

**ARTICLES OF INCORPORATION OF
LONG YANG CLUB OF COLORADO, INC.**

I, Mark Gerardy, being of lawful age, do hereby execute, verify and adopt the following NON-PROFIT ARTICLES OF INCORPORATION:

I.

The name of this corporation shall be known as Long Yang Club of Colorado, Inc.

II.

This corporation shall have perpetual existence.

III.

The non-profit corporation is incorporated for the following reason: To facilitate east-west socialization involving interpersonal relations between Asians, Pacific Islanders, and Americans, Westerners or occidentals or other people of all races, to raise money for such efforts through dues and other fundraising activity, and to give excess funds to charitable organizations approved by the members, officers and members of the Board of Directors.

IV.

This corporation will operate as a non-profit entity pursuant to C.R.S. §7-122 through C.R.S. § 7-137.

V.

The registered agent for this non-profit corporation is Roger Moore, Attorney.

VI.

The address for the registered agent for this non-profit corporation is 1751 Franklin Street, Denver, CO 80218.

VII.

The address of this non-profit corporation's principal initial office is 1751 Franklin Street, Denver, CO 80218.

VIII.

The name and address of each incorporator is as follows:

Mark Gerardy, 289 Lionel Lane, Elizabeth, CO 80107

Danny Le, 7877 E. Mississippi, #1205, Denver, CO 80247

Tom Rhodus, 777 Washington Street, #1207, Denver, CO 80203

IX.

This non-profit corporation will have voting members who are defined and designated as all members who have paid annual dues and are not in arrears at the

time of any such vote, and who attend any meeting in which such a vote is to be held.
The non-profit corporation will not permit proxy voting.

X.

The assets of the non-profit corporation will be distributed in the following manner upon dissolution: The assets shall be given over to registered recognized legitimate charities whose goals are consistent with the statement contained in "III" above.

XI.

The names and address of the individuals who are elected to serve as the initial directors are as follows:

Mark Gerardy, 289 Lionel Lane, Elizabeth, CO 80107

Danny Le, 7877 E. Mississippi, #1205, Denver, CO 80247

Tom Rhodus. 777 Washington Street, #1207, Denver, CO 80203

XII.

The non-profit corporation will be managed and regulated in the following manner: Long Yang Club of Colorado, Inc. will or has already elected officers who consist of a President, a Vice President, a Secretary and a Treasurer, the latter two of whom may be served as a dual officer. These officers will automatically become members of the Board of Directors upon their respective elections, or if now officers of the club, will be members of the Board of Directors. The treasurer will maintain the

books and accounts attributed to the non-profit and will provided bi-annual financial reports to the members and officers of the non-profit corporate entity.

XIII.

The non-profit corporation's powers, board of directors, members, and class of members will be limited, defined, and regulated in the following way: Only dues paying members and friends of Long Yang who adhere to the purpose of the non-profit set forth above and any restriction mentioned above.

XIV.

Cumulative voting will not be permitted

XV.

Each member or class of members shall have the following characteristics, qualifications, rights, limitations, and obligations: All members shall have the duty to pay annual dues whether for them individually or as couples as set forth in the organization in its by-laws or amended by-laws. All dues paying members will be at least 18 years of age at the time of their initial membership. All dues paying members will be entitled to vote at any meeting called in advance for such purpose, inter alia.

XVI.

The directors of this corporation by a two-thirds vote of those present at a meeting scheduled for that purpose may adopt, amend, alter or repeal BY-LAWS for the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Denver, Colorado, this March 20, 2010

STATE OF COLORADO)
CITY AND)ss.
COUNTY OF DENVER)

Mark Gerardy, Danny Le and Tom Rhodus, each being of lawful age and first duly sworn upon oath, depose and say: That they are the incorporators and officers as President and a members of the new Board of Directors named in the within and foregoing Articles of Incorporation, that they have read and understand the contents thereof and that the statements therein contained are true.

SUBSCRIBED AND SWORN before me this 20th day of March, 2010, by
~~Mr. Tom~~ Rhodus, Mark Gerardy, and Danny Le.

WITNESS MY HAND AND OFFICIAL SEAL.

My Commission Expires: 05/07/2012

Tom Rhodus *Tom Rhodus*

Mark Gerardy *Mark Gerardy*

Danny Le *Danny Le*

Notary Public

Address: 1717 Grant St
Denver, CO 80203

