

N960000001674

ENGLANDER & FISCHER, P.A.

5959 Central Avenue  
Suite 201  
St. Petersburg, FL 33710  
Post Office Box 47428  
St. Petersburg, FL 33743-7428

Leonard S. Englander  
H. James Fischer  
Terry L. Hirsch

Phone (813) 341-2800  
Fax (813) 347-5300

February 21, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

300001725033  
300001725033  
-02/27/96--01064--013  
\*\*\*\*122.50 \*\*\*\*122.50

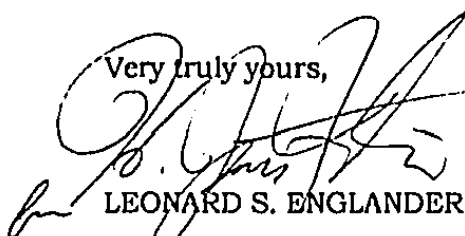
**Re: Russian-American Humanitarian Aid Society**

Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above non-profit corporation, in duplicate, together with a check in the amount of \$122.50 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please file the original and return to me a certified copy of the same. Thank you.

Very truly yours,

  
LEONARD S. ENGLANDER

LSE/so

Enclosures

① Needs suffix  
② effective date  
③ Principal office  
④ Needs 3 directors

789, 513, 625, 634, 2295, 671  
196-4591

FILED  
MAR 28 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 29, 1996

LEONARD S ENGLANDER, ESQUIRE  
PO BOX 47428  
ST PETERSBURG, FL 33743-7428

SUBJECT: RUSSIAN-AMERICAN HUMANITARIAN AID SOCIETY  
Ref. Number: W96000004591

We have received your document for RUSSIAN-AMERICAN HUMANITARIAN AID SOCIETY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The effective date is not acceptable since it is not within five working days of the date of receipt.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 896A00009007

LAW OFFICES  
**ENGLANDER & FISCHER, P.A.**

5959 Central Avenue  
Suite 201  
St. Petersburg, FL 33710  
Post Office Box 47420  
St. Petersburg, FL 33743-7420

Leonard S. Englander  
H. James Fischer  
Terry L. Fisch

Phone (813) 341-2000  
Fax (813) 347-5300

March 25, 1996

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

**Re: Russian-American Humanitarian Aid Society, Inc.**  
**Ref. No. : W96000004591**

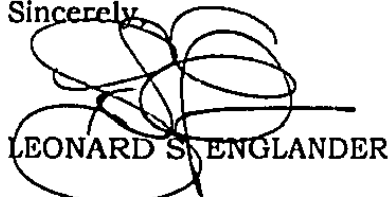
Dear Ms. Register:

Pursuant to your correspondence of February 29, 1996, we are enclosing an original and one copy of our amended Articles of Incorporation for the above-referenced entity, which incorporates all necessary changes noted in your letter to us. A copy of your letter is enclosed for your reference.

Assuming the new Articles comply, kindly file this corporation and return to us a certified copy of the Articles as requested earlier. Our check in the amount of \$122.50 was submitted earlier and you retained this in your possession.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



LEONARD S. ENGLANDER

/s/  
Enclosures  
cc: Mr. Steve Cornelius

**ARTICLES OF INCORPORATION  
OF  
RUSSIAN-AMERICAN HUMANITARIAN AID SOCIETY, INC.**

**Article 1**

**NAME**

The name of the Corporation is: **RUSSIAN-AMERICAN HUMANITARIAN AID SOCIETY, INC.**

**Article 2**

**NOT FOR PROFIT**

The Corporation is a non-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**Article 3**

**DURATION**

The duration (term) of the Corporation is perpetual.

**Article 4**

**PURPOSES**

The Corporation is organized, and shall be operated exclusively to receive medical and humanitarian aid and distribute that equipment and aid in Russia to authorized Russian agencies and organizations.

To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

**FILED**  
96 MAR 28 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### **Article 5**

##### **LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 4 (**Purposes**) hereof.

#### **Article 6**

##### **MEMBERS**

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The by-laws may provide for Non-voting Members of one (1) or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the by-laws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<b>Name</b>	<b>Address</b>
F. Steven Cornelius	9495 Blind Pass Road . # 902 St. Petersburg Beach, FL 33706
Larissa Petrovna Cornelius	9495 Blind Pass Road . # 902 St. Petersburg Beach, FL 33706

#### **Article 7**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is **5959 Central Avenue . Suite 201, St. Petersburg, FL 33710** and the

name of its Registered Agent at that address is: **LEONARD S. ENGLANDER.**

#### **Article 8**

##### **PRINCIPAL OFFICE AND MAILING ADDRESS**

8.1 The initial principal office of this corporation is located at 9495 Blind Pass Road, #902, St. Petersburg Beach, FL 33706, and the corporation's initial mailing address shall be the same.

