

N98000004488

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Resources, Environment and China, Inc.

(Proposed corporate name - must include suffix)

100002604041--9

-07/31/98--01053--010

*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: WEIHE GUAN

Name (Printed or typed)

1907 Oak Berry Circle

Address

West Palm Beach, FL 33414

City, State & Zip

(561) 687-6687

Daytime Telephone number

DMC
8/4/98

FILED
98 JUL 31 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: *Resources, Environment and China, Inc.*

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1907 Oak Berry Circle, West Palm Beach, FL 33414

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(are):

to provide information services on natural resources and the environment, primarily focused on China and its surrounding regions.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is: *The directors shall be appointed by the manager. The manager shall be elected by affirmative vote of the majority of all members in four weeks. The term of manager and directors shall be two years. Details of the election procedures are described in the attached Bylaws.*

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Weihe Guan, 1907 Oak Berry Circle, West Palm Beach, FL 33414

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Weihe Guan, 1907 Oak Berry Circle, West Palm Beach, FL 33414

Weihe Guan
Signature/Incorporator

06/30/1998
Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Weihe Guan
Signature/Registered Agent

06/30/1998
Date

RESOURCES, ENVIRONMENT AND CHINA, INC. BYLAWS

I. Preamble

- (1) Resources, Environment and China, Inc. (REACH) shall be an independent, voluntary, and not-for-profit organization.
- (2) The objectives of the organization shall be to provide information services on natural resources and the environment, primarily focused on China and its surrounding regions.

II. Membership

- (1) Persons who agree to abide and be governed by the Bylaws and regulations of the organization, and are willing to volunteer services for the organization are eligible for membership.
- (2) Admission of new members shall be proposed by a member of the organization and be approved by the manager.
- (3) Membership shall be determined by the following reasons:
 - A. Resignation;
 - B. Loss of contact;
 - C. Prolonged inactivity;
 - D. Serious violation of the Bylaws or other organization regulations;
 - E. Having caused serious damage to the organization's interest.
- (4) Termination of membership shall be proposed by a member of the organization and be approved by the manager.

III. Manager

- (1) The manager shall be elected by affirmative vote of the majority of all members in four weeks.
- (2) The manager shall be ultimately responsible for the routine operations of the organization.
- (3) The manager may delegate responsibilities of the organization's operation to one or more members. The manager may appoint directors and other officers of the organization.
- (4) The term of manager, directors and other officers shall be two years, coinciding with the calendar year.
- (5) The manager may be impeached by affirmative vote of two-third of all members in four weeks.

IV. Operational Limitations

- (1) The organization is organized exclusively for educational and scientific purposes.
- (2) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members 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 its purposes as an educational and scientific organization.
- (3) 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.
- (4) Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.
- (5) Upon dissolution, the organization shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future United States Internal Revenue Law.

V. Ratification and Amendments

- (1) The Bylaws shall be ratified by affirmative vote of three quarters of all valid votes from all members in four weeks.
- (2) The Bylaws may be amended or repealed by affirmative vote of three quarters of all valid votes from all members in four weeks.

VI. Transition

- (1) Members participating in the ratification vote of the Bylaws shall be considered initially as members.
- (2) After registration, the Bylaws, and any amendment, shall take effect immediately unless otherwise indicated in the amendments.

Drafted on: 05/15/1998; Ratified on: 06/12/1998; Registered on: __/__/1998
