

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

Alumni and Friends of the Universidad Central de Venezuela, Corp.

ARTICLE II

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

The corporation is irrevocably dedicated to charitable and scientific purposes. The corporation shall engage in the following activities:

1. Promote the collaboration between the Corporation, the Association of Alumni and Friends of the Universidad Central de Venezuela based in Venezuela and the Universidad Central de Venezuela in projects, fundraising events, scientific and academic research, exchange of personnel and students with other academic or scientific organizations, organizing symposiums, forums, classes and other activities in furtherance of the purpose of the corporation.
2. Organize and contribute with fundraising events, activities and other charitable projects with the purpose of obtaining resources for the Universidad Central de Venezuela.
3. Promote gatherings of alumni of the Universidad Central de Venezuela through academic, professional, cultural, sports and social events.
4. Any other lawful acts or activities for which corporations may be organized under the laws of the Commonwealth of Massachusetts.

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 qualification 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 classes of members shall be set forth in the by-laws.

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:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the Statement of Purposes hereof. The property of this corporation is irrevocably dedicated to charitable and scientific purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. 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.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The Association of Alumni and Friends of the Universidad Central de Venezuela based in Venezuela will have the capacity to establish administrative and operational rules of the corporation, in compliance with all state and federal laws.

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.

**If there are no provisions, state "None".

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

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.

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:

166 Clinton Rd., Brookline, MA 02445