



State of Missouri

Judith K. Moriarty, Secretary of State

P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

AND CERTIFICATE OF
INCORPORATION ISSUED

Articles of Incorporation of a General Not For Profit Corporation

FEB 14 1994

Filing Fee \$10.00

Judith K. Moriarty
SECRETARY OF STATE

We the undersigned,

(Not less than three)

Type or Print Name	Number	Street	City	State	Zip
Dwyatt Gantt	7536 Forsyth #140,		St. Louis, MO		63105-3402
David Wood	3542 Brookstone South Dr.		St. Louis, MO		63129
Gail Wood	3542 Brookstone South Dr.		St. Louis, MO		63129

being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

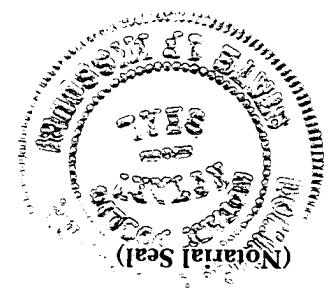
- The name of the corporation is Children's Hope International / China's Children
- The period of duration of the corporation is Perpetual
(Please state "perpetual" or a definite number of years)
- The address of its initial Registered Office in the State of Missouri is 4146 Parc Chalet.
St. Louis, MO 63074-1957
(City) (Zip)
and the name of its initial Registered Agent at said address is Dwyatt Gantt
- The first Board of Directors shall be 3
(At least three required) in number, their names and addresses being as follows:

Type or Print Name	Number	Street	City	State	Zip
Dwyatt Gantt	7536 Forsyth #140,		St. Louis, MO		63105-3402
David Wood	3542 Brookstone South Dr.		St. Louis, MO		63129
Gail Wood	3542 Brookstone South Dr.		St. Louis, MO		63129

- The purpose or purposes for which the corporation is organized are:

See Attached

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My commission expires _____ MY COMMISSION EXPIRES JULY 15, 1994

ST. LOUIS COUNTY
NOTARY PUBLIC - STATE OF MISSOURI
DOMINIQUE D. SAYRE
Notary Public

Dominique D. Sayre

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

therein contained are true, to their best knowledge and belief.

free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their

Dwyatt Gantt, David Wood and Gail Wood

do hereby certify that on the _____ day of *February*, 19 *94*,

I, *Dominique D. Sayre*, a Notary Public,

State of Missouri County of St. Louis } ss. *Dominique D. Sayre*
Scott K. Spruill
SECRETARY OF STATE

FEB 14 1994

VERIFICATION
LETTER AND CERTIFICATE OF
INCORPORATION ISSUED

Incorporators }

David T. Wood
Scott K. Spruill
Gail Wood
(Incorporators must sign below)

(NOTE: Any special provision authorized or permitted by Statute to be contained in the Articles of Incorporation may be inserted above.)

CERTIFICATE OF INCORPORATION OF

CHILDREN'S HOPE INTERNATIONAL / CHINA'S CHILDREN

STATE OF MISSOURI)
) SS.
COUNTY OF ST. LOUIS)

TO THE HONORABLE JUDITH K. MORIARTY
SECRETARY OF STATE OF THE STATE OF MISSOURI

As the undersigned incorporators:

<u>Name</u>	<u>Address</u>
Dwyatt Gantt	7536 Forsyth Boulevard #140 St. Louis, Missouri 63105-3402
David Wood	3542 Brookstone South Drive St. Louis, MO 63129
Gail Wood	3542 Brookstone South Drive St. Louis, MO 63129

being persons legally competent to enter into contracts for the purpose of forming a corporation under the General Corporation Act of the State of Missouri, do hereby adopt the following Certificate of Incorporation.

ARTICLE I

The name of the Corporation is:

CHILDREN'S HOPE INTERNATIONAL / CHINA'S CHILDREN

Certificate of Incorporation - 1

LETTER AND CERTIFICATE OF
INCORPORATION ISSUED

FEB 14 1994

Judith K. Moriarty
SECRETARY OF STATE

ARTICLE II

The address of its registered office in the State of Missouri is 4146 Parc Chalet # 3, St. Ann, Missouri 63074-1957; the name of its registered agent and original director is Dwyatt Gantt, 7536 Forsyth Boulevard, #140, St. Louis, Missouri 63105-3402.

AND CERTIFICATE OF
INCORPORATION ISSUED

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ARTICLE III

The duration of the Corporation shall be perpetual.

Elizabeth L. Orsharty
SECRETARY OF STATE

ARTICLE IV

The purposes for which the Corporation is formed are

(1) To give benefit to needy, orphaned and abandoned children.

(2) To facilitate in the adoption of both healthy and special needs children by parents who have satisfactorily fulfilled the legal and social requirements for doing so.

(3) Provide financial, material and medical means, where possible, to children and orphanages that are in need.

(4) Arrange for severely handicapped children to receive surgery, physical therapy and other medical attention which will improve the quality and productiveness of their lives.

(5) To establish, build, purchase, lease,

acquire, own, hold, maintain, improve, equip, manage, use, and occupy facilities, offices, buildings, structures, improvements and properties useful, necessary or convenient in connection with any of the purposes of the corporation or related or incidental thereto.

(6) To acquire, hold, use, and convey in this State or any other state, territory, district, or country in which the Corporation may carry on business, such real and personal estate, property rights, privileges, consents, contracts, and franchises as the purposes of the Company in the convenient transacting of its business may require; to invest the funds of the Company in stocks, bonds, or securities of any other corporation owning any such lands or other properties.

(7) To mortgage any part of its real or personal estate to secure the payment of any debts, obligations, and liabilities incurred by it in its business as its Board of Directors may direct under and pursuant to, and subject to the provisions of its Bylaws made in relation thereto. Said Company may borrow money, incur debts and liabilities, and issue its bond on obligations therefore of such amounts, as such rates, and on such terms as its Board of Directors may from time to time direct, and secure the payment of same as above provided.

(8) To engage in any lawful act or activity for which the Corporation may be organized under the general corporation law of the State of Missouri.

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Judith K. O'Sprietty
SECRETARY OF STATE

AND CERTIFICATE OF
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ARTICLE V

The original Director shall serve in perpetuity. The Bylaws of the Corporation shall provide for up to nine (9) directors.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Director(s) are expressly authorized:

(a) To adopt, amend or repeal the Bylaws of the Corporation.

(b) To authorize and cause to be executed or granted mortgages, security interests and liens upon the real and personal property of the Corporation.

(c) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

(d) By a majority of the whole Board of Directors, to designate one or more committees, each committee to consist of one (1) or more of the directors of the Corporation. The board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of

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Judith A. [Signature]
SECRETARY

the committee. Any such committee, to the extent provided in the resolution or in the Bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, the Bylaws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not (s)he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

ARTICLE VII

To the extent permitted by law, no contract or transaction between the Corporation and one or more of its director(s) or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its director(s) or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the director(s) or officers are present at or participate in the meeting of the board of

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Judith K. Donohue
SECRETARY OF STATE

committee thereof which authorizes the contract or transaction, or solely because the directors or officers or their votes are counted for such purpose.

ARTICLE VIII

The Board of Director(s) is expressly authorized to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement to the extent and in the manner permitted by the laws of the State of Missouri.

ARTICLE IX

In furtherance and not in limitation of the powers conferred by the laws of the State of Missouri, the Board of Director(s) is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

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AND CERTIFICATE OF
INCORPORATION ISSUED

FEB 14 1994

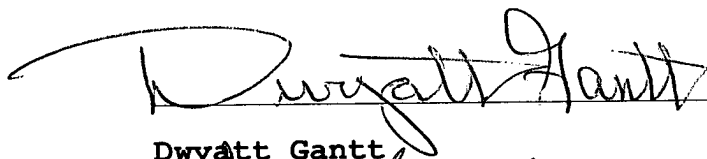
Edith K. O'Rourke
SECRETARY OF STATE

ARTICLE X

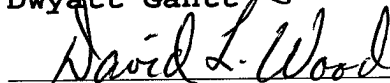
The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law.

ARTICLE XI

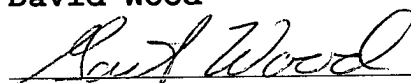
The undersigned, being the incorporator herein before named, for the purpose of forming a corporation pursuant to the Missouri General Corporation Act, makes this Certificate, hereby declaring and certifying that this is the act and deed of the undersigned and that the facts herein stated are true as of this 2nd day of February, 1994.



Dwyatt Gantt



David Wood

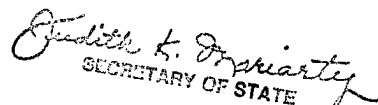


Gail Wood

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LETTER AND CERTIFICATE OF
INCORPORATION ISSUED

FEB 14 1994


SECRETARY OF STATE

STATE OF MISSOURI



Judith K. Moriarty
SECRETARY OF STATE

CORPORATION DIVISION

CERTIFICATE OF INCORPORATION

GENERAL NOT FOR PROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
CHILDREN'S HOPE INTERNATIONAL/CHINA'S CHILDREN

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
REQUIREMENTS OF GENERAL NOT FOR PROFIT CORPORATION LAW;

NOW, THEREFORE, I, JUDITH K. MORIARTY, SECRETARY OF STATE OF THE
STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN ME BY
LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY CORPORATE,
DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO ALL RIGHTS
AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER THE
GENERAL NOT FOR PROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
14TH DAY OF FEBRUARY, 1994.



Judith K. Moriarty
Secretary of State

\$10.00