



SECRETARY OF STATE

Cathy Cox



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GENESIS ADOPTIONS, INC. (DOMESTIC NON-PROFIT)

Officers

3440 PRESTON RIDGE RD STE 175
ALPHARETTA, GA 30005

Control #	Status	Filing Date	Last AR Paid	Jurisdiction
K808811	ACTIVE/COMPLIANCE	02/26/1998	04/09/2003	GEORGIA
Registered Agent		Agent Address		Agent County
AMY MULLENIX		3440 PRESTON RIDGE RD STE 175 ALPHARETTA, GA 30005		FULTON

New Search

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

DOCKET NUMBER : 000841461
CONTROL NUMBER: K808911
EFFECTIVE DATE: 03/21/2000
REFERENCE : 0093
PRINT DATE : 03/24/2000
FORM NUMBER : 611

STONE LAW ASSOCIATES, INC.
DEBORAH L. STONE
555 NORTH POINT CENTER EAST#400
ALPHARETTA, GA 30022

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

SNZ CORPORATION
A DOMESTIC NONPROFIT CORPORATION

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

GENESIS ADOPTIONS, 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 TO THE
ARTICLES OF INCORPORATION
OF
SNZ CORPORATION

8441461

4808811
621277

I.

CORPORATE NAME

The name of the corporation is SNZ Corporation.

II.

AMENDMENTS

The Articles of Incorporation of SNZ Corporation hereby are amended by deleting Article I in its entirety and substituting in lieu thereof the following:

"Article I.

The name of the corporation is: Genesis Adoptions, Inc."

All other provisions of the Articles of Incorporation remain unchanged.

III.

ADOPTION OF AMENDMENT

This Amendment to the Articles of Incorporation were duly adopted by unanimous consent of the Corporation's Board of Directors effective on September 22, 1999. Member action was not required pursuant to Section 14-3-1002 of the Georgia Nonprofit Corporation Code

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be duly executed by its authorized officer as of the 7th day of March, 2000.

Christopher P. Noyes
By: Christopher P. Noyes
Title: Treasurer

CERTIFICATE

The undersigned, Christopher P. Niles, Treasurer of SNZ Corporation (Genesis Adoptions, Inc.) (the "Corporation"), hereby verifies that the request for publication of a notice of intent to file articles of amendment to change the name of the Corporation and payment therefor have been made as required by Section 14-3-1005.1 of the Georgia Nonprofit Corporation Code.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Certificate on this 7th day of March, 2000.

Christopher P. Niles
By: Christopher P. Niles
Title: Treasurer

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

DOCKET NUMBER : 031980379
CONTROL NUMBER : K808811
DATE INC/AUTH/FILED: 02/26/1998
JURISDICTION : GEORGIA
PRINT DATE : 07/17/2003
FORM NUMBER : 215

ELIZABETH CASE
72 SOUTH MONTGOMERY ST
WALDEN, NY 12586

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

GENESIS ADOPTIONS, INC.
A DOMESTIC NONPROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

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

CONTROL NUMBER: 9808811
EFFECTIVE DATE: 02/26/1998
COUNTY : FULTON
REFERENCE : 0093
PRINT DATE : 03/06/1998
FORM NUMBER : 311

JANIS L. ROSSER
535-B COLONIAL PARK DRIVE
STE 101
ROSWELL GA 30075

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

SNZ CORPORATION
A DOMESTIC NONPROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

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



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
SNZ CORPORATION

ARTICLE 1.

The name of the Corporation is:

SNZ CORPORATION

ARTICLE 2.

The Corporation is organized pursuant to the provisions of the Georgia
Nonprofit Corporation Code

ARTICLE 3.

The Corporation is organized for the following purposes:

To establish a child placement agency, and any and all purposes, either
alone or in combination with other purposes, the transaction of any lawful activity,
all consistent with the requirements of the Georgia Nonprofit Corporation Code

ARTICLE 4.

The Corporation shall have members.

ARTICLE 5

The name and address of the incorporator is:

Janis L. Rosser
535 B Colonial Park Drive
Suite 101
Roswell, Georgia 30076

ARTICLE 6.

The initial director shall be:

Serg Nickols
875 Old Roswell Road, Suite D-500
Roswell, GA 30076

ARTICLE 7.

The Corporation shall have perpetual duration

ARTICLE 8.

The street address of the registered office is 535 B Colonial Park Drive,
Suite 101, Roswell, Georgia 30075, in Fulton County, Georgia. The registered
agent at such address is Janis L. Rosser, Esq.

ARTICLE 9.

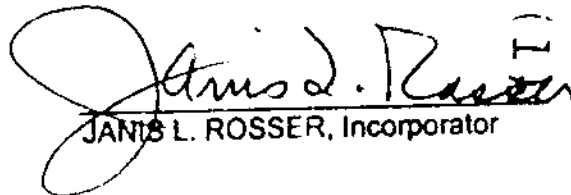
The personal liability of any directors of the Corporation to the Corporation
or to its members for monetary damages for breach of duty of care or other duty
as a director shall be eliminated or limited, it being fully understood that no
provision shall eliminate or limit the liability of the directors to acts as set forth in
O.C.G.A. § 14-3-202 (4) (A) through (D).

ARTICLE 10

The principal mailing address of the corporation is 875 Old Roswell Road,
Suite D-100, Roswell, GA 30075

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation.

This 24th day of February, 1998.


JANIS L. ROSSER, Incorporator

SECRETARY OF STATE
FEB 26 3 21 PM '98
BSR (1)



WISA MASSEY
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
Suite 315, West Tower, 2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1531
(404) 556-2817

CATHY COX
Assistant Secretary of State
Operations

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

WARREN H. RARY
Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # 980530728 PENDING CONTROL # P219343 CONTROL # 4308511
 Docket Code 311 Corporation Type TA
 Date Filed 2/21/98 Amount Received \$ 25 Check/Receipt # 1114
 Jurisdiction (County) Code GA
 Examiner 13 Date Completed _____

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM
INSTRUCTIONS ARE ON THE BACK OF THIS FORM

1 980330495 05-04-1998
 Corporate Name Reservation Number Reservation Expiration Date
SNZ Corporation
 Corporate Name
 2 JANIS L ROSSER 770-6455400
 Applicant Attorney Telephone Number
5350 Colonial Park Drive, Ste 101
 Address
Roswell GA 30075
 City State Zip Code

- 3 NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)
1. This Transmittal Form
 2. The original and one copy of the Articles of Incorporation.
 2. A filing fee of \$60.00 payable to the Secretary of State. Filing fees are non-refundable.

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.

James D. Rosser 2/25/98
 Authorized Signature Date

Registered agent, officer, entity status information is available on the internet.
VISIT US ON THE INTERNET AT THE ADDRESS LISTED BELOW.

<http://www.sos.state.ga.us>

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

DOCKET NUMBER : 981110150
CONTROL NUMBER: 9808811
EFFECTIVE DATE: 04/13/1998
REFERENCE : 0033
PRINT DATE : 04/22/1998
FORM NUMBER : 111

JANIS L. ROSSER
1144 CANTON STREET
SUITE 100
ROSWELL GA 30075

CERTIFICATE OF AMENDMENT

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

SNZ CORPORATION
A DOMESTIC NONPROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State 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.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



98110150

**ARTICLES OF AMENDMENT
OF
SNZ CORPORATION**

Pursuant to O.C.G.A. § 14-3-1002 of the Georgia Nonprofit Corporation Code, SNZ Corporation, a Georgia corporation, hereby submits the following Articles of Amendment.

1.

The name of the corporation is SNZ Corporation (the "Corporation"); the original date of incorporation was February 26, 1998 and the charter number of the Corporation is 9808811.

2.

The Articles of Incorporation are hereby amended to delete Article 4 in its entirety and to substitute the following:

"ARTICLE FOUR

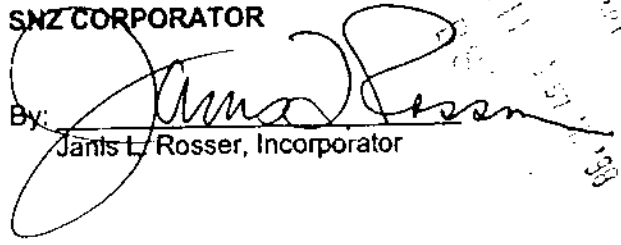
The Corporation shall have no members."

