

United States of America



DEPARTMENT OF STATE

To all to whom these presents shall come, Greetings:

I Certify That the document hereunto annexed is under the Seal of the Secretary of State of the State(s) of Delaware, and that such Seal(s) is/are entitled to full faith and credit.*

**For the contents of the annexed document, the Department assumes no responsibility
This certificate is not valid if it is removed or altered in any way whatsoever*

In testimony whereof, I, Michael R. Pompeo, Secretary of State, have hereunto caused the seal of the Department of State to be affixed and my name subscribed by the Assistant Authentication Officer, of the said Department, at the city of Washington, in the District of Columbia, this twenty-first day of August, 2018.

Michael R. Pompeo
Secretary of State

By 3 M Daley
Assistant Authentication Officer,
Department of State

*Issued pursuant to CHXIV, State of
Sept. 15, 1789, 1 Stat. 68-69; 22
USC 2657; 22USC 2651a; 5 USC
301; 28 USC 1733 et. seq.; 8 USC
1443(f); RULE 44 Federal Rules of
Civil Procedure.*





Đại sứ quán nước CHXHCN Việt Nam tại Hoa Kỳ
Embassy of the S.R of Vietnam in the United States of America

CHỨNG NHẬN / HỢP PHÁP HÓA LÃNH SỰ
CONSULAR AUTHENTICATION

1. Quốc gia.....Việt Nam.....
Country

Giấy tờ, tài liệu này
This public document

2. do Ông (Bà)Michael R. Pompeo..... ký
has been signed by

3. với chức danhBộ trưởng ngoại giao.....
acting in the capacity of

4. và con dấu củaBộ Ngoại giao.....
bears the seal/stamp of

.....Hợp chủng quốc Hoa Kỳ.....

được chứng nhận / hợp pháp hóa lãnh sự
Certified

5. tạiWashington D.C..... 6. ngày.....24.8./2018
at the

7. Cơ quan cấpĐại sứ quán Việt Nam tại Hoa Kỳ.....
by

8. Số2928 / HPH/2018
Nº

Ký tên và đóng dấu
Signature and seal/stamp

Tham tán

Quân Thị Kiều Anh



Hợp chúng quốc Hoa Kỳ

BỘ NGOẠI GIAO

Hân hạnh kính gửi những người có liên quan:

Tôi xin chứng nhận rằng văn bản đính kèm theo đây được ký và đóng con dấu của Bộ trưởng Ngoại giao Bang Delaware, Hoa Kỳ và rằng con Dấu này được tin tưởng hoàn toàn.*

**Bộ Ngoại giao không chịu trách nhiệm về các nội dung trong văn bản đính kèm.*
Giấy chứng nhận này không có giá trị nếu bị tháo rời hay sửa đổi theo bất kỳ cách nào.

Để chứng thực, tôi, Michael R. Pompeo, Bộ trưởng Ngoại giao, đã cho phép đóng dấu của Bộ Ngoại giao và tên của mình được ký bởi Quan chức Hợp pháp hoá của Bộ trên, tại Thành phố Washington, District of Columbia ngày 21/08/2018.

(đã ký và đóng dấu)

Michael R. Pompeo
Bộ trưởng Bộ Ngoại giao
Cán bộ Lãnh sự,
Bộ Ngoại giao

Chứng thực ông Hồ Anh Vũ, Bí thư thứ hai, Đại sứ quán CHXHCN Việt Nam tại Hợp chúng quốc Hoa Kỳ, đã ký trước mặt tôi.

Ngày 24 tháng 08 năm 2018

TL. Đại sứ
Tham tán



Quần Thị Kiều Anh

Tôi, Hồ Anh Vũ, Bí thư thứ hai, Đại sứ quán CHXHCN Việt Nam tại Hợp chúng quốc Hoa Kỳ, cam đoan đã dịch chính xác văn bản này từ tiếng Anh sang tiếng Việt.

Ngày 24 tháng 08 năm 2018

Người dịch

Hồ Anh Vũ

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "VINA-AMERICAN VOLUNTEER ORGANIZATIONS FOR INDOCHINA AFFAIRS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MARCH, A.D. 1989, AT 9 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2189723 8100
SR# 20186191588

You may verify this certificate online at corp.delaware.gov in.html

Authentication: 203254397
Date: 08-15-18

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. *Country: United States of America*

This public document:

