

GLENN T. SHELBY, P.A.

Attorney at Law
Certified Circuit Court Mediator

2323 South Florida Avenue • Lakeland, Florida 33803 • 941-688-5838

July 14, 1999

N 99000004449

Secretary of State
Division of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, FL 32399

RE: Ukrainanian Children
Ministries, Inc.

Dear Secretary:

Enclosed please find the original Articles of Incorporation for the above referenced corporation. Our check in the amount of \$70.00 is also enclosed to cover the filing fee.

Thank you very much.

Sincerely,

Glenn T. Shelby

GLENN T. SHELBY

400002934974--9

-07/19/99-01104-007

*****70.00 *****70.00

GTS:awj
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 19 AM 8:32

FILED

ARTICLES OF INCORPORATION FOR THE
UKRAIANIAN CHILDREN MINISTRIES, INC.
a Florida Not For Profit Corporation

FILED
99 JUL 19 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, being the sole members of the corporation as of this date, acting as incorporators and the present directors of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt, by a vote this date sufficient for amending the Articles of Incorporation, the following Amended Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is UKRAINIAN CHILDREN MINISTRIES, INC.

ARTICLE II.

The corporation shall have perpetual duration.

ARTICLE III.

The corporation is a charitable, not for profit corporation. The purpose for which the corporation is organized is:

(a) To respond to the physical and spiritual needs of the orphans of the Ukraine.

(b) 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.

(c) Said organization 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 corresponding section of any future federal tax code.

(d) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing

or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 IV.

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE V.

The street address of the initial registered office and mailing address of the corporation is 202 Allamanda Dr., Lakeland, FL 33803. The initial registered agent at that address shall be Vincent P. Lucido.

ARTICLE VI.

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on

the second Tuesday in February, 2000, at 7:00 PM, at the Registered Office Address, or as the Directors shall determine, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of 2 years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Meetings shall be held annually, on the second Tuesday in February of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

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 the 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 that 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 bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors, being the same individuals who were designated as the initial directors in the Articles of Incorporation as originally filed, are:

Name	Residential Address
KENT E. KELLEY	320 S. IOWA AVE. APT. 1 LAKELAND, FL 33801
VINCENT P. LUCIDO	5052 SHADY LAKE LANE LAKELAND, FL 33803
JERRY PRESCOTT	1617 OSBAN ST. LAKELAND, FL 33803
PAUL STONE	2208 AVE. V NW WINTER HAVEN, FL 33881
MICHAEL ALEXANDER	1487 LONG OAK DR. S. LAKELAND, FL 33811

ARTICLE VII.

The name and address of each incorporator is:

Name	Address
KENT E. KELLEY	320 S. IOWA AVE. APT. 1 LAKELAND, FL 33801
VINCENT P. LUCIDO	5052 SHADY LAKE LANE LAKELAND, FL 33803
MARTHA KELLEY	320 S. IOWA AVE. APT. 1 LAKELAND, FL 33801

ARTICLE VIII.

The board of directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President	Kent E. Kelley	320 S. Iowa Ave. Apt. 1 Lakeland, FL 33801
Vice President	Vincent P. Lucido	5052 Shady Lake Lane Lakeland, FL 33803
Secretary/ Treasurer	Martha Kelley	320 S. Iowa Ave. Apt. 1 Lakeland, FL 33801

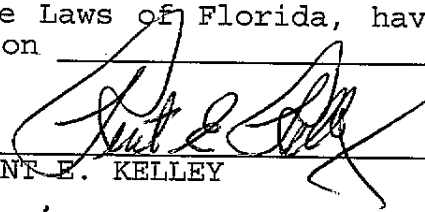
ARTICLE IX.

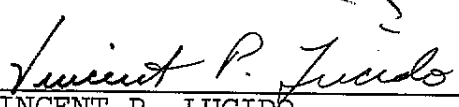
Subject to the limitations contained in the bylaws and any limitations set forth in the Laws of the State of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on _____


KENT E. KELLEY


VINCENT P. LUCIDO


MARTHA KELLEY


STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this date by KENT E. KELLEY, who is personally known to me or who has produced personally known as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this the 28th day of June, 1999.



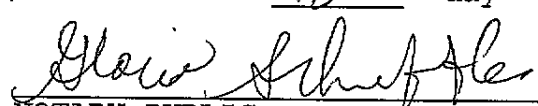
STATE OF FLORIDA
COUNTY OF POLK

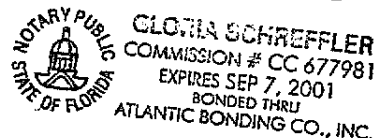

NOTARY PUBLIC
State of Florida at Large
Seal:



The foregoing instrument was acknowledged before me this date by VINCENT P. LUCIDO, who is personally known to me or who has produced N/A as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this the 18 day of June, 1999.


NOTARY PUBLIC
State of Florida at Large
Seal:



STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this date by MARTHA KELLEY, who is personally known to me or who has produced personally known as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this the 28th day of June, 1999.



Cathy Renadozier

NOTARY PUBLIC
State of Florida at Large
Seal:

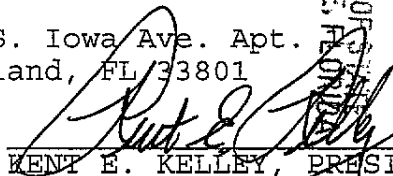
STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the service of Process within this State, Naming Agent Upon Whom Process may be served and names and addresses of the officers and directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:


First, that UKRAIANIAN CHILDREN MINISTRIES, INC., a corporation duly organized and existing under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, and State of Florida, has named VINCENT P. LUCIDO, located at 202 Allamanda Dr., Lakeland, FL 33803, its agent to accept service of process within the State.

OFFICERS:	TITLES:	SPECIFIC ADDRESS:
President	Kent E. Kelley	320 S. Iowa Ave. Apt. Lakeland, FL 33801
Vice President	Vincent P. Lucido	5052 Shady Lake Lane Lakeland, FL 33803
Secretary/ Treasurer	Martha Kelley	320 S. Iowa Ave. Apt. Lakeland, FL 33801

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

KENT E. KELLEY, PRESIDENT

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at 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.


VINCENT P. LUCIDO

It is necessary to file this Certificate within thirty days after filing Certificate of Incorporation, as to domestic corporations and within thirty days after the issuance of permit to foreign corporation; and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors.