

Initial File #: N00004742977

**GOVERNMENT OF THE DISTRICT OF COLUMBIA**  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
CORPORATIONS DIVISION



**CERTIFICATE**

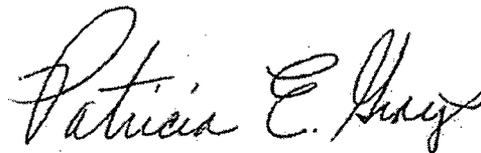
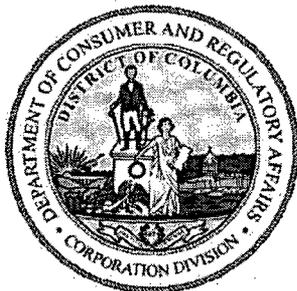
**THIS IS TO CERTIFY** that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

TAIWAN DEMOCRATIC PROGRESSIVE PARTY MISSION IN THE U.S.

**Effective Date:** 4/29/2013

**IN WITNESS WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed as of 4/29/2013 1:17 PM

Business and Professional Licensing Administration



PATRICIA E. GRAYS  
Superintendent of Corporations  
Corporations Division

Vincent C. Gray  
Mayor

Tracking #: kLF16HNz

ARTICLES OF INCORPORATION

OF

TAIWAN DEMOCRATIC PROGRESSIVE PARTY MISSION IN THE U.S.

Department of Consumer and Regulatory Affairs  
Washington, D.C.

We, the undersigned natural person of the age of eighteen years or more, acting as the incorporator, adopt the following Articles of Incorporation pursuant to the District of Columbia Nonprofit Corporation Act of 2010:

FIRST: The name of the Corporation is Taiwan Democratic Progressive Party Mission in the U.S.

SECOND: The period of duration is perpetual.

THIRD: The Corporation shall have no members.

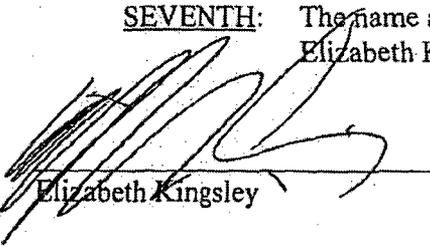
FOURTH: The Corporation is organized and will be operated for any lawful purpose.

FIFTH: The registered agent is Harmon, Curran, Spielberg & Eisenberg, LLP, a commercial registered agent.

SIXTH: The internal affairs of the Corporation shall be regulated by its Board of Directors as described in the Corporation's bylaws. The members of the Board of Directors shall be those individuals elected, from time to time, in accordance with the bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names of the persons who are to serve as the initial directors until the first annual meeting of the Board of Directors, and until their successors are elected and qualified, are:

1. Joseph Jaushieh Wu
2. Liu Shih-chung
3. Michael J. Fonte

SEVENTH: The name and address, including street and number, of the incorporator is Elizabeth Kingsley, 1726 M Street NW, Suite 600, Washington, D.C. 20036.

  
Elizabeth Kingsley

Date: 4/29/13

DCRA Corp. Div.

APR 29 2013

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BYLAWS  
OF  
TAIWAN DEMOCRATIC PROGRESSIVE PARTY MISSION IN THE U.S.

As Adopted as of

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ARTICLE I  
NAME AND PURPOSES

- Section 1.01 Name: The name of the organization is Taiwan Democratic Progressive Party Mission in the U.S.
- Section 1.02 Purposes: The Corporation is organized for the purposes of enhancing communications between Taiwan's Democratic Progressive Party and Washington, D.C.

ARTICLE II  
DEFINITIONS

- Section 2.01 Action by Electronic Mail: Any requirement in these Bylaws of a writing or that something be in written form may be met by any form of information inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

ARTICLE III  
AUTHORITY AND DUTIES OF DIRECTORS

- Section 3.01 Authority of Directors: The Board of Directors ("the Board") is the policy-making body of the Corporation and may exercise all the powers and authority granted to the Corporation by law. The Board shall oversee the Corporation's policies and procedures.

