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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
5/1/2004

C. Robert Edewaard, P.A.

COUNSELOR AT LAW

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bob@edewaardlaw.cc

April 21, 2004

Ms. Glenda E. Hood
Secretary of State
500 S. Bronough St.
Tallahassee, FL 32399-0250

RE: INCORPORATION OF OPEN NEW ORPHANAGES IN UKRAINE, INC.

Dear Ms. Hood:

Enclosed you will find the original and a photocopy of the Articles of Incorporation for the above corporation and my check in the amount of \$70.00 to cover your filing fee, registered agent designation and a certified copy of the articles.

This corporation is to commence existence on May 1, 2004. Your assistance in expediting this filing would be greatly appreciated.

Very truly yours,


C. ROBERT EDEWAARD

CRE/rh

Enclosures



He has showed you. O man, what is good, And what the Lord require of you?
To act justly and to love mercy and to walk humbly with your God. MICAH 6:8

EFFECTIVE DATE
May 1, 2004

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04 APR 26 AM 9:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
OPEN NEW ORPHANAGES IN UKRAINE, INC.

I, Oksana B. Kravchenko, the undersigned incorporator, hereby make, subscribe and acknowledge, these Articles of Incorporation for the purpose of forming a corporation, not-for-profit, in accordance with Chapter 617, Florida Statutes.

ARTICLE I. NAME and PRINCIPAL ADDRESS

The name of the corporation shall be OPEN ORPHANAGES IN UKRAINE, INC. The principal address of the corporation shall be Rt. 3 Box 289, Lake Butler, FL 32054.

ARTICLE II. COMMENCEMENT and EXISTENCE

This corporation shall commence existence on May 1, 2004, and shall thereafter have a perpetual existence.

ARTICLE III. CORPORATE NATURE

This is a nonprofit corporation organized solely for charitable, educational and religious purposes pursuant to the "Florida Not-for-Profit Corporation Act", Chapter 617 of the Florida Statutes, and except as limited in these articles, the corporation shall have all powers granted under Florida law.

ARTICLE IV. GENERAL AND SPECIFIC PURPOSES

1. To present the mission of the corporation to raise charitable donations necessary to sponsor a non-profit organization in the country of Ukraine to be known as BLESS THE ORPHANS AND HOMELESS, which will provide facilities and personnel, including foster-parents who can rear orphans and homeless children in Ukraine, and to distribute clothing, educational materials and other material needs of the orphans and homeless children served and the foster parents caring for them, consistent with the Doctrinal Statement referred to in Article XII, and for such other religious, charitable and educational purposes as may be consistent thereto.

2. To conduct and carry out its ministries at its principal office and expand

such ministries to other places in the state, the United States, or in any foreign country, and to acquire and maintain such facilities as are necessary for these purposes.

3. To do everything necessary, suitable, proper or desirable for the accomplishment or attainment of any of the foregoing purposes, or necessary or incidental to the benefit and/or protection of the corporation, either alone or in association with other corporations, firms, or individuals.

4. The general purposes for which this corporation is formed to operate exclusively for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code, provided:

5. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

6. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by:

a. a corporation exempt from Federal income tax 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. a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE V. MEMBERSHIP

Officers and Directors as Membership. Initially, the sole class of members of this corporation shall be its duly elected and appointed directors and officers of the corporation, provided the directors may define a different class of membership by provisions in the By-Laws.

Rights and Liabilities of Members. The members of this corporation shall have no

right, title, or interest whatsoever in its income, property, or assets, except for salaries or other compensation for expenses as approved by the Board of Directors or as provided in the By-Laws, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation.

ARTICLE VI. MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be not less than three (3) nor more than eleven (11) directors, provided however, that such number may be changed by a By-Law duly adopted by the members. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority. Each director shall be a member of the corporation, and shall annually certify that they believe and seek to practice those beliefs set forth in the statement of faith in Article VIII.

First Board Members. The names and addresses of the such first members of the Board of Directors are as follows:

Oksana Kravchenko
Rt. 3 Box 289
Lake Butler, FL 32054

Ivan Kravchenko
Rt. 3 Box 289
Lake Butler, FL 32054

Virginia Ross
Rt. 21 Box 5014
Lake City, FL 32024

Corporate Officers. The Board of Directors shall elect the following officers: Executive Director, Assistant Executive Director, Secretary, Treasurer, and such other officers as the by-laws of the corporation may authorize the directors to elect from time to

time. Such officers shall be elected at the annual meeting of the corporation following the directors election. Until such election is held, the following persons shall serve as corporate officers:

Executive Director -- Oksana Kravchenko

Assistant Executive Director -- Ivan Kravchenko

Secretary -- Virginia Ross

Treasurer -- Ivan Kravchenko

ARTICLE VII. DOCTRINAL STATEMENT

Each Director and officer, plus any representative raising funds to accomplish the purposes of the corporation shall certify that he or she has a personal relationship with Jesus Christ as Lord and that he or she is in agreement with the following Doctrinal Statement at the time they are elected or appointed, and at least annually thereafter. Should any Director, officer, or corporate representative cease to believe in the following Doctrinal Statement, they shall communicate this to the Board of Directors and submit their resignation.

