

N9600003286



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 20, 1996

MARLENE GRASS
501 A EAST NEW HAVEN AVE.
MELBOURNE, FL 32901

SUBJECT: ALL ABOUT ADOPTIONS, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT corporation. Please be advised, we have corrected our records to reflect this corporation as a NONPROFIT corporation and assigned new document number N9600003286 with the original file date of July 30, 1992.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Sharon Tala
Document Specialist Supervisor
New Filings Section

Letter number: 596A00030657

N 96 00000 3286

IRVING GRASS

MEMBER: FLORIDA BAR
NEW YORK BAR

ATTORNEYS AND COUNSELLORS AT LAW

MIKAL W. GRASS

MEMBER: FLORIDA BAR

142 MINUTEMEN CAUSEWAY
P.O. BOX 321569
COCOA BEACH, FLORIDA 32932-1569
(407) 783-6720
FAX (407) 784-5512

July 27, 1992

BUREAU OF CORPORATIONS
New Corporations
Tallahassee, FL

Dear Sir:

Enclosed, please find:

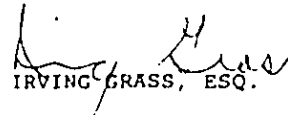
1. Articles of Incorporation of All About Adoptions, Inc. a non-profit corporation.

2. Certificate Designating Place of Business or Domicile for the Service of Process

3. Check in the amount of \$122.50 for the filing thereof and other costs.

I respectfully request that the recorded articles be returned to me.

Sincerely,


IRVING GRASS, ESQ.

ig/mg
enclosure



92 JUL 30 PM 2:26
CORPORATION
CLERK

ARTICLES OF INCORPORATION

OF

ALL ABOUT ADOPTIONS, INC.

We, the undersigned, for the purpose of forming a not for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of State of Florida.

ARTICLE 1. NAME

The name of this corporation is ALL ABOUT ADOPTIONS, INC., hereinafter referred to as "the Corporation."

ARTICLE 2. DURATION

The corporation shall be of perpetual duration.

ARTICLE 3. PURPOSE[S]

A) The purpose(s) of this corporation are:

1) To act as a Child Placing Agency under the Laws and Regulations of the State of Florida. In addition, to foster the development of programs aimed at improving the status of children in the United States and internationally.

2) carry on any and all activities, projects and work necessary to achieve the above stated purpose which is consistent with, connected to, or related in any way with said purpose. However, in no event shall any activity set forth above be inconsistent with the corporation's tax exempt status as an organization described in Section 501(c)(3) of the Internal Revenue Code of the United States or the corresponding provision of any future United States Internal Revenue Law. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and education within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the organization 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 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purposes.

ARTICLE 4. INITIAL MEMBERSHIP

Membership in the corporation shall be open to the general public. The By-Laws of the Corporation may create regulations governing membership.

ARTICLE 5. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall serve as officers and Directors of the Corporation until such time as a Board of Directors is elected by the Membership, but they shall serve no longer than six months without being duly elected. The following people have agreed to serve on the Board of Directors and or as Officers of the Corporation:

Irving Grass, 445 Harwood Avenue, Satellite Beach, FL
32937

Mikal W. Grass, 3301 Rivercrest Drive, #205, Melbourne,
Florida 32935

Clarise Weathers, 1452 Hillcrest Drive, Melbourne, FL

Sydney Dennies, 445 Sand Key, Melbourne Beach, Florida
32951

Benjamin Abramowitz, 735 Apollo Circle, N.E., Palm Bay, FL

ARTICLE 6. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

1. The Board of Directors shall serve without pay or financial benefit from the Agency.

2. The Board members shall be elected annually by the supporting membership, as stated in the By-Laws of the Corporation.

3. The Directors shall serve for a period of one year.

4. The Board shall consist of not less than five members.

5. Special and Standing Committees shall be appointed as needed by a majority vote of the Board.

6. The Board shall employ a qualified Executive Director who shall be responsible for the daily administration of the Corporation, and who shall have authority to hire personnel necessary to carry on the activities of the corporation, in accordance with the laws and regulations promulgated by the State of Florida. The Board shall have joint responsibility with the Executive Director for determining the major policies and procedures of the agency, and shall review the general plan of operation of the agency on a periodic basis.