Number of Directors: The Board shall consist of three (3) Directors. Within those limits, the number of Directors may be increased or decreased from time to time by Board resolution, and the limits may be changed by amendment to these Bylaws so long as the minimum number of Directors is never less than three; however, a change in the number of Directors shall not remove a Director from her position as a Director prior to the expiration of her term of office.

Section 3.02 Election and Term of Directors: Directors, other than any initial directors named in the articles of incorporation or elected by the incorporator, shall be elected by the Board at its annual meeting for a term of one (1) year.

Section 3.03 Resignation and Removal: One or more Directors may be removed, with or without cause, by such vote as would suffice for the Director's election.

Section 3.04 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the Board. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of the majority of the Directors remaining in office. A Director elected to fill a vacancy shall be elected for the remainder of the unexpired term of his or her predecessor and shall hold office until his or her successor is elected and qualified. A vacancy that will occur at a specific later date, by reason of resignation effective at a later date or otherwise, may be filled before the vacancy occurs but the new Director shall not take office until the vacancy occurs.

Section 3.05 Meetings: The Board shall hold at least two regular meetings annually, one of which shall be designated as the Annual Meeting. Notice of regular meetings shall be provided at least five (5) days in advance, except that Board may set a schedule for meetings at the beginning of each one-year (or shorter) period, and notice of that schedule shall be sufficient notice of all regularly scheduled meeting for that period.

Special meetings may be called by the President or by any two (2) Directors. The notice of a special meeting must precede the meeting by at least two (2) days. Notice of any board meeting shall be communicated in person or by delivery. Notice shall be effective at the earliest of (1) when received; (2) when left at the recipient's residence or usual place of business; (3) five days after deposit in the US mail or with a commercial delivery service; (4) on the date shown on a return receipt; or (5) if sent electronically to an address provided by the Director for the purpose, when it enters the information processing system designated for receipt of electronic communications.

Each Director must attend a minimum of one (1) Board meeting per year. If a Director fails to meet this minimum, the Board shall evaluate the Director's contribution to the work of the Corporation, his or her reasons for not attending the meetings, as well as any other relevant factors, and, if it appears to be in the best interest of the Corporation, may declare the position vacant.

Waivers of Notice: Whenever notice is required to be given to any Director under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver in writing signed by the Director entitled to such notice, whether before or after the

time stated therein, shall be the equivalent to the giving of such notice. The waiver must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records. A Director's presence at a meeting, in person or by teleconference, waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 3.06 Quorum and Voting: Unless a greater proportion is required by law, a quorum shall consist of a majority of the total number of Board members in office. Unless otherwise stated in these Bylaws or required by law, all actions shall be by majority vote of those present at a meeting at which a quorum is present.

Section 3.07 Emergency powers. In the event of an emergency, the board of directors may:

- a. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and
- b. Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

An emergency exists for purposes of this section if a quorum of the directors cannot readily be assembled because of some catastrophic event.

Section 3.08 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board or of any committee may be taken without a meeting if all of the members of the Board or committee consent in writing to the specific action and the written consents are included in the minutes or filed with the corporate records reflecting the actions taken. Action taken under this section is effective when the last Director signs (including by electronic means) the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 3.09 Participation in Meeting by Conference Telephone: Any or all members of the Board may participate in a meeting by communications technology, so long as members of the Board participating in the meeting can hear one another simultaneously, and such participation shall constitute presence in person at the meeting.

Section 3.10 Inspection: Every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of this corporation to the extent reasonably related to the performance of the director's duties as a director.

Section 3.11 Compensation of Directors: Directors shall not be compensated for serving on the Board, but the Corporation may reimburse Directors for documented reasonable

expenses incurred in the performance of their duties to the Corporation. In addition, Directors who also serve as employees of the Corporation may be compensated for their service as employees.

