



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Articles of Organization

(General Laws, Chapter 180)

Federal Employer Identification Number: 001085180 (must be 9 digits)

ARTICLE I

The exact name of the corporation is:

THE PHYO NYI NYI KYAW MEMORIAL FOUNDATION, INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

THE CORPORATION IS ORGANIZED UNDER CHAPTER 180 OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL AND SCIENTIFIC PURPOSES, INCLUDING FOR SUCH PURPOSES WITHOUT LIMITATION, MAKING DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS AMENDED (THE "CODE"). THE CORPORATION MAY CARRY ON ANY ACTIVITIES IN CONNECTION WITH ANY OF THE FOREGOING PURPOSES, AND HAVE AND EXERCISE ALL OF THE PURPOSES AND POWERS CONFERRED UPON NONPROFIT CORPORATIONS UNDER SECTION 6 OF CHAPTER 180 OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS AS NOW IN FORCE OR HEREAFTER AMENDED, ALL TO THE EXTENT NOT INCONSISTENT WITH THE REQUIREMENTS CONTAINED IN SECTION 501(C)(3) OF THE CODE, AND NOT INCONSISTENT WITH ANY OTHER PROVISIONS OF THESE ARTICLES OF ORGANIZATION. SUBJECT TO THE FOREGOING, THE FOUNDATION SHALL SERVE TO PRESERVE AND PERPETUATE THE MEMORY OF PHYO NYI NYI KYAW WHO MOTIVATED AND INSPIRED THOSE WHO KNEW HIM WITH HIS FOCUS ON EXCELLENCY IN EDUCATION AND DRIVE IN SPORTSMANSHIP. PHYO N. KYAW CREATED AN INCLUSIVE AND LIVELY ENVIRONMENT WITH HIS SENSE OF HUMOR AND INNATE ABILITY TO REACH OUT TO KIDS AND HELP THOSE WITH DIFFICULTIES ACHIEVE THEIR FULL POTENTIAL. HIS BRIGHT PERSONALITY LIGHTENED UP THE ROOM WHILE HIS DEDICATION TO THE MANY ACTIVITIES IN WHICH HE WAS INVOLVED CONTINUOUSLY REMINDS FRIENDS TO LIVE RESPONSIBLY AND VIEW LIFE AS AN ADVENTURE. THE FOUNDATION STRIVES TO FULFILL THESE GOALS BY ORGANIZING ACTIVITIES AND FUNDRAISERS THAT WILL, IN THE LONG TERM, CREATE ENDOWMENT FUNDS WITHIN AND WITHOUT THE MASSACHUSETTS INSTITUTE OF TECHNOLOGY COMMUNITY. THESE FUNDS WILL BE USED TO PROVIDE FINANCIAL ASSISTANCE TO SUPPORT PROJECTS THAT PROMOTE EXCELLENCY IN EDUCATION, SPORTSMANSHIP, AND PHILANTHROPY AMONG YOUTH.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

THE CORPORATION SHALL HAVE NO MEMBERS. THE DIRECTORS SHALL HAVE AND EXERCISE ALL THE POWERS OF MEMBERS.

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

(If there are no provisions state "NONE")