3.

The foregoing amendment was adopted by the Incorporator prior to the choosing of the initial Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Amendment on this 1st day of April, 1998.

SNZ CORPORATOR

By: 
Janis L. Rosser, Incorporator

RECORDED
APR 11 1998
SECRETARY OF STATE

Janis L. Rosser, Esq.
1144 Canton Street, Suite 100
Roswell, GA 30075
770-645-5400

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SNZ CORPORATION

1292580430
K808811

The original Articles of Incorporation of SNZ CORPORATION, a Georgia nonprofit corporation (the "Corporation"), incorporated on February 26, 1998, are hereby amended and restated pursuant to Sections 14-3-1005 and 14-3-1006 of the Georgia Nonprofit Corporation Code (the "Code"). These Amended and Restated Articles of Incorporation were duly adopted on September 14, 1999, by the Board of Directors of the Corporation. Member approval was not required. The Amended and Restated Articles of Incorporation of the Corporation are as follows:

ARTICLE I

The name of the corporation is SNZ Corporation (the "Corporation").

ARTICLE II

The initial registered office of the Corporation shall be 600 Peachtree Street, N.E., Suite 5200, Atlanta, Fulton County, Georgia 30308-2216, and the initial registered agent at such address shall be David F. Golden.

ARTICLE III

The name and address of the incorporator is:

David F. Golden
600 Peachtree Street, NE
Suite 5200
Atlanta, GA 30308-2216

ARTICLE IV

The Corporation shall have no members.

ARTICLE V

The initial mailing address of the Corporation is 3050 Royal Boulevard South, Suite 145, Alpharetta, Georgia 30022.

ARTICLE VI

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code

ARTICLE VII

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986, as amended (the "Code"), including, for such purposes, making distributions to organizations that qualify as tax exempt organizations under code Section 501(c)(3), or the corresponding provisions of any subsequent federal tax law, provided, however, that none of the Corporation's rights and powers shall include the right and power to carry on a business for profit. The Corporation shall also have those powers reasonably necessary to accomplish the stated purposes and which are not contrary to law and to engage in any lawful business or activities related thereto and for which corporations may be organized under the Georgia Nonprofit Corporation Code, including the power to do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes set forth herein, provided the same not be forbidden by the laws of the State of Georgia.

ARTICLE VIII

The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earning of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable expenses and compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication 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 activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law); or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX

The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of the following members whose names and corresponding addresses are as follows:

Edward Beckerman
777 Bedford Oaks Drive
Marietta, GA 30068

Linda Beckerman
777 Bedford Oaks Drive
Marietta, GA 30068

Igor Kopmar
4651 Roswell Road, Ste 201C
Atlanta, GA 30342

Dana Kopmar
4651 Roswell Road, Ste 201C
Atlanta, GA 30342

James Montgomery
1412 Oakridge Circle
Decatur, GA 30033

Margaret Montgomery
1412 Oakridge Circle
Decatur, GA 30033

Robert Spruill
5232 Yellowtail lane
Kennesaw, GA 30152

Kay Spruill
5232 Yellowtail Lane
Kennesaw, GA 30152

Joseph Imsand
855 Club Chase Court
Roswell, GA 30076

Toni Imsand
855 Club Chase Court
Roswell, GA 30076

Mack Sloan
1021 Soaring Drive
Marietta, GA 30062

Stacie Sloan
1021 Soaring Drive
Marietta, GA 30062

ARTICLE X

To the fullest extent that the Georgia Nonprofit Corporation Code, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of officers or directors, no officer or director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty of care or other duty as an officer or director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any officer or director of the Corporation for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

ARTICLE XI

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, all of the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, one or more organizations as shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time be exempt from taxation under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any future Code, or to the Federal, State or local government for exclusively public purposes.

IN WITNESS WHEREOF, the Corporation has caused its duly authorized officer to execute these Amended and Restated Articles of Incorporation this 14th day of September, 1999.

SNZ Corporation

By: Christopher Noyes
Christopher Noyes, Secretary

SECRETARY OF STATE
SEP 15 1 29 PM '99
BOULDER