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FLORIDA PROFIT/NON PROFIT CORPORATION

The Chinese Globalization Association, Inc.

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ARTICLES OF INCORPORATION OF THE CHINESE GLOBALIZATION ASSOCIATION, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, a Florida not-for-profit corporation, acting as the incorporator of a Corporation under the Florida Not-for-Profit Corporation Act (Chapter 617 of the Florida Statutes), adopts the following articles of incorporation for such Corporation.

ARTICLE I

NAME

The name of this Corporation is The Chinese Globalization Association, Inc. ("Corporation")

<u>ARTICLE II</u>

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be: c/o Diaz, Reus & Targ, LLP, 121 South Orange Avenue, Suite 1270, Orlando, Florida 32801, Attention: Robert Q. Lee, Esq.

ARTICLE III

DURATION

The Corporation shall exist perpetually until terminated in the manner prescribed by law, commencing upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE IV

PURPOSES

The purpose of Corporation is to assist, promote, and advance the welfare of The Chinese Globalization Association, Inc., a Florida not-for-profit corporation (the "Corporation"), for the collaboration with its members; the development of the emerging field of study and research on Chinese globalization, emphasizing multidisciplinary approaches, including fields of knowledge such as business management (broadly defined), economics, political science, sociology and other relevant social sciences or other disciplines.; to do and perform any and all acts or services

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that may be incidental or necessary to carry out the above purposes; and to engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of Florida.

This Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter, "the Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purpose.

In furtherance of the aforementioned objectives, the Corporation's purpose shall be:

- (a) to facilitate the flow and exchange of information and ideas among researchers and educators, and encourage collaboration between academic and business institutions and actors interested in this field of knowledge;
- (b) to encourage and assist research activities which advance knowledge of Chinese globalization, including the operations of people, companies, industries and government actors across borders, and to increase the available body of teaching materials, including case studies;
- (c) to cooperate whenever possible with government, business and academic organizations for the furtherance of these basic objectives; and
 - (d) to, in general, increase the membership of the Corporation.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V

NON-STOCK CORPORATION

The Corporation shall be organized on a non-stock basis under the Florida Not-for-Profit Corporation Act and may issue Certificates of Membership.

ARTICLE VI

POWERS

This Corporation shall have all powers conferred upon non-stock, non-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now

enacted or hereafter amended, but shall exercise such powers only in fulfillment of its abovestated purposes.

This Corporation shall not engage in any of the following activities within the meaning of Section 501(c)(3) of the Internal Revenue Code, as may amended:

- (a) 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, all within the meaning of Section 501(c)(3) of the Internal Revenue Code, as may be amended.
- (b) Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
- (c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restriction of Section 501(h) of the Internal revenue Code.
- (d) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests within the meaning of Section 501(c)(3) of the Internal Revenue Code. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
- (e) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;
- (f) The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code;
- (g) The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Internal Revenue Code;
- (h) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and
- (i) The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Internal Revenue Code.

In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded or modified. The By-Laws of the Corporation shall adopt these provisions accordingly.

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ARTICLE VII

MEMBERS

The Corporation shall have members. Membership provisions (including the designation of classes) and the method of application for membership, admission to membership, rights and duties of membership and termination of membership shall be set forth in the By-Laws of the Corporation.

ARTICLE VIII

THE BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of Directors constituting the Board of Directors shall be increased or decreased from time to time as provided in the By-Laws, but shall never be less than three (3) and no more than nine (9). The manner of election or appointment of Directors and their terms of office shall be as provided in the By-Laws.

The names and addresses of the individuals who are to serve as the Initial Directors of the Corporation are:

Name(s)	Address(es)	
✓ Ilan Alon	The China and India Centers	
	Rollins College	
	1000 Holt Avenue	
	Winter Park, Florida 32789	
Julian Chang	John F. Kennedy School of Government	
<u>-</u>	Harvard University	
	Mailbox 74	
	79 JFK Street	
	Cambridge, Massachusetts 02138	
Marc Fetscherin	Department of International Business	
	Rollins College	
	1000 Holt Avenuc	
	Winter Park, Florida 32789	
Christoph Lattemann	Jacobs University Bremen School of	
•	Humanities and Social Sciences	
	Room 81 a/b	
	Campus Ring 1	
	28759 Bremen	
	Germany	
	·· ·	

√John McIntyre

College of Management The Georgia Institute of Technology 800 West Peachtree Street NW Atlanta, Georgia 30308

ARTICLE IX

THE OFFICERS

The officers of the Corporation shall be the President, two (2) Vice Presidents, the Treasurer and the Secretary, and such other officers as may be provided for in the By-Laws. The officers shall be elected at the annual meeting of the Board of Directors, or as otherwise provided in the By-Laws.

