholder, trustee, member or beneficiary of any concern; the

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term "concern" means any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

19. No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent that the corporation make expenditures for purposes of influencing legislation in conformity with the requirements of Section 501 (h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code and shall not be a private foundation under Section 509 (a) of the Internal Revenue Code.

20. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefore, all of the assets of the corporation shall be disposed of to one or more organizations exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

21. In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the By-Laws of the corporation, the following provisions shall apply:

The directors shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The directors shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

22. The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Florida law; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation may receive under Section 501 (c) (3) of the Internal Revenue Code.

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23. All references herein: (i) to the Internal Revenue Code, shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the laws of the State of Florida, shall be deemed to refer to said laws of the State of Florida as now in force or hereafter amended and (iii) to particular sections of the Internal Revenue Code or the laws of the State of Florida, shall be deemed to refer to similar or successor provisions hereafter adopted.

ARTICLE IV

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the methods of collection thereof, shall be as regulated by the By-Laws.

ARTICLE V

The street address and the mailing address of the principal place of business of the corporation is:

Emerald Lake Corporate Park
3111 Stirling Road, Suite 133
Ft. Lauderdale, FL 33312

The name and address of the initial registered agent is:

Samuel S. Rogatinsky
Emerald Lake Corporate Park
3111 Stirling Road, Suite 133
Ft. Lauderdale, FL 33312

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be no less than five (5) members who serve without pay. The number of directors may be increased by a By-Law duly adopted pursuant to the By-Laws of this corporation.

ARTICLE VII

Directors elected at the first meeting of the Board of Directors, and at all times thereafter, shall serve for a term of up to one (1) year until the first annual meeting of directors following the initial election of directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 A.M., on the first Monday in June of each year at the principal offices of the

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corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings 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. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The name and residential address of the persons who are to serve as the initial directors are:

NAME	ADDRESS
1. Michele Levin Rogatinsky	11151 Nautilus Drive, Cooper City, FL 33036
2. Marjorie Epstein-Aloni	2719 Hollywood Blvd., Hollywood, FL 33020
3. Rabbi Pinny Andrusier	3701 Starboard Avenue, Cooper City, FL 33026
4. Ion Paduraru	3111 Stirling Road, Suite 133, Ft. Lauderdale, FL 33312
5. Samuel S. Rogatinsky	3111 Stirling Road, Suite 133, Ft. Lauderdale, FL 33312
6. Devorah Weinreb	3 S.W. 129th Avenue, Suite 208, Pembroke Pines, FL 33027

ARTICLE VIII

The names and address of each incorporator are:

NAME	ADDRESS
1. Samuel S. Rogatinsky	3111 Stirling Road, Suite 133, Ft. Lauderdale, FL 33312

ARTICLE IX

(a) The Board of Directors shall elect the following officers: President, Treasurer, and Secretary, and such other officers as the By-Laws of this corporation may authorize the directors to elect from time to time. Initially such officers shall be elected at the first annual meeting of the

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Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

NAME	ADDRESS
Michele Levin Rogatinsky - President	11151 Nautilus Drive, Cooper City, Fl 33036
Samuel S. Rogatinsky 3111 - Vice-President & Treasurer	Stirling Road, Suite 133, Ft. Lauderdale, Fl 33312
Devorah Weinreb - Secretary	3 S.W. 129th Avenue, Suite 208, Pembroke Pines, FL 33027

(b) **RIGHTS AND LIABILITIES OF MEMBERS:** 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 on this 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 involuntary assessments.

ARTICLE X

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

ARTICLE XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for educational and charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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ARTICLE XII

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of directors for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of directors of the corporation.

We, the undersigned being the original incorporators of the foregoing corporation, for the purpose of forming this not for profit charitable corporation under the Law of the State of Florida, have executed these Articles of Incorporation on May 7, 1996.

WITNESSES:

[Signature]
Signature of Witness
ELAN KRAUS
Print Name
[Signature]
Signature of Witness
Debra Brummett
Print Name

INCORPORATORS:

[Signature]
Signature of Incorporator
Samuel S. Rogatinsky
Print Name

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing Articles of Incorporation was acknowledged before me this 8th day of May, 1996 by SAMUEL S. ROGATINSKY,

X who is personally known to me or
who produced a _____ as identification.

[Signature]
SIGNATURE OF NOTARY PUBLIC
Stacey Sandwitz
PRINT NAME

My commission expires:



STACEY JANOWITZ
My Commission 0021008
Expires Nov. 18, 1999
Bonded by HAI
800-422-1808

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

First - That AMERICAN ADOPTION ADVISORS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, State of Florida; has named SAMUEL S. ROGATINSKY, located at 3111 Stirling Road, Suite 133, Fort Lauderdale, FL 33312, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

SAMUEL S. ROGATINSKY
Resident Agent

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TALLAHASSEE, FLORIDA

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