

**CERTIFICATE OF INCORPORATION**

**OF**

**SUNFLOWER COMMUNITY, INC.**

**Under Section 402 of the Not-for-Profit Corporation Law**

The undersigned, a natural person of the age of eighteen or over, for the purpose of forming a corporation pursuant to the provisions of the New York Not-for-Profit Corporation Law, does hereby adopt the following Certificate of Incorporation (the “Certificate”):

**ARTICLE I: NAME**

The name of the corporation is: Sunflower Community, Inc. (the “Corporation”).

**ARTICLE II: DEFINITION**

The Corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law, and shall be a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

**ARTICLE III: PURPOSE**

The Corporation is formed for the Charitable Purposes (as defined in Article VIII below) of supporting and providing financial assistance to children in orphanages, people who have lived in orphanages, people with disabilities, at-risk youth, social orphans and children in poverty, and improving the quality of education, each, without limitation, in the countries of Ukraine and the Russian Federation.

In furtherance of the foregoing purposes, the Corporation shall have all of the general power enumerated in Section 202 of the Not-for-Profit Corporation Law and any other powers now or hereafter permitted by law for a corporation organized for the foregoing purposes, including the power to solicit grants, contributions and conduct other fundraising activities for any corporate purpose.

The Corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency, or other body. No consent or approval is required.

Notwithstanding any other provisions of this Certificate, the Corporation is organized exclusively for Charitable Purposes (as defined in Article VIII below), and shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from U.S. federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended (the “Code”), or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

**ARTICLE IV: OFFICE**

The principal office of the Corporation is to be located in the County of New York, State of New York.

**ARTICLE V: INITIAL DIRECTORS**

The names and addresses of the initial directors of the Corporation, each of whom is of full age eighteen or older, are as follows:

Robert N. Hay, Jr.  
119 Brightwood Ave.  
Westfield, NJ 07090

Steven Pecorini  
25 Revere Drive West  
Floral Park, NY 11001

Vladyslav Doruda  
Khmelnyskoho 205  
L'viv 79000 Ukraine

**ARTICLE VI: DURATION**

The duration of the Corporation is perpetual.

**ARTICLE VII: AGENT AND STREET ADDRESS**

The Secretary of State of New York (the "Secretary of State") is hereby designated as agent of the Corporation upon whom process against the Corporation may be served.

The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is:

Robert N. Hay, Jr.  
119 Brightwood Ave.  
Westfield, NJ 07090

**ARTICLE VIII: TAX-EXEMPT PURPOSE**

The Corporation is organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Code or the corresponding sections of any future federal tax code (collectively, the "Charitable Purposes"), including the making of distributions to organizations organized and operated exclusively for such Charitable Purposes. The Corporation may pursue the Charitable Purposes both inside the United States and outside the United States. Within the scope of such purposes and meaning, the Corporation may:

- (a) Make contributions to any organization described in Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code;
- (b) Expend its funds directly to accomplish one or more purposes described in Section 170(c)(2)(B) of the Code, or the corresponding section of any future federal tax code;
- (c) Receive and administer funds for such Charitable Purposes and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value, to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation;
- (d) Engage in any and all lawful activities necessary for, or incidental to, the foregoing purposes.

The Corporation is not formed for pecuniary profit or for financial gain and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, directors, or officers, 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 this Certificate of Incorporation.

The Corporation will distribute its income for each tax year at a time and in a manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by the Code), and 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 officer.

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future U.S. federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. No member, trustee, or officer shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 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.

**IN WITNESS WHEREOF**, the undersigned incorporator has signed this Certificate and affirmed it as true under penalties of perjury this day of March 5, 2020.

Incorporator:

\_\_\_\_\_  
Name: Robert N. Hay, Jr.  
Address: 119 Brightwood Ave.  
Westfield, NJ 07090

**CERTIFICATE OF INCORPORATION**  
**OF**  
**SUNFLOWER COMMUNITY, INC.**

**Under Section 402 of the Not-for-Profit Corporation Law**

Filer's Name and Mailing Address:

Name: Bruno Paccola Moreira Fernandes

Mailing Address: Mayer Brown LLP, 1221 Avenue of the Americas, 13<sup>th</sup> Floor, New York, NY  
10020-100