

N98000001015

TRANSMITTAL LETTER

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

200002436092--5
-02/20/98--01043--011
*****78.75 *****78.75

SUBJECT: Heritage For Black Children, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00	<input checked="" type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee Certified Copy & Certificate

FROM: _____ Gertrude S. Poole

4908 Center Lane

Orlando, Florida 32808

(407) 299-5770

FILED
98 FEB 20 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I Name

The name of the corporation shall be:

Heritage For Black Children, Inc.

FILED
98 FEB 20 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

The principal place of business, at which the general business of the organization will be transacted in Orlando, Florida. The mailing address shall be 4908 Center Lane, Orlando, Florida 32808, as may be fixed from time to time by the Board of Directors of this group.

ARTICLE III Purpose(s)

The specific purpose(s) for which the corporation is organized is(are):

The purpose of this corporation shall be charitable and educational. This corporation shall also be a support tool for adoptive and potential adoptive parents of Black and BI-racial children that will help parents deal with issues surrounding adoption.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

Directors shall be elected at the Annual meeting of the membership for a term of three (3) years. Elections shall be so arranged that approximately one third (1/3) of the total number of directors are elected each year. Directors shall be allowed stand for re-election for a maximum of two (2) consecutive three (3) year terms. An election to fill an unexpired-expired term shall not be so counted. The directors shall hold office until their successors have been elected and qualified. Unless elected to fill a vacancy, the term of office of a director shall commence on January 1, following the respective election by the membership.

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited are as follows:

The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article IV above. 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 any political campaign on behalf of any candidate for public office. Notwithstanding and other provision of the articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501C 3 of the Internal revenue code or the corresponding provision of any future United States Internal Revenue Law, or by a corporation, contributions to which are deductible under section 170C2 of the code or the corresponding provision of any future United States Internal Revenue Law.

At the time of dissolution of the corporation, the board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes established, in such manner, or to such organization operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501C3 of the Internal revenue code, as the board shall determine. Any such remaining funds, property or other assets not so distributed shall be disposed of by petition or application to district court, according to state law, for such purposes or to such organizations as the court may decree.

ARTICLE VI
Initial registered agent and street address

The name and the street address of the initial registered agent is:

Gertrude S. Poole
4908 Center Lane
Orlando, Florida 32808

ARTICLE VII
Incorporators

The names and addresses of the incorporators of these Articles of Incorporation, as well as the number of directors of this corporation shall be seven (7), each of whom shall continue in office until the first annual meeting of the members and until a successor is elected and qualified, or removed by law or in the by-laws. Three (3) members i.e. (founding Trustees) shall be permanent members of the board, and are:

Gertrude S. Poole (Trustee)
4908 Center Lane
Orlando, FL 32808

Robert L. Porter
450 Morning Blossom Lane
Oviedo, FL 32765

Lenita R. Shervington
6505 Abbeydale Court
Orlando, FL 32818

Renay Oliver (Trustee)
1258 Dunbridge Street
Apopka, FL 32703

Gloria L. White
1226 Twin Cone Circle
Orlando, FL 32822

Mary E. Timm
9972 Flynt Circle
Orlando, FL 32825

Wanda Rogers (Trustee)
5512 Perrine Drive
Orlando, FL 32808

ARTICLE VIII

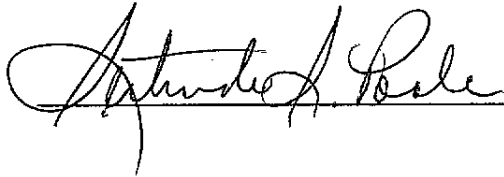
There shall be no personal liability of any member of this corporation or its board of directors for any corporation obligation.

ARTICLE IX

This corporation was formed August 7, 1995, with its effective of incorporation to be assigned by the Secretary of State as: _____

The undersigned incorporator has executed these Articles of Incorporation this 15 day of February, 1998.

Signature of Incorporator:



Gertrude S. Poole

Type name of incorporator signing

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

pursuant to the provisions of section 617.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA. SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the corporation is:

Heritage For Black Children, Inc.

(must include suffix)

2. The name and address of the registered agent and office is:

Gertrude S. Poole

(Name)

4908 Center Lane

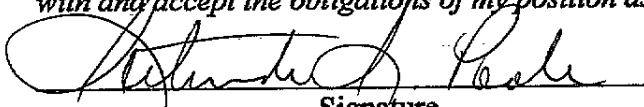
(P. O. Box or Mail Drop Box **NOT** acceptable)

Orlando, Florida 32808

(City/State/Zip)

FILED
98 FEB 20 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature

2/15/98

Date