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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
US-SINO ASSOCIATES FOUNDATION, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles") for the Corporation.

**ARTICLE I  
NAME OF THE CORPORATION**

The name of the Corporation is US-SINO Associates Foundation, Inc.

**ARTICLE II  
STATUS**

The Corporation is a nonprofit corporation intended to qualify as a tax exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of subsequent internal revenue laws of the United States (the "Code"). The Corporation is also intended to be an organization described under Section 509 of the Code as a private corporation. The Corporation is subject to the provisions of Idaho Code, Section 30-3-13, addressing private corporations, the terms of which are specifically incorporated herein by this reference.

**ARTICLE III  
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 2308 N. Cole Road, Suite E, Boise, Idaho 83704, and the name of the initial registered agent at this address is Tammy J. Johnson.

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## ARTICLE V PURPOSES

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under the Code and specifically for the following purposes:

- A. To foster and promote international relations between Asia and the United States, which shall include educational, financial, and business exchanges to benefit the health, education, and welfare of children and families;
- B. To promote humanitarian projects throughout the world;
- C. To promote alliances with other organization qualified under the Code to provide educational resources and opportunities;
- D. For charitable, educational, and literacy purposes within the meaning the Code;
- E. To accept and make contributions and gifts to organizations that qualify as tax exempt organizations under the Code and which are not private corporations as defined under Section 509 of the Code; and
- F. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

The Corporation may receive gifts, bequests, and devises of property, both real and personal. The Corporation shall hold such property received and make contributions and gifts of income and principal, primarily to cheerleaders associations in public schools, in such amounts as the Board of Directors may determine, subject to the limitations set out below enumerating those rules, requirements, and restrictions.

## ARTICLE VI COMPLIANCE WITH CODE PROVISIONS TO AVOID TAX UNDER SECTIONS 4941 THROUGH 4945 OF THE CODE

In compliance with provisions of the Code to avoid tax under Sections 4941 through 4945 of the Code, the Corporation:

- (1) shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;
- (2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code;
- (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (4) shall not make any investments in any manner as to subject the Corporation to tax under Section 4944 of the Code; and
- (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

## ARTICLE VII LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 Article V hereof. No substantial part of the activities of the Corporation shall be for 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. Notwithstanding any other provisions 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, as amended from time to time.

## ARTICLE VIII MEMBERS

The Corporation shall have no members.

## ARTICLE IX BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three (3) and no more than five (5). A Director of the Corporation shall not be required to be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Robert Wexler	2308 N. Cole Rd., Ste. E, Boise, ID 83704
Laurie Wexler	2308 N. Cole Rd., Ste. E, Boise, ID 83704
Neil Gu	2308 N. Cole Rd., Ste. E, Boise, ID 83704

## ARTICLE X DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, the Board of Directors shall distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, and which are not private foundations as defined under Section 509 of the Code in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be

distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI  
INCORPORATOR

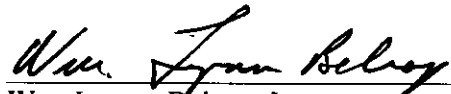
The name and street address of the incorporator is Wm. Lyman Belnap, 12554 W. Bridger Street, Suite 120, Boise, Idaho 83713.

ARTICLE XII  
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 15<sup>th</sup> day of December 2013.

  
Wm. Lyman Belnap, Incorporator