#### **Article 9**

##### **INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the by-laws, but shall never be less than three (3). The Voting Members shall elect the Directors annually. The by-laws may provide for *ex officio* and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<b>Name</b>	<b>Address</b>
F. Steven Cornelius	9495 Blind Pass Road . # 902 St. Petersburg Beach, FL 33706
Larissa Petrovna Cornelius	9495 Blind Pass Road . # 902 St. Petersburg Beach, FL 33706
Victor Usanov	1/6 Shpalernaya St. St. Petersburg, Russia

#### **Article 10**

##### **OFFICERS**

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the by-laws. Each Officer shall be elected by the

Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the by-laws. The name and address of each Initial Officer of the Corporation is as follows:

<b>Name</b>	<b>Address</b>	<b>Title</b>
F. Steven Cornelius	9495 Blind Pass Road . # 902 St. Petersburg Beach, FL 33706	President
Larissa Petrovna Cornelius	9495 Blind Pass Road . # 902 St. Petersburg Beach, FL 33706	Vice-Pres.
Larissa Petrovna Cornelius	9495 Blind Pass Road . # 902 St. Petersburg Beach, FL 33706	Secretary
F. Steven Cornelius	9495 Blind Pass Road . # 902 St. Petersburg Beach, FL 33706	Treasurer

#### **Article 11**

#### **INCORPORATORS**

The name and address of each Incorporator is as follows:

<b>Name</b>	<b>Address</b>
F. Steven Cornelius	9495 Blind Pass Road . # 902 St. Petersburg Beach, FL 33706
Larissa Petrovna Cornelius	9495 Blind Pass Road . # 902 St. Petersburg Beach, FL 33706

#### **Article 12**

#### **BY-LAWS**

The by-laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**Article 13**

**AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

**Article 14**

**INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

**Article 15**

**BY-LAWS**

The power to adopt, alter, amend and repeal the by-laws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the by-laws must be approved by a majority of the Voting Members.

**Article 16**

**COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of the filing of these Articles of Incorporation with the Secretary of State's office.

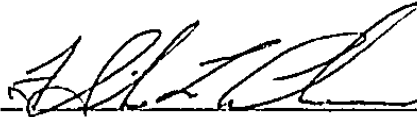


Article 17

**NON-STOCK BASIS**

This Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 22 day of March, 1996.

  
F. Steven Cornelius, Incorporator

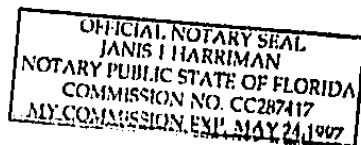
  
Larissa Petrovna Cornelius, Incorporator

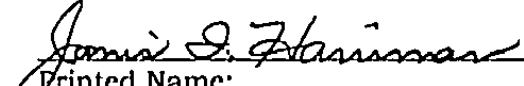
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME personally appeared F. STEVEN CORNELIUS and LARISSA PETROVNA CORNELIUS to me well known to me to be the persons described in and who executed the foregoing instrument, and severally acknowledged to and before me that they executed said instrument for the purposes therein expressed. F. Steven Cornelius produced a Fla. Driver License and Larissa Petrovna Cornelius produced an Illinois I.D. as identification.

WITNESS my hand and official seal this 22 day of March, 1996, in the aforesaid County and State.



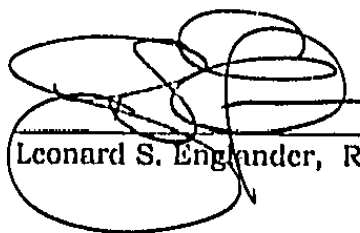
  
Printed Name: \_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
Serial Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

THE UNDERSIGNED hereby accepts the appointment as Registered Agent of RUSSIAN-AMERICAN HUMANITARIAN AID

**SOCIETY, INC.**, which is contained in the foregoing **Articles of Incorporation**.

Dated this 25 day of MARCH, 1996.



