



State of Ohio
Department of State

Shepherd Brown
Secretary of State

Date 07/05/65

Number 056156

Receipt No. 73951

F667-1887 0119

F0667-1887

Received of or filed by JAMES SUGAR ALBERS

The sum of \$ 25.00 for filing ARN of

GENTLE CARE ADOPTION SERVICES, INC.

ARN \$ 25.00

Returned to:

73951

JAMES SUGAR ALBERS
1020 E. ROAD ST.
COLUMBUS, OH 43230

RECEIPT

Name:
GENTLE CARE ADOPTION SERVICES, INC.

Total Fee: \$ 25.00



Department of State

2007-10-18

The State of Ohio

Sherrod Brown
Secretary of State

650156

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: 667

_____ of:

 NUTRICE CARE ADDITION SERVICES, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 667 at Frame 1359 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 4TH day of JUNE ,

A.D. 19 07 .



Sherrod Brown
Sherrod Brown
Secretary of State

F667-1889

ARTICLES OF INCORPORATION
OF

APPROVED

BY: K.H.DATE: 6-29-88AMOUNT: 25.00

GENLE CARE ADOPTION SERVICES, INC.
(Name of Corporation)

The undersigned, desiring to form a non-profit corporation under the Non-Profit Corporation Law of Ohio, do hereby certify:

FIRST: The name of the corporation is Gentle Care Adoption Services, Inc.

SECOND: The place in Ohio where the principal office of the corporation is to be located is 48 W. Whittier St., Columbus, Ohio 43206 Franklin County

THIRD: The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). The specific purposes for which the corporation is formed are to perform and assist in the performance of all legal adoptions.

FOURTH: 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 private 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 THIRD 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 provisions 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 of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

FIFTH: Upon the dissolution of the corporation, the trustees, after paying or making provision for the payment of all of the liabilities of the corporation, shall 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, religious, educational or scientific purposes as at the time shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the trustees

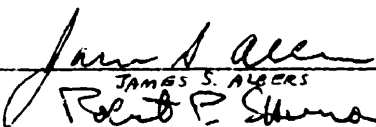

F0667-1890

shall determine. Any of 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 such Court shall determine which are organized and operated exclusively for such purposes.

SIXTH: The names and addresses of the persons who are to be the initial trustees of the corporation to serve until the first annual meeting or other meeting called to elect trustees are:

Name	Address
<u>James S. Albers</u>	<u>1620 E. Broad Street</u> <u>Columbus, Ohio 43203</u>
<u>Elizabeth Naylor Albers</u>	<u>351-C S. Ashburton</u> <u>Columbus, Ohio 43213</u>
<u>Robert P. Sherman</u>	<u>3082 Indianola Avenue</u> <u>Columbus, Ohio 43202</u>

IN WITNESS WHEREOF, the undersigned incorporators* have signed these Articles of Incorporation on this 4th day of June, 1985.


JAMES S. ALBERS

ROBERT P. SHERMAN

 (Incorporators)

F667-1891

ORIGINAL APPOINTMENT OF AGENT
OF

GENTLE CARE ADOPTION SERVICES, INC.
(Name of Corporation)

The undersigned, being all of the incorporators of
GENTLE CARE ADOPTION SERVICES, INC. hereby appoint

James S. Albers (a natural person resident in the county in which the principal office of the corporation is located) (a corporation holding a license as statutory agent under the laws of Ohio, which is authorized by its Articles of Incorporation to act as such agent and which has a business address in the county in which the principal office of the corporation designating such agent is located) (Cross out inapplicable provision), as its agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

1620 E. Broad Street
Columbus Franklin County, Ohio, 43203
(Zip Code)

Dated: June 4, 1985.

James S. Albers
James S. ALBERS
Robert P. Sherman
ROBERT P. SHERMAN
(Incorporators)

June 4, 1985

Gentle Care Adoption Services, Inc.
(Name of Corporation)

Gentlemen:

The undersigned hereby accepts appointment as agent of your corporation upon whom process, notices and demands may be served.

James S. Albers
(Signature of Agent or Name of Corporation)

By _____
(Signature and Title of Corporate Officer if Corporation is Agent)

James Sugar Allen
1620 E. Broad St.
Columbus

43203

1000-1032

CONFIDENTIAL