

N98000004488
Resources, Environment and China,
Inc. (REACH)

Weihe Guan
1907 Oak Berry Circle
West Palm Beach, FL 33414
(561)791-0599
weihe.guan@usa.net

March 25, 1999

Doris McDuffie
New Filings Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-04/20/99--01002--001
*****35.00 *****35.00

Dear Doris McDuffie:

Resources, Environment and China, Inc. (REACH) is a not for profit corporation organized under the laws of the State of Florida, filed on July 31, 1998. The document number of this corporation is **N98000004488**.

As an organization requesting recognition of exemption from Federal income tax under IRC section 501(c)(3), REACH must amend the Articles of Incorporation to contain specific language to meet the requirements set forth in Internal Revenue Regulation section 1.501(c)(3)-1(b).

Enclosed please find the **Articles of Amendment** to be included in the Articles of Incorporation for REACH.

Should you have any question regarding this amendment of Articles of Incorporation from REACH, please feel free to contact me at your convenience.

Sincerely,

Weihe Guan

Weihe Guan
Acting Manager

FILED
99 APR 19 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Weihe Guan authorized
to add director to signature. Amend
NFS 4-21-99*

~~\$4055,564,1071,9674~~



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 30, 1999

Weihe Guan
% RESOURCES, ENVIRONMENT AND CHINA, INC.
1907 Oak Berry Circle
West Palm Beach, FL 33414

SUBJECT: RESOURCES, ENVIRONMENT AND CHINA, INC.
Ref. Number: N98000004488

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 999A00016065

**Resources, Environment and China,
Inc. (REACH)**

Weihe Guan
1907 Oak Berry Circle
West Palm Beach, FL 33414
(561)791-0599
weihe.guan@usa.net

April 14, 1999

Louise Flemming-Jackson
Corporate Specialist supervisor
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314
(850)487-69210

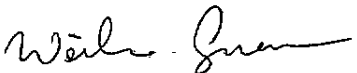
Dear Louise Flemming-Jackson:

Thank you for your response (letter number: 999A00016065) to Resources, Environment and China, Inc. (REACH), regarding to the amendment of its Articles of Incorporation. Enclosed please find the **Articles of Amendment** to be included in the Articles of Incorporation for REACH, and a check of \$35 for the filing fee.

The amendment was adopted on **April 14, 1999**, by an all-members vote conducted during April 6 to April 14. More than three quarters of all members cast affirmative votes on the proposed amendment, which met the requirement for amendment adoption specified in the REACH bylaws.

Should you have any question regarding this amendment of Articles of Incorporation from REACH, please feel free to contact me at your convenience.

Sincerely,



Weihe Guan
Acting Manager

April 14, 1999

FILED

Resources, Environment and China, Inc.

99 APR 19 AM 11:04

ARTICLES OF AMENDMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby adopts the following Articles of Amendment:

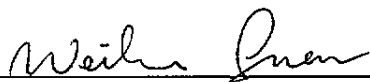
Article VII. Resources, Environment and China, Inc. is a corporation organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Article VIII. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 distributes in furtherance of Section 501(c)(3) purposes. 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 candidate 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 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 corresponding section of any future Federal tax code.)

Article IX. Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

Article X. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)



Signature / Incorporator / Director

4/14/99

Date

**Resources, Environment and China,
Inc.**

The attached amendment was adopted on **April 14, 1999**, by an all-members vote conducted during April 6 to April 14. More than three quarters of all members cast affirmative votes on the proposed amendment, which met the requirement for amendment adoption specified in the REACH bylaws.