DOCTRINAL STATEMENT

There is one creator **God**, existing eternally in three persons: the Father, son, and Holy Spirit.

Jesus Christ is true God and true man. He was conceived by the Holy Spirit and born of the Virgin Mary. He died upon the cross, the Just for the unjust, as a substitutionary sacrifice, and all who believe in Him are justified by faith in the sufficiency of His sacrifice. He arose from the dead and is at the right hand of the Father as our great High Priest.

The **Holy Spirit** is a divine person, sent to indwell, guide, teach, empower the believer, and convince the world of sin, of righteousness and of judgment.

The **Old and New Testaments**, were verbally inspired by God and are a complete revelation of His will for the salvation of men

Man and woman were originally created in the image and likeness of God; they fell through disobedience resulting in both physical and spiritual death.

Salvation has been provided through Jesus Christ for all men; and those who, repent and believe in Him are born again of the Holy Spirit, receive the gift of eternal life, and become the children of God, fully dedicated to the will of God and receiving power for holy living and effective service

The **second coming** of the Lord Jesus Christ will be personal and visible. There shall be a bodily **resurrection** of the believers and of the non-believers to stand before Christ as their judge.

ARTICLE VIII. BY-LAWS

Subject to the limitations contained in the By-laws, and any limitations set forth in Chapter 617, FLA. STAT., concerning corporate action that must be authorized or approved by the members of the corporation, the By-laws of this corporation may be made, altered, rescinded, added to, or new By-laws may be adopted either by a resolution of a majority of all members of the Board of Directors, or as provided in the By-laws.

ARTICLE IX. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE X. CHRISTIAN RESOLUTION OF DISPUTES

As a Christian organization, whenever a dispute between professing Christians arises in the context of the ministry of this corporation, no person who is a Director, officer, employee or agent of this corporation shall resort to a lawsuit in civil court until after all available avenues to resolve the dispute through. I believe that God wants Christians to make every effort to live at peace and to resolve disputes with one another in private or within the church (see Matthew 18:15-20; I Corinthians 6:1-8; Ephesians 4:1-3). I believe that obedience to these principles honors and pleases God, benefits those involved, and may lead others to faith in Christ. Therefore trusting that my family and friends will honor my beliefs and wishes, I ask that any questions or disputes that may arise during the administration of my estate be settled by mediation and, if necessary, arbitration in

accordance with the Rules of Procedure for Christian Conciliation and PeaceMaker Ministries.

ARTICLE X. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious purposes consistent with the Doctrinal Statement of the corporation and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI. AMENDMENT OF ARTICLES

These Articles of Incorporation, may be amended by the members in the manner provided in the By-Laws, or as otherwise provided by law. Amendments may be proposed by the Board of Directors by a two-thirds (2/3) majority vote. Article VII can be amended only by the unanimous vote of the members and the board of directors.

ARTICLE XII. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office of this corporation shall be

Rt. 3 Box 289
289 S. E. 40th Lane, Union County
Lake Butler, FL 32054

The mailing address of the corporation is:

Rt. 3 Box 289
Lake Butler, FL 32054

ARTICLE XIII. SUBSCRIBERS

The sole subscriber of these Articles of Incorporation is Oksana B. Kravchenko.

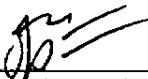
ARTICLE XIV: AMENDMENTS to ARTICLES AND BY-LAWS

These Articles of Incorporation may be amended by the members in the manner provided in the By-Laws or as otherwise provided by law. Amendments may be proposed by the Board of Directors

ARTICLE XV. REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the corporation is Rt. 3 Box 289 [may be able to use 289 S.E. 40th Lane] Lake Butler, FL 32054, and the name of its initial registered agent at such address is Oksana B. Kravchenko.

THE UNDERSIGNED, being the sole incorporator of this corporation, named herein as the subscriber of this corporation, for the purpose of forming this nonprofit corporation under the Laws of Florida, has executed these Articles of Incorporation on the 16th day of April, 2004.

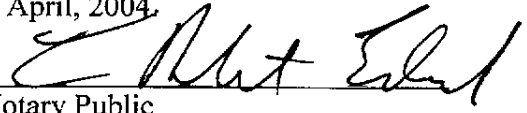


Oksana B. Kravchenko, Corporate Subscriber

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, personally appeared Oksana B. Kravchenko, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation for OPEN NEW ORPHANAGES IN UKRAINE, INC., and acknowledged to and before me that they executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal, this 16th day of April, 2004.



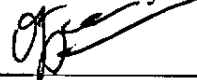
Notary Public
State of Florida at Large
My commission expires



C. ROBERT EDEWAARD
MY COMMISSION # DD 107112
EXPIRES: April 8, 2006
1-800-3-NOTARY FL Notary Service & Bonding, Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Oksana B. Kravchenko
Registered Agent