



State of Rhode Island and Providence Plantations  
**Department of State - Business Services Division**



**Certificate of Authority**  
 FOREIGN Non-Profit Corporation

→ Filing Fee: \$50.00

Pursuant to the provisions of RIGL 7-6-74, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is:		
Panda Cares Foundation, Inc.		
If this name is unavailable in Rhode Island, the corporation's elected name is:		
2. It is incorporated under the laws of: Nevada		
3. The date of its incorporation is:	03/31/2016	
And the period of its duration is: CHECK ONLY ONE BOX		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
4. The address of its principal place of business is: 1370 Jet Stream Drive, Suite 140, Henderson, NV 89052		
5. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name	C T Corporation System	
Street Address (NOT a P.O. Box) 450 Veterans Memorial Parkway, Suite 7A		
City/Town	State	Zip Code
East Providence	<b>RHODE ISLAND</b>	02914
6. List the specific purposes for transacting business in Rhode Island: Charitable Fundraising and Grantmaking		
Check the box to indicate an attachment. <input type="checkbox"/>		

STAMP

RECEIVED STATE SECRETARY OF PROVISIONS MAR 12 PM 12:14

**MAIL TO:**  
 Division of Business Services  
 148 W. River Street, Providence, Rhode Island 02904-2615  
 Phone: (401) 222-3040  
 Website: www.sos.ri.gov

**FILED**  
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7. The names and respective addresses of its directors and officers are:		
OFFICE	NAME	ADDRESS
Director	Peggy Tsiang Cherng	3750 Las Vegas Blvd S, Suite 4106, Las Vegas, NV 89158
Director	Andrew Jin-Chan Cherng	3750 Las Vegas Blvd S, Suite 4106, Las Vegas, NV 89158
Director	Winnie Chan	1683 Walnut Grove Avenue, Rosemead, CA 91770
President	Peggy Tsiang Cherng	3750 Las Vegas Blvd S, Suite 4106, Las Vegas, NV 89158
Vice President	N/A	
Treasurer	Peggy Tsiang Cherng	3750 Las Vegas Blvd S, Suite 4106, Las Vegas, NV 89158
Secretary	Winnie Chan	1683 Walnut Grove Avenue, Rosemead, CA 91770
Check the box to indicate an attachment. <input type="checkbox"/>		
8. This application must be accompanied by Certified Copies of its Articles of Incorporation and ALL Amendments issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.		
<i>Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including and accompanying attachments, and that all statements contained herein are true and correct.</i>		
Type or Print Name of <input checked="" type="checkbox"/> President OR <input type="checkbox"/> Vice President Peggy Tsiang Cherng		Date 12/23/17
Signature of President OR Vice President  SIGN DOCUMENT HERE		
Type of Print Name of <input checked="" type="checkbox"/> Secretary OR <input type="checkbox"/> Assistant Secretary Winnie Chan		Date 1/9/18
Signature of Secretary OR Assistant Secretary  SIGN DOCUMENT HERE		

**TWO SIGNATURES ARE REQUIRED**

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).

FORM 250 - Revised: 08/2015

STATE OF NEVADA

**BARBARA K. CEGAVSKE**  
*Secretary of State*

**KIMBERLEY PERONDI**  
*Deputy Secretary  
for Commercial Recordings*



**Commercial Recordings Division**  
202 N. Carson Street  
Carson City, NV 89701-4201  
Telephone (775) 684-5708  
Fax (775) 684-7138

OFFICE OF THE  
SECRETARY OF STATE

**Certified Copy**

February 15, 2018

**Job Number:** C20180215-1031  
**Reference Number:** 00010892888-34  
**Expedite:**  
**Through Date:**

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

<b>Document Number(s)</b>	<b>Description</b>	<b>Number of Pages</b>
20160154415-19	Articles of Incorporation	3 Pages/1 Copies



Respectfully,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

Barbara K. Cegavske  
Secretary of State

Certified By: Paul Reyes  
Certificate Number: C20180215-1031  
You may verify this certificate  
online at <http://www.nvsos.gov/>

**Commercial Recording Division**  
202 N. Carson Street  
Carson City, Nevada 89701-4201  
Telephone (775) 684-5708  
Fax (775) 684-7138



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov



\*040604\*

**Nonprofit  
 Articles of Incorporation**  
 (PURSUANT TO NRS CHAPTER 82)

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number <b>20160154415-19</b>
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time <b>03/31/2016 6:07 AM</b>
	Entity Number <b>E0153452016-9</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

