

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

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OF THE

SECRETARY OF STATE
STATE OF IDAHO

**AMERICAN FRIENDS OF
INTERNATIONAL CHINA CONCERN LIMITED**

To the Secretary of State of the State of Idaho:

THE UNDERSIGNED INCORPORATOR, in order to form a nonprofit corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code), submits the following articles of incorporation:

ARTICLE I

The name of the Corporation shall be the American Friends of International China Concern Limited.

ARTICLE II

The street address of the Corporation's registered office in the State of Idaho is 1023 E. Lincoln, Nampa, Idaho 83686. The name of the Corporation's registered agent at such address is Laura Sandidge.

ARTICLE III

The mailing address of the Corporation shall be c/o Laura Sandidge, 1023 E. Lincoln, Nampa, Idaho 83686 until the Board of Directors designates another mailing address for the Corporation.

IDAHO SECRETARY OF STATE

02/14/2000 09:00
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ARTICLE IV

A. The Corporation is a nonprofit organization organized and operated exclusively for charitable and religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). All references to sections of the Code include the corresponding provision of any subsequent federal tax law. More specifically, the purposes for which the Corporation is organized are:

1. To promote, cultivate, encourage, and foster an understanding and appreciation by the American public of the charitable and religious activities of International China Concern Limited.

2. To finance, in whole or in part, particular programs, projects, facilities and activities of International China Concern Limited, deemed by the Corporation to be necessary for the accomplishment of International China Concern Limited's charitable and religious efforts to serve poor, sick, needy and otherwise disadvantaged persons in China.

3. To accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, trusts, remainder trusts, funds, and property of any sort or nature, and to use, expand, or donate the income or principle thereof for, and to devote the same to, the foregoing purposes of the Corporation.

4. To perform any and all lawful acts which may be necessary, useful, suitable, or proper for the furtherance of the accomplishment of the purposes of the Corporation.

B. The Corporation may accept contributions, gifts, loans (including program related loans) and grants of whatever nature, and may accept contributions, gifts, loans and grants subject to conditions or restrictions as to use or expenditure of income and capital, or may reject any proposed contributions, gifts, loans and grants, all as in the discretion of the Board of Directors shall be determined to be consistent with the purposes for which the Corporation is formed.

C. As a means of accomplishing the foregoing purposes, the Corporation shall have the power to engage in any lawful act or activity necessary or conducive to the attainment of the purposes hereinbefore set forth; provided, however, that notwithstanding any provision of these Articles or any provisions of law, the Corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (a) an organization exempt from Federal income tax under section 501(c)(3) of the Code, or (b) an organization contributions to which are deductible under section 170 of the Code.

ARTICLE V

The Corporation is not organized for profit and shall not have authority to issue capital stock.

ARTICLE VI

The Corporation does not have voting members.

ARTICLE VII

The name and address of the incorporator is as follows:

NAME	ADDRESS
Laura Sandidge	1023 E. Lincoln Nampa, Idaho 83686

The powers of the incorporator shall cease upon the filing of these Articles of Incorporation.

ARTICLE VIII

The names and addresses of the persons who will serve as Directors until their successors are elected and qualify are as follows:

NAME	ADDRESS
David Gotts	P.O. Box 265 Tai Po Post Office Tai Po, NT Hong Kong
Crystal Kelleher	P.O. Box 265 Tai Po Post Office Tai Po, NT Hong Kong
Naida Kelleher	5910 S.E. 8th Avenue Caldwell, Idaho 83605
Laura Sandidge	1023 E. Lincoln Nampa, Idaho 83686

ARTICLE IX

A. No part of the earnings of the Corporation shall inure to the benefit of or be distributable to any private shareholder, member, or individual, provided that the Corporation may pay reasonable compensation for services rendered to it and reimbursement of expenses reasonably incurred on its behalf.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as permitted by section 501(h) of the Code, if applied to the Corporation) and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X

The Corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code. If, however, at any time, the Corporation shall be classified as a private foundation under federal

tax laws, then at such time or times the Corporation shall be subject to the following restrictions:

1. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.
2. The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.
3. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.
4. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.
5. The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE XI

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The other qualifications, election, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws, except that the number of directors constituting the Board of Directors shall be not less than three (3). The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws.

ARTICLE XII

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the Directors, in the exercise of their discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be

calculated to carry out the objects and purposes of the Corporation; and, provided further, that all such distributions must be to one or more organizations which are exempt from tax as organizations described in section 501(c)(3) of the Code.

ARTICLE XIII

These Articles of Incorporation may be amended by a majority vote of the Directors then in office at any annual, regular or special meeting for which each Director receives at least seven (7) days written notice, unless a Director waives notice as provided in the Bylaws, stating that the purpose, or one of the purposes of the meeting, is to consider a proposed amendment to the Articles and containing or accompanied by a copy or summary of the amendment or stating the general nature of the amendment. No amendment shall authorize the Corporation to conduct its affairs in any manner or for any purpose contrary to the provisions of section 501(c)(3) of the Code.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, do hereby execute these Articles of Incorporation this 8 day of February, 2000.

Laura Sandidge
Signature of Incorporator