

N96000405074

ADOPTION TASK FORCE OF SOUTHWEST FLORIDA, INC.

"The Adoption Option"

P. O. Box 8085
Naples, Florida 34101-8085
(941) 403-5893

CATHOLIC CHARITIES
455-2655

CHILDREN'S HOME SOCIETY
334-2008

EMERGENCY PREGNANCY
SERVICE
262-6381

FAMILIES THROUGH ADOPTION
591-4403

HRS ADOPTION
643-9518

LAW OFFICE OF
JANICE CLEMENT
643-7070

LAW OFFICE OF
R. B. GERSTEN
643-2013

MARTHA ROYAN, LCSW
597-2114

MINISTRY TO UNWED MOTHERS
774-1165

NAPLES OB/GYN
262-1653

DANEILLE STEWART, PARALEGAL
598-9443

PEACHTREE ADOPTION AGENCY
643-2362

PLANNED PARENTHOOD OF
COLLIER COUNTY
262-8923

STEPPING STONES
643-3250

SUNLIGHT HOME
597-3941

WOMEN'S CARE & BIRTH CENTER
597-9444

January 14, 1997

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

RE: Adoption Task Force of Southwest Florida, Inc.

Dear Sir/Madam:

I have enclosed the original plus one (1) copy of the Amended Articles of Incorporation along with a check in the amount of \$35.00 for filing fees. Please forward a copy of the accepted articles to the address above.

If you have any questions, please do not hesitate to contact us.

Sincerely,

Daneille D. Stewart
Daneille D. Stewart
Secretary

Enclosures

STATEMENT OF PURPOSE

The Adoption Task Force of Southwest Florida, Inc. is a collaborative effort of community agencies and individuals to create and increase awareness of adoption. Our purpose is to provide resources and education on the various aspects of adoption and promote positive attitudes toward adoption.

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-01/22/97--01058--001
*****35.00 *****35.00

Amend
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 10 PM 12:15
TLL FEB 10 1997

Adoption Task Force of Southwest Florida, Inc.
Post Office Box 8085
Naples, FL 34101-8085

February 7, 1997

Florida Department of State
Division of Corporations
ATTN: Thelma Lewis
409 E. Gaines Street
Tallahassee, FL 32399

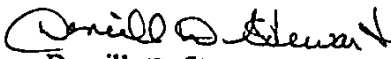
RE: Amended Articles of Incorporation

Dear Ms. Lewis:

Pursuant to your letter of January 28, 1997 I have enclosed the revised Articles which include the paragraph individated the date of the adoption of the amendment and the unanimous vote of the quorom of members.

Thank you for your assistance in this matter, I remain

Yours very truly,


Daneille D. Stewart
Secretary



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1997

DANEILLE D. STEWART
ADOPTION TASK FORCE OF SOUTHWEST FLORIDA
P. O. BOX 8085
NAPLES, FL 34101-8085

SUBJECT: ADOPTION TASK FORCE OF SOUTHWEST FLORIDA, INC.
Ref. Number: N96000005074

We have received your document for ADOPTION TASK FORCE OF SOUTHWEST FLORIDA, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 197A00004387

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 PM 2:15

**AMENDED ARTICLES OF INCORPORATION
ADOPTION TASK FORCE OF SOUTHWEST FLORIDA, INC.**

WHEREAS at a properly noticed special meeting held on November 7, 1996, the Directors voted unanimously to amend the Articles of Incorporation in order to be in compliance with the Internal Revenue Service Code, specifically, Article IV. After a quorum having been met, the motion to amend the Articles was discussed, voted on and unanimously passed by the members.

ARTICLE I

Name

The name of the corporation shall be Adoption Task Force of Southwest Florida, Inc.

ARTICLE II

Location

The place where the principal office of the corporation shall be held is the registered agent's office located at 335 Fifth Avenue South, Naples, Florida 34102. The mailing address of the corporation shall be Post Office Box 8085, Naples, Florida 34101-8085.

ARTICLE III

Term of Existence

The term of existence of this corporation shall be perpetual.

ARTICLE IV

Purpose

The corporation is organized exclusively for charitable, religious, education and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code.

The purpose of the Adoption Task Force of Southwest Florida, Inc. is a collaborative effort of community agencies and individuals to create and increase awareness of adoption. Our purpose is to provide resources and education on the various aspects of adoption and promote positive attitudes toward adoption and to assist any other charitable purpose relative to adoption.

ARTICLE V

Stock and Assets

- Section 1. At no time shall this corporation have or issue shares in stock and at no time shall dividends be paid or any part of the income of the corporation be distributed to its directors or officers. All funds must be returned to the charitable and educational uses and purposes of the corporation.
- Section 2. That upon dissolution of the assets of the corporation remaining after payment of expenses and administration, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future, federal tax code, or shall be distributed to the Federal Government or to a state or local government for a public purpose.
- Section 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- Section 4. 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 corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE VI

Management

The By-Laws will provide for a Board of Directors. Six members of the Board of Directors will function as an executive committee. The By-Laws will provide for election terms, quorums and voting rights relative to the management of the corporation.

