

STATE OF ALABAMA)

COUNTY OF SHELBY)

**ARTICLES OF INCORPORATION
OF**

RADOOGA USA, INC.

Pursuant to the provisions of the Alabama Nonprofit Corporation Act, the undersigned hereby adopts the following articles of incorporation.

**ARTICLE I
NAME**

The name of the Corporation shall be Radooga USA, Inc.

**ARTICLE II
PERIOD OF DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE(S)**

The purposes for which this Corporation is formed are:

(a) The Corporation 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 §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable, religious, educational, and scientific purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax

Inst # 2002-12517

03/13/2002 12:51 PM
02:36 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
50.00
006 CH

exemption of the Corporation pursuant to §501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Code of Alabama for scientific, educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including 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 carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article III are the following:

To organize, train, and send small teams of individual American volunteers to the Ukraine to teach English and Christian religious beliefs to the citizens and residents of the Ukraine.

(d) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

ARTICLE IV **MEMBERS**

Pursuant to Section 10-3A-26 of the Code of Alabama, 1975, the corporation has no members, as set forth in this article.

ARTICLE V **LOCATION AND MAILING ADDRESS** **OF INITIAL REGISTERED OFFICE AND** **NAME OF INITIAL REGISTERED AGENT**

The location and mailing address of the initial registered office of the Corporation shall be:

✓ Radooga USA, Inc.
130 Commerce Court
Pelham, AL 35124

The name of the Corporation's initial registered agent at said address shall be E. Randy Hall.

ARTICLE VI
NUMBER OF DIRECTORS AND NAMES
AND ADDRESSES OF INITIAL BOARD

(a) The initial Board of Directors shall consist of five (5) Directors. The names and mailing addresses of the persons who are to serve as Directors until the first meeting of the Directors or until their successors are duly chosen and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
E. Randy Hall	3108 Sunny Meadows Lane Birmingham, AL 35242
Richard B. Murray	1520 CR 95 Alabaster, AL 35007
Tanya Smith	1408 Alexander Court Alabaster, AL 35007
Davy C. Fisher	1126 Amberly Woods Drive Helena, AL 35080
Scott J. Ross	116 Hidden Creek Cove Pelham, AL 35124

(b) The affairs of the Corporation shall be managed by a Board of Directors, consisting of at least three individuals. The exact number of individual serving on the Board of Directors shall be fixed by the bylaws of the Corporation. At or before each annual meeting of the Directors, they shall appoint such Directors to manage the affairs of the Corporation for the ensuing year or until their successors are duly appointed as provided for in the Bylaws; and those Directors shall be appointed from nominations submitted pursuant to the provisions of the Bylaws.

ARTICLE VII
NAME AND ADDRESS OF INCORPORATOR

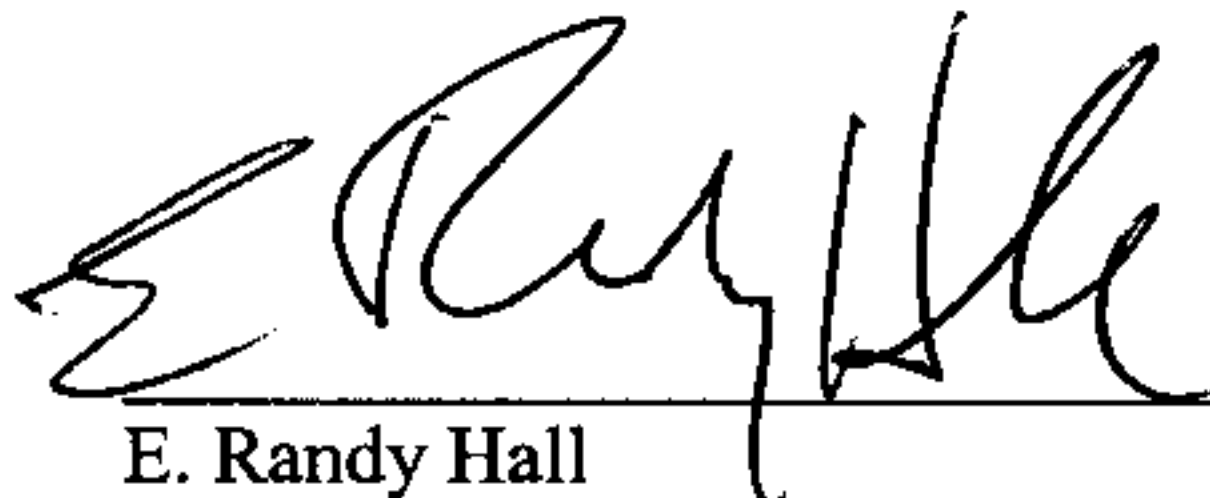
The name and address of the person creating the Corporation is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
E. Randy Hall	3108 Sunny Meadows Lane Birmingham, AL 35242

ARTICLE VIII
DISTRIBUTION OF ASSETS ON
DISSOLUTION OR FINAL LIQUIDATION

In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no person or firm shall be entitled to any distribution or division of its remaining property or its proceeds, and after the payment, satisfaction and discharge of all liabilities and obligations, all of the corporation's residual or remaining assets and property of every nature and description, whatsoever, not held upon a condition requiring return, transfer or conveyance, shall be applied and distributed pursuant to Section 10-3A-140 et. seq. of the Code of Alabama, 1975, and in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine.

IN WITNESS THEREOF, the undersigned incorporator executes these Articles of Incorporation on this the ____ day of March, 2002.



E. Randy Hall

THIS INSTRUMENT WAS PREPARED BY:
Steven N. Smith
Steven N. Smith, P.C.
1121 Riverchase Office Road
Birmingham, AL 35244

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

OF

Radooga USA, Inc.

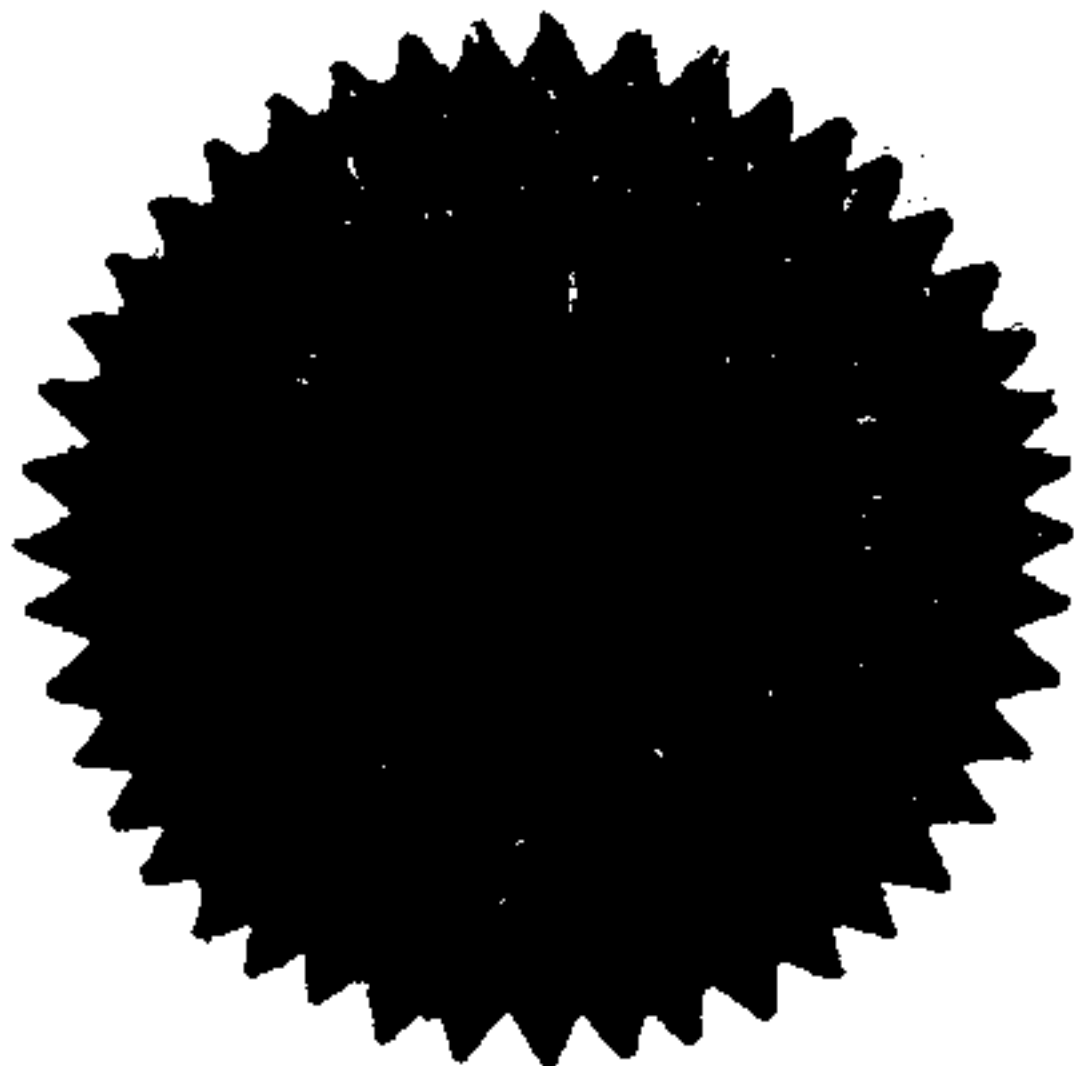
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of Radooga USA, Inc., duly signed and verified pursuant to the provisions of Section NON PROFIT of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of Radooga USA, Inc., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 15th day of MARCH, 1902.

Patricia Yeager Frohmeister

Judge of Probate



Inst # 2002-12517

03/15/2002-12517
02:36 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 CH 50.00