1. THE PURPOSES OF THE CORPORATION, AS STATED HEREIN, SHALL BE CARRIED OUT BY ITS BOARD OF DIRECTORS IN A MANNER THAT WILL ENABLE THE CORPORATION TO QUALIFY AS AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAXATION UNDER SECTION 501(C)(3) OF THE CODE. TOWARD THIS END, THE CORPORATION SHALL HAVE IN FURTHERANCE OF ITS PURPOSES, ALL OF THE POWERS GRANTED TO ALL NON-PROFIT CORPORATIONS PURSUANT TO THE PROVISIONS OF SECTION 6 OF CHAPTER 180 OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS AS NOW IN EFFECT OR HEREAFTER AMENDED AND OF SECTION 9 OF CHAPTER 156(B) OF SAID GENERAL LAWS (OTHER THAN THE POWERS SET FORTH IN CLAUSES (L), (M), AND (N) OF SAID SECTION 9), AND SHALL HAVE THE FOLLOWING POWERS EXERCISABLE IN FURTHERANCE OF ITS PURPOSES, TO THE EXTENT NOT INCONSISTENT WITH CHAPTER 180 OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS OR THE REQUIREMENTS CONTAINED IN SECTION 501(C)(3) OF THE CODE: A. THE CORPORATION MAY PURCHASE, RECEIVE, TAKE BY GRANT, GIFT, DEVISE BEQUEST OR OTHERWISE, LEASE, OR OTHERWISE ACQUIRE, OWN, HOLD, IMPROVE, EMPLOY, USE AND DEAL IN AND WITH REAL OR AN INTEREST THEREIN, WHEREVER SITUATED, IN AN UNLIMITED AMOUNT; B. THE CORPORATION MAY SOLICIT AND RECEIVE CONTRIBUTIONS FROM ANY AND ALL SOURCES AND MAY RECEIVE AND HOLD IN TRUST OR OTHERWISE, FUNDS RECEIVED BY GIFT OR BEQUEST; C. THE CORPORATION MAY SELL, CONVEY, LEASE, EXCHANGE, TRANSFER, MORTGAGE, PLEDGE, ENCUMBER, CREATE A SECURITY INTEREST IN OR OTHERWISE DISPOSE OF, BY GIFT OR IN ANY MANNER, ANY OR ALL OF ITS PROPERTY, OR ANY INTEREST THEREIN, WHEREVER SITUATED AND HOWEVER ACQUIRED; D. THE CORPORATION MAY PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR OR OTHERWISE ACQUIRE, OWN, HOLD, VOTE, EMPLOY, SELL, LEND, LEASE, EXCHANGE, TRANSFER OR OTHERWISE DISPOSE OF, MORTGAGE, USE AND OTHERWISE DEAL IN AND WITH AND OTHER OBLIGATIONS, SHARES OR OTHER SECURITIES OR INTERESTS ISSUED BY OTHERS, WHETHER ENGAGED IN SIMILAR OR DIFFERENT BUSINESS, GOVERNMENTAL OR OTHER ACTIVITIES; E. THE CORPORATION MAY MAKE CONTRACTS, GIVE GUARANTEES AND INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY DETERMINE AND ISSUE ITS NOTES, BONDS, AND OTHER OBLIGATIONS WITH OR TO ANY PERSON, FIRM, ASSOCIATION, CORPORATION, MUNICIPALITY, COUNTY, STATE OR ANY OTHER ENTITY, AND SECURE ANY OF ITS OBLIGATIONS BY MORTGAGE, PLEDGE OR ENCUMBRANCE OF, OR SECURITY INTEREST IN, ALL OR ANY OF ITS PROPERTY OR ANY INTEREST THEREIN, WHEREVER SITUATED; F. THE CORPORATION MAY LEND MONEY, INVEST AND REINVEST ITS FUNDS, AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY FOR THE PAYMENT OF FUNDS SO LOANED OR INVESTED; G. THE CORPORATION MAY BE AN INCORPORATOR OF OTHER CORPORATIONS OF ANY TYPE OR KIND; H. THE CORPORATION MAY BE A PARTNER IN ANY BUSINESS ENTERPRISE WHICH IT WOULD HAVE POWER TO CONDUCT BY ITSELF; I. THE CORPORATION MAY PAY PENSIONS, ESTABLISH AND CARRY OUT PENSION, SAVINGS, THRIFT AND OTHER RETIREMENT BENEFIT PLANS, TRUSTS AND PROVISIONS FOR ANY OR ALL OF ITS DIRECTORS, OFFICERS OR EMPLOYEES; J. THE CORPORATION MAY DO BUSINESS, CARRY ON ITS OPERATIONS AND HAVE GENERAL OFFICES AND EXERCISE THE POWERS GRANTED BY CHAPTER 180 OF THE GENERAL LAWS OF THE COMMONWEALTH OF

