

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

NAME CHANGE

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 07/13/2007. Attached is a true and correct copy of the said filing.

Surviving Entity:

GOLDEN LINK FOUNDATION, INC., a Georgia Non-Profit Corporation

Changing its Name to:

ADOPTION WORLD, INC., a Georgia Non-Profit Corporation

Non surviving Entity/Entities:

ADOPTION WORLD (INC.), an Illinois Non-Qualifying Entity

WITNESS my hand and official seal of the City of Atlanta
and the State of Georgia on July 13, 2007



A handwritten signature in cursive script, reading "Karen C Handel". The signature is written in black ink and is positioned to the right of the seal.

Karen C Handel
Secretary of State

**STATE OF GEORGIA
ARTICLES OF MERGER
MERGING
ADOPTION WORLD
WITH AND INTO
GOLDEN LINK FOUNDATION, INC.**

Pursuant to Section 14-3-1104 of the Georgia Nonprofit Corporation Act, the undersigned corporations submit the following Articles of Merger for filing:

- 1: The name and state of formation of the merging nonprofit corporations are:

<u>NAME</u>	<u>STATE OF FORMATION</u>
Golden Link Foundation, Inc.	Georgia
Adoption World	Illinois

Golden Link Foundation, Inc. will be the surviving entity.

2. The plan of merger has been approved and executed by each of the nonprofit corporations which are to merge and is attached hereto as Exhibit A.
3. The plan of merger was adopted by the unanimous written consent of the directors of Golden Link Foundation, Inc. and Adoption World on July 13, 2007.
4. Each of the nonprofit corporations which are to merge has a single member, and the member of each corporation approved the plan of merger by written consent on July 13, 2007.
5. Article One of the articles of incorporation of Golden Link Foundation, Inc. shall be amended to provide that the name of the corporation is Adoption World, Inc.
6. This Article constitutes an undertaking by the corporation to publish a notice of filing of these Articles of Merger as required by the provisions of subsection (b) of Section 14-3-1104.1 of the Georgia Nonprofit Corporation Act.

CRJ 3873643v.2

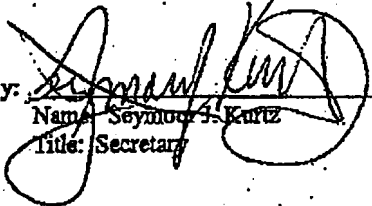
State of Georgia
Expedite Merger 6 Page(s)



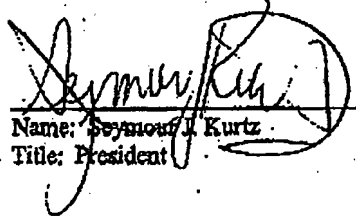
T0719824007

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this 13th day of July, 2007.

GOLDEN LINK FOUNDATION, INC.

By: 
Name: Seymour J. Kurtz
Title: Secretary

ADOPTION WORLD

By: 
Name: Seymour J. Kurtz
Title: President

CORPORATIONS DIVISION
Signature Page to Articles of Merger

2007 JUL 13 P 4: 38

SECRETARY OF STATE

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of July 13, 2007, is by and between Golden Link Foundation, Inc., a Georgia nonprofit corporation (the "Company"), and Adoption World, an Illinois not for profit corporation ("Adoption World").

WHEREAS, the Board of Directors of Adoption World deems it to be in the best interests of Adoption World to merge with and into the Company;

WHEREAS, the Board of Directors of the Company deems it to be in the best interests of the Company to merge Adoption World with and into the Company; and

WHEREAS, on July 13, 2007 by unanimous written consent, the respective Boards of Directors of the Company and Adoption World have adopted this Agreement and approved the merger (the "Merger") of Adoption World with and into the Company, with the Company surviving the Merger, pursuant to the terms and conditions of this Agreement;

WHEREAS, on July 13, 2007, the members of the Company and Adoption World have approved this Agreement and approved the Merger of Adoption World with and into the Company, with the Company surviving the Merger, pursuant to the terms and conditions of this Agreement;

NOW, THEREFORE, for and in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt of which each party hereby acknowledges, the parties agree as follows:

1. The Merger. Upon the terms and subject to the conditions set forth in this Agreement, Adoption World shall be merged with and into the Company at the Effective Time (as hereinafter defined). Following the Merger, the separate corporate existence of Adoption World shall cease and the Company shall continue as the surviving corporation (the "Surviving Corporation") and shall succeed to and assume all the rights and obligations of Adoption World.

