

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of THE EARLY MEDIEVAL CHINA GROUP, INC., a Florida corporation, filed on March 16, 2000, as shown by the records of this office.

The document number of this corporation is N00000001853.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-second day of March, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION OF THE EARLY MEDIEVAL CHINA GROUP, INC.

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant of Chapter 617, Florida Statutes (F.S.), in effect of October 1, 1995, and the revisions made by Chapter 96-343, 96-406, 97-102, 97-230, and 97-311, Laws of Florida, (hereinafter referred to as the "F.S."), executed the following articles of incorporation.

ARTICLE I, NAME

The name of the corporation is The Early Medieval China Group, Inc. (The name shall include the word "Corporation" or "Incorporated", or one of the abbreviations thereof.)

ARTICLE II, PRINCIPAL PLACE OF BUSINESS

The principal place of business, and mailing address of the Early Medieval China Group, Inc., is: Dept. of AALL, Grinter Hall 470, University of Florida, Gainesville, Florida 32611-5565.

ARTICLE III, PURPOSES

The purposes for which the corporation is formed are:

- a. to promote and further the study and understanding of the Early Medieval period in East Asia by encouraging activities for all persons interested in it.
- b. to provide a channel of communication between all those interested in Early Medieval China; to facilitate the exchange of ideas and promote scholarly cooperation in this field.
- c. to commission, edit, and print publications in the pursuit of the above mentioned scholarly, educational and scientific purposes.
- d. to own, hold, buy rent, lease, sell, convey, and contract for such real, personal, tangible and intangible property, and services as may be reasonably necessary or desirable for the purpose of carrying out the general scholarly, educational and scientific purposes of this corporation so expressed in these Articles of Incorporation.
- e. to borrow money, to execute notes or bonds to evidence such indebtedness, to execute mortgages and other pledges or security interests upon the corporation's real or personal property when reasonably necessary or desirable for the purpose of carrying out the general scholarly, educational, and scientific purposes of this corporation as expressed in these Articles of Incorporation.
- f. to accept gifts which may be reasonably consistent with the general scholarly, educational, and scientific purposes of this corporation as expressed in these Articles of Incorporation, and to use the gifts for said purposes.
- g. to carry out its purposes in this state and elsewhere; to have one or more offices out of this state; and to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey or otherwise dispose of property, real or personal, tangible or intangible, out of this state.
- h. to do all other lawful acts and things necessary, convenient or expedient to carry out the above expressed scholarly, educational, and scientific purposes for which this corporation is formed.
- l. exclusively for scholarly, educational, 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 of 1954 (as revised April 1996, or the corresponding provision of any future United States Internal Revenue Law.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV, MANNER OF ELECTION OF DIRECTORS

The Board of Directors (also known as "Executive Board") of the Early Medieval China Group, Inc. shall consist of the President (ex officio), Secretary-Treasurer (ex officio), and regular members in good standing. Directors serve for three (3) years from the date of their election and until their successors are elected and qualified. The number of Directors shall be prescribed from time to time in the By-Laws of the Corporation, provided that under no circumstances shall the minimum number be less than three (3), nor that ex officio members shall constitute more than one-half of total board membership.

Future Boards shall be elected in this manner: The Nominating Committee, consisting of three (3) members appointed for three year terms by the President, and subject to the Board's approval, shall nominate persons for election to the Board of Directors. The slate of nominees shall be submitted to vote by ballot, through mail or e-mail, of the membership, and vacancies filled by the membership's majority ballot. Any member of the Corporation may submit a 'write-in' nominee on the ballot. Elections will be held within the sixty (60) days prior to the membership's annual meeting, and results announced at the meeting.

ARTICLE V, INITIAL DIRECTORS / OFFICERS

The initial Board, appointed by the President, and submitted to the endorsement by e-mail of a majority of the responding membership, is:

- 1) Scott Pearce (President, ex-officio director), Dept. of Liberal Studies, Western Washington University, Bellingham WA 98225
- 2) Kenneth Klein (Secretary-Treasurer), 2615 Griffith Park Boulevard, Los Angeles CA 90039
- 3) Stephen R. Bokenkamp, 2611 E. 5th Street, Bloomington IN 47408
- 4) Albert E. Dien, 232 Lexington Drive, Menlo Park Ca 94025
- 5) Dennis Grafflin, 40 Jefferson Street Lewiston ME 04240
- 6) David Knechtges, Asian Langs. & Lits. Dept. DO:21, University of Washington, Seattle WA 98195
- 7) Richard B. Mather, 2091 Dudley Avenue, St. Paul MN 55108.

ARTICLE VI, INITIAL REGISTERED AGENT AND STREET ADDRESS

Section 1. Initial Registered Agent. The name and address of the agent in charge of the Corporation's principal office is: Cynthia L. Chennault, 3130 NW 31st Street, Gainesville, Florida 32605.

