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THE REAL ESTATE LAW OFFICE
OF
RICHARD JOHN BRODEUR, P. A.
BOARD CERTIFIED REAL ESTATE LAWYER

October 9, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

000003010650--4
-10/11/99-01019-010
*****78.75 *****78.75

Re: MISSION RUSSIA DEVELOPMENT FUND, INC.,
A Florida Corporation Not For Profit

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for MISSION RUSSIA DEVELOPMENT FUND, INC., A Corporation Not For Profit.

Enclosed also please find the Hoggatt Check No. 660 in the amount of \$78.75 for payment of the following:

Registered Agent Designation	\$35.00
Certified Charter	\$ 8.75
Filing Fee	<u>\$35.00</u>
	\$78.75

Please send my office a certified copy of the Articles after they have been properly filed with your Department.

If you have any questions or comments, please let me know. Many thanks for your courtesy, cooperation, and assistance.

Yours very truly,

Richard John Brodeur

99 OCT 11 PM 7:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RJB/ms
Enclosures

Direct Line (941) 472-1734 ** Real Estate Line (941) 472-5433 ** Fax Line (941) 472-5420
Florida, USA, and International Line 1-800-330-1734
MAILING ADDRESS: Post Office Box 214 Sanibel Island, Florida 33957
STREET ADDRESS: Five Lime Tree Center 1640 Periwinkle Way Sanibel Island, Florida

10-14
WC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MISSION RUSSIA DEVELOPMENT FUND, INC., A Florida Corporation Not For Profit

We, the undersigned, being desirous of forming a corporation for charitable, literary, cultural, scientific, and educational purposes as set forth in Section 501 (c) (3) of the Internal Revenue Code and under the provisions of Chapter 617 of the Florida Statutes, do hereby agree to the following:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **MISSION RUSSIA DEVELOPMENT FUND, INC., A Florida Corporation Not For Profit.** The business and mailing address of this corporation is 1555 Bunting Lane, Sanibel Island, Florida 33957.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually, unless dissolved according to law.

ARTICLE III - PURPOSES

The general nature and objects and purposes for which this corporation is organized are set out below:

A. Mission Russia Development Fund, Inc., A Florida Corporation Not For Profit, is a corporation organized exclusively for charitable, literary, cultural, scientific, educational, and religious purposes as set forth in Section 501 (c) (3) of the Internal Revenue Code, including for such purposes, the making of distributions to other organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

B. Mission Russia Development Fund, Inc. is established for the purposes of teaching, humanitarian enterprises, and to provide economic development for rural communities, providing artistic education in the field of ceramics, to promote manufacturing and marketing of locally produced wares from East Russia.

C. The corporation may transact any and all lawful business in the State of Florida pursuant to Florida Statutes, Chapter 617, The Florida Not For Profit Corporation Act.

ARTICLE IV - QUALIFICATION OF MEMBERS

The corporation shall have no members. The authority for all of the officers of the corporation shall be in a Board of Directors, who shall have and may exercise all of the powers of the corporation as permitted by Florida Statute, Chapter 617, The Florida Not For Profit Corporation Act, and by these Articles of Incorporation and the Bylaws of the corporation.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three directors initially.

The number of directors may be increased or decreased from time to time by the Bylaws, but never be less than three (3) nor more than seven (7).

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. The names and addresses of the persons who are to serve as the initial Board of Directors for the ensuing year, or until the first annual meeting of the corporation, are:

David L. Hoggatt
1555 Bunting Lane
Sanibel Island, Florida 33957

Barbara E. Hoggatt
1555 Bunting Lane
Sanibel Island, Florida 33957

Richard G. Maybee, Ph. D.
734 Sanddollar Drive
Sanibel Island, Florida 33957

ARTICLE VI - STOCK

This corporation is organized on a non-stock basis.

ARTICLE VII - OFFICERS

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of this corporation until the first meeting of the Board of Directors are:

David L. Hoggatt	President
Barbara E. Hoggatt	Vice President/Treasurer
Richard G. Maybee	Secretary

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VIII - BYLAWS

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular Board meeting or any special Board meeting called for that purpose.

ARTICLE IX - REGISTERED AGENT and PRINCIPAL OFFICE

The Registered Agent of this corporation not for profit shall be David L. Hoggatt, whose address is 1555 Bunting Lane, Sanibel Island, Florida 33957. The principal place of business and location of this corporation shall be 1555 Bunting Lane, Sanibel Island, Florida 33957.

ARTICLE X - NOT FOR PROFIT STATUS

Section 1. This corporation shall not be conducted for profit.

Section 2. This corporation shall not exercise any power nor engage in any activity that would prevent it from obtaining exemption from Federal Income Taxation as a corporation described in Section 501(c)(3) of the Internal Revenue Code, as amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or as a Not-For-Profit Corporation organized under the laws of the State of Florida.

Section 3. No part of any gift to or of the net earnings or assets of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or any other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and making payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

Section 4. 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 any candidate for public office.

Section 5. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or by a not-for-profit corporation organized under the laws of the State of Florida.

Section 6. In the event of dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner as the Directors determine, or to such organization or organizations organized and operated exclusively for charitable, literary, scientific, educational, or religious purposes as shall at the time be exempt or qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue law), as the Directors shall determine, provided that no such assets shall be distributed to any corporation, fund or foundation, any part of whose net earnings inure to the benefit of or is distributable to any individual or any corporation for profit. Nor shall any of the assets be distributed to any member, officer, or director of this corporation.

