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KANGFULIN UNIVERSITY OF...

NEWINC

227230299

ARTICLES OF INCORPORATION**OF****KANGFULIN UNIVERSITY OF TRADITIONAL CHINESE MEDICINE**

The undersigned individual, acting as incorporator under the Oregon Nonprofit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I: NAME AND DURATION

The name of the corporation is Kangfulin University of Traditional Chinese Medicine. Its duration is perpetual.

ARTICLE II: ENTITY TYPE

The corporation is a public benefit corporation.

ARTICLE III: PURPOSE

The corporation is organized and shall be operated exclusively for those purposes permitted by Section 501(c)(3) of the Internal Revenue Code ("IRC") of 1986, as amended, or corresponding sections of any future federal tax code, including but not limited to charitable, religious, scientific, and educational purposes.

ARTICLE IV: NO VOTING MEMBERS

The corporation has no voting members, as that term is defined in the Oregon Nonprofit Corporation Act, Oregon Revised Statutes ("ORS") Chapter 65 (or its corresponding future provisions).

ARTICLE V: DIRECTORS

The initial Board of Directors for the corporation will be appointed by the Incorporator. Subsequent Directors will be selected as stated in the Bylaws of the corporation.

ARTICLE VI: LIMITS ON ACTIVITIES

Notwithstanding any other provision 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 taxation under IRC Section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under IRC Sections 170(c)(2), 2055(a)(2) and 2522(a)(2), or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 described in IRC Section 501(c)(3). No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and 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.

ARTICLE VII: COMPLIANCE WITH PRIVATE FOUNDATION RULES

During any time that the corporation is classified as a "private foundation" as defined in IRC Section 509, the corporation:

- (a) shall not engage in any act of self-dealing as defined in IRC Section 4941(d);
- (b) shall distribute its income and, when necessary, amounts from principal at such time and in such manner as not to subject the corporation to the taxes on failure to distribute income imposed by IRC Section 4942;
- (c) shall not retain any excess business holdings as defined in IRC Section 4943(c);
- (d) shall not make any investments in such manner as to subject the corporation to the taxes on investments which jeopardize charitable purpose imposed by IRC Section 4944; and
- (e) shall not make any taxable expenditures as defined in IRC Section 4945(d).

ARTICLE VIII: DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), 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. Any 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, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX: DIRECTOR LIABILITY

No director or uncompensated officer shall be personally liable to the corporation for monetary damages for conduct as a director or officer, provided that this Article shall not eliminate or limit the liability of a director or officer for any act or omission for which such elimination of liability is not permitted under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission which occurs prior to the effective date of the amendment.

ARTICLE X: INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by, and in accordance with the provisions of, the Oregon Nonprofit Corporation Act and federal law any person who is made, or threatened to be made, a party to an action, suit, or proceeding; whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation, provided, that in the event of a settlement, to the extent allowed by law, the Board of Directors must approve the settlement in advance. The corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition after the board of directors has taken such action as required by ORS 65.404, including providing notice of the proposed indemnification to the Attorney General. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents, and fiduciaries that may be allowable under any statute, bylaw, agreement, or general or specific action of the board of directors.

ARTICLE XI: AMENDMENT

The requirements and process for amending these Articles of Incorporation shall be those stated in the Bylaws.

ARTICLE XII: REFERENCES

All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986 ("IRC"), the Oregon Revised Statutes, or the Oregon Nonprofit Corporation Act shall be deemed to refer also to the corresponding provisions of any future federal tax or Oregon nonprofit corporation laws.

ARTICLE XIII: REGISTERED AGENT AND REGISTERED OFFICE

The address of the corporation's initial registered office and the name of its registered agent at that location are:

Dingding Wang
4224 SE 62nd Ave.
Portland, OR 97216

The registered agent has consented to this appointment. This is the address where legal process and papers may be served.

ARTICLE XIV: MAILING ADDRESS

The address to which notices may be mailed is:
Kangfulin University of Traditional Chinese Medicine
4224 SE 62nd Ave.
Portland, OR 97216 97206

ARTICLE XV: INCORPORATOR AND ADDRESS

The entity's incorporator and the incorporator's address is:
Dingding Wang
4224 SE 62nd Ave.
Portland, OR 97216 97206

EXECUTION:

I declare, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any directors, officers, employees or agents of the corporation. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:



5/24/24

Date

Dingding Wang
Name

Incorporator
Title