MASSACHUSETTS IN ANY JURISDICTION WITHIN OR WITHOUT THE UNITED STATES; K. THE CORPORATION MAY EXERCISE ANY OR ALL POWERS NECESSARY OR CONVENIENT TO EFFECT ANY OR ALL OF THE PURPOSES FOR WHICH THE CORPORATION IS FORMED. 2. MEETINGS OF THE DIRECTORS MAY BE HELD ANYWHERE WITHIN OR WITHOUT THE COMMONWEALTH OF MASSACHUSETTS. 3. NO PERSON SHALL BE DISQUALIFIED FROM HOLDING ANY OFFICE BY REASON OF ANY INTEREST. THE TERM "INTEREST" AS USED HEREIN SHALL INCLUDE PERSONAL INTEREST AND INTEREST AS A DIRECTOR, OFFICER, EMPLOYEE, STOCKHOLDER, SHAREHOLDER, TRUSTEE, MEMBER OR BENEFICIARY OF ANY CONCERN; THE TERM "CONCERN" AS USED HEREIN SHALL INCLUDE ANY CORPORATION, ASSOCIATION, TRUST, PARTNERSHIP, FIRM, PERSON, OR OTHER ENTITY OTHER THAN THE CORPORATION. 4. NOTWITHSTANDING ANY POWERS GRANTED TO THE CORPORATION BY THESE ARTICLES OF ORGANIZATION, ITS BY-LAWS, OR BY THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, THE FOLLOWING LIMITATIONS UPON SAID POWERS SHALL APPLY AND BE PARAMOUNT: A. THE PROPERTY OF THIS CORPORATION IS IRREVOCABLY DEDICATED TO THE 501(C)(3) EXEMPT PURPOSES SET FORTH IN ARTICLE II. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, DIRECTORS 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 ITS PURPOSES; NO DIRECTOR OR OFFICER OF THE CORPORATION OR ANY PRIVATE PERSON SHALL BE ENTITLED TO SHARE IN THE DISTRIBUTION OF ANY OF THE CORPORATE ASSETS UPON THE DISSOLUTION OF THE CORPORATION. B. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE, INCLUDE OR INVOLVE, THE CARRYING ON OR DISSEMINATION OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, 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, EXCEPT TO THE EXTENT PERMITTED BY SECTION 501(H) OF THE CODE. C. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF ORGANIZATION, THE CORPORATION SHALL NOT CONDUCT OR CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CONDUCTED OR CARRIED ON BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAXATION UNDER SECTION 501(C)(3) OF THE CODE, OR BY AN ORGANIZATION TO WHICH CONTRIBUTIONS ARE DEDUCTIBLE UNDER SECTIONS 170(C)(2) AND 205(A) OF THE CODE. 5. IN THE CASE OF DISSOLUTION OF THE CORPORATION OR THE WINDING UP OF ITS AFFAIRS, THE BOARD OF DIRECTORS SHALL DISPOSE OF ALL OF THE ASSETS OF THE CORPORATION FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE, AS NOW ENACTED OR HEREAFTER AMENDED, IN SUCH MANNER AS THE BOARD OF DIRECTORS SHALL DETERMINE. OTHERWISE, ASSETS SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION 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 PURPOSES. 6. NO DIRECTOR OR OFFICER SHALL BE PERSONALLY LIABLE FOR THE DEBTS OR OBLIGATIONS OF THIS CORPORATION OF ANY NATURE WHATSOEVER, NOR SHALL ANY OF THE PROPERTY OF THE DIRECTORS OR OFFICERS BE SUBJECT TO THE PAYMENT OF THE DEBTS OR OBLIGATIONS OF THIS CORPORATION; PROVIDED, HOWEVER, THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR (I) FOR ANY BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION; (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; OR (III) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. THIS PROVISION

SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR OF THE CORPORATION FOR ANY ACT OR OMISSION OCCURRING PRIOR TO THE DATE ON WHICH THIS PROVISION BECOMES EFFECTIVE. NO AMENDMENT OR REPEAL OF THIS PROVISION SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY OFFICER OR DIRECTOR FOR OR WITH RESPECT TO ACTS OR OMISSIONS OF SUCH OFFICER OR DIRECTOR OCCURRING PRIOR TO SUCH AMENDMENT OR REPEAL. 7. THE BOARD OF DIRECTORS OF THE CORPORATION SHALL HAVE THE POWER TO MAKE, AMEND, AND REPEAL THE CORPORATION'S BY-LAWS TO THE EXTENT NOT INCONSISTENT WITH CHAPTER 180 OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS OR THE REQUIREMENTS CONTAINED IN SECTION 501(C)(3) OF THE CODE. 8. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THIS CORPORATION SHALL NOT, EXCEPT TO AN INSUBSTANTIAL DEGREE, ENGAGE IN ANY ACTIVITIES OR EXERCISE ANY POWERS THAT ARE NOT IN FURTHERANCE OF THE PURPOSES OF THIS CORPORATION.

Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

08/08/2012

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in *Massachusetts* is:

No. and Street:

City or Town:

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	YE YAO		08/08/2013
TREASURER	JEFF XING		08/08/2013
CLERK	YE YAO		08/08/2013
DIRECTOR	YE YAO		08/08/2013

DIRECTOR	XI CHEN		08/08/2013
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c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:
December

d. The name and business address of the resident agent, if any, of the business entity is:

Name: TIAN ONG
 No. and Street:
 City or Town:

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:

YE YAO

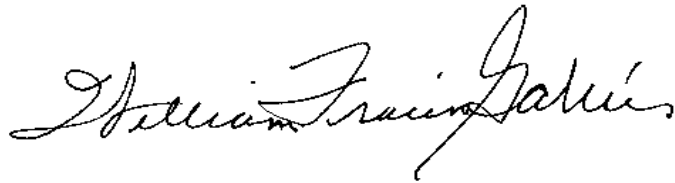
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 6 Day of August, 2012. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

YE YAO

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

August 06, 2012 10:34 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth