

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:26 PM 05/12/2008  
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STATE OF DELAWARE  
CERTIFICATE OF INCORPORATION  
A NON-STOCK / NON-PROFIT CORPORATION  
OF  
Sichuan Deyang Earthquake Relief Foundation

- FIRST:** The name of the corporation is: Sichuan Deyang Earthquake Relief Foundation
- SECOND:** The address of the registered office of the corporation in the State of Delaware is located at 108 West 13th Street, Wilmington, DE, 19801. Located in the County of New Castle. The name of the registered agent at that address is Business Filings Incorporated.
- THIRD:** This corporation shall be a non-profit corporation. The purpose of the corporation is An charity entity for accepting charitable donations from donors and delivering to recipients in Deyang City, Sichuan Province, China that suffered from severe earthquakes on May 12, 2008.
- FOURTH:** The corporation shall not have any capital stock, and the conditions of membership shall be stated in the By-Laws.
- FIFTH:** The name and address of the incorporator is Business Filings Incorporated, 8040 Excelsior Drive, Suite 200, Madison, WI 53717
- SIXTH:** The name and address of the directors of the corporation are:  
Dayong D Liu, 150 Nassau Street #6J, New York, New York 10038  
Yong Cai, 150 Nassau Street #6J, New York, New York 10038  
Dennis Y Bai, 150 Nassau Street #6J, New York, New York 10038
- SEVENTH:** This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.
- Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. 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 organization is then located, exclusively for such purposes.

I, the undersigned, being the incorporator, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of the Delaware Code, do make this Certificate, hereby declaring and certifying that the facts herein stated are true.



Mark Williams, A.V.P.  
Business Filings Incorporated, Incorporator

Dated: May 12, 2008

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SICHUAN DEYANG EARTHQUAKE RELIEF FOUNDATION", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MAY, A.D. 2008, AT 12:26 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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080532168



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6584935

DATE: 05-12-08

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)