Leonard S. Englander, Registered Agent

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FILED  
06 MAR 28 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N9600001674

1201 HAYS STREET

TALLAHASSEE, FL 32310-0007

800-342-8086

04-22-96  
04-32-96

RECEIVED



PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

96 SEP 17 AM 11:32

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 088367 85036A

AUTHORIZATION : Patricia Pyjute

COST LIMIT : \$ 87.50

ORDER DATE : September 17, 1996

ORDER TIME : 11:04 AM

ORDER NO. : 088367

400001948364

CUSTOMER NO: 85036A

CUSTOMER: Robert A. Forlizzo, Esq  
Jacobs Forlizzo & Neal, P.a.  
Suite 300  
13577 Feather Sound Drive  
Clearwater, FL 34622

DOMESTIC AMENDMENT FILING

NAME: RUSSIAN-AMERICAN HUMANITARIAN  
AID SOCIETY, INC.

EFFECTIVE DATE:

5/11/98

FILED  
96 SEP 17 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
XXX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED

96 SEP 18 AM 9 30

DIVISION OF CORPORATION

September 17, 1996

CSC Networks

Tallahassee, FL 32301

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: RUSSIAN-AMERICAN HUMANITARIAN AID SOCIETY, INC.  
Ref. Number: N96000001674

We have received your document for RUSSIAN-AMERICAN HUMANITARIAN AID SOCIETY, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

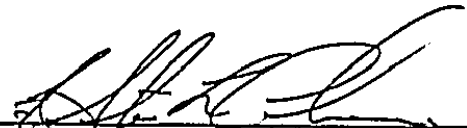
Steven Harris  
Corporate Specialist

Letter Number: 996A00043061

**CERTIFICATE**

The undersigned, being the President and Vice President of the corporation of RUSSIAN-AMERICAN HUMANITARIAN AID SOCIETY, INC., and a majority of the Board of Directors hereby certify that the Amendment and Restatement of the Articles of Incorporation of RUSSIAN-AMERICAN HUMANITARIAN AID SOCIETY, INC., were approved at a duly called meeting of the Board of Directors by a majority of the Board of Directors on September 12, 1996.

The undersigned further certify that the Corporation had no members and that the Amendment and Restatement was therefore approved by a majority of the Board of Directors.

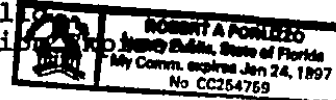
  
F. Steven L. Cornelius, President and Director

  
Larissa Petrovna Cornelius, Vice President and Director

STATE OF FLORIDA )  
COUNTY OF PINELLAS)

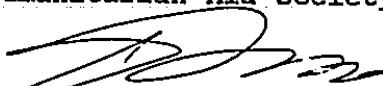
The foregoing instrument was sworn to me this 16<sup>th</sup> day of September, 1996, by F. Steven L. Cornelius, President and Director of Russian-American Humanitarian Aid Society, Inc., who is personally known to me.

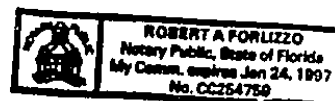
  
Printed Name:  
Notary Public  
My Commission Expires:



STATE OF FLORIDA )  
COUNTY OF PINELLAS)

The foregoing instrument was sworn to me this 16<sup>th</sup> day of September, 1996, by Larissa Petrovna Cornelius, Vice President and Director of Russian-American Humanitarian Aid Society, Inc., who is personally known to me.

  
Printed Name:  
Notary Public  
My Commission Expires:



**AMENDMENT AND RESTATEMENT**  
**OF**  
**ARTICLES OF INCORPORATION**

**RUSSIAN-AMERICAN HUMANITARIAN AID SOCIETY, INC.**

The undersigned, comprising a majority of the Board of Directors of **RUSSIAN-AMERICAN HUMANITARIAN AID SOCIETY, INC.**, a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopts the following Amendment and Restatement of Articles of Incorporation:

**Article I. Name**

The name of this Corporation is **RUSSIAN-AMERICAN HUMANITARIAN AID SOCIETY, INC.**

**Article II. Existence**

The Corporation shall have perpetual existence.

**Article III. Charitable Purpose**

A. The Corporation is organized as a not-for-profit corporation.

B. The corporation is organized for the purpose of soliciting and receiving goods and services from sources in the United States of America, including, but not limited to, food, medical supplies and equipment and to distribute said goods and services to authorized Russian agencies, organizations and governmental entities.

C. In addition to the foregoing, this Corporation is organized exclusively for religious, charitable, scientific 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 of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code").

**Article IV. No Private Benefit**

A. In no event shall this Corporation operate for any purpose other than for its exempt purpose described above. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any 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 of 1986 or corresponding provisions of any subsequent federal tax laws, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

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SEP 17 PM 2:20  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

B. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons or individuals, except that this Corporation is authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of its exempt charitable purposes described in Article III above.

C. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and this Corporation shall not participate or intervene, by publication or distribution of statements or otherwise, in any political campaign on behalf of or in opposition to any candidate for public office.

