

94 293 9020

0-0354646

State of North Carolina

FILED
9:00 AM

Department of the Secretary of State

OCT 19 1994

ARTICLES OF INCORPORATION

EFFECTIVE

NONPROFIT CORPORATION

RUFUS L. EDMISTEN
SECRETARY OF STATE

I, the undersigned a natural person of the age of ~~18~~ ²¹ years or more, acting as incorporator for the purpose of creating a nonprofit corporation under the laws of the State of North Carolina as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Nonprofit Corporation Act", and the several amendments thereto, do hereby set forth:

1. The name of the Corporation is International Adoption Services, Inc.

2. The period of duration of the corporation shall be perpetual.

3. The purpose for which the corporation is organized is: To operate and own a child placement agency.

4. _____ a. The Corporation shall have members as provided by the by-laws.

b. The Corporation shall have no members and the Board of Directors shall be elected or appointed as provided by the by-laws.

5. The street address and county of the initial registered office of the corporation is :

Number and Street: 225 Hillsborough Street
City, State, Zip Code Raleigh, North Carolina 27603 County of Wake

6. The name of the initial registered agent of the Corporation at the address above address is : CT Corporation System

7. The number of Directors constituting the initial board of directors shall be 5 and the name and addresses of the persons who are to serve as directors until the first meeting of the Corporation or until their successors are elected and qualified are:

Nina Kostina
10317 St. Albans Drive
Bethesda, Maryland 20814

Ronald G. Fraase
10941 Deborah Drive
Potomac, Maryland 20854

Gary Silversmith
801 17th Street, N.W.
Suite 237
Washington, D.C. 20434

Dina Zuckerman
357 Hoyt Street, #2
Brooklyn, N.Y. 11231


Lisa Petronella Shock
27-19 Melville Loop
Chapel Hill, North Carolina 27514

8. The name and address of the incorporator is:

Daniel S. Krakower, Esquire
11921 Rockville Pike
Suite 300
Rockville, Maryland 20852

9. Any other provision which the corporation elects to include are attached.

In testimony whereof, I have hereunto set my hands, this 18th day of October, 1994.



Daniel S. Krakower

INCORPORATOR

State of Maryland
County of Montgomery

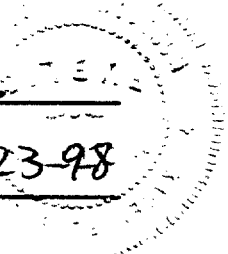
I, Karen F. Salak a notary public, do hereby certify that personally appeared and acknowledged the execution of the foregoing Articles of Incorporation.

In Testimony Whereof, I have hereunto set my had and official seal, this the October 18, 1994.



Notary Signature

My Commission Expires: 5-23-98



Purposes of Corporation

This corporation is organized for:

- religious;
- charitable;
- educational;
- scientific;
- literary;
- amateur athletics
- prevention of cruelty to children or animals; and/or
- educational

purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (herein the "Code") (or the corresponding provisions of any future United States Internal Revenue Code).

Prohibited Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 purposes set forth in these articles of incorporation. 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 or in opposition to 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 Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code .

Distribution Upon Dissolution . .

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 religious, charitable, educational, scientific or literary 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, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes .