

**ARTICLES OF INCORPORATION
OF
XIE YU EDUCATION FOUNDATION, INC.**

ARTICLE 1.

The name of the corporation is **XIE YU EDUCATION FOUNDATION, INC.** (the “Corporation.”).

ARTICLE 2.

The Corporation shall have perpetual duration.

ARTICLE 3.

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code and shall engage in any lawful activity and purpose authorized by the Georgia Nonprofit Corporation Code. The Corporation shall have all of the powers granted by the Georgia Nonprofit Corporation Code, except as limited in these Articles of Incorporation or in the Bylaws of the Corporation, and subject to the limitations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) or in any other applicable provision or Section of the Code.

ARTICLE 4.

The Corporation shall be governed by a Board of Directors, which may be referred to in the Bylaws of as the Board of Trustees. The operation, direction, management and control of the Corporation and all of the Corporation’s activities and property shall be vested in the Board of Directors, and the Directors shall be elected and serve as provided in the Bylaws.

The names and addresses of the initial Directors of the Corporation are:

Mingjie Hu, 5 Eastern Drive, Princeton Junction, NJ 08550

Chuang Peng, 4150 Suwanee Bend Dr., Suwanee, GA 30024-6460

Lin Mei, 135 Stanford Rdg., Duluth, GA 30097

ARTICLE 5.

The Corporation shall be organized and operated, at all times, exclusively for charitable purposes and educational purposes within the meaning of Section 501(c)(3) of the Code, including, but not limited to, to provide grants or other forms of financial aid, directly or indirectly through Xie Yu Education Foundation (China), which is a charitable organization formed and qualified under the laws of China, to students enrolled in Beijing Normal University who have demonstrated (i) satisfaction of the academic criteria established by the Board of Directors from time to time and (ii) the financial need based on the criteria established by the Board of Directors from time to time.

ARTICLE 6.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private individual. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The Corporation shall not, directly or indirectly, 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. The Corporation may pay reasonable compensation for services rendered, reimburse expenses incurred, and make payments and distributions in furtherance of its exempt purposes.

ARTICLE 7.

In the event of dissolution or final liquidation of the Corporation, as permitted by applicable law, the Board of Directors of the Corporation shall, after lawfully paying or making provision for the payment of all lawful debts and liabilities of the Corporation, distribute all of the assets of the Corporation to an organization or organizations having similar aims and objects as the Corporation, including an organization created to succeed the Corporation, provided that each such organization is, at the time of the dissolution or final liquidation of the Corporation, qualified as an organization exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

ARTICLE 8.

The initial registered office of the Corporation is 135 Stanford Rdg, Duluth, Fulton County, Georgia 30097, and the initial registered agent of the Corporation at the initial registered office of the Corporation is Lin Mei.

ARTICLE 9.

The names and addresses of the Incorporators are:

Lin Mei
135 Stanford Rdg
Duluth, GA 30097

Chuang Peng
4150 Suwanee Bend Dr.
Suwanee, GA 30024-6460

ARTICLE 10.

The mailing address of the initial principal office of the Corporation is 135 Stanford Rdg., Duluth, Fulton County, Georgia 30097.

ARTICLE 11.

To the maximum extent permitted by Sections 14-3-850 – 14-3-858 of the Official Code of Georgia or any amendment thereto, the Corporation may indemnify or obligate itself to indemnify a Director or an officer of the Corporation made a party to a proceeding including a proceeding brought by or in the right of the Corporation.

IN WITNESS WHEREOF, each of the Incorporators has executed these Articles of Incorporation effective as of this 3rd day of June, 2002.

Lin Mei, Incorporator of the Corporation

Chuang Peng, Incorporator of the Corporation