

AAC

MARCH 1979

ORIGINAL

ARTICLES OF INCORPORATION

WASHINGTON DC

ARTICLES OF INCORPORATION
OF
AMERICAN ADOPTION CONGRESS

We, the undersigned natural persons of the age of twenty one years of more, acting as incorporators of a corporation, adopt the following Articles of Incorporation of such corporation pursuant to the District of Columbia Non-Profit Corporation Act.

FIRST: The name of the corporation is

AMERICAN ADOPTION CONGRESS

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized for the following exclusively educational and charitable purposes:

a. To further by study, research, teaching and conference, the knowledge of adoptions and related social-psychological phenomena in the United States.

b. To collect, publish and disseminate information concerning adoption and related social-psychological phenomena in the United States and to act thereby, as a national clearing house and public information center for such information.

c. To develop alternative model plans for adoptions.

d. To exercise all the powers conferred upon corporations formed under the District of Columbia Non-Profit Corporation Act in order to accomplish the corporation's charitable and educational purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated, and including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (hereinafter referred to as "the Code").

FOURTH: The corporation shall issue no capital stock.

FIFTH: The corporation shall have two classes of members: individual members and, affiliate organization members. The rights and obligations of these members and respective memberships are to be prescribed in the By-laws.

SIXTH: Except for the initial Board of Directors, whose names are set forth in these Articles of Incorporation, the Board of Directors shall be elected or appointed as provided in the By-laws.

SEVENTH: Provisions for the regulation of the internal affairs of the corporation, except as provided in these Articles, shall be determined and fixed by the By-laws as adopted by the Board of Directors.

EIGHTH: At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the corporation, voluntary or involuntary or by operation of law or any other provisions hereof:

a. The corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501 (c) (3) of the Code, contributions to which are deductible for federal income tax purposes; nor shall the corporation engage directly or indirectly in any activity that might cause the loss of such qualification under Section 501 (c) (3) of the Code.

b. No part of the assets or net earnings of the corporation shall ever be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of Section 501 (c) (3) of the Code.

c. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

d. No substantial part of the activities of the corporation shall consist of attempting to influence legislation (including action by Congress, any state legislature, any local council or similar governing body, or the public in referendum, initiative, constitutional amendment, or similar procedure) through propaganda or otherwise (including contacting, or urging the public to contact, members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or advocating the adoption or rejection of legislation). Nor shall the corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

e. At no time shall the corporation engage in any activities that are unlawful under the laws of the United States, District of Columbia, or any other jurisdiction where its activities are carried on.

f. No solicitation or contributions to the corporation shall be made, and no gift, bequest, or devise to the corporation shall be accepted, upon any condition or limitation that in the opinion of the corporation may cause the corporation to lose its federal income tax exemption.

g. Pursuant to the prohibition contained in Section 501 (c) (3) of the Code, no part of the net earnings, current or accumulated, of the corporation shall ever inure to the benefit of any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article THIRD hereof.

NINTH: Upon termination, dissolution, or winding up of the corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the corporation, shall be disposed of exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational,

religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of general jurisdiction 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.

TENTH: The private property of the officers and directors of the corporation shall not be subject to payment of corporate debts to any extent whatever.

ELEVENTH: The corporation shall indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The indemnification provided by this Article ELEVENTH shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any by-law, agreement, vote of Board of Directors or otherwise. In no case, however, shall the corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code.

TWELFTH: All references contained in these Articles to the Internal Revenue Code of 1954, or to "the Code", shall be deemed to refer to the Internal Revenue Code of 1954, and the regulations established pursuant thereto, as they now exist or as they may hereafter be amended. Any reference contained in these Articles to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they may hereafter be amended; and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.

THIRTEENTH: The address of the initial registered office of the corporation and the name of its initial registered agent at such address are:

1430 K Street, NW, Suite 1100
Washington, D. C. 20005

Initial registered agent: David Sadoff

FOURTEENTH: The number of directors constituting the initial Board of Directors of the corporation is three. The names and addresses of the persons who are to serve on the initial Board of Directors are:

Jean Paton
Route 1, Box 153 A
Cedaredge, Colorado 81413

Margaret Lawrence
1360 Burr Oak Road
Lake Forest, Illinois 60045

*David Sadoff
1430 K Street, NW, Suite 1100
Washington, D. C. 20005

The initial Board of Directors shall hold office until the first meeting of the Board of Directors, at which time the By-laws shall be approved and ratified and directors shall be elected or appointed as provided in the By-laws.

FIFTEENTH: The name and address of each incorporator is as follows:

Harris S. Ammerman
1922 Calver Street, NW
Washington, D. C. 20009

Emil Hirsch
11700 Old Columbia Pike, Apt. 2112
Silver Spring, Maryland 20904

David Sadoff
1430 K Street, NW, Suite 1100
Washington, D. C. 20005

IN WITNESS WHEREOF, we have signed and acknowledged these Articles of Incorporation this 27th day of February, 1979.

/s/ Harris S. Ammerman
/t/ Harris S. Ammerman

/s/ Emil Hirsch
/t/ Emil Hirsch

/s/ David Sadoff
/t/ David Sadoff

DISTRICT OF COLUMBIA, SS:

I, Anne L. Greene, a Notary Public, hereby certify that on the 27th day of February, 1979, personally appeared before me Harris S. Ammerman, Emil Hirsch and David Sadoff, who signed the foregoing document as incorporators, and declared that the statements contained therein are true.

/s/ Anne L. Greene
Notary Public, D. C.

My commission expires May 31, 1983.

"SEAL"

*David Sadoff resigned and was replaced by Nancy J Schmitt,
6 Starlight Court, Potomac, MD 20854

OFFICE OF RECORDER OF DEEDS, D. C.

Corporation Division
Sixth and D Streets, N. W.
Washington, D. C. 20001

CERTIFICATE

THIS IS TO CERTIFY that all provisions of the District of Columbia
Non-profit Corporation Act have been complied with and ACCORD-
INGLY this Certificate ofIncorporation.....

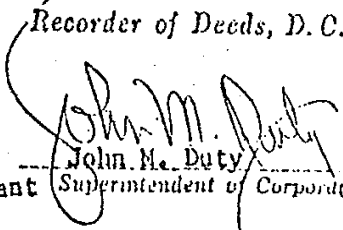
is hereby issued to the ...AMERICAN ADOPTION CONGRESS.....

as of the date hereinafter mentioned.

Date March 3, 1979

PETER S. RIDLEY,

Recorder of Deeds, D. C.


John M. Duty
Assistant Superintendent of Corporations