

ARTICLES OF INCORPORATION

OF 2 0 0 5 0 7 / 6 9 9 4

BIRMINGHAM CHINESE GARDEN AND ASIAN CULTURAL CENTER FOUNDATION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned incorporator does hereby form a corporation under the Alabama Nonprofit Corporation Act, and does declare:

ARTICLE I

Name

The name of the Corporation shall be Birmingham Chinese Garden and Asian Cultural Center Foundation.

ARTICLE II

Purposes

The purposes for which the Corporation is organized are:

(1) To raise and receive funds to construct and maintain a Chinese Garden and an Asian Cultural/Educational Center in the Birmingham Metropolitan area and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

(2) No part of the net earnings of the Corporation shall inure to the benefit of any Director, officer of the Corporation, or any private individual (except that reasonable

compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Under no circumstances shall the Corporation make loans to officers and Directors.

(3) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(4) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as set forth in Article IV.

ARTICLE III

Powers

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers, in addition to the general powers provided by statute:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects

and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

(5) The Corporation shall have the power to make payments for the purposes of the Corporation herein referred to out of either the principal or the income of the Corporation, and to accumulate income from the property in its possession as such, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in a denial to the Corporation of exemption under Section 501(c)(3) of

the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended, or a denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

(6) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended, and by an organization to which contributions are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

Duration

The duration of this Corporation shall be perpetual. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V

Members

The Corporation shall have no members.

ARTICLE VI

Directors

(1) The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by the Articles of Incorporation, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of Directors of the Corporation shall never be less than twelve (12) and shall be elected for such term and in such manner as the Bylaws shall prescribe.

Any member of the Board of Directors may be removed at any time and without assigning any cause therefor, by the affirmative vote of a majority of the members, if any, or by the affirmative vote of a majority of the members, if any, or by the affirmative vote of a majority of the remaining Directors, as provided in the Bylaws, and written notification of such removal to such Director so removed, who shall, forthwith upon receipt of such notice, be considered as removed from the Board of Directors.

(2) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the Bylaws of this Corporation.

(3) Any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of such Committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or Committee.

Any such written consent shall have the same force and effect as a resolution, duly resolved at a meeting of the Board or of such a Committee.

(4) The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE VII

Initial Board of Directors

The number of Directors constituting the initial Board of Directors shall consist of not fewer than twelve (12) members, and the names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Xu Cao	3255 Hillard Drive Birmingham, Alabama 35243
Ms. Athena Chang	644 Gary Mac Drive Birmingham, Alabama 35226
Mr. Rick D’Andrea	1827 First Avenue North Birmingham, Alabama 35203
Mr. Robert S. Davis	3429 Meadow Woods Drive Birmingham, Alabama 35216
Mr. Stephen Foster	5212 Queens Ferry Lane Birmingham, Alabama 35242
Dr. George Joe	2461 Vestavia Drive Birmingham, Alabama 35216
Ms. Katherine G. Lan	2929 Panorama Trail Birmingham, Alabama 35216

Dr. Jimin Li	3354 Shallowford Circle Birmingham, Alabama 35216
Mr. Yue Li	3221 Gaylark Road Birmingham, Alabama 35216
Dr. Charles McCallum	513 Montgomery Highway Birmingham, Alabama 35216
Ms. Helen Crow Mills	4604 Dolly Ridge Road Birmingham, Alabama 35243
Mr. Kazuo Moriya	4511 Old Tavern Road Birmingham, Alabama 35242
Ms. Tina Newton	2717 Second Avenue South, Suite D Birmingham, Alabama 35233
Ms. Soon Bok Sellers	2212 Chapel Road Birmingham, Alabama 35226
Dr. Odessa Woolfolk	418-D Skyview Drive Birmingham, Alabama 35209
Mr. Ming Xia	125 Windsor Lane Pelham, Alabama 35124
Mr. Barry Zern	4245 Old Leeds Road Birmingham, Alabama 35213

ARTICLE VIII

Incorporator

The name and address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
T. Craig Williams	2100 Third Avenue North, Suite 1100 Birmingham, Alabama 35203

ARTICLE IX

Registered Office and Agent

The address of the initial registered office of the Corporation, which shall also constitute its principal office, is 3429 Meadow Woods Drive, Birmingham, Alabama 35216. The initial registered agent of the Corporation at such address shall be Bob Davis.

ARTICLE X

Right to Amend Provisions in Articles

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Nonprofit Corporation Act; provided, however, that the sole power to amend these Articles of Incorporation shall rest in the Board of Directors.

THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Nonprofit Corporation Act, has executed the foregoing Articles of Incorporation on this 25th day of May, 2005.

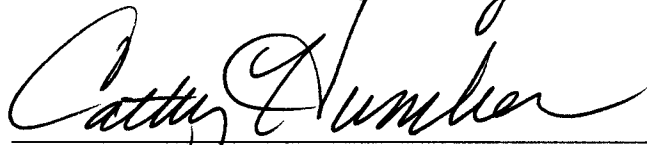


T. Craig Williams

(INCORPORATOR)

I, the undersigned authority, a Notary Public in and for the State of Alabama at Large, hereby certify that T. Craig Williams, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he executed the same voluntarily on the day the same bears date.

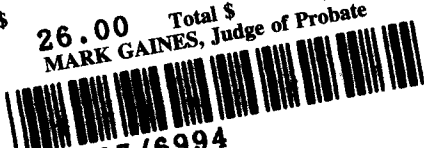
Given under my hand and official seal this 25th day of May, 2005.



Notary Public

My Commission Expires: ~~_____~~ MY COMMISSION EXPIRES NOVEMBER 9, 2005

[SEAL]

State of Alabama - Jefferson County
I certify this instrument filed on:
2005 MAY 25 10:36:21:33AM
Recorded and \$ _____ Mtg. Tax
and \$ _____ Deed Tax and Fee Amt.
\$ 26.00 Total \$ 26.00
MARK GAINES, Judge of Probate

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