2. *has been signed by Jeffrey W. Bullock*

3. *acting in the capacity of Secretary Of State Of Delaware*

4. *bears the seal/stamp of Office Of Secretary Of State*

Certified

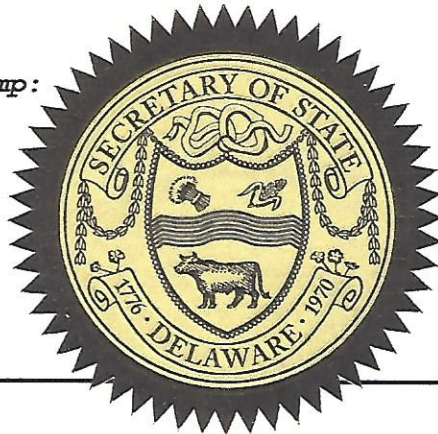
5. *at Dover, Delaware*

6. *fifth day of July, A.D. 2017*

7. *by Secretary of State, Delaware Department of State*

8. *No. 202829335*

9. *Seal/Stamp:*



10. *Signature:*


Jeffrey W. Bullock, Secretary of State

Bang Delaware

Bang đầu tiên của Hợp Chúng quốc Hoa Kỳ

TÔI, JEFFREY W. BULLOCK, BỘ TRƯỞNG NGOẠI GIAO BANG DELAWARE, XIN CHỨNG NHẬN RẰNG TÀI LIỆU KÈM THEO LÀ BẢN SAO CHÍNH XÁC ĐƯỢC LƯU TRỮ HỒ SƠ THÀNH LẬP CỦA CÔNG TY "VINA-AMERICAN VOLUNTEER ORGANIZATIONS FOR INDOCHINA AFFAIRS, INC" NHƯ ĐƯỢC LƯU TRỮ TẠI VĂN PHÒNG NÀY NGÀY 18/03/1989, VÀO LÚC 09:00 SÁNG.

(đã ký và đóng dấu)

JEFFREY W. BULLOCK,

Bộ trưởng Ngoại giao.

Chứng thực số: 203254397

Ngày 15/08/2018.

Chứng thực ông Hồ Anh Vũ, Bí thư thứ hai, Đại sứ quán CHXHCN Việt Nam tại Hợp chúng quốc Hoa Kỳ, đã ký trước mặt tôi.

Ngày 24 tháng 08 năm 2018

TL. Đại sứ
Thẩm phán

Quản Thị Kiều Anh

Tôi, Hồ Anh Vũ, Bí thư thứ hai, Đại sứ quán CHXHCN Việt Nam tại Hợp chúng quốc Hoa Kỳ, cam đoan đã dịch chính xác văn bản này từ tiếng Anh sang tiếng Việt.

Ngày 24 tháng 08 năm 2018

Người dịch



Hồ Anh Vũ

Non-stock

Non-profit

CERTIFICATE OF INCORPORATION

of

FILED

VINA-AMERICAN VOLUNTEER ORGANIZATIONS FOR INDOCHINA AFFAIRS, INC.

MAR 8 1989

FIRST: The name of this corporation is

[Signature]
SECRETARY OF STATE

VINA-AMERICAN VOLUNTEER ORGANIZATIONS FOR INDOCHINA AFFAIRS, INC.

SECOND: Its registered office in the State of Delaware is to be located at 725 Market Street in the City of Wilmington, County of New Castle. The registered agent in charge thereof is The Company Corporation at the same address.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, vis:

This is a non-stock, non-profit corporation. The purpose of the corporation is to engage in any lawful act or activity for which non-profit corporations may be organized under the General Corporation Law of Delaware.

Said corporation is organized exclusively for charitable, religious, education, 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 (or the corresponding provision of any future United States Internal Revenue Law), to wit: The corporation will have as its goal helping Indochina refugees and its countries socially and physically in order to bring back Freedom Peace-Prosperous and Happiness. In futherance of that goal, the corporation will help form from overseas Indochineses citizans group around the world to work with various nations, organizations, groups actively engaged in promoting causes.

FOURTH: The corporation shall not have any capital stock and the conditions of membership shall be stated in the Bylaws.

FIFTH: The name and mailing address of the incorporator is:

Carol Saienni 725 Market Street Wilmington DE 19801

SIXTH: The powers of the incorporator are to terminate upon filing of the Certificate of Incorporation, and the name(s) and mailing address(es) of the persons who are to serve as director(s) until their successors are elected are as follows:

Robert Q. Lam 1514 Eddington Place San Jose CA 95129

SEVENTH: The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than one. The directors need not be members of the corporation unless so required by the Bylaws or by Statute. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a

majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the corporation may, if the Bylaws so provide, be classified as to term of office. The corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

EIGHTH: Meetings of members may be held without the State of Delaware, if the Bylaws so provide. The books of the corporation may be kept (subject to any provisions contained in the Statutes) outside the State of Delaware at such place or places as may be from time to time designated by the Board of Directors.

NINTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any 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 (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 (or the corresponding provision of any future United States Internal Revenue Law).

TENTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the 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 designated purposes.

ELEVENTH: 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 the Statute, and all rights conferred upon members herein are granted subject to their reservation.

TWELFTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a non-profit corporation pursuant to Chapter 1 of Title 8 of the Delaware Code, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this

8th day of March A.D. 19 89

Carol Savin
(Signature of Incorporator)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VINA-AMERICAN VOLUNTEER ORGANIZATIONS FOR INDOCHINA AFFAIRS, INC.", CHANGING ITS NAME FROM "VINA-AMERICAN VOLUNTEER ORGANIZATIONS FOR INDOCHINA AFFAIRS, INC." TO "U.S.-VIETNAM PEOPLE TO PEOPLE ENTRE AID MISSION, FOUNDATION", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in blue ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2189723 8100

991105206

AUTHENTICATION:

9638860

DATE:

03-19-99