

F230000003011

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

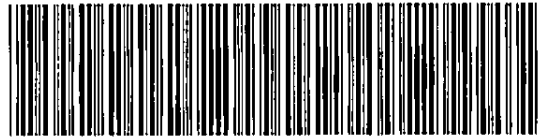
(Business Entity Name)

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2023 MAY -9 AM 11:08  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Vera Helps Ukraine Schools, Inc.  
Name of Corporation must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Status" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Gary S. Israel, Esq  
Name of Person

Attorney  
Firm/Company

121 S. Orange Avenue  
Suite 1500  
Address

Orlando, FL 32804  
City/State and Zip Code

gsi55@hotmail.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gary Israel at (407) 210-3834  
Name of Person Area Code Daytime Telephone Number

**Mailing Address:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☒ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO  
CONDUCT ITS AFFAIRS IN FLORIDA**

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN  
THE STATE OF FLORIDA:

1. Vera Helps Ukraine Schools, Inc  
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like  
import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained  
in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Michigan 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/5/2022 5. perpetual  
(Date of Incorporation) (Date of duration, if other than perpetual)

6. N/A  
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 1450 Citrus Oaks Avenue, Gotha, FL 34734  
(Principal office street address)

121 S. Orange Avenue, Suite 1500, Orlando 32801  
(Current mailing address, if different)

8. Solicit contributions to aid people of Ukraine  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Gary Israel  
Office Address: 121 S. Orange Ave Suite 1500  
Orlando, Florida 32801  
(City) (Zip Code)

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DEPT OF STATE  
TALLAHASSEE, FLORIDA

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place  
designated in this application, 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 relative to the proper and complete performance of my duties,  
and I am familiar with and accept the obligations of my position as registered agent.*

Gary S. Israel  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to  
the Department of State, by the Secretary of State or other official having custody of corporate records in the  
jurisdiction under the law of which it is incorporated.

12. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

**A. DIRECTORS**

☐ Chairman Name: Elvira Varvoda  
☐ Vice Chairman Address: 9600 w.Colonial Drive , Ocoee Fl  
☒ Director \_\_\_\_\_  
☒ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☒ Secretary ☐ Treasurer  
☐ Other: \_\_\_\_\_ ☐ Other: \_\_\_\_\_

☐ Chairman Name: Benjamin Fair  
☐ Vice Chairman Address: 9600 w.Colonial Drive , Ocoee Fl  
☒ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☒ Vice President \_\_\_\_\_  
☐ Secretary ☒ Treasurer  
☐ Other: \_\_\_\_\_ ☐ Other: \_\_\_\_\_

☐ Chairman Name: \_\_\_\_\_  
☐ Vice Chairman Address: \_\_\_\_\_  
☐ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other: \_\_\_\_\_ ☐ Other: \_\_\_\_\_

☐ Chairman Name: \_\_\_\_\_  
☐ Vice Chairman Address: \_\_\_\_\_  
☐ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other: \_\_\_\_\_ ☐ Other: \_\_\_\_\_

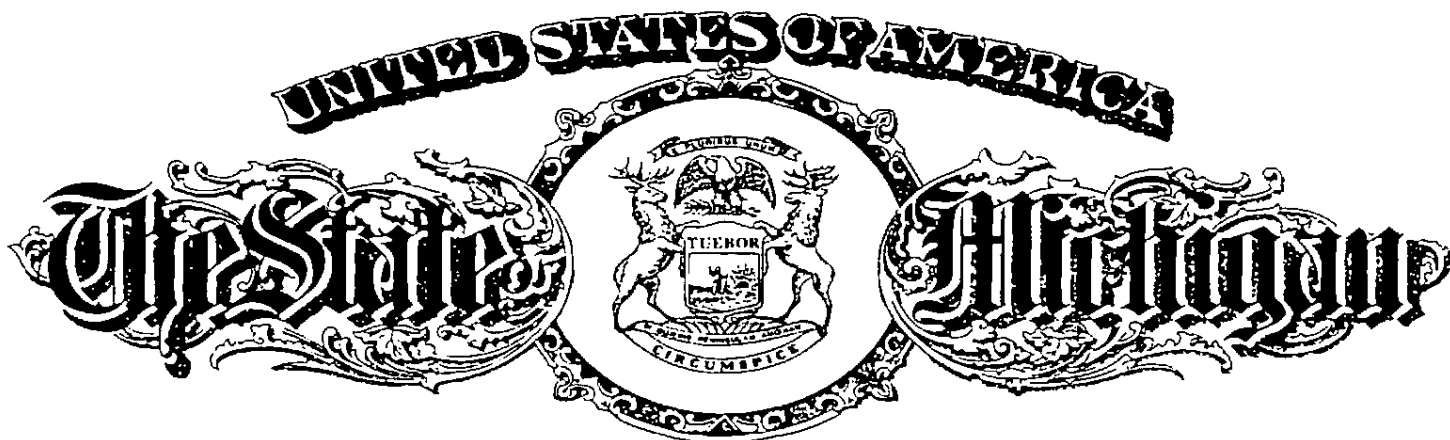
☐ Chairman Name: \_\_\_\_\_  
☐ Vice Chairman Address: \_\_\_\_\_  
☐ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other: \_\_\_\_\_ ☐ Other: \_\_\_\_\_

