

796000000275

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

0000016897911  
-01/16/96--01058--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: INTERNATIONAL ADOPTION AGENCY, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00  
Filing Fee
- \$78.75  
Filing Fee  
& Certificate
- \$122.50  
Filing Fee  
& Certified Copy
- \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

RECEIVED  
CORPORATION SERVICES  
JAN 16 PM 4:23

FROM: WILLIAM H. BATALLAS, ESQ.  
Name (Printed or typed)

10336 NW 3RD ST.  
Address

PLANTATION, FL. 33324  
City, State & Zip

(305) or (954) 720-4666  
Daytime Telephone number

JAN 17 1995

NOTE: Please provide the original and one copy of the articles.

96 JAN 16 PM 4: 38

## ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

### ARTICLE I

The name of the corporation shall be: **International Adoption Agency, Inc.**

### ARTICLE II

The principal place of business and mailing address of this corporation shall be:

19370 Collins Avenue.  
Apt. # 304  
North Miami Beach, Florida 33160  
(954) 682-1354

### ARTICLE III

The specific purposes for which the corporation is organized are:

1. To provide child placing services for children, especially of Russian and European descent into permanent homes in Florida and throughout the United States.
2. To provide complete adoption services to prospective couples and their families, including, but not limited to the following: *Background screening; family counseling; child biographies; legal referrals and moral support; translation services; travel plans, arrangements and accommodations; home studies; overview of adoption process in Russia; Immigration and Naturalization Services documentation; physician referrals; and other post-adoption services.*
3. To provide *psychological, social, medical, legal, ethical, as well as general information* about adopting children from foreign cultures and countries; to provide follow-up services to clients when needed.

#### ARTICLE IV

The Board of Directors were appointed to their respective positions pursuant to agreement embodied in minutes of first meeting. The names and addresses of the Board of Directors are as follows:

1. Ms. Tamara Dolgushina, 7270 Dartmouth, St. Louis, MO 63130  
**Vice President**
2. Ms. Yanna Dzlieri, 19370 Collins Ave., North Miami Beach FL 33160  
**President**
3. Ms. Nellie Batitsky, 19390 Collins Ave., Apt. # 1427 A  
North Miami Beach, FL 33160  
**Treasurer**

#### ARTICLE V

The corporate powers of this corporation are as follows:

1. the power to conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or foreign country;
2. adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers; and
3. Have and exercise all powers necessary or convenient to effect any or all the purposes for which the corporation is organized; *and*

all other corporate powers of this corporation as provided in section 617.0302, Florida Statutes.

#### ARTICLE VI

The name and the street address of the initial registered agent is:

Ms. Yanna Dzlieri, 19370 Collins Ave., Apt. #304, North Miami Beach, 33160

Telephone (954) 682-1354.

ARTICLE VII

The name and address of the incorporator for these articles of incorporation is

William H. Batallas, Esq  
10336 NW 3rd Street  
Plantation, FL 33324  
(954) 452-7831

The undersigned incorporator has executed these Articles of Incorporation this

2nd day of December, 19 95.

Signature of Incorporator:

William H. Batallas

William H. Batallas, Esq.,

RECEIVED  
STATE OF FLORIDA  
95 JUN 16 PM 4:38

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTRATION OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

International Adoption Agency, Inc.

2. The name and address of the registered agent and office is:

Ms. Yanna Dzlieri  
19370 Collins Ave.  
Apt. # 304  
North Miami Beach, FL 33160  
Tel. (954) 682- 1354

*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.*

Yanna Dzlieri  
Signature

12-2-95  
Date

9/05/97

**N96000000275**

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS BY TELEPHONE  
ELECTRONIC FILING COVER SHEET

12:44 PM

((H97000014689 B))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: INTERNATIONAL ADOPTION AGENCY, INC.

AUDIT NUMBER.....N97000014689

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

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\* ENTER 'M' FOR MENU. \*\*

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help F1 Option Menu F2

NUM

Connect: 00:02:01

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*Amendment*  
*9/8/97*  
*De*

FILED  
97 SEP -5 PM 4: 29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/05/97

FLORIDA DIVISION OF CORPORATIONS  
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O: DIVISION OF CORPORATIONS

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97 SEP -5 PM 1:00  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 5, 1997

INTERNATIONAL ADOPTION AGENCY, INC.  
19370 COLLINS AVE., APT.#304  
NORTH MIAMI BEACH, FL 33160

SUBJECT: INTERNATIONAL ADOPTION AGENCY, INC.  
REF: N96000000275

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Amendments for a nonprofit corporation are filed in compliance with section 617.1006, Florida Statutes.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: E97000014689  
Letter Number: 697A00044451



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Articles of Amendment to  
Articles of Incorporation of  
THE INTERNATIONAL ADOPTION AGENCY, INC.

97 SEP -5 PM 4: 29  
FILED  
Page 1  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

Article III is amended to include the following paragraphs:

4. The International Adoption Agency, Inc., a licensed not-for-profit child placing agency shall be exempt pursuant to 501(c) (3) of the Internal Revenue Code.
  - a) The International Adoption Agency, Inc., 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 that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
  - b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the internal Revenue Code, or corresponding section of any future federal tax code.
  - c) Upon the dissolution of the organization, 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 code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principle office of the organization 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 purposes.

*This document prepared by:*  
William H. Batallas, Esquire  
3990 Sheridan Street, Ste. 104  
Hollywood, Florida 33021  
(954) 987-1997, FBN 977519

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Articles of Amendment to  
Articles of Incorporation of  
THE INTERNATIONAL ADOPTION AGENCY, INC.

Page 2.

1. There are no members or members entitled to vote on the amendment and;
2. The date of adoption of this amendment by the board of directors, its president, or another of its officers is September 5, 1997.

By: Nellie Benitsky, Treasurer Date Sept 5, 1997  
Nellie Benitsky, Treasurer

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