7. The Board shall interpret the corporation's work to the community, and shall cooperate with other corporations in the community to develop and implement a broad community plan of total services to meet the needs of the community in accordance with the corporation's stated purpose.

ARTICLE 7. FISCAL CONTROL

1. The Board of Directors shall act as a Trustee for property and investments of the Corporation. Prior to the beginning of any fiscal year, the board shall approve an itemized budget or statement of anticipated income and expenses and approve the proposed method of securing funds and financing the program. A copy of the approved Budget shall be filed with the Department of Health and Rehabilitative Services as their regulations direct.

2. The Board and the Executive Directors are jointly responsible for the safety and judicious use of funds. Policies shall be adopted in accordance with sound budgeting, disbursement and audit control procedures.

a. The Executive Director shall see that appropriate books and records shall be kept, including records of income and disbursements, a monetary evaluation of all donations, including in-kind donations. The books and records of the Corporations shall be open to inspection by the Board of Directors and the Department of Health and Rehabilitative Services. Financial Statements shall be prepared at intervals specified by the Board.

b. Accounts shall be audited annually by a certified or licensed public accountant.

ARTICLE 8. SUBSCRIBERS

The name and address of the subscriber to these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
IRVING GRASS	445 HARWOOD AVENUE, SATELLITE BEACH, FL

ARTICLE 9 OFFICERS.

1. The officers of the Corporation shall be a President, Vice President, a Secretary, a Treasurer and such other officers as may be designated in the manner prescribed by the By-Laws.

2. The officers shall be elected or designated each year in the manner prescribed by the By-Laws, and shall take their respective offices for the following year at the conclusion of the annual meeting following election or designation to office.

3. In the event the President is absent or unable to act, his or her duties shall be performed by the Vice President and in the event of the death or resignation of the President, the Vice President shall serve as the President during the remainder of the term of the office thus vacated, and thus shall serve as President for the term for which he or she was elected. In the event of the death or disability of both the President and the Vice President, the Board of Directors shall elect an Acting President to hold office until the next succeeding annual meeting.

4. The officers shall be entitled to vote on matters of business coming before the Board of Directors for consideration.

ARTICLE 10. INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may

become involved by reason of the Director or Officer being of having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Director's approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or Officer may be entitled.

ARTICLE 11. PRINCIPAL OFFICE, AGENT AND ADDRESS

The principal office of the Corporation shall be at: 445 Harwood Avenue, Satelittle Beach, Florida 32937 or at such other place, within the State of Florida, as may be subsequently designated by the Board of Directors.

ARTICLE 12. INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The initial registered office is at: 142 Minuteman Causeway, Cocoa Beach, Florida 32931.

The initial registered agent is: Marlene Grass

ARTICLE 13. AMENDMENT OF ARTICLES OF INCORPORATION

These ARTICLES OF INCORPORATION, may be amended in the manner provided by Law. Every amendment shall be adopted by the Board of Directors, either by majority vote at a meeting, or in any other means designated by the By-Laws.

Irving Grass
Subscriber

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared Irving Grass to me known to be the person described as a subscriber in, and who executed the foregoing ARTICLES OF INCORPORATION, and after taking an oath, acknowledged before me that he subscribed that same.

WITNESS, by my hand and seal, in the county of Brevard, State of Florida, on this 21st day of July, 1992.

Personally known by me X
or Produced Identification _____
Type of identification _____

NOTARY PUBLIC

Printed Name of Notary Public
Commission # _____

My Commission Expires: _____

I hereby accept the designation of Registered Agent as set forth in the Articles of Incorporation.

Marlene Grass
Registered Agent

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

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

That ALI. ABOUT ADOPTIONS, INC. desiring to organize under the laws of the State of Florida, with its principal office at 445 Harwood Avenue, Satellite Beach, County of Brevard, State of Florida, 32937 has named MARLENE GRASS, located at 142 Minuteman Causeway, Cocoa Beach, County of Brevard, State of Florida 32931, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated entity, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated: January 21, 1992

Marlene Grass
Marlene Grass, Registered Agent

62 JAN 30 PM 2:26

62 JAN 30 PM 2:27

SECOND NOTICE CORPORATION WILL BE DISSOLVED ON OR AFTER JULY 28, 1993
AMOUNT DUE: \$25.00 (MINIMUM AMOUNT DUE TO REINSTATE \$375)

FILED

SEP 17 1992

DOCUMENT # N9600003286

ALL ABOUT ADOPTIONS, INC.
445 HAWOOD AVE
SATELLITE BEACH FL 32937

FILED FEE: \$25.00 Annual Report \$10.00 S.C. Corporation Supplemental Fee \$25.00 Late Fee
MAILED FOR: AVAILABLE TO DEPARTMENT OF STATE

07/30/1992

59-3193831

Post Office Box 1621 445 HAWOOD AVE

MELBOURNE, FLORIDA SATELLITE BEACH FL

32937-1621 U.S.A. 32937

Name and Address of Agent Registered Agent

GRASS, MARLENE
142 MINUTEMAN CAUSEWAY
COCOA BEACH FL 32931

\$25.75 Amount
Fee Required

\$5.00

\$130.75

10 Name and Address of Agent Registered Agent

01

02

03

04

FL

D
GRASS, IRVING
445 HAWOOD AVE
SATELLITE BEACH FL

D
GRASS, MIKAL W
3101 RIVERCREST DR #205
MELBOURNE FL

D
NEATHERS, CLARISE
1432 HILLCREST DR
MELBOURNE FL

D
MINNIES, SYDNEY
445 SAND KEY
MELBOURNE BEACH FL

D
ABRAHAMITZ, BENJAMIN
735 APOLLO CIR NE
PALM BAY FL

D
HAROLD, GARY
445 HAWOOD AVE
SATELLITE BEACH FL 32937

SIGNATURE

[Handwritten Signature]

1994

APPROVED
AND
FILED

MAY 11 1994

TALLAHASSEE, FLORIDA

ALL ABOUT ME, INC. 05, INC. 07000003286

F. O. R. 121
Mellon, L. 121

5014 East Main
Hawthorne
Mellon 23481

same as above

9 Name and Address of Current Registered Agent

MALENE GRAY
445 HARWOOD AVE.
SATELLITE BEACH, FL 32932

USA

10 Name and Address of New Registered Agent

FL 85

000001211380
-06/24/94--01018--015
****200.00 ****200.00

Deputy
Secretary
2370 S. Atlantic Avenue
Satellite Beach, FL 32931

REMITTED BY MAY 1
12-1

SIGNATURE:

M. K. C. (Signature)

401 27-0000

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00



1995

DOCUMENT # N 1000005006

ALL ABOUT ADOPTIONS, INC.

APPROVED
AND
FILED

95 APR 27 AM 10:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

501 A. EAST NEW HAVEN AVE.
MELBOURNE FL 32901

P.O. BOX 1621
MELBOURNE FL 32901
US

3 07/30/1992 3a 05/01/1994
4 59-3193831
5 \$8.75 Additional
Fee Required
6 \$5.00 May Be
Added to Fees
8
10 Name and Address of New Registered Agent

9 Name and Address of Current Registered Agent

GRASS, MARLENE
445 HARWOOD AVE.
SATELLITE BEACH FL 32937

01
02
03
04

FL 85

P
GRASS, MIKAL W.
2000 GOFF PLACE
MELBOURNE FL 32901
D
ABRAMOWITZ, BENJAMIN
735 APCLO CIR. N.E.
PALM BAY FL 32937
D
DENIUS, SYDNEY
445 SANDY KEY
MELBOURNE FL
D
SHEER, JEFFREY
2370 S. ATLANTIC AVE.
COCOA BEACH FL 32931
D
GRASS, IRVING
445 HARWOOD AVE.
SATELLITE BEACH FL 32937
D
WEATHERS, CLARISE
1452 HILLCREST DR.
MELBOURNE FL

Director
Kathy Cummings
350 R.R. 1
Melbourne Beach, Florida 32951
Director
Stuart Smith
145 San Pablo Circle
West Melbourne, FL 32904

SIGNATURE:

Mikal W. Grass, President
SIGNATURE AND TITLE: APPROVED NAME OF SIGNER: OFFICER OR DIRECTOR

400 727-0088