2. Effective Time. The Merger shall become effective (the "Effective Time") when both (i) Articles of Merger, executed in accordance with the relevant provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended, are duly filed with the Secretary of State of the State of Illinois and (ii) Articles of Merger, executed in accordance with the relevant provisions of the Georgia Nonprofit Corporation Act, as amended, are duly filed with the Secretary of State of the State of Georgia.

3. Charter and By-Laws; Directors and Officers. At the Effective Time:

(a) the name of the Surviving Entity shall be Adoption World, Inc., and the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be amended by this Plan of Merger to

provide that the name of the Company is Adoption World, Inc.; as amended, the Articles of Incorporation of the Company shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by applicable law and such Articles of Incorporation;

(b) the By-Laws of the Company, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation until thereafter changed or amended as provided by law, the Articles of Incorporation of the Surviving Corporation or such By-Laws;

(c) the directors of the Company immediately prior to the Effective Time shall be the directors of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation, until their successors are duly elected or appointed and qualified, or until their earlier death, resignation, or removal in accordance with the Surviving Corporation's Articles of Incorporation or By-Laws; and

(d) the officers of the Company immediately prior to the Effective Time shall be the officers of the Surviving Corporation until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation or By-Laws.

4. General Provisions.

(a) *Counterparts.* This Agreement may be executed in any number of counterparts, all of which shall be considered one and the same agreement, and shall become effective when one or more counterparts have been signed by each party and delivered to the other party, it being understood that the parties need not sign the same counterpart.

(b) *Governing Law.* This Agreement shall be governed by, and construed in accordance with, the laws of the State of Georgia, except to the extent that the Illinois General Not For Profit Corporation Act of 1986 controls with respect to certain matters.

(c) *Partial Validity.* Wherever possible, each provision hereof shall be interpreted in such manner as to be effective and valid under applicable law, but in case any one or more of the provisions contained herein shall, for any reason, be held to be invalid, illegal or unenforceable in any respect, such provision shall be ineffective to the extent, but only to the extent, of such invalidity, illegality or unenforceability without invalidating the remainder of such invalid, illegal or unenforceable provision or provisions or any other provisions hereof, unless such a construction would be unreasonable.

(d) *Address - Principal Place of Business.* The Surviving Corporation's address at its principal place of business is 211 East Ontario Street, Suite 1010, Chicago, Illinois 60611.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be
duly executed by their respective authorized officers as of the day and year first above written.

GOLDEN LINK FOUNDATION, INC.

By: 

Name: Seymour J. Kurtz
Title: Secretary

ADOPTION WORLD

By: 

Name: Seymour J. Kurtz
Title: President

Signature Page to Agreement and Plan of Merger

cm 107554.3

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K92920825
CONTROL NUMBER: J514916
EFFECTIVE DATE: 10/19/1999
REFERENCE : 0091
PRINT DATE : 10/19/1999
FORM NUMBER : 611

MLQ ATTORNEY SERVICES
65 W. 36TH STREET
3RD FLOOR
NEW YORK, NY 100187902

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

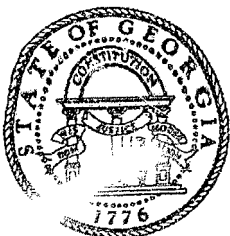
ADOPTION CARE, INC.
A DOMESTIC NONPROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

GOLDEN LINK FOUNDATION, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in cursive script, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

**Articles of Amendment
Nonprofit Corporation**

K92920825
J514916

Pursuant to Section 14-3-1005 of the O.C.G.A.

1. The name of the corporation is Adoption Care, Inc.
2. The amendment was adopted on Sept. 2, 1999.
3. The amendment was adopted by the member's of Adoption Care, Inc. in accordance with Code Section 14-3-1003. An affirmative vote was taken and was approved by a majority of the members entitled to vote.
4. The amendment is to read as follows:
"RESOLVED: The name of the corporation shall be: Golden Link Foundation, Inc."
5. All publication requirements have been met.

Dated: October 11, 1999

Mary Ann Mijalson
Authorized Person

BSR (6)
Oct 19 2 26 PM '99
SECRETARY OF STATE

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

TRANSACTION NUMBER: 90305467 (468)
CONTROL NUMBER : 8514916
DATE INCORPORATED : 09/20/85
DATE AMENDED : 11/01/90
EXAMINER : DONNA HYDE
TELEPHONE : 404-656-0624

REQUESTED BY:

PRENTICE HALL CORPORATE SERVICES
ELLEN MELNICK
66 LUCKIE STREET
ATLANTA, GEORGIA 30303

CERTIFICATE OF AMENDMENT

I, MAX CLELAND, Secretary of State and Corporations
Commissioner of the State of Georgia do hereby certify, under the
seal of my office, that the articles of incorporation of

"HOMES FOR CHILDREN INTERNATIONAL, INC."

have been duly amended under the laws of the State of Georgia,
changing its name to

"ADOPTION CARE, INC."

by the filing of articles of amendment in the office of the Secre-
tary of State and the fees therefor paid, as provided by law, and
that attached hereto is a true and correct copy of said articles
of amendment.

WITNESS, my hand and official seal, in the City of Atlanta
and the State of Georgia on the date set forth below.

DATE: NOVEMBER 1, 1990
FORM A3 (JULY 1989)



Max Cleland

MAX CLELAND
SECRETARY OF STATE

ARTICLES OF AMENDMENT

OF

HOMES FOR CHILDREN INTERNATIONAL, INC.

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Nonprofit Corporation Code, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Amendment.

1. The name of the corporation is HOMES FOR CHILDREN INTERNATIONAL, INC.

2. Article First of the Articles of Incorporation is hereby amended so as henceforth to read as follows:

"First: The name of the corporation is ADOPTION CARE, INC."

3. The amendment herein provided for was unanimously adopted by the Board of Directors of the corporation consisting of a quorum of the Board of Directors on July 18, 1990. The corporation has nineteen directors, ten of whom were present at the meeting.

4. The members of the corporation were not entitled to vote.

Executed on October 31, 1990.

HOMES FOR CHILDREN INTERNATIONAL, INC.


Seymour Kurtz - President

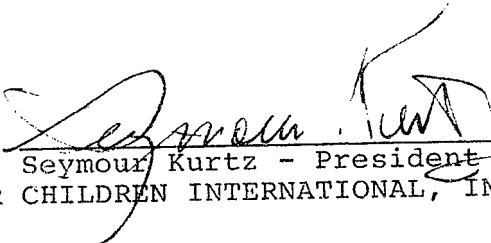
NOV 1 12 51 PM '90

SECRETARY OF STATE

CERTIFICATE VERIFYING REQUEST AND
PAYMENT FOR PUBLICATION OF REQUISITE NOTICE

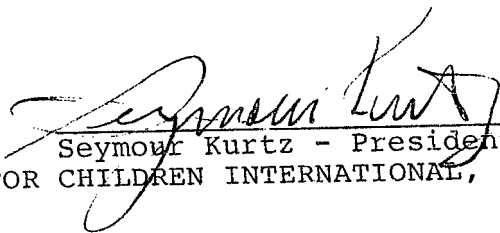
It is hereby certified and verified by the undersigned that the request for publication of a notice of intent to file the annexed articles of amendment to change the name of the corporation and the payment therefor have been made as required by the Georgia Nonprofit Corporation Code.

Executed on October 31, 1990.

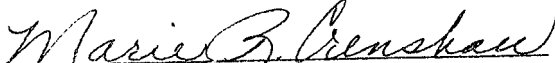

Seymour Kurtz - President of
HOMES FOR CHILDREN INTERNATIONAL, INC.

STATE OF GEORGIA
§§.:
COUNTY OF FULTON

Seymour Kurtz, being duly sworn, deposes and says that he is the person who executed the foregoing certificate; that he signed the same in the capacity stated opposite or beneath his signature thereon; that he has read the foregoing certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.


Seymour Kurtz - President of
HOMES FOR CHILDREN INTERNATIONAL, INC.

Subscribed and sworn to
before me on October 31, 1990.


Notary Public

Notary Public, Cobb County, Georgia
My Commission Expires Oct. 29, 1991

DUPLICATE DUPLICATE



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"HOMES FOR CHILDREN INTERNATIONAL, INC."

has been duly incorporated under the laws of the State of Georgia on the 20th day of September, 19 85, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 20th day of September in the year of our Lord One Thousand Nine Hundred and Eighty Five and of the Independence of the United States of America the Two Hundred and Ten.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION
OF
HOMES FOR CHILDREN INTERNATIONAL, INC.

ONE

The name of the corporation is "Homes for Children International, Inc."

TWO

The corporation shall have perpetual duration.

THREE

The corporation is organized as a non-profit corporation under the Georgia Nonprofit Corporation Code, exclusively for charitable, educational and civic purposes, including, but not limited to, the following:

- (a) Providing information, counselling, investigative, escort, and related services to assist families wishing to adopt children born in the United States and overseas;
- (b) Performing home studies, post-placement, and similar investigations, and making reports to assist state and other agencies in determining the suitability of potential adoptive parents; and
- (c) Performing services incident to the above functions.