The names and addresses of the individuals who are to serve as the Initial Officers of the Corporation are:

Names	and	Titles
DVAILLES	апп	111168

Title: President

Julian Chang

John F. Kennedy School of Government Harvard University

Mailbox 74 79 JFK Street

Cambridge, Massachusetts 02138

Title: Vice President - Research

Christoph Lattemann 🗸

Jacobs University Bremen School of

Address

Humanities and Social Sciences

Room 81 a/b Campus Ring 1 28759 Bremen Germany

Title: Vice President - Membership

Ilan Alon ✓

The China and India Centers

Rollins College 1000 Holt Avenue

Winter Park, Florida 32789

Title: Treasurer

Marc Fetscherin

Department of International Business

Rollins College 1000 Holt Avenue

Winter Park, Florida 32789

Title: Secretary

John McIntyre 🗸

College of Management

The Georgia Institute of Technology 800 West Peachtree Street NW

Atlanta, Georgia 30308

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ARTICLE X

INCORPORATORS

The name and address of the Incorporator of the Corporation is:

Name

Address

Ilan Alon

The China and India Centers Rollins College 1000 Holt Avenue Winter Park, Florida 32789

ARTICLE XI

INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a Director or officer of the Corporation, whether or not he/she is a Director of officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

<u>ARTICLE XII</u>

DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members of the Board of Directors.

In the event of a dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, and the net assets of the Corporation shall be distributed as follows:

(a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor:

(b) The Corporation's assets, both real and personal, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation subject the provisions of Section 617.1406 of the Florida Statutes. In the event that such dedication is not accepted, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation; provided, however, such assets shall be turned over only to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE XIII

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of the Corporation, provided such By-Laws and all amendments thereto are approved by the Board of Directors of the Corporation, for the carrying out of its purposes as the members may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

ARTICLE XIV

AMENDMENTS

These Articles may be amended from time to time, or Amended Articles of Incorporation may be adopted, by two-thirds (2/3) vote of the members of the Board of Directors. The Articles of Incorporation of the Corporation then in effect may not be amended except to the extent necessary to maintain the Corporation's status as a tax exempt organization described in Section 501(c)(3) of the Internal Revenue Code or as a not-for-profit corporation under the laws of the State of Florida.

ARTICLE XV

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be at 121 South Orange Avenue, Suite 1270, in the City of Orlando, County of Orange, State of Florida, 32801, and the name of the initial registered agent at that address shall be Diaz, Reus and Targ, LLP.

ARTICLE XVI

MISCELLANEOUS

Section 1. Honorary Officers

Honorary Membership may be awarded to the Founding Members, at their individual request, when they no longer serve as officers of the Association. Honorary members are exempt from dues or assessments and are entitled to all the privileges of active Members, except the right to hold office.

Section 2. Dues and Financial Resources

The Members shall pay annual dues, the amount of which shall be fixed from time to time by the Board pursuant to the provisions of the Corporation's By-Laws. Dues for each calendar year shall be payable no later than such date as shall be determined by the Board.

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The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand and scal.

DATED at Orlando, Orange County, Florida, this 23 day of April, 2012.

The Chinese Globalization Association, Inc.

By:

Name: Ilan Alon (printed)

As its: Incorporator



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SECRETARY OF STATE TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

(NOTARY SEAL)

NOTARY PUBLIC
Print Name Koseman Maisen ha Ider
My Commission Expires:



ACKNOWLEDGMENT

(Must Be Signed by Designated Agent)

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in these Articles, the undersigned, by and through its duly elected officer or representative, hereby accepts to act in this capacity, and agrees to comply with the provision of said Statute relative in keeping open said office, and further states that it is familiar with Section 617.0501, Florida Statutes.

DIAZ, REUS & TARO, ILP

lame: Robert

(printed)

A e ita

As its: Partner

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