

2/7/24, 9:10 AM

Division of Corporations

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To:  
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From:  
Account Name : MEDEIROS SOUZA CORP  
Account Number : I20190000068  
Phone : (407)326-8484  
Fax Number : (407)604-6519

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: contact@medeirosouza.com

FLORIDA LIMITED LIABILITY CO.  
ABRAHAM INTERNATIONAL LLC

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Electronic Filing Menu

Corporate Filing Menu

Help

H24000051842 3

ARTICLES OF ORGANIZATION  
OF

**ABRAHAM INTERNATIONAL LLC**

Pursuant to the provisions of Chapter 605 of the Florida Statutes (the "Florida Revised Limited Liability Company Act"), the undersigned representative of the members, for the purposes of forming a Florida Limited Liability company, hereby adopts the following Articles of Organization:

ARTICLE 1  
NAME

The name of the company is **ABRAHAM INTERNATIONAL LLC**, (the "Company").

ARTICLE 2  
DURATION AND PLACE OF BUSINESS

The period of duration of the Company is perpetual and its principal place of business is at 1711 Amazing Way Ste 213, Ocoee, Florida, 34761. The Company may also maintain an office or offices at such other place or places, either within or without the State of Florida as may be determined, from time to time, by the Company's manager.

ARTICLE 3  
MAILING ADDRESS

The Company's mailing address will be at 1711 Amazing Way Ste 213, Ocoee, Florida, 34761.

ARTICLE 4  
PURPOSE

The purpose for which the Company is organized are to engage in any lawful act or activity for which corporations may be organized under the Florida Revised Limited Liability Company Act.

ARTICLE 5

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## REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Company shall be located at 1711 Amazing Way, Ste 213, Ocoee, FL 34761, or at such location as may be determined by the Company's manager, and the Company's registered agent shall be MEDEIROS SOUZA CORP (P19000013780).

## ARTICLE 6 MANAGEMENT

Subject to the provisions of the Florida Revised Professional Limited Liability Company Act, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Company:

6.1. The management of the Company is vested in the Manager, as defined in the Company's Operating Agreement. All determinations and decisions required or permitted to be made by the Manager shall be made by a board of managers consisting of each and all of the Managers (the "Board of Managers").

6.2. Initial Authorized Member. The name of the Corporate' Authorized Member is ONGLOBAL LLC whose mailing address is 1711 Amazing Way Ste 213, Ocoee, Florida, 34761.

## ARTICLE 7 LIMITATION OF LIABILITY OF MANAGERS AND MANAGING MEMBERS

The liability of the managers and managing member of the Company for monetary damages shall be eliminated to the fullest extent permissible under Section 605.04093 of the Florida Revised Limited Liability Company Act.

## ARTICLE 8 INDEMNIFICATION OF COMPANY'S AGENTS.

Subject to the applicable limits set forth in Section 605.04093(2) of the Florida Revised Limited Liability Company Act, the Company is authorized to provide identification of this members, managers, managing members, officers, employees, and agents through operating agreement provisions.

IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Organization on this Wednesday, February 7, 2024.

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Rubem Souza, LL.M.  
as Authorized Representative of the Manager

## **ABRAHAM INTERNATIONAL LLC**

### **ACCEPTANCE OF THE REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for  
**ABRAHAM INTERNATIONAL LLC.**



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Rubem Souza, LL.M.  
Date: 2/7/24

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# ARTICLES OF INCORPORATION

of

## Wheels for Change, Inc

Pursuant to the provisions of Chapter 617, F.S., (Not for Profit), this Florida Not For Profit Corporation adopts the following Articles of Incorporation.

### ARTICLE I: NAME

The name of the corporation shall be: Wheels for Change, Inc. (the "Corporation").

### ARTICLE II: PRINCIPAL OFFICE

Principal street address:

Mailing address

2305 Blackthorn Dr

Same

Champaign, IL 61821

### ARTICLE III: PURPOSE

Wheels for Change, Inc. is a nonprofit organization organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose of the Corporation is to support disabled individuals and organizations pursuing the sport of wheelchair racing, encouraging the athletes' physical activity and health while positively impacting societal perception of disability.

### ARTICLE IV: Duration

This corporation shall have a perpetual existence.

### ARTICLE V: MANNER OF ELECTION

Directors of the corporation shall be elected as described in the by-laws.

### ARTICLE VI: MEMBERS

The corporation shall have no members.

# ARTICLES OF INCORPORATION

of

## Wheels for Change, Inc

### ARTICLE VII: BOARD OF DIRECTORS

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers and duties of the members of the Board of Directors shall be as provided in the by-laws of the Corporation.

### ARTICLE VIII: REGISTERED AGENT

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

Registered Agents, Inc.  
7901 4th St N, STE 300  
St. Petersburg, FL 33702

### ARTICLE IX: INCORPORATOR

The name and street address of the Incorporator is:

Mr. Daniel Romanchuk  
2305 Blackthorn Dr.  
Champaign, IL 61821

### ARTICLE X: LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to approve and reimburse reasonable expenses incurred on its behalf and to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or any provisions of applicable state law, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal

# ARTICLES OF INCORPORATION

of

## Wheels for Change, Inc

Income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

### ARTICLE XI: INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by the Nonprofit Corporation Laws, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Nonprofit Corporation Laws are hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of the directors of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Nonprofit Corporation Laws. Any repeal or modification of this paragraph by the directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation at the time of such repeal or modification.

### ARTICLE XII: DISSOLUTION OF ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation to such other organization or organizations organized and operated exclusively for charitable, scientific, literary, religious and educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or any successor provision of the Code, as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be distributed by a court of competent jurisdiction of the county in which the Corporation's principal office is then located exclusively for the Corporation's exempt purposes. No director or officer of the Corporation or any private individual or entity related to the foregoing shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Corporation.

2024 FEB -7 11: 7: 46

# ARTICLES OF INCORPORATION

of

## Wheels for Change, Inc

### ARTICLE XIII: Initial Board of Directors

The following persons will serve as the initial Board of Directors. They shall serve until their successors are elected and qualified pursuant to the By-Laws of the Corporation.

1. Daniel Romanchuk
2. Kimberly Romanchuk
3. Klm Lamont
4. Krige Schabort

### ARTICLE XIV: AMENDMENTS

This Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the Articles of Incorporation, and to add other provisions to the Articles of Incorporation authorized by the laws of the State of Florida, at the time such laws are in force, by a two-thirds majority of the members of the Board of Directors present at a meeting duly convened, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon the directors or any other persons whomsoever by and pursuant to the Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this paragraph; provided, however, that no amendment, alteration, change or repeal of any provisions of the Articles of Incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause the Corporation to lose its tax-exempt status under the provisions of the Code or any future United States Internal Revenue laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to adopt, amend, and repeal the Bylaws of the Corporation.

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand that the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of this corporation and every year thereafter to maintain active status.*

DocuSigned by  
Daniel Romanchuk  
18885813864  
Signature of Incorporator

1/25/2024

Date

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ARTICLES OF INCORPORATION

of

Wheels for Change, Inc

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
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Signature of Registered Agent

2/01/2024  
-----  
Date

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JAL . . . . .