☐ Chairman Name: \_\_\_\_\_  
☐ Vice Chairman Address: \_\_\_\_\_  
☐ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other: \_\_\_\_\_ ☐ Other: \_\_\_\_\_

**NOTE: Important Notice:** Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

13. \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Elvira Varvoda  
(Typed or printed name and capacity of person signing application)



*This is to Certify That*

**VERA HELPS UKRAINE SCHOOLS**

*was validly Incorporated on December 5 , 2022 as a Michigan nonprofit corporation, and said corporation is validly in existence under the laws of this state.*

*This certificate is issued pursuant to the provisions of 1982 PA 162 to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to conduct affairs in Michigan and for no other purpose.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand,  
in the City of Lansing, this 9th day of March , 2023.*

Linda Clegg, Director

Corporations, Securities & Commercial Licensing Bureau

03



**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received

NOV 29 2022

AC1

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Alan J. Saoud

Address

45500 Van Dyke Avenue

City

Utica, MI 48317

State

ZIP Code

TranInfo:1 25206067-1 11/23/22

Chk#: 8017 Amt: \$20.00

ID: ALAN SAUD

**FILED****DEC 05 2022**

EFFECTIVE DATE:

ADMINISTRATOR  
CORPORATIONS DIVISION

Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office.

**ARTICLES OF INCORPORATION**

**For use by Domestic Nonprofit Corporations**

(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:*

**ARTICLE I**

The name of the corporation is:

Vera Helps Ukraine Schools

**ARTICLE II**

The purpose or purposes for which the corporation is formed are:

Solicit contributions to aid the people of Ukraine.

**ARTICLE III**

1. The corporation is formed upon a Nonstock basis.  
(Stock or Nonstock)

2. If formed on a stock basis, the total number of shares the corporation has authority to issue is

\_\_\_\_\_ If the shares are or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:



Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

#### ARTICLE VI

Any action required or permitted by the Act to be taken at an annual or special meeting of the members may be taken without a meeting, prior notice, or a vote if a consent in writing setting forth the action so taken is signed by the members or their proxies having not less than the minimum number of votes that is necessary to authorize or take the action at a meeting at which all members entitled to vote were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous vote shall be given to members who have not consented in writing.

#### ARTICLE VII

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. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future federal tax code or (2) by a corporation whose contributions are deductible under IRC 170(c)(2) or the corresponding section of any future federal tax code.

#### ARTICLE VIII

On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

SEE ADDITIONAL PAGE FOR ARTICLES IX AND X.

I, (We), the incorporator(s) sign my (our) name(s) this

day of

November

2022



## VERA HELPS UKRAINE SCHOOLS

### ADDITIONAL ARTICLES

#### ARTICLE IX

No member of the board of directors of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the Act), or a volunteer officer shall be personally liable to this corporation or its members for money damages for any action taken or any failure to take action as a director or volunteer officer, except liability for any of the following:

1. the amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled
2. intentional infliction of harm on the corporation or its shareholders or members
3. a violation of section 551 of the Act
4. an intentional criminal act
5. a liability imposed under section 497(a) of the Act

The corporation assumes all liability to any person, other than the corporation or its members, for all acts or omissions of a director or a volunteer officer incurred in the good-faith performance of the director's or officer's duties. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or the corresponding section of any future federal tax code.

If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, the liability of members of the board of directors or officers, in addition to that described in article X, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or corresponding section of any future federal tax code. No amendment or repeal of article X shall apply to or have any effect on the liability or alleged liability of any member of the board of directors or officer of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

#### ARTICLE X

The corporation assumes the liability for all acts or omissions of a volunteer if all of the following conditions are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer's conduct was not an intentional tort.
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed under section 3135 of the Insurance Code of 1956, 1956 PA 218, MCL 500.3135.

Michigan Department of Licensing and Regulatory Affairs  
Corporation Securities & Commercial Licensing Bureau  
Corporation Division  
P.O. Box 30054  
Lansing, Michigan 48909  
(517) 241-6470

## INVOICE

Invoice No: 2149540  
Invoice Date: 3/9/2023  
Name: Alan Saoud  
Attention:  
Address: 45500 Van Dyke  
  
Utica, MI 48317

Due Date: 3/10/2023

Remit To:  
  
Department of Licensing and Regulatory  
Affairs  
Corporations, Securities & Commercial  
Licensing Bureau  
Corporations Division  
P.O. Box 30054  
Lansing, MI 48909

Phone Number: 586-803-9900

Email Address: ajsaoud@aol.com

Type	ID Number	Item	# of Pages	Qty
Certificate	802953585	CERTIFICATE OF GOOD STANDING - DOMESTIC NONPROFIT CORPORATION		1
Certified Copy	802953585	502 - ARTICLES OF INCORPORATION	4	1

Order Total: \$26.00

Amount Paid: \$26.00

**REMIT THIS AMOUNT: \$0.00**

RETURN YOUR PAYMENT within 30 days, made payable of State of Michigan with a copy of this invoice and include the invoice number on your check or money order.

If your order is incorrect, contact the Corporations Division at the above address or call (517) 241-6470

MCL 450.1131, MCL 450.4104(5), and MCL 449.48 provide: A photostatic, micrographic, photographic, optical disc media, or other reproduced copy certified by the administrator, which may be sent by electronic transmission, shall be considered an original for all purpose and is admissible in evidence in like manner as an original.