Section 2. Principal Office. The post office address of the principal office of the corporation is: Cynthia L. Chennault, Editor, Early Medieval China Journal, Dept. of AALL, Grinter Hall 470, University of Florida, Gainesville, Florida 32611-5565.

ARTICLE VII, INCORPORATORS

Section 1. Names and Post Office Addresses. The names and post office addresses of the Incorporators of the corporation are as follows:

Scott Pearce, Dept. of Liberal Studies, Western Washington University, Bellingham, WA 98225.
Cynthia L. Chennault, 3130 NW 31st Street, Gainesville, Florida 32605.

ARTICLE VIII, MEMBERSHIP and STATEMENT OF INITIAL PROPERTY

Section 1. Membership Classes.

- a) Regular; b) Student; c) Sustaining; d) Life; e) Honorary.

Section 2. Rights, Preferences, Limitations, and Restrictions of Membership Classes.

- a) REGULAR MEMBERS may retain membership for a one-year period and may renew membership by complying with the by-laws of this corporation.
- b) STUDENT MEMBERS may retain membership by complying with the by-laws of this corporation if, at the time of membership, fully admitted graduate or undergraduate students of an accredited university. Student members may retain membership for a one-year period and may renew membership upon the expiration of the membership by complying with the limitations herein imposed and the by-laws of this corporation.
- c) SUSTAINING MEMBERS may retain membership for a one-year period by complying with the by-laws of this corporation and may renew membership for a like period at the expiration of the membership period by complying with the by-laws of this corporation;
- d) LIFE MEMBERS may retain membership for a period of that member's life by complying with the by-laws of this corporation.
- e) HONORARY MEMBERS may become members for a period of that member's life upon accepting an invitation to become honorary member from this corporation. Said invitation shall only be issued after approval of a majority of the members of this corporation in accordance with the by-laws of this corporation.

Section 3. Voting Rights of Classes. All classes of members have equal voting rights; each member of each class has one vote.

Section 4. Statement of Initial Property. A statement of the property and an estimate of the value thereof, to be taken over by this corporation at or upon its incorporation is as follows: Upon its incorporation, this corporation will take over no real property, and it will have assets of \$5971.39 derived from membership fees and placed in a savings account.

ARTICLE IX, PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF CORPORATION

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of this corporation, and creating, defining, limiting or regulating the powers of this corporation, of the directors or of the members or any class or classes of members are as follows:

- a) Notice of all meetings shall be in accordance with the law, and the place of meetings shall be in any reasonably convenient place designated by the officers of the corporation.
- b) The officers of the corporation shall be chosen by the members of the corporation at such time and in such manner and for such terms as the by-laws may prescribe.
- c) 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 set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (as revised April 1996 or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (as revised April 1996 or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX, PROVISIONS FOR REGULATION, cont'd.

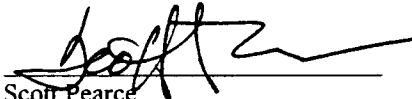
d) Directors of the corporation shall serve for a period of three (3) years. The Board of Directors shall consist of no fewer than three (3) elected members, directors to be elected during the corporation's second and third years. The directors shall be elected for three-year terms so that each year three new directors must be elected. Vacancies occurring in the Board of Directors caused by death, resignation, or otherwise, shall be filled by a majority vote of the remaining members of the Board of Directors until the next annual meeting of the corporation members. A majority of the whole Board of Directors shall be necessary to constitute a quorum thereof, except for the filling of vacancies which shall require a majority of the existing directors for a quorum.

e) The Board of Directors by a majority vote shall have the authority to exercise all corporate powers granted by and consistent with the laws of the State of Florida which are necessary, convenient, or expedient to accomplish the purposes for which the corporation is formed.

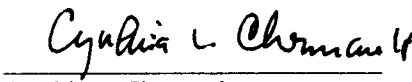
f) In the event the directors and members of this corporation decide they are going to dissolve, then in such event, all of the assets of the corporation, over and above those needed to pay off any debts and liabilities of the corporation, shall be distributed exclusively to such organization or organizations which shall at the time qualify as exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), provided the distributees have purposes similar to those for which this corporation is founded, as the Board of Directors shall determine. After the property has been substantially disposed of in such manner, the corporation shall then take such legal steps as may be necessary to dissolve, and after the dissolution has been accomplished, any money or property remaining shall escheat to the State of Florida.

The undersigned, being one or more persons, do hereby adopt these Articles of Incorporation, representing beforehand to the Secretary of State of Florida and all persons whom it may concern that a membership list or lists of the above named corporation for which a Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with law and that at least three (3) persons have signed such membership list.

IN WITNESS WHEREOF, we, the undersigned, do hereby execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 9th day of March, 2000.



Scott Pearce
President, EMCG



Cynthia L. Chennault
Registered Agent, EMCG, Incorporator
I hereby accept designation as registered agent.

Witness: 

Member, EMCG

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA