



CERTIFICATE OF INCORPORATION
OF

DR. AND MRS. CHING CHUN WANG FOUNDATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

DR. AND MRS. CHING CHUN WANG FOUNDATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated December 18, 19 81.



SECRETARY OF STATE

Corporation Clerk

DEC 13 1983

ARTICLES OF INCORPORATION
OF THE
DR. AND MRS. CHING CHUN WANG FOUNDATION, INC.

THE UNDERSIGNED, acting as incorporators under the State of Idaho Non-Profit Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is the Dr. and Mrs. Ching Chun Wang Foundation, Inc..

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The purposes and powers of the corporation are as follows:

1. To engage in scientific, educational, scholastic, and charitable purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code 1954. Such purposes to include but not limited to:

A. Provide a scholarship fund, the proceeds from which may be used by worthy and qualified students, whether they be United States citizens, Canadian citizens, or otherwise, who have an interest in the study of China, it's peoples, and it's culture, both past and present.

B. To provide as feasible, an avenue or means for cultural exchange between students of Chinese and Non-Chinese Ancestry, considered deserving by the foundation.

It is specifically set forth that interchange between the foundation and any of it's scholarship recipients will be completely non-political.

C. To complete and publish an American-Chinese Dictionary, to be used in the educational pursuits of Chinese studies of all kinds.

D. To acquire, if possible, real and personal property in Mainland China, which property would be used as living accommodations for those students selected by the foundation to help aid in their Chinese studies.

E. To solicit gifts and charitable bequests from all sources, including but not limited to: Governmental grants if applicable, which gifts and bequests shall be held, invested and administered on a continuing basis, to provide a source of regular endowment income, to support the qualified, charitable, educational and scientific activities set forth herein.

F. For the transaction of any and all lawful business of which the corporation may be incorporated under the Idaho Non-Profit Corporation Act.

ARTICLE V MEMBERSHIP

The corporation shall have one class of membership and the manner of election, qualifications and rights of the membership shall be set forth in the Corporation bylaws. Membership shall be shown by a card, granting to each member the right to elect the Board of Directors.

ARTICLE VI

The location and address of the initial registered office of the corporation is 1153 Norton Avenue, Idaho Falls, Idaho, 83401, and the name of it's initial registered agent at such address is David K. Wang.

ARTICLE VII

The name and address of each incorporator and initial

member is:

David K. Wang
1153 Norton Avenue
Idaho Falls, Idaho 83401

Judge Kechin Wang
85 Inverlochy Boulevard
Unit Number Two
Thornhill, Ontario
Canada L3T-4R5

Dr. Frances Wang Chin
25 Lynwood Road
Storrs, Connecticut 06268

Mrs. Grace Chen
90 Tatum Drive
Middletown, New Jersey 07748

ARTICLE VIII

The Board of Directors of the corporation shall consist of no fewer than three (3) and no more than nine (9) members. The number of directors constituting the initial Board of Directors shall be four (4) and the names and addresses of persons who are to serve as directors until the first election of directors or until their successors are elected and shall qualify, are:

David K. Wang
1153 Norton Avenue
Idaho Falls, Idaho 83401

Judge Kechin Wang
85 Inverlochy Boulevard
Unit Number Two
Thornhill, Ontario
Canada L3T-4R5

Dr. Frances Wang Chin
25 Lynwood Road
Storrs, Connecticut 06268

Mrs. Grace Chen
90 Tatum Drive
Middletown, New Jersey 07748

ARTICLE IX LIMITATION ON ACTIVITIES AND EXPENDITURES

All of the properties and assets of this corporation shall be and are irrevocably dedicated to the hereinabove charitable, scientific and educational purposes or necessary and appropriate adjuncts thereof, and no part of the monies, properties or assets of this corporation upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any stockholder

of this corporation, except if such stockholder may be a corporation, organized and operated exclusively for charitable, scientific or educational purposes and which corporation is exempt from taxation, and particularly the Federal Income Tax. No part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the organization shall not carry on any other activities not permitted by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by any organization, contributions to which are deductible, under Section 170 (c)(2) of the Internal Revenue Code that may now be in effect or in any future United States of America Internal Revenue Law.

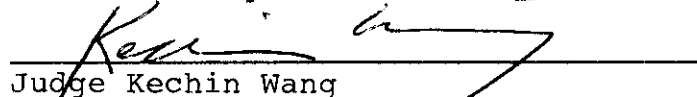
ARTICLE X

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational or scientific purposes, and which shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954, or the current Internal Revenue Code applicable at that time, as the Board of Directors shall determine; provided however, and subject to the above limitations, if any of such assets have been acquired under

a Federal Grant or a contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official or agency responsible under the law for the providing of such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of 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 organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30th day of October 1981.


David K. Wang


Judge Kechin Wang


Dr. Frances Wang Chin



Grace Chen

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 30th day of October, 1981, before me the undersigned, a Notary Public in and for the said State personally appeared David K. Wang, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)


Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires:

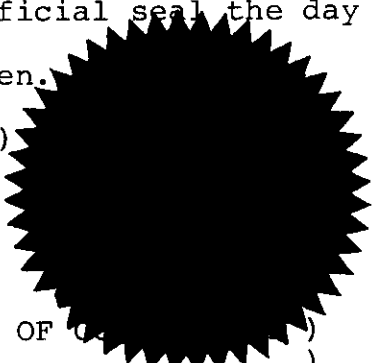
TREENA KUCHENBECKER
Notary Public
Idaho Falls, Idaho
My Commission is Perpetual

PROVINCE OF ONTARIO)
) ss.
Regional Municipality of York)

On this 19th day of ~~June~~ ^{OCTOBER}, 1981, before me the undersigned,
a Notary Public in and for said Province personally appeared Judge
Kechin Wang, kown to me to be the person whose name is subscribed
to the within and foregoing instrument and acknowledged to me that
he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first above
written.

(SEAL)


Notary Public for Ontario, Canada
Residing at: MISSISSAUGA, ONT
My Commission Expires: 11/1

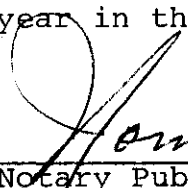
STATE OF ~~Ontario~~)
)
County of Tolland)

ss. Storrs

On this 13th day of ~~June~~ ^{August}, 1981, before me the undersigned,
a Notary Public in and for the said State personally appeared Dr.
Frances Wang Chin, known to me to be the person whose name is sub-
scribed to the within and foregoing instrument and acknowledged
to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first above
written.

(SEAL)


Notary Public for Connecticut
Residing at: Columbin CT
My Commission Expires: Mar 31, 1985

STATE OF NEW JERSEY)
) ss.
County of Monmouth)

On this 5th day of ~~June~~ ^{October}, 1981, before me the undersigned,
A Notary public in and for the said State personally appeared
Grace Chen, known to me to be the person whose name is subscribed
to the within and foregoing instrument and acknowledged to me that
she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)

Pearl R. Bradshaw
Notary Public for New Jersey
Residing at: McKeanys Road.
My Commission Expires: _____

PEARL R. BRADSHAW

NOTARY PUBLIC OF NEW JERSEY
My Commission Expires June 2, 1965