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NAME: TMC MUSIC QI GONG HEALING ART FOUNDATION, INC.

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ARTICLE OF INCORPORATION  
OF  
TMC MUSIC QI GONG HEALING ARTS FOUNDATION, INC.

The undersigned, desiring to form a corporation, not for profit, under the Non-profit Corporation Law of the State of Florida, do hereby certify:

**FIRST:** The name of the corporation shall be 'TMC MUSIC QI GONG HEALING ARTS FOUNDATION, INC.

**SECOND:** The place in Florida where the principal office is to be located is the city of Fern Park, Seminole County, Florida.

**THIRD:** The purposes for which it is formed are:

a. Said corporation is organized exclusively for religious, charitable, scientific, and educational 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 provision of any future federal tax code.

b. Generally, consistent with the provisions of Section 617.0301 of the Florida Statutes, to engage in any lawful act or activity for which corporations may be formed under Sections 617.01011 - 617.306 of the Florida Statutes.

**FOURTH:** 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, or the corresponding provisions of any subsequent Federal tax laws. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws. The corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws.

**FIFTH:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation 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 Third hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidates for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Linfeng Zhou, Esq. FL Bar No. 0033420  
3109 Stirling Rd. #101 (305) 983-6176  
St. Land. FL 33312

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**SIXTH:** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization in or organizations organized and operated exclusively for charitable, educational, religious, or scientific as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future federal income tax code), as the Board of Directors shall determine. Any of 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 corporation is then located, exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes.

**SEVENTH:** The method of elections of directors will be stated in the Code of bylaws.

**EIGHTH:** Names and addresses of the persons who are the initial directors of the corporation are as follows:

|                   |  |
|-------------------|--|
| William S. Huang, | 2905 Lakeview Dr., Fern Park, FL 32730           |
| John Wu,          | 8010 Landgrove Ct., Orlando, FL 32819            |
| Patricia Chun,    | 1756 Sunwood Dr., Longwood, FL 32707             |
| Hwei-Ying Wang,   | 888 Copperfield Terr., Casselberry, FL 32707     |
| Rwe Chu,          | 3402 Coral Springs, Dr., Coral Springs, FL 33065 |
| Genia Himes,      | P.O. Box 2549, Gainesville, FL 32707             |
| Ping Chao,        | 867 Copperfield Terr., Casselberry, FL 32707     |

**NINTH:** The street and mailing address of the initial office an registered agent of the corporation is: 2905 Lakeview Drive, Fern Park, FL 32730, and the name of the initial registered agent of this corporation at the address is William Huang.

IN WITNESS WHEREOF, we have hereto subscribe our names this 5<sup>th</sup> day of

February, 1996

  
Linfeng Zhou, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 or 617.0501, Florida Statutes, the following is submitted:

**TMC MUSIC QI GONG HEALING ARTS FOUNDATION, INC.**, a corporation being organized under the laws of the State of Florida, with its principal place of business at **2905 Lakeview Drive, Fern Park, FL 32730**, has named **William Huang** as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for **TMC MUSIC QI GONG HEALING ARTS FOUNDATION, INC.**, at the place designated in this certificate, I hereby agree to act in such capacity and I further agree to comply with the provisions of said Act with respect to keeping such office open.

  
William Huang

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