D. On liquidation or dissolution of this Corporation, all properties and assets of this Corporation remaining after paying or providing for all lawful debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable, educational, scientific, or religious purposes as the Board of Directors shall determine, and as shall qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, or to the federal or state government for a public purpose.

#### Article V. Members

A. The sole class of members of this Corporation shall be its Board of Directors. Each member shall have one (1) vote as a member.

B. Members shall not be liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to assessment.

C. Member quorum requirements and other matters dealing with members and membership shall be contained in the Bylaws.

#### Article VI. Principal Address of Corporation

The street address of the principal office of the Corporation is 9495 BLIND PASS ROAD, #902, ST. PETE BEACH, FLORIDA 33706.

#### Article VII. Mailing Address of Corporation

The mailing address of the principal office of the Corporation is 9495 BLIND PASS ROAD, #902, ST. PETE BEACH, FLORIDA 33706.

#### Article VIII. Registered Agent

The name of the registered agent of the Corporation is F. STEVEN L. CORNELIUS. The address of the registered agent is 9495 BLIND PASS ROAD, #902, ST. PETE BEACH, FLORIDA 33706.

#### Article IX. Board of Directors

A. The affairs of the Corporation shall be managed, and its powers exercised, by a Board of Directors of not less than three (3) persons, as provided in the Bylaws from time to time.

B. Each Director shall hold office for a period of one (1) year and until his or her successor qualifies in office.

C. Meetings shall be held at the time and the date provided in the Bylaws.

D. Directors shall be elected in the manner provided in the Bylaws.

E. 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 of the members of the Board consent in writing to such action. Written consents shall be filed with the minutes of the proceedings of the Board.

F. Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

#### Article X. Initial Board of Directors

The members of the Board of Directors and their residential addresses are:

1. F. STEVEN L. CORNELIUS  
9495 Blind Pass Road, No. 902  
St. Pete Beach, FL 33706
2. LARISSA PETROVNA CORNELIUS  
9495 Blind Pass Road, No. 902  
St. Pete Beach, FL 33706
3. JOHN N. BORGERT  
2111 South First Street  
Yakima, WA 98903
4. NATALIYA KARNOOUKHOVA  
Antonova-Ovceenko  
House 13/Block 1/Apartment 149  
St. Petersburg, Russia 193168



Article XI. Officers

The officers of the Corporation are:

1. President F. STEVEN L. CORNELIUS
2. Vice President LARISSA PETROVNA CORNELIUS
3. Secretary F. STEVEN L. CORNELIUS
4. Treasurer LARISSA PETROVNA CORNELIUS

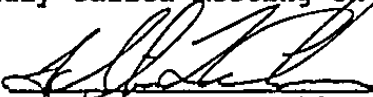
Article XII. Bylaws

The Bylaws shall be adopted by the Board of Directors. Subject to the limitations contained in applicable law, the Bylaws of this Corporation may be amended from time to time by the Board of Directors in accordance with the procedures specified in the Bylaws.

Article XIII. Amendments to Articles

The Articles of this Corporation may be amended from time to time in accordance with applicable law and the Bylaws.


The undersigned hereby certify that the foregoing Amendment and Restatement of Articles of Incorporation of Russian-American Humanitarian Aid Society, Inc., was approved by a majority vote of the Board of Directors at a duly called meeting on September 12, 1996.

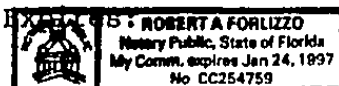
  
F. Steven L. Cornelius, President and Director

  
Larissa Petrovna Cornelius, Vice President and Director

STATE OF FLORIDA )  
COUNTY OF PINELLAS)


The foregoing instrument was sworn to me this 16th day of September, 1996, by F. Steven L. Cornelius, President and Director of Russian-American Humanitarian Aid Society, Inc., who is personally known to me.

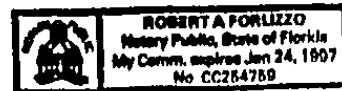
  
Printed Name:  
Notary Public  
My Commission Expires



STATE OF FLORIDA )  
COUNTY OF PINELLAS }

The foregoing instrument was sworn to me this 16<sup>th</sup> day of September, 1996, by Larissa Petrovna Cornelius, Vice President and Director of Russian-American Humanitarian Aid Society, Inc., who is personally known to me.

  
Printed Name:  
Notary Public  
My Commission Expires:



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 provision of said Act relative to keeping open said office.

  
F. STEVEN L. CORNELIUS