

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

JATSON CHUMIG EDUCATIONAL CORPORATION

a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **01/21/2009** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on January 21, 2009



A handwritten signature in black ink, reading 'Karen C Handel'.

Karen C Handel
Secretary of State

**ARTICLES OF INCORPORATION
OF
JATSON CHUMIG EDUCATIONAL CORPORATION**

**ARTICLE I
NAME/REGISTERED OFFICE/REGISTERED AGENT**

The name of this corporation shall be: **JATSON CHUMIG EDUCATIONAL CORPORATION** (the "**Corporation**"). The Corporation's **registered office** is located at: 1177 Druid Walk, Decatur, GA 30033. The **registered agent** at such address is Brian McClatchy. The county of the registered office is DeKalb County GA. The **principal mailing address** of the Corporation is 1177 Druid Walk, Decatur, GA 30033.

**ARTICLE II
PURPOSE**

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, as amended, codified at Chapter 3 of Title 14 of the Official Code of Georgia Annotated. The Corporation shall be organized, and at all times operated, exclusively to carry out exempt Charitable Purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States internal revenue law (the "**Code**"), including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. Without limiting the foregoing, the activities to be conducted by the Corporation shall consist of the solicitation and receipt of contributions of funds and property which shall be used to provide for the education and necessities of living (including without limitation food, transportation, housing, clothing and medical care) for the students at the Lhasa Jatson Chumig Welfare Special School in Lhasa, Tibet, P.R. China (the "**School**"). To this end, the Corporation shall raise funds from individuals, foundations, corporations, and governmental bodies and agencies. The activities of the Corporation may also include the following:

1. Oversee the School's own fundraising activities and assist in the establishment of endowed and restricted funds for the School.
2. Provide the School with the marketing and development assistance and training to enable it to attract donations to the School independent of the efforts of the Corporation.
3. Aid and support the furtherance of the academic and vocational programs of the School, including early childhood education, curriculum development and assessment for primary, middle and high school students, and vocational development, assessment and training for middle and high school students.

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4. Aid and support the furtherance of career path development programs and vocational training in Tibetan handmade goods for students and staff.

5. Assist the School in expanding the marketing and sale of traditional Tibetan goods handmade at the School.

All funds, whether income or principal, and whether acquired by gift, contribution or otherwise, shall be devoted to the purposes set out herein.

ARTICLE III LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, trustees, directors, members, 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 its exempt purposes.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence local, state, or Federal legislation, and the Corporation shall not participate 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.

3. The Corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the Corporation and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of the Corporation.

4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Code. All terms and provisions of these Articles and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied, and carried out in accordance with the Corporation's intent to have the status of an organization which is exempt from Federal income taxation under section 501(c)(3) of the Code.

**ARTICLE IV
DIRECTORS/MEMBERS**

The Corporation shall have no members. The Corporation, being organized for charitable purposes only, shall have no capital stock and no shareholders, and no dividends or pecuniary profits shall be declared or paid. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose method of election and whose operation in governing the Corporation shall be defined by statute and by the Corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the Corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

Brian S. McClatchy — 1177 Druid Walk, Decatur, GA 30033

Julie LeMay — P.O. Box 3534, 2042 N. Rush Circle, Palmer AK 99645

Leticia Padilla — 2159 32nd Avenue, San Francisco, CA 94116

**ARTICLE V
LIABILITY OF DIRECTORS**

(a) Liability of all Directors of the Corporation to the Corporation or its members for monetary damages for any action taken, or any failure to take any action as a director, is hereby eliminated to the fullest extent allowed by §14-3-202(b)(4) of the Georgia Nonprofit Corporation Code or any successor statute.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

**ARTICLE XI
PRIVATE FOUNDATION STATUS**

Notwithstanding any other provision in these Articles, at all times when the Corporation is a private foundation within the meaning of section 509 of the Code, it shall be subject to the following additional restrictions:

(a) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE VII DISSOLUTION

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the board of directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation the board of directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.


ARTICLE VIII PERPETUAL DURATION

The Corporation shall have perpetual duration.

ARTICLE IX INCORPORATOR

The name and address of the incorporator is: Brian S. McClatchy, 1177 Druid Walk, Decatur, GA 30033.
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This 14 day of January, 2009.



Robert L. Welch, Esq.
Drew Eckl & Farnham, LLP
880 West Peachtree Street
P.O. Box 7600
Atlanta, GA 30357-0600
(404) 885-6405
Attorneys for JATSON CHUMIG EDUCATIONAL CORPORATION

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SECRETARY OF STATE
CORPORATIONS DIVISION



KAREN HANDEL
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

2009 JAN 21 PM 2:51
Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

SECRETARY OF STATE
CORPORATIONS DIVISION
TRANSMITTAL INFORMATION
FOR PROFIT OR NONPROFIT CORPORATIONS

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: rwelch@deflaw.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Jatson Chumig Educational Corporation

Corporate Name (List exactly as it appears in articles)

2.

Robert L. Welch

(404) 885-6405

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

P.O. Box 7600

Address

Atlanta

GA

30357

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

[Signature]
Authorized signature of person filing documents

1/14/09
Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>