

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

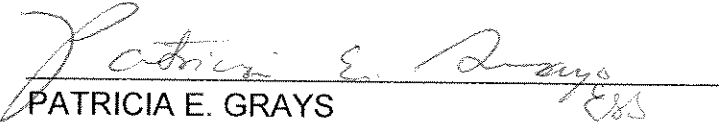
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

VIETNAM FOUNDATION

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **13th** day of **June, 2008**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration


PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

ARTICLES OF INCORPORATION
OF
VIETNAM FOUNDATION

TO: The Department of Consumer and Regulatory Affairs
Washington, D.C.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators for the purpose of creating a nonprofit corporation under the District of Columbia Nonprofit Corporation Act, D.C. Code, Title 29, Chapter 3, adopt the following Articles of Incorporation for such corporation:

- FIRST:** The name of the corporation (the "Corporation") is Vietnam Foundation.
- SECOND:** The period of duration of the Corporation shall be perpetual.
- THIRD:** The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as hereafter may be amended (the "Code"). In furtherance of such purposes, the Corporation will conduct educational activities with the goal of improving the lives of the Vietnamese people. Such activities may include educating the public about the history, culture, heritage, and society of Vietnam; promoting bilateral exchanges between the American and Vietnamese people in fields such as education, science, technology, medicine, and humanities; supporting cultural and educational activities and programs in the United States and Vietnam directed at promoting a common understanding of the two countries; supporting organizations that share the goals and objectives of improving the relationship between the United States and Vietnam; and engaging in other charitable and educational activities that benefit the Vietnamese people.

The Corporation may engage in any and all other charitable activities permitted to an organization exempt from federal income tax under Section 501(c)(3) of the Code or corresponding future provisions of the federal tax law. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the District of Columbia, including, but not limited to, the power to accept donations of

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money or property, whether real or personal, or any interest therein, wherever situated.

FOURTH: The Corporation shall have no members.

FIFTH: A statement as to the manner in which directors shall be elected or appointed shall be set forth in the bylaws of the Corporation. Sole voting power in the Corporation shall be vested in the Board of Directors.

SIXTH: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of its assets on dissolution or the termination of the Corporation are as follows:

No part of the income or principal of the Corporation shall inure to the benefit of any director or officer of this Corporation or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it, and to make reasonable payments and distributions in furtherance of the aforementioned purposes of the Corporation.

The Corporation shall not engage in any activity which is prohibited to a corporation exempt from federal income tax under Section 501(c)(3) of the Code or any corresponding future provision of the federal tax law. In accordance with the existing federal tax law, the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office by publishing or distributing statements, or in any other way. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

Although the period of duration of the Corporation is perpetual, if for any reason the Corporation is to be dissolved or otherwise terminated, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the directors of the Corporation. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the district or county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: The address, including street and number of the Corporation's initial registered office is 1015 15th Street, NW, Suite 1000, Washington, DC 20005 and the name of its initial registered agent at such address is CT Corporation System.

EIGHTH: The number of directors constituting the initial Board of Directors is three, and the names and addresses of the persons who are to serve as initial directors until the first annual meeting or until their successors are elected and qualified are:

Kien Pham
VietnamNet Media Group
4 Lang Ha
Hanoi, Vietnam

H. Ray Gamble
National Academy of Sciences
500 Fifth Street, NW
Washington, DC 20001

Robert Schiffer
U.S. Vietnam Trade Council
731 Eighth Street SE
Washington, DC 20003

NINTH: The name and address of each incorporator is:

Gary S. Smuckler
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004

Celia Roady
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004

Kimberly Eney
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004

IN WITNESS WHEREOF, the undersigned subscribe these Articles of Incorporation this

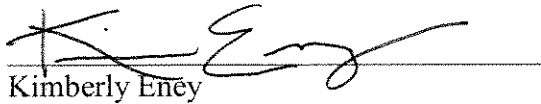
13th day of June, 2008.



Gary S. Smuckler



Celia Roady



Kimberly Eney

DISTRICT OF COLUMBIA ss:

I, Shonda Rolan, a Notary Public, hereby certify that on the 13th day of June, 2008, Gary S. Smuckler, Celia Roady, and Kimberly Eney appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.



Notary Public

My Commission Expires: 2/17/2010



Registered Agent Combined Form
for Written Consent, Change Of Name / Address, Resignation, or Blanket Change

If you sign anywhere on the Registered Agent Combined Form, you agree that you understand that anyone who makes a false statement anywhere on it can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405; and the corporation's certificate of authority can be denied or revoked.

RA-1. Registered Agent Written Consent

Use this form to appoint a Registered Agent for an entity. Choose Option A or B, but not both. There is no filing fee for this form. Under DC Official Code (DCOC) Titles 29 and 41, a Registered Agent (RA) must be:

- A bona fide resident of the District of Columbia (District), or
- A for-profit corporation, authorized by articles of incorporation or certificate of authority to act as agent.

Limited Liability Corporations (LLCs) and Limited Liability Partnerships (LLPs) may not act as RAs. Entities may not act as their own RAs.

A. By a District Of Columbia resident: I, a bona fide District resident, consent to act as a RA for the entity below.

Name of Resident	Address of Resident

Entity Name	Signature

B. By a legally authorized corporation: The authorized corporate Registered Agent in the District, by the signatures of its President/Vice-President and Secretary/Assistant Secretary, agrees to act as RA for the entity below.

Name of Corporation	Address
C T CORPORATION SYSTEM	1015 - 15th Street, N.W., Suite 1000, Washington, DC 20005

Entity Name	
Vietnam Foundation	

President or Vice-President Judith B. Argao Asst. Secretary & V. President	Signature 
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Secretary of Assistant Secretary	Signature

RA-2. Statement of Registered Agent's Resignation

Use this form to resign as a Registered Agent for an entity. There is no filing fee for this form. Under DCOC Titles 29 and 41, the entity must mail or deliver directly to the company a copy of this form and file 2 copies with the Corporations Division, 10 days after that. The RA's appointment will end 30 days after the Corporations Division's receipt of the notice or when the entity appoints a successor agent, whichever occurs first. The Corporations Division will return the file-stamped copy of this notice to the resigning RA and send a copy to the entity.

I certify that I gave written notice of resignation to the above entity by delivering a notice to the entity at its last known registered office address in the District and, if different than its registered office, its last known principal office address.

Name of the Entity to which the resignation notice is to be sent

Name of Resigning Agent	Date of notice	Date of resignation

Registered Office	Principal Office

The undersigned hereby resigns as registered agent for the above-named entity.

Resigning Registered Agent	Signature

Mail all forms and required payments to: Department of Consumer and Regulatory Affairs Corporations Division PO Box 92300 Washington, DC 20090 Phone: (202) 442-4432	For overnight delivery send to: Corporate Bank of America Attention: DC Government Wholesale Lockbox #92300 Mail Code MD4-301-18-04 225 North Calvert Street - 18 th floor Baltimore, Maryland 21202
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