

N 980000005833

Adoption Outreach, Inc.
2130 W. Brandon Blvd., Suite 101
Brandon, FL 33511

Phone (813) 653-1744

Fax (813) 654-6830



October 6, 1998

Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32301

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-10/12/98-01103--001
122.50 *78.75

RE: Adoption Outreach, Inc.

Dear Sir or Madam:

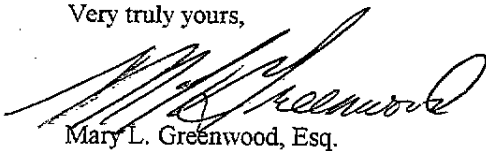
Enclosed for filing are Articles of Incorporation of Adoption Outreach, Inc., a not-for-profit corporation. Also enclosed is our check in the amount of \$122.50 representing the Filing Fee, Registered Agent Fee, and a Fee for One Certified Copy.

After filing, please certify the enclosed copy of the Articles and return the certified copy to me with the filing date stamped on it in the self-addressed envelope enclosed with this letter.

From: Mary L. Greenwood, Esquire, Incorporator
2130 W. Brandon Blvd., Ste. 101
Brandon, FL 33511
(813) 653-1744/ Fax (813) 654-6830

Thank you for your assistance.

Very truly yours,



Mary L. Greenwood, Esq.

MLG/lam
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-13-98
JPM

**ARTICLES OF INCORPORATION OF
ADOPTION OUTREACH, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1

NAME

The name of the Corporation is **ADOPTION OUTREACH, INC.**

Article 2

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Trustees or Officers, except to the extent permissible under law.

Article 3

DURATION

The duration of the Corporation is perpetual.

Article 4

MEMBERS

The Corporation shall have Voting Members, who shall be elected (and shall be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name	Address
James T. Hardee	3944 Cedar Cay, Valrico, FL 33594
Larry Butler	5118 Twin Creek Dr., Valrico, FL 33594
Dawn Bolles	5425 Downham Meadow, Sarasota, FL 34235

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TALLAHASSEE, FLORIDA

Steve McChord	1907 Coral Tree Ct., Brandon, FL 33511
Laurie Cunningham	820 Eagle Lane, Apollo Beach, FL
Lisa LeVine	15904 Ellsworth Dr., Tampa, FL 33647
Geraldine McDermott	1109 S. Bryan Rd., Brandon, FL 33511

Article 5

PURPOSES

The Corporation is organized and shall be operated exclusively for the following purposes:

A. To provide ethical, legal, and empathetic care and services to birth parents and adoptive parents, as well as adult adoptees, in all matters relating to the creation and recognition of distinctive families through the process of legal adoption;

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property, for any of the purposes set forth herein;

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 6

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

Article 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 2130 W. Brandon Blvd. Suite 101, Brandon, Florida 33511, and the name of its initial Registered Agent at that address is Mary L. Greenwood, Attorney at Law. The principal office address is the same as the registered office address.

Article 8

INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is (7) . The number of Trustees may be increased from time to time in accordance with the Bylaws, but shall never be less than five. The Voting Members shall elect the Trustees annually. The Bylaws may provide for *ex officio* and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Name	Address
James T. Hardee	3944 Cedar Cay, Valrico, FL 33594
Larry Butler	5118 Twin Creek Dr., Valrico, FL 33594
Dawn Bolles	5425 Downham Meadow, Sarasota, FL 34235
Steve McChord	1907 Coral Tree Ct., Brandon, FL 33511
Laurie Cunningham	820 Eagle Lane, Apollo Beach, FL
Lisa LeVine	15904 Ellsworth Dr., Tampa, FL 33647
Geraldine McDermott	1109 S. Bryan Rd., Brandon, FL 33511

Article 9

OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) 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:

Name	Address	Title
Laurie Cunningham	820 Eagle Lane, Apollo Beach, FL	President
James T. Hardee	3944 Cedar Cay, Valrico, FL 33594	Vice President
Larry Butler	5118 Twin Creek Dr., Valrico, FL 33594	Secretary
Geraldine McDermott	1109 S. Bryan Rd., Brandon, FL 33511	Treasurer

Article 10

INCORPORATORS

The name and address of each Incorporator is as follows:

Name

Address

Mary L. Greenwood

607 Ashcroft Drive, Brandon, FL 33511

Article 11

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

Article 12

INDEMNIFICATION

The Corporation shall indemnify each Officer and trustee, including former Officers and trustees, to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of Sept 1998.


Mary L. Greenwood

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

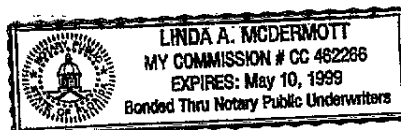
The foregoing Articles of Incorporation were acknowledged before me this 30th day of September 1998 by Mary L. Greenwood, as incorporator, who is personally known to me.


NAME:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

COMMISSION NO:

MY COMMISSION EXPIRES:



ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and having been designated to accept service of process for the Corporation at the place designated as the registered office, 2130 W. Brandon Blvd., Suite 101, Brandon, Florida 33511, (813) 653-1744, I hereby agree to serve as Registered Agent, to comply with all laws regarding the performance of my duties, and to accept the duties and obligations of Section 607.325, Florida Statutes.

Dated this 30 day of Sept 1998.


Mary L. Greenwood

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TALLAHASSEE, FLORIDA