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To: Division of Corporations
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From: Account Name : FAS-T CORP. AGENTS, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BOUNTIFUL INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	1
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B. McKnight JUN 21 1999

ARTICLES OF INCORPORATION
OF
BOUNTIFUL INTERNATIONAL, INC.

A Not-for-Profit Corporation

I, 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, State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Bountiful International, Inc.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSES

The general objection and purpose of this Corporation shall be:

To act as a child placing agency under the laws and regulations of the State of Florida and to foster the development of programs aimed at promoting the adoption of children in need of parents in the United States and in foreign countries. To 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 an way with said purpose.

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, provided the Corporation obtains such tax exempt status.

The purposes for which the Corporation is organized are exclusively charitable, scientific and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State or local government for exclusively public purposes.

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ARTICLE IV - INCORPORATOR

The name and address of the subscriber to these articles is Candice Critchfield, 250 - N. Orange Avenue, Suite 1002, Orlando, Florida 32802.

ARTICLE V - INITIAL MEMBERS

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

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of nine (9) members. The initial directors of the Corporation shall serve until such time as a Board of Directors is elected by the Membership, but they shall serve no longer than six (6) months without being duly elected.

The names and addresses of the initial Board of Directors are:

Ranier Munns
1325 - Northridge Drive
Longwood, FL 32750

April Munns
1325 - Northridge Drive
Longwood, FL 32750

Catherine Ann Borchardt
341 - Grand Valley Drive
Lake Mary, FL 32746

Ronald Borchardt
341 - Grand Valley Drive
Lake Mary, FL 32746

Catherine Schleiffarth
278 - West Sabal Palm Place
Longwood, FL 32779

Rebecca Munns Waters
1598 - Lawndale Circle
Winter Park, FL 32790

Keith Waters
1598 – Lawndale Circle
Winter Park, FL 32790

Heather Munns
1325 – Northridge Drive
Longwood, FL 32750

Ryan Munns
1325 – Northridge Drive
Longwood, FL 32750

ARTICLE VII - DUTIES AND POWERS OF THE BOARD OF DIRECTORS

1. The Board of Directors shall serve without pay or financial benefit from the Corporation.
2. The members of the Board of Directors 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 (1) year.
4. The Board shall not consist of not less than five (5) members.
5. Special and Standing Committees shall be appointed as needed by a majority vote of the Board.
6. The Board shall be responsible for the operation, policies and practices of the Corporation.
7. The Board shall employ a qualified Executive Director who shall be responsible for the daily administration of the Corporation in accordance with the licensing requirements and the policies of the Board of Directors.
8. The Board shall employ legal counsel who shall have the authority to ensure that the general management, administration and activities of the Corporation are in accordance with the policies of the Board of Directors and the laws and regulations promulgated by the State of Florida. The Board shall have joint responsibility with legal counsel for determining the major policies and procedures of the Corporation and shall review the general plan of operation of the Corporation on a periodic basis.
9. The Board shall interpret the Corporation's work to the community and shall cooperate with other corporations, agencies, organizations and persons in the community to develop and implement a plan of services to meet community needs in accordance with the

Corporation's stated purpose.

ARTICLE VIII - 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 Children and Family Services, as its regulations direct. The Board shall insure the Corporation's compliance with all applicable state laws and regulations.

2. The Board is 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 Board 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 Corporation shall be open to inspection by the Board of Directors and the Department of Children and Family 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 IX - OFFICERS

1. The officers of the Corporation shall be President, Executive Vice-President, Vice President, Secretary, Treasurer and such other officers as may be designed 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 Executive Vice-President, and in the event of the death or resignation of the President, the Executive Vice-President shall serve as the President during the remainder of the terms 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 incapacity of both the President and Executive Vice-President, the Board of Directors shall elect an Acting President to hold office until the next succeeding annual meeting.

ARTICLE X- INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal 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 or having been 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 Directors 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 XI - INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The street address of the principal office of this corporation is 250 - N. Orange Avenue, Suite 1002, Orlando, Florida 32802.

The name and address of the initial registered agent is as follows:

Scott G. Wallace, Esq.
250 - N. Orange Avenue
Suite 1100
Orlando, Florida 32802

ARTICLE XII - 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 or by other means designated by the By-Laws.

IN WITNESS WHEREOF, the undersigned Subscriber has executed this Articles of Incorporation, this 21st Day of June, 1999.

Signature of Incorporator



Candice Critchfield

Typed name of incorporator signing

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF 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:**

BOUNTIFUL INTERNATIONAL, INC.

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

Scott G. Wallace, Esq.
Bogin, Munns & Munns
250 North Orange Avenue
Eleventh Floor (Suite 1100)
Orlando, Florida 32801

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named 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.

Dated this 21 day of June, 1999.


Scott G. Wallace, Esq.
Registered Agent

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