

N 24000006413

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

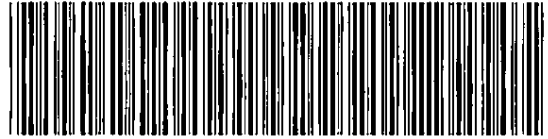
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200429817772

05/15/24- 01022--001 \*\*78.75

## COVER LETTER

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

SUBJECT: NGAO USA, Inc.  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Edyta Zydorek  
Name (Printed or typed)

274 Aspen Ln.

Address

Frisco, TX 75036

City, State & Zip

440-715-3688

Daytime Telephone number

ezielonka@yahoo.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

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

**ARTICLE I NAME**

The name of the corporation shall be: NGAO USA, Inc.

**ARTICLE II PRINCIPAL OFFICE**

Principal street address:  
4093 NW 1st Pl.

Deerfield Beach, FL 33442

Mailing address, if different is:

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: for charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code. In particular, the corporation is dedicated to reducing poverty and aiding sustainable change in underprivileged communities in Kenya through Asset Based Community Development (ABCD) model. The corporation is facilitating humanitarian assistance and fundraising initiatives to improve well-being of community members, mostly women and children through counseling, food assistance and education.

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: shall be provided for in the Bylaws.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Aleksandra Denisova, Director Name and Title: \_\_\_\_\_

Address: 4093 NW 1st Pl. Address: \_\_\_\_\_  
Deerfield Beach, FL 33442

Name and Title: Michael Miller, Director Name and Title: \_\_\_\_\_

Address: P15821 27th Ave N. Address: \_\_\_\_\_  
Plymouth, MN 55447

Name and Title: Edyta Zydorek, Director Name and Title: \_\_\_\_\_

Address: 274 Aspen Ln. Address: \_\_\_\_\_  
Frisco, TX 75036

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

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

Name: Aleksandra Denisova \_\_\_\_\_

Address: 4093 NW 1st Pl. \_\_\_\_\_

Deerfield Beach, FL 33442 \_\_\_\_\_

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Edyta Zydorek \_\_\_\_\_

Address: 274 Aspen Ln. \_\_\_\_\_

Frisco, TX 75036 \_\_\_\_\_

e-mail: ezielonka@yahoo.com, Tel: 440-715-3688 \_\_\_\_\_

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_, (OPTIONAL.)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*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*

Aleksandra Denisova \_\_\_\_\_  
Required Signature of Registered Agent

05/10/2024

\_\_\_\_\_  
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.*

Edyta Zydorek \_\_\_\_\_  
Required Signature of Incorporator

05/10/2024

\_\_\_\_\_  
Date

**ARTICLE IX POWERS:** In furtherance of its purposes, the corporation has the following powers which, unless set forth otherwise by the Bylaws or mandated by the laws of the State of Florida, may be exercised by the Board of Directors of the corporation: (i) all rights and powers conferred on nonprofit corporations by the laws of the State of Florida in effect from time to time; and (ii) all powers necessary, appropriate, or advisable to perform any purpose or duty of the corporation as set out in this Articles, the Bylaws, or as permitted by the laws of the State of Florida.

**ARTICLE X RESTRICTIONS AND REQUIREMENTS:** Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Internal Revenue Code Section 501(c)(3) or the corresponding section of any future federal tax code. 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 these Articles. No substantial part of the activities of the corporation shall be to carry on any propaganda or otherwise influence or attempt to influence legislation. 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, the corporation shall not participate in any other activities that are not permitted by a tax-exempt corporation under section 501(c)(3) of the Internal Revenue Code, or by a corporation whose contributions are deductible under section 170(c)(2) of the Internal Revenue Code.

**ARTICLE XI DISSOLUTION:** Upon the dissolution of the corporation, the corporation shall, after paying or making provision for payment of all the liabilities of the corporation, distribute all of the assets of the corporation to an organization designated by the Board of Directors, that is exempt from taxes under section 501(c)(3) of the Internal Revenue Code and within the meaning of any applicable tax code, or to the federal government, or to 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 XII LIABILITY; CONDUCT OF DIRECTORS AND OFFICERS:** No member, director, officer or representative of the corporation shall be personally liable for any debts or liabilities of the corporation. A director or officer is not liable to the corporation, any member or any other person for an action taken or omission made or mistake in judgment by the director or officer in such person's capacity as a director or officer, whether negligent or otherwise, unless the director or officer's conduct was not exercised: (i) in good faith; (ii) with ordinary care; and (iii) in a manner that the director or officer reasonably believed to be in the best interest of the corporation.