ARTICLE XI - POWERS AND LIMITATIONS

The corporation shall, unless specified otherwise in these Articles of Incorporation, have all powers as set forth for not-for-profit corporations under the Statutes of the State of Florida, provided, however, that the corporation may not:

- A. Issue any shares of stock;
- B. Distribute at any time or in any manner any part of the net income or assets of the corporation for a taxable year as to subject the corporation to Federal Income Tax under the provisions of Section 4942 of the Internal Revenue Code, as amended, not engage in any act of self dealing as

defined in Section 4941(d) of the Internal Revenue Code, as amended, not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, as amended, nor make any investments in such manner as to subject the corporation to Federal Income Tax under the provisions of Section 4944 of the Internal Revenue Code, as amended, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, as amended;

C. Engage in any transaction prohibited under the Internal Revenue Code, as amended, or any regulations, proclamations, rulings, or other statements made by the Internal Revenue Service, the engagement of which would be cause for the denial of a continuation of the corporation as an organization exempt from Federal Income Tax under the provisions of Section 501(a) of the Internal Revenue Code, as amended, or which conduct is not permitted by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, such Sections as they now exist or as they may hereafter be amended;

D. Contact, or urge the public to contact members of a legislative body for the purpose of proposing, supporting, influencing, or opposing legislation, or advocate the refection of legislation; or directly or indirectly participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office;

E. In the event of dissolution, after paying or making provisions for the payment of all the liabilities of the corporation, turn over the residual assets of the corporation to any person, corporation, or organization other than a type of organization described as exempt under the provisions of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding Sections of any prior or future Internal Revenue Code, or the Federal, State, or Local Government for exclusively public purposes.

F. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XII - DISSOLUTION

In the event of dissolution, the residual assets of the corporation shall be distributed or turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code, as amended, or corresponding Sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local Government for exclusively public purposes.

ARTICLE XIII - INCORPORATORS

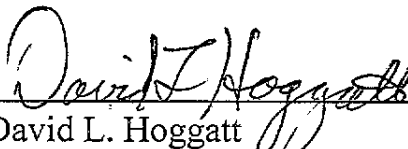
The names and addresses of the Incorporators to these Articles of
Incorporation are:

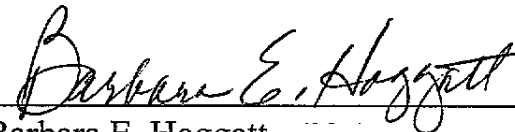
David L. Hoggatt
1555 Bunting Lane
Sanibel Island, Florida 33957

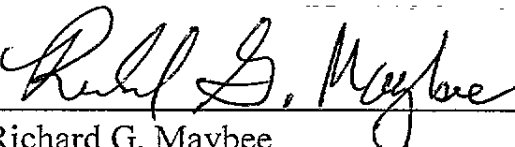
Barbara E. Hoggatt
1555 Bunting Lane
Sanibel Island, Florida 33957

Richard G. Maybee, Ph D.
734 Sanddollar Drive
Sanibel Island, Florida 33957

IN WITNESS WHEREOF, we, the undersigned subscribing
Incorporators, have hereunto set our hands and seals, this 30th day of
September, 1999, for the purpose of forming this not-for-profit corporation
under the laws of the State of Florida.

 (SEAL)
David L. Hoggatt

 (SEAL)
Barbara E. Hoggatt

 (SEAL)
Richard G. Maybee

STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that on this day **David L. Hoggatt, Barbara E. Hoggatt, and Richard G. Maybee**, personally appeared before me, the undersigned Notary Public, an officer duly authorized to administer oaths and take acknowledgments. **David L. Hoggatt, Barbara E. Hoggatt, and Richard G. Maybee**,

☒ known personally to me, or
☐ having produced as identification a passport,
driver's license, or other photo identification,
pursuant to Florida Statute 117.05(5)(b)2.c.(I-V),

and acknowledged to and before me that they are the individuals described in and who executed the foregoing **Articles of Incorporation** freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Sanibel Island, County of Lee, and State of Florida, this 30th day of September, A. D. 1999.

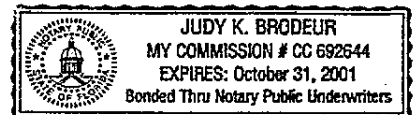


Notary Public

Printed Name of Notary:

My Commission Number is:

My Commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

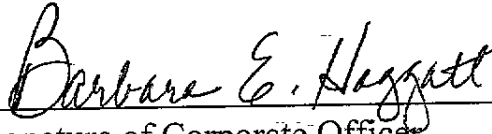
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following Statement in designating the Registered Office / Registered Agent, in the State of Florida:

1. The name of the corporation is:

MISSION RUSSIA DEVELOPMENT FUND, INC.

2. The name and address of the Registered Agent and Office of the corporation is:

David L. Hoggatt
1555 Bunting Lane
Sanibel Island, Florida 33957



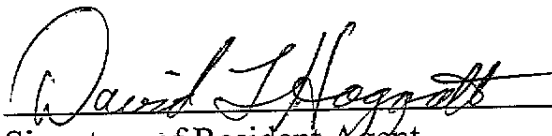
Signature of Corporate Officer

Barbara E. Hoggatt

Title: Vice President

Date: September 30, 1999

Having been named as Registered Agent and to accept Service of Process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity; I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Signature of Resident Agent

David L. Hoggatt

Date: September 30, 1999