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DIVISION OF CORPORATIONS
15 NOV 17 PM 12:48

11/30/15

COVER LETTER

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

SUBJECT: St. Seraphim of Sarov Church, Inc.

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for:

\$87.50 [Filing Fee, Certified Copy, & Certificate]

FROM:

David Wolberg
3363 NE 163 Street
Suite 705
North Miami Beach, FL 33160
(617) 803-6606

david@wolberglaw.com

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S. (Not for Profit)

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ARTICLE I NAME

The name of the corporation shall be: **St. Seraphim of Sarov Church, Inc.**

ARTICLE II PRINCIPAL OFFICE

Principal street address:

**3363 NE 163rd Street
Suite 705
North Miami Beach, FL 33160**

Mailing address, if different is: **[SAME AS ABOVE]**

ARTICLE III PURPOSE

St. Seraphim of Sarov Church, Inc. is formed as a subordinate organization of the Patriarchal Parishes of the Russian Orthodox Church in the U.S.A, an entity of New York, NY, and will operate under its supervision and control. St. Seraphim of Sarov Church, Inc. is organized exclusively for charitable, religious, and educational 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.

ARTICLE IV NON-PROFIT NATURE

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. 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. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, assets shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code, of which has a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the corporation hereunder shall be selected by the discretion of a majority of the managing body of the corporation. If its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the corporation by one or more of its managing body, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event a court shall find that this section is applicable but that there is no qualifying organization known to it which has the aforementioned charitable purpose, then the corporation's assets 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 V MANNER OF ELECTION

The manner in which the directors are elected and appointed: **As provided for in the bylaws.**

ARTICLE VI INITIAL OFFICERS AND/OR DIRECTORS

Director: Georgy Roshchin
15 East 97th Street
New York, NY 10029

Director: Andrei Arlovski
9619 Savona Winds Dr.
Delray Beach, FL 33556

Director, Treasurer: Pavel Shumyacher
1817 S Ocean Dr.
Apt. 416
Hallandale Beach, FL 33009

Director: Oleg Prudius
10275 Collins Ave
Unit #727
Bal Harbour, FL 33009

Director, Secretary: Natalya Vazhenina
219 NE 14th Ave
Building A 203
Hallandale, FL 33009

President: Andrey Kovalev
9615 East US Hwy 92
Tampa, FL 33610

ARTICLE VII REGISTERED AGENT

The **name and Florida street address (P.O. Box NOT acceptable)** of the registered agent is:

FVW Capital Partners, LLC
3363 NE 163 Street
Suite 705
North Miami Beach, FL 33160

ARTICLE VIII INCORPORATOR

The **name and address** of the Incorporator is:

David Wolberg
3363 NE 163 Street
Suite 705
North Miami Beach, FL 33160

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

D/A Signatory: Oleg Firer

11/9/2015

Required Signature of Registered Agent

Date

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.

Required Signature of Incorporator

11/9/2015

Date

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