<b>1. Name of Corporation:</b>	Panda Cares Foundation, Inc.			
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: The Corporation Trust Company of Nevada <small>Name</small> <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <i>OR</i> <input type="checkbox"/> Office or Position with Entity (name and address below)  <small>Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity</small>  <small>Street Address</small> <small>City</small> <small>State</small> <small>Zip Code</small>  <small>Mailing Address (if different from street address)</small> <small>City</small> <small>State</small> <small>Zip Code</small>			
<b>3. Names and Addresses of the Board of Directors/Trustees:</b> (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than four directors/trustees)	1) Andrew Jin-Chan Cherng <small>Name</small> 3750 Las Vegas Blvd. South Unit 4106 <small>Las Vegas NV 89158</small> <small>Street Address</small> <small>City</small> <small>State</small> <small>Zip Code</small> 2) Peggy Tsiang Cherng <small>Name</small> 3750 Las Vegas Blvd. South Unit 4106 <small>Las Vegas NV 89158</small> <small>Street Address</small> <small>City</small> <small>State</small> <small>Zip Code</small> 3) Winnie Chan <small>Name</small> 1683 Walnut Grove Avenue <small>Rosemead CA 91770</small> <small>Street Address</small> <small>City</small> <small>State</small> <small>Zip Code</small> 4) <small>Name</small>  <small>Street Address</small> <small>City</small> <small>State</small> <small>Zip Code</small>			
<b>4. Purpose:</b> (required; continue on additional page if necessary)	<i>The purpose of the corporation shall be:</i> Panda Cares Foundation, Inc. (the "Corporation") is organized			
<b>5. Name, Address and Signature of Incorporator:</b> (attach additional page if more than one incorporator)	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State. Winnie Chan <i>X Winnie Chan</i> <small>Name</small> <small>Incorporator Signature</small> 1683 Walnut Grove Avenue <small>Rosemead CA 91770</small> <small>Address</small> <small>City</small> <small>State</small> <small>Zip Code</small>			
<b>6. Certificate of Acceptance of Appointment of Registered Agent:</b>	<i>I hereby accept appointment as Registered Agent for the above named Entity.</i> <i>X Tristan Emrich</i> <small>Tristan Emrich</small> <small>Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity</small> <small>Assistant Secretary</small> <small>03/28/16</small> <small>Date</small>			

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 82 Articles  
 Revised: 1-30-15

**ATTACHMENT TO  
NEVADA NONPROFIT ARTICLES OF INCORPORATION  
(PURSUANT TO NRS CHAPTER 82)  
OF  
PANDA CARES FOUNDATION, INC. CONT'D**

**Article 4: Purposes for which the corporation is organized**

and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding the foregoing or any other provision of these Articles or the Bylaws of the Corporation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 purpose set forth above.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made under Code Section 501(h)), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) The Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax and described in Code Section 501(c)(3) or (2) by a corporation contributions to which are deductible under Code Section 170(c)(2).

Upon dissolution or liquidation of the Corporation, the Board of Directors of the Corporation shall dispose of all remaining assets of the Corporation after paying or making provision for the payment of all of the liabilities of the Corporation (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Corporation by transferring such assets to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes and qualified as a tax-exempt organization or organizations described in Code Section 501(c)(3), as the Board of Directors of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation in such manner, or to such tax-exempt organization or organizations described in Code Section 501(c)(3), as said court shall determine.

Notwithstanding the foregoing, at any time the Corporation is characterized by the Internal Revenue Service as a "private foundation": (a) the Corporation shall not engage in any

**ATTACHMENT TO  
NEVADA NONPROFIT ARTICLES OF INCORPORATION  
(PURSUANT TO NRS CHAPTER 82)  
OF  
*PANDA CARES FOUNDATION, INC. CONT'D***

act of self-dealing as defined in Code Section 4941(d), or corresponding provision of any subsequent federal tax law; (b) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provision of any subsequent federal tax law; (c) the Corporation shall not retain any excess business holdings as defined in Code Section 4943(c), or corresponding provision of any subsequent federal tax law; (d) the Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944, or corresponding provision of any subsequent federal tax law; and (e) the Corporation shall not make any taxable expenditures as defined in Code Section 4945(d), or corresponding provision of any subsequent federal tax law.



State of Rhode Island and Providence Plantations  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly executed in  
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as  
amended, has been filed in this office on this day:

March 12, 2018 12:14 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea  
*Secretary of State*

