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NADIA LIPSKY
5701 Collins Avenue, Apt. 1501
Miami Beach, Florida 33140
Tel. (201) 923-2704
Email: nadiakoz@gmail.com

January 25, 2012

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

Re: FRIENDS OF SOLBA, INC.

To Whom It May Concern:

Enclosed, please find the original and two (2) copies of the Articles of Incorporation of FRIENDS OF SOLBA, INC., together with a check payable to the "Florida Department of State" in the amount of \$87.50. This amount covers the fees for filing, designation of registered agent, a Certified Copy and a Certificate of Status.

Kindly file the Articles of Incorporation and return the copies (Certified and regular) with the Certificate of Status for our records.

Thank you for your assistance in this matter.

Sincerely yours,



Nadia Lipsky

Enclosures

ARTICLES OF INCORPORATION

of

FRIENDS OF SOLBA, INC.

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The undersigned, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I – NAME

The name of the corporation is: **FRIENDS OF SOLBA, INC.**

ARTICLE II – PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of the corporation is:

Street Address & Mailing Address:

5701 Collins Avenue, Apt. 1501
Miami Beach, Florida 33140

ARTICLE III – PURPOSE

The corporation 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 under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, without limiting the generality of the foregoing, the corporation is organized to aid, support and assist disadvantaged children at the Solba orphanage in Russia, including by the distribution of funds for such purposes.

ARTICLE IV – MEMBERS

The corporation shall have no members.

ARTICLE V – BOARD OF DIRECTORS

All corporate powers shall be exercised or under the authority of, and the business and affairs of the corporation shall be managed by or under the direction, and subject to the oversight, of the Board of Directors. The directors of the corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the corporation. In no event, shall the number of directors be fewer than three. The initial directors are:

Nadia Lipsky
5701 Collins Avenue, Apt. 1501
Miami Beach, Florida 33140

Arina Nikitina
5401 Collins Ave. apt. #815
Miami Beach, FL. 33140

Elena Gazhu
Nagorie, Yaroslavl obl.
Solba orphanage, Russia 152030

ARTICLE VI – LIMITATION OF POWERS

The powers of the corporation shall be provided in the bylaws of the corporation in accordance with Chapter 617, Florida Statutes, with the following limitations within the meaning of Section 501(c)(3) of the Internal Revenue Code, as may be amended:

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth in Article Three hereof.
- B. 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) any political campaign on behalf of or in opposition to any candidate for public office.
- C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII – DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

ARTICLE VIII – INCORPORATORS

The name and address of the Incorporator is Nadia Lipsky, 5701 Collins Avenue, Apt. 1501, Miami Beach, Florida 33140.

ARTICLE IX – REGISTERED AGENT & REGISTERED OFFICE

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

Nadia Lipsky
5701 Collins Avenue, Apt. 1501
Miami Beach, Florida 33140

ARTICLE X – ACCEPTANCE BY REGISTERED AGENT


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



Nadia Lipsky, Registered Agent

1/25/12
Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true and that 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.



Nadia Lipsky, Incorporator

1/25/12
Date

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