ARTICLE IV  
COMMITTEES

Section 4.01 Composition: The Board may designate committees and appoint committee members. Those committees which exercise the authority of the Board ("Board committees") shall consist only of Directors and include at least two (2) individuals. The creation and appointment of Directors to Board committees shall be approved by the affirmative vote of a majority of all Directors in office when the action is taken.

Those committees ("Advisory Committees") that do not have or exercise the authority of the Board shall consist of at least two (2) individuals, who need not all be Directors.

Section 4.02 Procedures and Authority: For both types of committees, the Board may make provisions for appointment of the committee chair, establish procedures to govern committee activities, and delegate authority as may be necessary or desirable for the efficient management of the property, affairs, and/or activities of the Corporation. Notwithstanding the foregoing, the sections in Article III of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board apply to committees and their members as well.

Section 4.03 Executive Committee: The Board may appoint an Executive Committee, which shall be a Board committee under Section 4.01. The Executive Committee shall have and may exercise the full authority of the Board of Directors between meetings of the Board when prompt action is necessary to avoid loss or harm to the organization and action by the full Board is impracticable, except that the Executive Committee shall not have the power to approve a dissolution or merger, or the sale or of all or substantially all of the Corporation's assets; appoint or remove directors; appoint and remove members of committees; authorize distributions; amend the Articles of Incorporation or these bylaws.

ARTICLE V  
MEMBERS

Section 5.01 Members: The Corporation shall have no Members with voting rights. However, the Corporation may from time to time designate as "members" those people who volunteer their services, participate in activities, or pay dues in an amount established by the Corporation.

ARTICLE VI  
AUTHORITY AND DUTIES OF OFFICERS, AGENTS, AND EMPLOYEES

- Section 6.01 Officers: The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may designate. Two (2) or more offices may be held by the same person, except the same person may not serve as both Treasurer and President.
- Section 6.02 Election of Officers; Terms of Office: The President, the Vice President, the Secretary, the Treasurer, and other officers, if any are designated, shall serve terms of one (1) year, and shall be elected by the Board at its Annual Meeting in each year. The terms of office shall expire at the next succeeding Annual Meeting and until an officer's successor has been elected and qualified. The appointment of an officer does not itself create any contract right. Officers shall be eligible for reelection.
- Section 6.03 Powers and Duties of Officers: Subject to the control of the Board of Directors, all officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board. An officer shall discharge his or her duties in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the officer reasonably believes to be in the best interests of the Corporation

President: The President shall preside at all meetings of the Board of Directors, shall perform all duties customary to that office, and shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

Vice President: In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and shall have all of the powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by resolution or as the President may from time to time provide, subject to the powers and supervision of the Board of Directors.

Secretary: The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and the Secretary shall have the authority to affix the same to any instruments requiring it; and when so affixed, it may be attested to by his or her signature. The Board of Directors may give general authority to any officer to affix the seal

of the Corporation, if any, and to attest the affixing by his or her signature.

Treasurer: The Treasurer shall be responsible for all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit or cause to be deposited all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation and shall perform or delegate and supervise the performance of all other duties incident to the office of Treasurer, subject to the supervision of the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board may require, for which the Treasurer shall be reimbursed.

Section 6.04 Resignation: Resignations are effective upon receipt by the Secretary (or receipt by the President or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification.

Section 6.05 Removal: One or more officers may be removed by the Board at a meeting called for that purpose, with or without cause.

Section 6.06 Vacancies: Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a term may be filled by the Board for the remainder of the unexpired term.

#### ARTICLE VIII FINANCIAL ADMINISTRATION

Section 8.01 Fiscal Year: The fiscal year of the Corporation shall be January 1 to December 31 but may be changed by resolution of the Board.

#### ARTICLE XII AMENDMENT OF BYLAWS

Section 12.01 Amendments: These Bylaws may be amended by a majority vote at any meeting at which a quorum is present.