

## Articles of Incorporation (June 9, 1998)

The under-signed, a majority of whom are citizens or permanent residents of the United States, desire to form a Non-Profit Corporation under the Non-Profit Corporation Law of The State of Delaware, do hereby certify:

## First:

The name of the Corporation shall be The University of Science and Technology of China Alumni Foundation. (hereforth refered to as USTCAF)

## Second:

The place in this state where the principal office of the Corporation is located is the City of Newark, New Castle County, Delaware State.

## Third:

The names and addresses of the persons who are the current trustees of the corporation are as follows:

Chengyu Jiang,	Harvard Medical School, Massachusetts
Zhenzhong Jing,	Columbia University, New York
Xun Li,	ActiveTouch Systems Inc., California
Jian Lin,	Woods Hole Oceanographic Institution, Massachusetts
Dongzi Liu,	Viewlogic Systems, Inc.
Liyu Liu,	Northwestern University, Illinois
Yong Lu,	University of Chicago, Illinois
Jiebo Luo,	Kodak, New York
Xiaou Tang,	The Chinese University of Hong Kong, Hong Kong
Jun Wu,	Columbia University, New York
Huayi Zhang,	Renaissance Technoligies, New York
Jianfeng Zhang,	Shell E&P Tech. Co., Texas
Shangyou Zhang,	University of Delaware, Delaware
Jingbo Zheng,	COMPAQ Computer Corporation, Texas

## Fourth:

The USTCAF is organized exclusively for educational, cultural exchange and scientific 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 corresponding section of any future federal tax code.

## Fifth:

No part of the net earnings of the USTCAF shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the USTCAF 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 the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the USTCAF 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.

Notwithstanding any other provision of this document, the USTCAF shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Sixth:

Upon the dissolution of the USTCAF, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the USTCAF 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.

In witness whereof, we have hereunto subscribed our names this 9th Day of June 1998.

Shangyou Zhang (signed) 901 Rahway Drive, Newark, DE 19711  
Jun Wu (signed) 540 W. 122st., Apt. #63, New York, NY 10027  
Jing Zhenzhong (signed) Box 89 Pupin Hall, Columbia U, New York, NY 10027  
Dongzi Liu (signed) 440 Daily Drive #9, Camarillo, CA 93010