Notwithstanding any other provision of these Articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

FOUR

The corporation is not organized and shall not be operated for pecuniary gain or profit.

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the corporation, or any other private person, 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 Three thereof.
- (b) 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.
- (c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- (d) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the

payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation 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 § 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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 purpose.

FIVE

The initial registered office of the corporation shall be at 448 East Paces Ferry Road, ^{Dulton} N.E., Atlanta, Georgia, 30305. The initial registered agent of the corporation at such address shall be Daniel M. Klein.

SIX

The manner in which Directors are to be elected shall be set out in the By-Laws. The initial Board of Directors shall consist of twelve members, who shall serve until the first annual meeting or until their successors are elected and shall qualify. The names and addresses of the initial Directors are as follows:

Daniel M. Klein
448 E. Paces Ferry Road, N.E.
Atlanta, Georgia 30305

Diane Prucino
Suite 3100
100 Peachtree Street
Atlanta, Georgia 30043

Susan Langston
2269 Brianwood Trail
Decatur, Georgia 30033

Hilda McGee
2334 Elmwood Drive, S.E.
Smyrna, Georgia 30080

Carolyn White
714 Berne Street
Atlanta, Georgia 30312

Ruth Chamberlain
512 Oakland Avenue, S.E.
Atlanta, Georgia 30312

Margaret Whitehead
780 Pinehurst Drive
Fairburn, Georgia 30213

Tom Whitehead
780 Pinehurst Drive
Fairburn, Georgia 30213

Iris Jordan
3940 Union Road
College Park, Georgia 30349

Pat Baldwin
4968 Spring Rock Road
Birmingham, Alabama 35223

Eduardo Jimenez
118 Emerson Avenue
Decatur, Georgia 30030

Val Rocco
940 Beech Lane
Birmingham, Alabama 35213

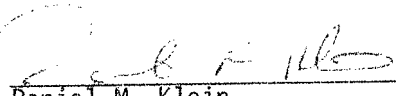
SEVEN

The name and address of the Incorporator is Daniel M. Klein, 448 East Paces Ferry Road, N.E., Atlanta, Georgia 30305.

EIGHT

These Articles of Incorporation may be amended by the affirmative vote of a majority of all the Directors then in office.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of September, 1985.




Daniel M. Klein
Incorporator

RECORDED
INDEXED
SEP 10 1985
ATLANTA, GA

Mr. Max Cleland
Secretary of State
Ex-Officio Corporation Commissioner
State of Georgia

I, Daniel M. Klein, hereby consent to serve as registered agent
for Homes for Children International, Inc.

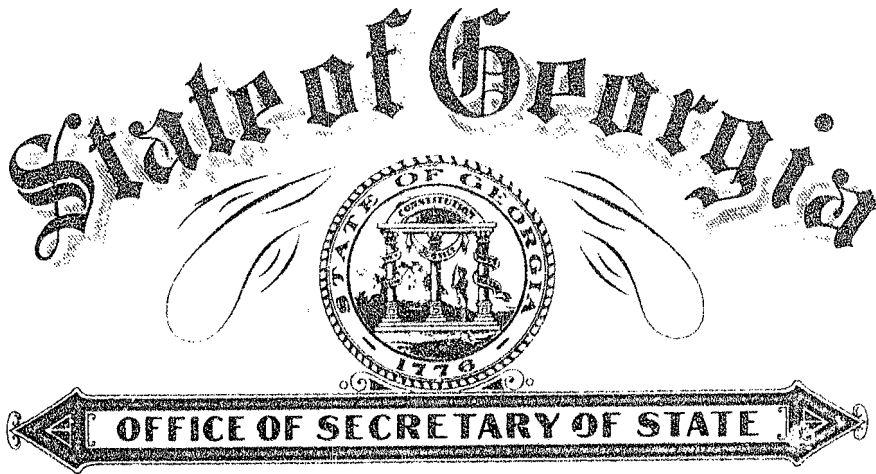
~~September~~
August 7, 1985.



Daniel M. Klein

Address of registered agent:

448 East Paces Ferry Road, N.E.
Atlanta, Georgia 30305



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"HOMES FOR CHILDREN INTERNATIONAL, INC. "

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this ^{14th} ~~Five~~ ^{August} day of _____, in the year of our Lord One Thousand ^{Ten.} Nine Hundred and Eighty _____ and of the Independence of the United States of America the Two Hundred and _____

85225113

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA