ARTICLES OF INCORPORATION
of
THE INDEPENDENT FEDERATION OF CHINESE STUDENTS AND SCHOLARS, INC.
August 10, 1989, Amended on October 27, 1989

FIRST: The undersigned, Lianchao Han, whose post office address is 187 Mansfield Street, New Haven, CT 06511, being at least 18 years of age, does hereby form a corporation under and by virtue of the General Corporation Law of the State of Maryland.

SECOND: The name of the corporation is THE INDEPENDENT FEDERATION OF CHINESE STUDENTS AND SCHOLARS, INC. (the Federation).

THIRD: The Federation is to have perpetual existence.

FOURTH: The Federation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes (exempt purposes) within the meaning of Section 170(c)(2) and Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law (the Code). In particular, and without limiting the foregoing, the Federation shall

(i) disseminate information and educate the public regarding the democratic movement in China,

(ii) promote freedom, democracy, the rule of law and human rights in China, and

(iii) represent the interests of Chinese nationals, especially students and scholars, residing in the United States.

FIFTH: The Federation is not authorized to issue capital stock. The Federation is empowered to receive contributions, gifts, bequests, devises and endowments (which shall be administered and converted or otherwise disposed of by the Federation exclusively for the purposes set forth in Article FOURTH hereof). No part of the assets or net earnings of the Federation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Federation 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 FOURTH hereof.

SIXTH: The Federation shall have members, as set forth in the Federation's Bylaws.

SEVENTH: No substantial part of the activities of the Federation shall involve the carrying on of propaganda or otherwise attempting to influence legislation and the Federation shall not participate in, intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Federation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

EIGHTH: During any period when the Federation is a "private foundation" as defined in Section 509(a) of the Code, the Federation shall not do any of the following:

(1) Engage in any act of "self-dealing," as defined in Section 4941(d) of the Code, which would result in any tax liability under Section 4941(a) of the Code;

(2) Fail to distribute for the purposes specified in Article FOURTH hereof amounts sufficient to avoid tax liability under Section 4942(a) of the Code;

(3) Retain any "excess business holdings," as defined in Section 4943(c) of the Code, which would result in any tax liability under Section 4843(a) of the Code;

(4) Fail to exercise ordinary business care and prudence in making investments or make any investment which, under Section 4844 of the Code, would jeopardize the carrying out of any of its exempt purposes and result in any tax liability under Section 4944(a) of the Code; or

(5) Make any "taxable expenditures," as defined in Section 4945(d) of the Code, which would result in any tax liability under Section 4845(a) of the Code.

NINTH: In the event of termination, dissolution, or winding up of the Federation in any manner or for any reason whatsoever, the directors shall, after paying or making provision for the payment of all of the proper liabilities of the Federation, dispose of all of the remaining assets of the Federation exclusively to an entity or organization which is then exempt as an organization described in Sections 170(c)(2) and 501(c)(3) of the Code or to more than one such exempt entity or organization, as shall be determined by the Board of Directors of the Federation or, in default of any such determination, by the State of Maryland for exclusively public purposes.

TENTH: The Federation shall be managed by a Board of Directors who shall be elected in the manner provided by the Bylaws of the Federation. The number of directors of the Federation shall be determined by and provided for in the manner set forth in the Bylaws of the Federation, but shall not at any time be more than 20 or less than one. Directors may succeed themselves in office for an unlimited number of terms. The names of the persons or organizations who will serve as the initial directors until their successors have been duly elected and shall qualify are:

1) Da Li Yang

2) Li Xin Yang

3) Jian Li Yang

4) Peng Meng

5) Yi Qi Wang

6) Yang Jiang

7) Zhang Fu Shi
8) Da Wen Zhou
9) Yong Li
10) Weng Ming Qui
11) Hong Geng Chen
12) Jing Ping Jiang
13) Ya Qin Zhang
14) Wei Zhang
15) Zhe Xi Lou [*sic*]
16) Xiao Yong Cai

ELEVENTH: The post office address of the principal office of the Federation in the State of Maryland is:

Arent, Fox, Kintner, Plotkin & Kahn
7475 Wisconsin Avenue
9th Floor
Bethesda, MD 20814
Attn: Alan S. Dubin, Esq.

The name and post office address of the resident agent of the Federation in the State of Maryland is:

Alan S. Dubin, Esq.
Arent, Fox, Kintner, Plotkin & Kahn
7475 Wisconsin Avenue
Suite 900
Bethesda, MD 20814-3413
Attn: Alan S. Dubin, Esq.

The resident agent is a citizen of, and actually resides in, the State of Maryland.

TWELFTH: The Articles of incorporation of the Federation may be amended and the Bylaws of the Federation may be amended or repealed at any regular meeting of the Board, or at any special meeting called for that purpose at which a quorum is present, provided that notice of such proposed amendment or repeal be given by mail to each member of the Board at least ten days prior to said meeting, and that such proposed amendment or repeal be adopted by the vote of a majority of the members of the Board present and voting at such meeting. Any amendment or repeal adopted as herein provided shall take effect upon its passage or upon the date specified therein.

In witness whereof, I have signed these **Articles of Incorporation** on August 10, 1989.

Lianchao Han

The undersigned Incorporator of The Independent Federation of Chinese Students and Scholars, Inc. who executed the foregoing **Articles of Incorporation** of which this Certificate is made a party hereby acknowledges the same to be his act, and further acknowledges that to the best of his knowledge, the matters and facts set forth therein are his knowledge, the matters and facts set forth therein are true in all material respects under penalty of perjury.

Lianchao Han

ARTICLES OF AMENDMENT
of the
ARTICLES OF INCORPORATION
of
THE INDEPENDENT FEDERATION OF CHINESE STUDENTS AND SCHOLARS, INC.

FIRST: The name of the corporation (hereinafter sometimes referred to as the "Corporation") is:

THE INDEPENDENT FEDERATION OF CHINESE STUDENTS AND SCHOLARS, INC.

SECOND: **The Articles of Incorporation** are hereby amended to change the name by deleting the present **Article FIRST** and inserting a new **Article FIRST** as follows:

> **FIRST**: The name of the Corporation (hereinafter sometimes referred to as the "Corporation") is:
>
> IFCSS FOUNDATION, INC.

THIRD: **The Articles of Incorporation** are further amended to change the present **Article SIXTH** and inserting a new **Article SIXTH** as follows:

> **SIXTH**: The Foundation shall have no members.

FOURTH: The Amendment was approved by a majority of the entire Board of Directors.

FIFTH: There are no members entitled to vote.

In witness whereof, THE INDEPENDENT FEDERATION OF CHINESE STUDENTS AND SCHOLARS, INC. has caused these **Articles of Amendment** to be signed in its name and on its behalf by its President [*sic*], Lianchao Han, and its Vice President [*sic*] acknowledges, under penalties of perjury, that the matters and facts set forth above are true in all material respects to the best of his knowledge, information and belief.

Dated: 10/27, 1989

THE INDEPENDENT FEDERATION OF CHINESE STUDENTS AND SCHOLARS, INC.

ATTEST:

Ya Dong Liu, Secretary

Lianchao Han, Vice President