ARTICLE VII

General Powers

The corporation shall be empowered, in order to promote the charitable purposes thereof, to acquire property by grant, gift, purchase, devise or bequeath, and to hold and to dispose such property of the benefit and charitable purposes of the corporation and not for pecuniary profit. But should profit be made from any holdings in land or investment or rental of office space or land of otherwise, then those profits shall be used or put to use by the corporation to further its charitable purposes; and it shall be further empowered to:

- A. Have succession by its corporate name for the period set forth in its Articles of Incorporation.
- B. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- C. Adopt and use a common corporate seal and alter the same; provided, however, that such a seal shall always contain the words "corporation not for profit".
- D. Adopt, change, amend and repeal By-Laws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- E. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its note, bond and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.
- F. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state territory, district, or possession of the United States or any foreign country.
- G. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- H. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
- I. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporation, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

- J. Lend money for its corporate purposes, invest and reinvest its funds, and take hold real and personal property as security for the payment of funds so loaned or invested.
- K. Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.
- L. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

ARTICLE VIII

Officers

The initial officers of the corporation shall be as follows:

President
Vice-President
Secretary
Treasurer

Richard B. Gersten, Esquire
Janice Clement, Esquire
Daneille D. Stewart, CLA, CFLA
Theresa Iamurri

ARTICLE IX

By-Laws

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE X

Amendments

These Articles of Incorporation may be amended by the Board of Directors providing that a majority of the Board of Directors are present and vote in acceptance of the amendment.

ARTICLE XI

Directors

The number of directors constituting the initial Board of Directors is sixteen (16), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the Board or until their successors shall have been elected and qualified are as follows:

T. Robert Troesch
Catholic Charities
2210 Santa Barbara Boulevard
Naples, Florida 34116

Joyce Mink
Children's Home Society
1495 Maple Street
Ft. Myers, Florida 33907

Lucia Barone
Emergency Pregnancy Service
420 Ninth Street North
Naples, Florida 34102

Theresa Iamurri
Families Through Adoption
P.O. Box 420085
Naples, Florida 34110

Linda Tillman
HRS Adoption
222 Industrial Boulevard
Naples, Florida 34104

Janice T. Clement, Esquire
Attorney-at-Law
335 Fifth Avenue South
Naples, Florida 34102

Richard B. Gersten, Esquire
Attorney-at-Law
501 Goodlette Road North #A-210
Naples, Florida 34102

JoAn Carter
3130 Kings Lake Boulevard
Naples, Florida 34112

Martha Royan LCSW
Psychotherapist, Counselor
5051 Castello Drive #24
Naples, Florida 34103

Daneille D. Stewart, CLA, CFLA
Paralegal
5681 12th Avenue NW
Naples, Florida 34119

Mary Frances Kruse
Peachtree Adoption
2500 Airport Road South #311
Naples, Florida 34112

Amy Granato
Planned Parenthood of Collier County
900 Fifth Avenue North
Naples, Florida 34102

Carol Golly
Stepping Stones
1515 Mullet Lane
Naples, Florida 34102

Rosemary Erickson
Sunlight Home
431 Lagoon Avenue
Naples, Florida 34108

Cheryl Gentry, CNM
Women's Care & Birth Center
803 Vanderbilt Beach Road
Naples, Florida 34108

Jennifer Faccioli
Naples OB/GYN
775 First Avenue North
Naples, Florida 34102

After the initial year the Board of Directors shall consist of at least 9 but no more than 16 members.

ARTICLE XII

Incorporators

The names and street addresses of the incorporators for these articles of incorporation are as follows:

T. Robert Troesch
Catholic Charities
2210 Santa Barbara Boulevard
Naples, Florida 34116

Daneille D. Stewart, CLA, CFLA
Paralegal
5681 12th Avenue NW
Naples, Florida 34119

Theresa Iamurri
Families Through Adoption
P.O. Box 420085
Naples, Florida 34110

Amy Granato
Planned Parenthood of Collier County
900 Fifth Avenue North
Naples, Florida 34102

Janice T. Clement, Esquire
Attorney-at-Law
335 Fifth Avenue South
Naples, Florida 34102

Richard B. Gersten, Esquire
Attorney-at-Law
501 Goodlette Road North #A-210
Naples, Florida 34102

ARTICLE XIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 335 Fifth Avenue South, Naples, Florida 33940, and the name of the initial registered agent at that address is Janice T. Clement, Esquire, and she signifies her acceptance of this position as shown in the certificate and designation filed herewith.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 10th DAY OF January, 1998. 7

T. Robert Troesch
T. ROBERT TROESCH

Daneille D. Stewart
DANEILLE D. STEWART, Secretary

Theresa Iamurri
THERESA IAMURRI

Amy Granato
AMY GRANATO

Janice T. Clement
JANICE T. CLEMENT

Richard B. Gersten
RICHARD B. GERSTEN - President