

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 MAY 30 PM 12:29

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FLORIDA NON-PROFIT CORPORATION

THE UKRAINE PARTNERSHIP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE UKRAINE PARTNERSHIP, INC.

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I - Name

The name of this corporation is The Ukraine Partnership, Inc. and the initial principal address of the corporation is 7215 Resota Lane, Panama City, Florida, 32409

ARTICLE II - Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles by the Department of State.

ARTICLE III - Purpose

This corporation is organized for the purpose of the following ministries in Ukraine: provide educational and charitable support, to facilitate humanitarian aid delivery, to provide medical and dental aid, to assist churches in developing evangelistic outreach ministries, and to establish and maintain a theological college and/or seminary for training pastors and other Christian workers. All purposes of this corporation shall be limited exclusively to those purposes as conveyed within the meaning of and comply with Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

Prepared by:
Nevin J. Zimmerman, Esq.
FL Bar #0287921
Burke & Blue, P.A.
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Panama City, FL 32402

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ARTICLE IV - Income Distribution

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members of the Board of 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 the objects and purposes set forth in Article II hereof. 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 concerning) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational, and scientific

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purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

If this Corporation holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of the appropriate court of the country in which this Corporation's principal office is located, on petition by the Attorney General or by any person concerned in liquidation.

In the event that this Corporation shall become a "private foundation" within the meaning of Section 509, then the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject to tax under Section 4942, and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d), from retaining any excess business holdings as defined in Section 4943(c), from making any investments in such manner as to subject this Corporation to tax under Section 4944, and from making any taxable expenditures as defined in Section 4945(d), and in all sections of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

Article V - Powers

The Corporation shall have all powers prescribed by law and all powers necessary and incidental to the fulfillment of its purpose.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of the

Corporation is 7215 Resota Lane, Panama City, Florida 32409 and the name of the initial registered agent of this corporation at that address is Richard G. Watson.

Article VII - Initial Board of Directors

This corporation shall have seven (7) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three (3). The qualifications for members, the number of members, and the manner of admitting members shall be determined by the Board of Directors pursuant to the By-Laws. The names and street addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

President:

Name: Paul D. Kooistra
Address: 5455 Azalea Crest Lane
Sugar Hill, GA 30518

Secretary:

Name: Roy Porter Carter
Address: 1026 Battery Lane
Nashville, TN 37220

Treasurer:

Name: Roger R. Kooistra
Address: 5600 Snowberry Dr.
Sugar Hill, GA 30518

Director:

Name: Richard G. Watson
Address: 7215 Resota Lane
Panama City, FL 32409

Director:

Name: Andrei I. Murzin
Address: Fuchika St., 4, Apt. 28
Kiev, Ukraine 252049

Director:

Name: Taras N. Pristupa
Address: Maly Uzviz St., 1-A
Rovno, Ukraine

Director:

Name: Alexander S. Marchenko
Address: Yaltinskaya St., 8/1, Apt. 69.
Kiev, Ukraine 253096

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Article VIII - Incorporators

The name and address of the person signing these Articles is as follows:

Name: Richard G. Watson

Address: 7215 Resota Lane

Panama City, FL 32409

Article IX - By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

Article X - Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XI - Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

IN WITNESS WHEREOF, the subscribers have hereunto executed these Articles of Incorporation this 26th day of May, 2000.

Richard G. Watson
Richard G. Watson
Secretary

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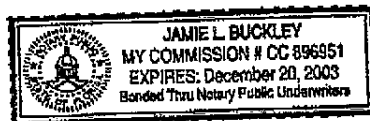
STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Richard G. Watson, to me known to be the person described in and who executed the foregoing Articles of Incorporation for the uses and purposes therein mentioned.

WITNESS MY HAND AND OFFICIAL seal in the County and State last aforesaid this 26th day of May, 2000.

Jamie L. Buckley
Notary Public
My commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that The Ukraine Partnership, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Panama City, County of Bay, State of Florida, has named Richard G. Watson, located at 7215 Resota Lane, City of Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Richard G. Watson
Resident Agent

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