



LAW OFFICE OF
Diana L. Dixon, P.A.

- Wills & Probate
- Corporations
- Guardianships

Santa Rosa Executive Plaza
151 Mary Esther Cutoff, Suite 305
Mary Esther, FL 32569

(904) 243-3919
Fax (904) 243-3052

- Marital & Family Law
- Adoptions
- Surrogacy

N 98000006515

November 10, 1998

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*****78.75 *****78.75

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

RE: GIVEN IN LOVE ADOPTION AGENCY, INC.

Please find enclosed the original and one copy of the articles of incorporation for the above-named Florida Non-Profit Corporation. Also enclosed is a check in the amount of \$78.75 representing the filing fee and a certified copy.

Thank you for your assistance in this matter.

Sincerely,

Cindy Shuck
Cindy Shuck
legal Assistant

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I: NAME

The name of the corporation shall be **GIVEN IN LOVE ADOPTION AGENCY, INC.** For convenience it is herein called the Agency or the Corporation.

ARTICLE II: PRINCIPAL OFFICE

The business of the Agency shall be carried on at its principal office in Florida, and at such other places as may from time to time be authorized by the board of directors. The principal place of business and mailing address of this corporation shall be :

GIVEN IN LOVE ADOPTION AGENCY, INC.
151 Mary Esther Blvd., Ste 305
Mary Esther, Florida 32569

ARTICLE III: PURPOSES AND POWERS

3.1 Purposes. The specific purposes for which the corporation is organized are:

(A) the operation of a licensed "Child-Placing Agency" as is defined by the State of Florida, Department of Children and Family Services Chapter 65C-15.

(B) any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of this state, including but not limited to: charitable, benevolent, educational, civic, social, cultural, and professional.

3.2 Powers: General. The Agency may contract and be contracted with, sue and be sued, invest and reinvest the funds of the Agency, and do all acts and things requisite, necessary, proper, or desirable to carry out and further the purposes for which the Agency is formed.

3.3 Offices and Employees. The agency may establish one or more offices and employ such agents, employees and clerical force as may be deemed necessary or proper to conduct and carry on the work of the Agency, and it may pay reasonable compensation for the services of such persons.

3.4 Contributions. The Agency may receive, by contribution, gift, bequest, devise, or in any other form of manner, money, assistance, and any other form real, personal, or mixed property, from any person, firm or corporation to be used in furtherance of the purposes of the Agency, provided however, that gifts shall be subject to acceptance by the board of directors as is required by the ByLaws.

ARTICLE IV: DIRECTORS

4.1 Directors. Five directors shall be elected as follows: at least three of the directors shall be either an adoptive parent, an adoptee, or a birth parent of an adopted child.

4.3 Organizational Meeting. After incorporation an organizational meeting shall be held, pursuant to Florida Statute 607.0205, at the call of the incorporator, to elect a board of directors who shall complete the organization of the corporation by appointing officers, adopting by-laws, and carrying on any other business brought before the meeting.

4.4 Executive Committee. The affairs of the Agency may be managed by an executive committee between meetings of the board of directors. The executive committee shall be established in the manner and with the authority provided by the ByLaws.

ARTICLE V: OFFICERS

5.1 Number. The affairs of the agency shall be managed by a board of directors and administered by an executive director who meets the requirements set forth in administrative rule 10M-24.027(1) and such other officers as the board of directors shall deem necessary.

5.2 Election. The officers shall be elected annually by the board of directors in the manner provided by the ByLaws. Terms of office may be limited as provided in the ByLaws.

ARTICLE VI: BYLAWS

The board of directors of this corporation shall make and adopt ByLaws for the corporation, and said board and its successors in office shall have the power to alter amend, and rescind such ByLaws or to adopt new ByLaws.

Article VII: Directors' and Officers' Compensation and Indemnification

7.1 Compensation. Directors of the Agency shall not receive compensation, directly or indirectly, for their services as directors. Officers of the Agency shall not receive compensation, directly or indirectly, for their services as officers unless they are employed by the board of directors as a member of the administrative staff of the Agency. These prohibitions shall not preclude reimbursement of a director, officer or duly appointed committee member for expenses or advances made for the Agency that are reasonable in character and amount and approved for payment in the manner provided by the ByLaws.

7.2 Indemnification. Every director and every officer of the Agency shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director or officer in connection with any proceeding or any settlement of any proceeding to which such director or officer may be a party or in which such director or officer may become involved by reason of such director or officer being or having been a director or officer of the Agency, whether or not such director or officer is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the director's or officer's duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Agency. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Appropriate liability insurance, if available, shall be provided for every officer, director and agent of the Agency in amounts determined from time to time by the board.

7.3 Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Agency and one or more of its directors or officers, or between the Agency and any firm of which one or more of its directors or officers are stockholders or employees, or in which they are interested,

or between the Agency and any corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the board of directors of the corporation which acts upon or in reference to such contract or transaction and notwithstanding their participation in such action, if the fact of such interest shall be disclosed or known in writing to the board of directors, and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the directors present, such interested director or directors, officer or officers to be counted in determining whether a quorum is present but not counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VIII: AMENDMENT

8.1 Notice of Amendments. Notice of subject matter of a proposed amendment to these Articles shall be included in the notice of the meeting at which a proposed amendment is considered.

ARTICLE IX: DISTRIBUTION OF NET EARNINGS

9.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other 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 the purposes set forth in Article II hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 X: DISTRIBUTION OF ASSETS UPON DISSOLUTION

10.1 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, 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. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation in the State of Florida shall be:

Law Offices of
Diana L. Dixon, P.A.
151 Mary Esther Blvd., Ste 305
Mary Esther, FL 32569

The name of the initial registered agent of this corporation
at that address shall be:

DIANA L. DIXON

ARTICLE XII: TERM OF EXISTENCE

12.1 This corporation shall exist perpetually and shall commence corporate existence on the date of the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE XIII: INCORPORATOR

13.1 The name and address of the incorporator signing these Articles of Incorporation is as follows:

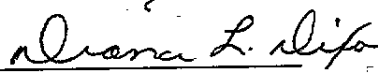
NAME

ADDRESS

DIANA L. DIXON

151 Mary Esther Blvd., Ste 305
Mary Esther, FL 32569

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this
10 day of November, 1998.


DIANA L. DIXON

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME personally appeared DIANA L. DIXON to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 10 day of Nov, 1998.


NOTARY PUBLIC
My Commission Expires:



DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT
GIVEN IN LOVE ADOPTION AGENCY, INC.
a non-profit Florida Corporation

1. The name of the corporation is GIVEN IN LOVE ADOPTION AGENCY INC.
2. The name of the registered agent is DIANA L. DIXON.
3. The address of the registered agent/registered office is 151 Mary Esther Blvd., Ste. 305, Mary Esther, FL 32569.

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Diana L. Dixon
Diana L. Dixon

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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