

**CERTIFICATE OF INCORPORATION  
OF  
FRIENDS OF HONG KONG CHURCHES, INC.**

THE UNDERSIGNED INCORPORATOR, a natural person of the age of twenty-one years or more, in order to form a nonprofit corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

**ARTICLE I. NAME**

The name of the Corporation is Friends of Hong Kong Churches, Inc. (the "Corporation"). The Corporation will conduct business as either "Friends of Hong Kong Churches" or "HKC".

**ARTICLE II. ADDRESS**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**ARTICLE III. PURPOSES**

A. The Corporation is a nonprofit organization organized and operated exclusively for charitable, religious, educational, and other purposes beneficial to social welfare within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). All references to sections of the Code include the corresponding provision of any subsequent federal tax law. The primary purposes for which the Corporation is formed are: 1) to encourage an understanding of, and support for Christian fellowship and worship of the type practiced by the Evangelical Community Church Limited ("ECC") in Hong Kong, the Faith Community Church ("FCC") in Hong Kong and by other Christian churches located in Hong Kong ; and 2) to finance, in whole or in part, particular programs, projects facilities and activities of ECC and

FCC and other similar Christian Churches in Hong Kong which are deemed by the Corporation to be necessary for the accomplishment of the Corporation's charitable efforts.

B. As a means of accomplishing the foregoing purposes, the Corporation shall have all powers granted to a corporation under the General Corporation law of Delaware and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under Section 501(c)(3).

C. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h)) in a manner or to an extent which would disqualify the Corporation for tax exemption under Section 501(c)(3). The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public offices (including publishing or distributing statements).

D. Notwithstanding any other provision of the Certificate, the Corporation shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3), or (b) a corporation, contributions to which are deductible under Section 170(a) and (c)(2).

#### **ARTICLE IV. STOCK**

The Corporation is not organized for profit and shall not have authority to issue capital stock.

#### **ARTICLE V. MEMBERS**

The Corporation shall have Members. The Members shall be qualified and elected as provided in the Corporation's Bylaws.

**ARTICLE VI. INCORPORATOR**

The name and address of the incorporator is as follows:

| <u>NAME</u>       | <u>ADDRESS</u>  |
|-------------------|---|
| Kristen M. Gurdin | Caplin & Drysdale, Chartered<br>One Thomas Circle, N.W.<br>Washington, D.C. 20005 |

**ARTICLE VII. DIRECTORS**

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors, who shall be nominated and elected by the Incorporator immediately upon the organization of the Corporation and who shall act as the directors of the Corporation until the election of their successors as provided in the Bylaws of the Corporation. The qualifications, election, number, tenure, powers and duties of the members of the Board of Directors shall be as provided in the Bylaws.

**ARTICLE VIII. BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors, which may alter, amend or repeal the Bylaws or adopt new Bylaws.

**ARTICLE IX. PRIVATE FOUNDATION RULES**

The Corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code. If, however, at any time, the Corporation shall be classified as a private foundation under federal tax laws, then at such time or times the Corporation shall be subject to the following restrictions:

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

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

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

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

#### **ARTICLE X. DISSOLUTION**

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the directors, in the exercise of their discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be calculated to carry out the objects and purposes of the Corporation; and, provided further, that all such distributions must be to one or more organizations (a) which are exempt from tax as organizations described in section 501(c)(3) of the Code, and (b) contributions to which are deductible under the provisions of sections 170, 2055, and 2522 of the Code.

#### **ARTICLE XI. DIRECTOR LIABILITY**

No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director for any breach of a director's duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for any transaction from which the director involved derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation of personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinabove named, do hereby affirm under penalties of perjury that this Certificate is my act and deed, and the facts herein stated are true and, accordingly, I have executed this Certificate this 15th day of November, 2002.

/s/Kristen M. Gurdin  
Kristen M. Gurdin  
SOLE INCORPORATOR