

Division of Corporations

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NO00000000743**Florida Department of State**

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

EFFECTIVE DATE
01-31-00

From:

Account Name : FLORIDA INCORPORATORS, INC.

Account Number : 075350000473

Phone : (305) 661-8503

Fax Number : (603) 761-7427

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED**FLORIDA NON-PROFIT CORPORATION****American Friends of Upper Volga Institute Foundation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**American Friends Of Upper Volga Institute Foundation,
Inc.**

A Florida Corporation Not For Profit

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

ARTICLE I

The name of the corporation shall be American Friends Of Upper Volga Institute Foundation, Inc. (the "Corporation"). Said corporation is organized exclusively for charitable, educational and scientific purposes including for such purposes the making of distributions to organizations under section 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE II

The street address of the initial principal office of the Corporation shall be 422 Rossetti Cir N. Venice , FL 34292.

ARTICLE III

The purpose of the Corporation is to raise funds and provide U.S.-based support for friendship with and
FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900 1
MIAMI, FL 33131
(305) 661-8503

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development of the Tver region, including facilitating adoption of children by American families, and economic, cultural, and educational programs.

The Corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations not for profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 section 501(c) (3) purposes. 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.

ARTICLE IV

The initial directors and officers shall be as hereinafter designated:

James Froh	Director
W3909 Hull Rd.	
Horicon, WI 53032	

Henry Saunders	Director
186 Windward Drive,	
Osprey, Florida 34229	

Thomas O. Conner	Director
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422 Rossetti Cir N.
Venice , FL 34292

Edward Tarpinian
3 Tverskaya Yamskaya
Moscow, Russia

Director

Dr. Irina Aksenova
Gorkogo 94/2
Tver, Russia

Director

The succeeding officers and directors of the Corporation shall be elected in accordance with terms and conditions set forth in the bylaws for the Corporation.

ARTICLE V

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented. Notwithstanding any other provision 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 (or corresponding section of any future Federal tax code) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE VI

The corporation shall be perpetual. Upon the dissolution of this non-profit corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code or corresponding section of any future Federal tax

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code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

ARTICLE VII

The street address of the initial registered office of the Corporation is 1221 Brickell Ave. Ste. 900, Miami, FL 33131, and the initial registered agent of the Corporation at that address is Florida Incorporators, Inc.

ARTICLE VIII

The name and address of the incorporator for the Corporation is Mark Hankins, 501 Caligula Ave. Coral Gables, FL 33146.

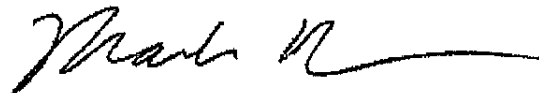
ARTICLE IX

The mailing address of the Corporation is 422 Rossetti Cir N. Venice , FL 34292.

ARTICLE X

The effective date of these articles shall be January 31, 2000.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this February 3, 2000.



Mark Hankins, Incorporator

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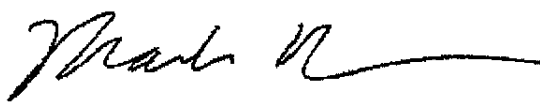
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is American Friends Of Upper Volga Institute Foundation, Inc.
2. The name and address of the registered agent is: Florida Incorporators, Inc., 1221 Brickell Ave. Ste. 900, Miami, FL 33131.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

FLORIDA INCORPORATORS, INC.

By: 

Mark Hankins, President

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