


UNITED STATES OF AMERICA



State of Louisiana

DUPLICATE

Jox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of the Articles of Incorporation of

UKRAINIAN TECHNICAL ASSISTANCE FOUNDATION

Domiciled at New Orleans, Louisiana, Parish of Orleans,

A corporation organized under the provisions of R.S. 1950,
Title 12, Chapter 2, as amended,

By Act before a Notary Public in and for the Parish of East
Baton Rouge, State of Louisiana, on July 31, 1992, the date
when corporate existence began,

Was filed and recorded in this Office on July 31, 1992, in
the Record of Non-Profit Corporations Book 344,

And all fees having been paid as required by law, the
corporation is authorized to transact business in this
State, subject to the restrictions imposed by law, including
the provisions of R. S. 1950, Title 12, Chapter 2, as
amended.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,
July 31, 1992*


Jox McKeithen

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Secretary of State



UNITED STATES OF AMERICA

State of  Louisiana

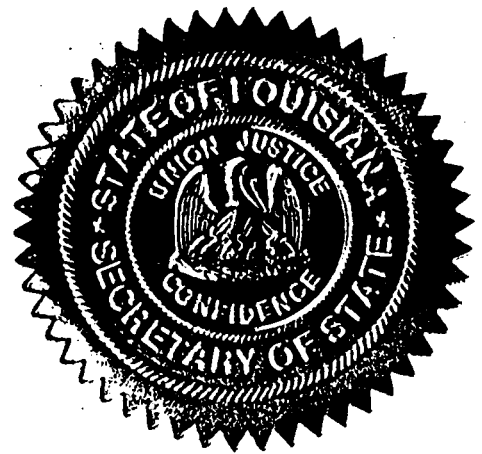
Jox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,
JUL 31 1992

Jox McKeithen

Secretary of State



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**ARTICLES OF INCORPORATION
OF
UKRAINIAN TECHNICAL ASSISTANCE FOUNDATION**

PREAMBLE

BE IT KNOWN, That on this 31st day of July, 1992, the undersigned, acting as incorporator, as authorized by and pursuant to the Louisiana Non-Profit Corporation Law (La.R.S. 12:201-269), hereby adopts the following articles as Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation shall be:
UKRAINIAN TECHNICAL ASSISTANCE FOUNDATION

**ARTICLE II
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III
STATUS**

Ukrainian Technical Assistance Foundation is a non-profit Corporation organized under the laws of the State of Louisiana pursuant to Louisiana Revised Statutes 12:201 et seq.

**ARTICLE IV
PURPOSES**

The Corporation is organized to operate exclusively for the charitable purposes of lessening the burdens of the Ukrainian government in the process of establishing a market economy by:

(1) Providing technical assistance and other assistance to Ukraine in the mineral resources and energy industry, including but not limited to the fields of oil, gas, coal and other mining activities, utilities, and in any other related or complementary fields; and

(2) Engaging in any and all lawful activities for which corporations may be formed under Title 12, Chapter 2 of the LA Revised Statutes of 1950 (the Non-profit Corporation Law), unless restricted by these Articles.

**ARTICLE V
POWERS**

The Corporation shall have all the powers conferred to it pursuant to Title 12, Chapter 2 of the Louisiana Revised Statutes of 1950 (the Non-profit Corporation Law of Louisiana, La.R.S. 12:201 et seq.) as amended from time to time or the corresponding provisions of any future law.

**ARTICLE VI
DEDICATION OF ASSETS AND DISSOLUTION**

A. The assets of the Corporation are permanently dedicated to the purposes described in Article IV above.

B. Upon the termination, winding up or dissolution of the Corporation, the Board of Directors, the Liquidator, or other appropriate representatives shall, after paying or making provisions for payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation, to such an organization organized and operated exclusively for the same purposes as this Corporation or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. The Board of Directors, the Liquidator or other appropriate corporate representative shall determine the identity of the organization or organizations to which the assets in liquidation shall be distributed.

C. The foregoing provisions of this Article VI are included herein in order to comply with Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder.

**ARTICLE VII
SPECIFIC LIMITATION**

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 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue Service Law);

(b) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provisions of any future United States Internal Revenue Service Law);

**ARTICLE XIII
AMENDMENT OF ARTICLES**

A. The Secretary-Treasurer of the Corporation, upon the written concurrence of legal counsel for the Corporation, is empowered to amend these Articles of Incorporation solely for the purpose of having them conform to the requirements of the Internal Revenue Service governing tax-exempt corporations, contributions to which are tax-deductible.

B. In all instances not prescribed by law and provided such amendments would in no way deprive the Corporation of its nonprofit status, contributions to which are tax-deductible under the Internal Revenue Code, these Articles of Incorporation may be amended by a two-thirds (2/3rds) vote of the Board of Directors of the Corporation.

**ARTICLE XIV
REGISTERED OFFICE**

The location and address of the Corporation's registered office is:

650 Poydras Street, Suite 2750
New Orleans, LA 70130 USA

**ARTICLE XV
REGISTERED AGENT**

The name and address of the Corporation's registered agent is:

Bruce L. Feingerts
650 Poydras Street, Suite 2750
New Orleans, LA 70130 USA

**ARTICLE XVI
DIRECTORS**

The business and affairs of the Corporation shall be managed by a board of not less than three natural persons. The names, addresses and terms of office of the initial directors are as follows:

Valery Babich

15, Proreznaya St.
Kiev, 252034 UKRAINE

Konstantin Razumov

15, rue Cendrier
Geneva, SWITZERLAND

W. Fox McKeithen

3815 Essen Lane
Baton Rouge, LA 70809 USA

John Kramer

Tulane Law School
Tulane University
New Orleans, LA 70118 USA

Bruce L. Feingerts

650 Poydras St., Suite 2750
New Orleans, LA 70130 USA

Michele LeBlanc

167 bis, avenue Victor Hugo
75116 Paris, FRANCE

Dennis Kelly

650 Poydras St., Suite 2750
New Orleans, LA 70130 USA

Each director shall serve from Date of Incorporation until his successor is elected and qualified.

**ARTICLE XVII
INCORPORATORS**

The name and address of the Incorporator is:

Michele M. LeBlanc
167 bis, avenue Victor Hugo
75116 Paris, FRANCE

Signature of Incorporator:

Michele LeBlanc

THUS DONE AND PASSED in Baton Rouge, Louisiana, this 31st day of July, 1992, in my presence and in the presence of the undersigned witnesses who sign their names with me, Notary, after due reading of the whole.

Jo Ann Allen
Witness

Michele LeBlanc
Incorporator

Thelma M. Liviers
Witness

Janice Carr
Notary

AGENT'S AFFIDAVIT
AND ACKNOWLEDGEMENT OF ACCEPTANCE

I hereby acknowledge and accept the appointment of registered agent for and on behalf of UKRAINIAN TECHNICAL ASSISTANCE FOUNDATION, a Louisiana Non-Profit Corporation.

Bruce L. Feingerts
Bruce L. Feingerts

Sworn to and subscribed to before me this 21st day of July, 1992.

Steven M. Stastny
Notary

STEVEN MICHAEL STASTNY
NOTARY PUBLIC
ATTORNEY AT LAW
PARISH OF ORLEANS, LOUISIANA
MY COMMISSION IS ISSUED FOR LIFE

